

1 Introduction

- 1.1 As a charity and company limited by guarantee, The Griffin Schools Trust (the “Company”) is governed by a Board of Directors (the “Directors”) who are responsible for, and oversee, the management and administration of the Company and the academies (the “Schools”) run by the Company.
- 1.2 The Directors are accountable to the Charity Commission and the Department for Education (including 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 Directors appoint people who are more locally based to serve on a board (the “Local Governing Body or Local Governing Board”) which has been established to ensure the good governance of the school. The Local Governing Body or Local Governing Board shall be the “Advisory Body” for the school 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”). The Local Governing Body or Local Governing Board shall be referred to throughout this document as the Local Governance Committee.
- 1.4 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the schools within the Trust, the respective roles and responsibilities of the Directors and the members of the Local Governance Committee and the commitments to each other to ensure the success of each school.
- 1.5 This Scheme of Delegation has been put in place by the Directors in accordance with the provisions of the Company’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

2 Ethos and Mission Statement

- 2.1 The Trust’s mission is for all of its schools to become great with proud traditions, wide horizons and high achievement, and to be part of a family of schools known for elite performance in many areas, with no social or academic selection.

3 Directors’ Powers and Responsibilities

- 3.1 The Directors 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, but not exclusively, 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 Directors have the power to direct change where required.

- 3.2 The Directors have a duty to act in the fulfilment of the Company's objects.
- 3.3 Directors will have regard to the interests of all schools for which the Company is responsible, in deciding and implementing any policy or exercising any authority.
- 3.4 Article 100 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. Responsibility for the running of the schools will be delegated to the committees established by this Scheme of Delegation and which shall be known as either the Local Governing Body or Local Governing Board, dependent on which model the Directors choose for each location.
- 3.5 The constitution, membership and proceedings of the Local Governing Body and Local Governing Board is determined by the Directors and this Scheme of Delegation expresses such matters as well as acknowledges the authority delegated to these committees in order to enable them to run the school and fulfil the schools mission.

4 Constitution of the Local Governing Body or Local Governing Board

- 4.1 A Local Governing Body will be constituted when a school is located outside of a hub of Griffin Schools Trust schools. This committee will serve a single school. A Local Governing Board will be implemented when a hub of Griffin Schools Trust schools exists. This committee will serve a group or hub of schools. A hub of schools is not limited in number nor in geographical distance but will be determined by the Company.

In certain circumstances, where a school has recently joined the Trust or in a hub which has more than one new Head appointed in the same school, the Trust may constitute a School Improvement Board to replace the Local Governing Body or Board for a period of time in order to speed the school or school leaders' understanding of the GST mission and the key school improvement tools which lie at the heart of it.

4.2 Membership of Local Governing Board

- 4.2.1 The number of people who shall sit on the Local Governing Board shall be not less than five but no more than fifteen.
- 4.2.2 The Local Governing Board shall have the following members:
- Up to eight members appointed by the Directors, to include representation from the community and staff cohort
 - The substantive Heads of all schools within the hub. Where an Executive Head is in place, they will have membership to the Local Governing Board, not the Head of School
 - Each school within the hub will be entitled to appoint one parent member.
- 4.2.3 All persons appointed or elected to the Local Governing Board shall give a written undertaking to the Directors to uphold the object of the Company.

4.3 Membership of Local Governing Body

- 4.3.1 The number of people who shall sit on the Local Governing Body shall be not less than three but no more than eight.
- 4.3.2 The Local Governing Body shall have the following members:
- Up to six members appointed by the Directors, to include representation from the community and staff cohort
 - The substantive Head of the school
 - Two parent members.
- 4.3.3 All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Directors to uphold the object of the Company.
- 4.3.4 No fewer than three and no more than five will serve on the School Improvement Board which will consist of GST officers, supplemented by local governors where appropriate. All local governors are invited to offer their continued services whilst the SIB is in place and the Chair will make the appointments according to the needs of the school or hub. The SIB will be chaired by a senior officer of the Trust.

4.4 Appointment of Members of the Local Governance Committee

- 4.4.1 The Directors will appoint members to serve on the Local Governance Committee, having regard to any recommendations and views of the Local Governance Committee, in relation to ensuring that the people serving have an appropriate range of skills and experience and due attention is given to succession planning. The Trust will ensure that the Local Governance Committee is competency led and will ensure that the skills within the Committee are sufficient to ensure the effective management of Local Governance.
- 4.4.2 Staff representation (including the Head) of the Local Governance Committee cannot exceed half of the total number of persons.
- 4.4.3 The Executive Head or Head shall be treated for all purposes as being an ex officio member of the Local Governance Committee.
- 4.4.4 Where a vacancy for a parent member of the Local Governing Committee arises, all parents of registered pupils at the school or schools will be invited to apply to fill the position. Each parent wishing to stand as a candidate will be asked to complete an application form, as any other governor would. The statements and skills review within these forms will then be made available to parents to assist them in their voting choices.
- 4.4.5 The Local Governing Body shall take all reasonable steps to ensure that every person who is known to them to be a parent of a registered pupil is informed of the vacancy and invited to stand as a candidate. The Local Governance Committee will also take all reasonable steps to ensure all parents are aware of their entitlement to vote in the election.

4.4.6 The Local Governance Committee shall make all necessary arrangements for an election of the parent members. Any election of persons who are to be the parent members which is contested shall be held by secret ballot. The arrangements made for the election of the parent members shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or by returning their ballot to school by a registered pupil at the Academy.

4.4.7 The number of parent members shall be made up by persons appointed by the Trust if the number of parents standing for election is less than the number of vacancies. In appointing a person to be a parent member, the Trust shall appoint a person who is the parent of a registered GST pupil or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

4.5 Term of Office

4.5.1 The term of office for any person serving on the Local Governance Committee shall be three years, save that this time limit shall not apply to the Head or Executive Head. Subject to remaining eligible to be a particular type of member, any person may be re-appointed to the Local Governance Committee.

4.6 Resignation and Removal

4.6.1 A person serving on the Local Governance Committee shall cease to hold office if they resign office by notice (but only if at least three persons will remain in office when the notice of resignation is to take effect).

4.6.2 A person serving on the Local Governance Committee shall cease to hold office if they are removed by the person or persons who appointed them. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves by a person or persons who appointed them, any failure to uphold the values of the Company or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account. A person serving on the Local Governance Committee can also be removed for a variety of reasons, including the requirement for the Local Governance Committee to include new skills to ensure its effectiveness, for which new members are required.

4.7 Disqualification

4.7.1 No person shall be qualified to serve unless they are aged 18 or over at the date of election or appointment. No current pupil within the Griffin Schools Trust shall be entitled to serve on the Local Governance Committee.

4.7.2 A person shall cease to hold office if they become incapable by reason of mental disorder, illness or injury of managing or administering their own affairs.

4.7.3 A person shall cease to hold office if they are absent without the permission of the Chair from all the meetings held within a period of six months, or three consecutive meetings, whichever arises sooner.

- 4.7.4 A person shall be disqualified if their estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or they are the subject of a bankruptcy restrictions order or an interim order.
- 4.7.5 A person shall be disqualified from serving at any time when they are subject to a disqualification order or a disqualification undertaking under the Company Directors 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).
- 4.7.6 A person shall cease to hold office if they would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 4.7.7 A person shall be disqualified if they has been removed from the office of charity Trustee by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which they were responsible or to which they were privy, or which their conduct contributed to or facilitated.
- 4.7.8 A person shall be disqualified at any time when they are included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000 or barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.7.9 A person shall be disqualified where they have, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 4.7.10 A person shall be disqualified if they have not provided to the Chair 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 Chair or the Head confirm their 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.
- 4.7.11 This clause shall also apply to any member of any committee or task group of the Local Governance Committee.

5 Delegated powers

5.1 General Provisions

- 5.1.1 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution, the management of the business of the schools shall be delegated by the Directors to the Local Governance Committee who may exercise all the powers of the Company in so far as they relate to the schools, in accordance with the terms of this Scheme of Delegation.
- 5.1.2 No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governance Committee which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Local Governance Committee by this Scheme of Delegation and a meeting of the Local Governance Committee at which a quorum is present may exercise all the powers so delegated.
- 5.1.3 In general terms, the responsibility of the Directors in so far as the business of the schools is concerned is to determine the policy and procedures and to consider and respond to strategic issues. Whilst the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors under this Scheme of Delegation, the responsibility for such matter will be that of the Local Governance Committee. It is recognised that some issues may not present as strategic in the first instance but may become so; any such changes will also be under the concern of the Directors, as determined by them at the time.
- 5.1.4 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governance Committee and without detracting from the generality of the powers delegated, the Local Governance Committee shall have the following powers, namely:
- to expend certain funds of the Company as permitted in such manner as the Local Governance Committee shall consider most beneficial for the achievement of the Object in so far as it relates to the schools in pursuance of the business plan (budget) agreed by the Directors
 - to invest in the name of the Company such part of the funds of the Company for which it has responsibility pursuant to this Scheme of Delegation and the Griffin Schools Trust Financial Handbook
 - to enter into contracts on behalf of the Company in so far as they relate to the schools provided that this is in line with the Griffin Schools Trust Procurement Policy and that any contracts relating to the provision of school improvement shall be agreed and entered into by the Directors.
- 5.1.5 Any bank account in which any money of the Company in so far as it relates to the schools is deposited shall be operated by the Local Governance Committee in the name of the Company. All cheques, BACs payments and orders for the payment of money

from such an account shall be signed by at least two signatories authorised by the Local Governance Committee.

5.2 Ethos and Values

5.2.1 Whilst the Local Governance Committee shall be responsible for ensuring that the schools are conducted in accordance with its ethos and values, the determination of the ethos and mission statement for each school shall be the responsibility of the Directors, in consultation with the Head.

5.2.1 At all times, the Directors and the Local Governance Committee shall ensure that the schools are conducted in accordance with the object of the Company, the terms of any trust governing the use of the land which is used for the purposes of the schools and any agreement entered into with the Secretary of State for the funding of the schools.

5.3 Finance

5.3.1 In acknowledgement of the receipt by the Directors of funds in relation to the schools; provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Directors delegate to the Local Governance Committee the responsibility to manage and expend all monies received on account of the school for the purposes of the school as agreed from time to time by the Directors. The Local Governance Committee acknowledges the support provided by the Directors and that certain costs will be incurred by them in undertaking their functions and meeting their responsibilities.

5.3.2 The services provided by the Directors on either an optional or a non-discretionary basis will be agreed with the Local Governance Committee. In light of this, the Local Governance Committee will be expected to meet a proportion of the costs incurred by the Directors, which shall be determined by the Directors on an annual basis, and which may be deducted by the Directors from any funds recovered by the Company.

5.3.3 Whilst the Local Governance Committee shall have the power to enter into contracts on behalf of the Company in so far as they relate to the schools, the Local Governance Committee shall first obtain the written consent of the Directors to any contracts or expenditure as required in the Griffin Schools Trust Financial Handbook.

5.3.4 The accounts of the Company shall be the responsibility of the Directors but the Local Governance Committee shall provide such information about the finances of the schools as often and in such format as the Directors shall reasonably require. The Directors will harmonise the financial systems of the schools and the Local Governance Committee will support this objective. A detailed budget for the schools shall be agreed between the Directors for the start of each academic year and the Local Governance Committee shall report to the Directors on the success or not as the case may be of the schools working within the constraints of the in-year budget.

- 5.3.5 The Local Governance Committee shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 5.3.6 The Local Governance Committee shall inform the Directors of any need for significant unplanned expenditure. The Directors will then discuss with the Committee the options of identifying solutions for available funding.
- 5.3.7 The Local Governance Committee shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the schools. The Local Governance Committee shall appoint one of its members (but not someone who is serving on the finance committee) to be a responsible officer who shall oversee the finances of the school, assess any risks and report to the Responsible Officer who is appointed by the Company for the purposes of the Master Funding Agreement. The schools will comply with any requests of the Directors to undertake a risk assessment whether for auditing purposes or not and whether such assessment is required by the Secretary of State or not. The Directors will notify the Local Governance Committee of its risk assessment policy from time to time.

5.4 Premises

- 5.4.1 Subject to this Scheme of Delegation, the maintenance of the buildings and facilities used in respect of the schools is the responsibility of the Local Governance Committee, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and/or any others) as owners of such buildings and facilities.
- 5.4.2 The Local Governance Committee shall in conjunction with the Directors develop a five year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governance Committees responsibility to ensure the buildings and facilities are maintained to a good standard.
- 5.4.3 The responsibility for any disposals or acquisitions of land will be that of the Directors.
- 5.4.4 Insuring the land and buildings used by the schools will be the responsibility of the Directors, who shall recover the cost from the budget delegated to the Local Governance Committee to the extent the same is not otherwise reclaimed directly from the EFA.

5.5 Resources

- 5.5.1 The Directors shall appoint the Head and any other posts with senior leadership responsibilities. The Directors and the Local Governance Committee may delegate such powers and functions as they consider are required by the Head for the internal organisation, management and control of the school (including the implementation of

all policies approved by the Committee and the direction of the teaching and curriculum at the schools).

- 5.5.2 The Local Governance Committee shall be responsible for the appointment and management of all other staff to be employed provided that the Local Governance Committee shall comply with all policies dealing with staff issued by the Directors from time to time; take account of any pay terms set by the Directors; adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors; manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.
- 5.5.3 The Local Governance Committee shall carry out or delegate to either the Head and/or an appropriate subcommittee or task group (as appropriate) the performance management of all staff and shall put in place procedures for the proper professional and personal development of staff. The Griffin Schools Trust Lead in consultation with the Local Governance Committee shall manage the performance of the Head and submit recommendations to the Company.

5.6 Curriculum and Standards

- 5.6.1 The Local Governance Committee shall be responsible for the setting and review of the curriculum subject to any reasonable requirements of the Directors.
- 5.6.2 The Local Governance Committee shall be responsible for the standards achieved by the schools and the pupils attending the schools but shall follow such advice and recommendations of the Directors as they might issue from time to time.
- 5.6.3 The Local Governance Committee shall be responsible for the setting and review from time to time of the school's admissions policy, subject to the reasonable requirements of the Directors and provided that no change will be made to the admissions criteria without the written consent of the Directors.
- 5.6.4 Any decision to expand the schools shall be that of the Directors but who shall have regard to the views of the Local Governance Committee.

5.7 Business Activities

- 5.7.1 Whilst the undertaking of any activities which would be described as part of the schools "extended schools agenda" or any activities designed to generate business income would be the responsibility of the Local Governance Committee, this shall only be undertaken in a manner consistent with any policy set by the Directors and having regard to the viability of such activities, the impact on the schools activities and any financial implications, such as the threat of taxation in light of the Company's charitable objects and any threat to funding provided by the Secretary of State.

5.8 Regulatory Matters

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

5.9 Complaints and Allegations

- 5.9.1 The responsibility for the monitoring and resolution of complaints within the schools lies with the Local Governance Committee. The Local Governance Committee is also responsible for fully investigating all allegation of abuse or wrong doing along with the collation of any incidents in conflict with the Equalities and Diversity policies of the school.

6 Operational Matters

- 6.1 The Local Governance Committee shall comply with the obligations set out in Appendix 1 which deals with day to day operation.
- 6.2 The Local Governance Committee will adopt and will comply with all policies of the Directors communicated to them, from time to time.
- 6.3 Both the Directors and all members of Local Governance Committee have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 6.4 The Local Governance Committee will review its policies and practices on a regular basis, having regard to recommendations made by the Directors, in order to ensure that the governance of each school is best able to adapt to the changing political and legal environment.
- 6.5 The Local Governance Committee shall provide such data and information regarding the business of the school and the pupils attending as the Directors may require from time to time.
- 6.6 The Local Governance Committee shall submit to any inspections by the Directors to assess how well the schools are managed.
- 6.7 The Local Governance Committee shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred under this Scheme of Delegation in such circumstances.

7 Annual Review

- 7.1 This Scheme of Delegation shall operate from 1st September 2015.
- 7.2 The Directors will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.

APPENDIX 1: FUNCTIONING OF THE LOCAL GOVERNANCE COMMITTEE

1 Chair and Vice Chair

- 1.1 The Griffin Schools Trust shall appoint a Chair of the Local Governance Committee, to serve for three years. The Local Governance Committee shall elect a Vice Chair from among their number.
- 1.2 The Chair or Vice Chair may at any time resign office by giving notice in writing. The Chair or Vice Chair shall cease to hold office if:
- They cease to serve on the Local Governance Committee
 - They are employed by the Company
 - They are removed from office in accordance with this Scheme of Delegation.
- 1.3 Where a vacancy arises in the office of Chair, the Trust will look to appoint a new Chair as soon as practicable.
- 1.4 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.
- 1.5 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 members shall elect one of their number to act as a Chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company nor a Director.
- 1.6 The Chair and Vice Chair may only be removed from office by the Directors in accordance with this Scheme of Delegation.

2 Conflicts of Interest

- 2.1 Any member of the Local Governance Committee 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 their duties as a member of the Local Governance Committee shall disclose that fact as soon as they become aware of it. A person must absent themselves from any discussions in which it is possible that a conflict will arise between their duty to act solely in the interests of the Trust and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 2.2 A Personal Financial Interest should be recorded if in the employment of the Company or 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.
- 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 Local Governance Committee and the Head shall be referred to the Directors for their determination.

3 Minutes

- 3.1 The minutes of the proceedings of a meeting of the Local Governing Committee shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes and shall be signed (subject to the approval of the members) at the subsequent meeting by the Chair.
- 3.2 The minutes shall include a record of all appointments and all proceedings at meetings of the Local Governing Committee and of sub-committees or task groups, including the names of all persons present at each such meeting.
- 3.3 The Chair shall ensure that copies of minutes shall be provided to the Directors as soon as reasonably practicable after those minutes are approved.

4 Sub-committees

- 4.1 Subject to this Scheme of Delegation, the Local Governance Committee may establish a subcommittee (“these bodies” for the rest of this paragraph). The constitution, membership and proceedings of these bodies shall be determined by the Local Governance Committee, having regard and approval to any views of the Directors. The establishment, terms of reference, constitution and membership of these bodies shall be reviewed at least once in every twelve months. The membership of these bodies may include persons who do not also serve on the Local Governance Committee, provided that at least one governor is in attendance. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members serve on the Local Governance Committee.

5 Delegation

- 5.1 Provided such power or function has been delegated to the Local Governance Committee, it may further delegate to any person serving on the Local Governance Committee, subcommittee, task group, the Head or any other holder of an executive office within GST, 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 Directors or the Local Governance Committee may impose and may be revoked or altered. The terms of reference for any sub-committee or task group shall first be approved by the Directors.
- 5.2 Where any power or function of the Directors or the Local Governance Committee is exercised by any subcommittee or task group, any Director or member of the Local Governance Committee, the Head or any other holder of an executive office, that person or subcommittee or task group shall report to the Local Governance Committee in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governance Committee immediately following the taking of the action or the making of the decision.

6 Meetings of the Local Governing Committee

- 6.1 Subject to this Scheme of Delegation, the Local Governance Committee may regulate its proceedings as the members of the Local Governance Committee deem fit.
- 6.2 The Local Governance Committee shall meet six times every academic year. Meetings of the Local Governance Committee shall be convened by the clerk. In exercising their functions under this Scheme of Delegation the clerk shall comply with any direction given by the Directors or given by the Chair of the Local Governance Committee.
- 6.3 Any three members of the Local Governance Committee may, by notice in writing given to the clerk, requisition a meeting of the Local Governance Committee; 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 Local Governance Committee shall be given at least seven clear days before the date of a meeting notice in writing thereof, sent to each member at the address provided by each member from time to time and a copy of the agenda for the meeting.
- 6.5 If the Chair so determines 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.
- 6.6 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.
- 6.7 A resolution to rescind or vary a resolution carried at a previous meeting shall not be proposed 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 Local Governance Committee shall be terminated forthwith if the members of the Local Governance Committee so resolve or if the number of members present ceases to constitute a quorum for a meeting.
- 6.9 Where 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.
- 6.10 Where the Local Governance Committee resolves to adjourn a meeting before all the items of business on the agenda have been disposed of it shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly.
- 6.11 The quorum for a meeting of the Local Governance Committee shall be any one third (rounded up to a whole number) of the total number of persons holding office at the

- date of the meeting.
- 6.12 The Local Governance Committee 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 any vote on the removal of a person in accordance with this Scheme of Delegation shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote plus a Director.
- 6.14 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governance Committee shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member shall have one vote.
- 6.15 Where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he may have.
- 6.16 The proceedings of the Local Governance Committee shall not be invalidated by any vacancy on the board or any defect in the election, appointment or nomination of any person serving on the Local Governance Committee.
- 6.17 A resolution in writing, signed by all the persons entitled to receive notice of a meeting, shall be valid and effective as if it had been passed at a meeting of the Local Governance Committee or, as the case may be, a subcommittee or task group. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governance Committee and may include an electronic communication indicating their agreement to the form of resolution providing that the member has previously notified the Local Governance Committee in writing of the email address or addresses which the member will use.
- 6.18 The Local Governance Committee shall ensure that a copy of the agenda for every meeting; the draft minutes of every such 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 persons wishing to inspect them.
- 6.19 There may be excluded from any item required to be made available any material relating to a named teacher or other person employed, or proposed to be employed; A named pupil at, or candidate for admission and any matter which, by reason of its nature, the Local Governance Committee is satisfied should remain confidential.
- 6.20 Any member of the Local Governance Committee shall be able to participate in meetings by telephone or video conference provided that they have given notice of their intention to do so detailing the telephone number or video conference details from which they shall be taking part at least 48 hours before the meeting and the Local Governance Committee has access to the appropriate equipment and if after all

reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

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 Local Governance Committee) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, “Address” in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 7.2 A notice may be given by the Local Governance Committee to its members either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by using electronic communications to an address for the time being notified to the Local Governance Committee by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governance Committee 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 Local Governance Committee.
- 7.3 A member of the Local Governance Committee present, either in person or by proxy, at any meeting of the Local Governance Committee 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 Local Governance Committee shall be indemnified out of the assets of the Company against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

APPENDIX 2: The Role of a Griffin Schools Trust Governor

The Griffin Schools Trust anticipates that a governor will need to allocate a minimum of 30 hours per academic year to their role, plus any committee attendance, as required. This will include attending key meetings, visiting the school and becoming an integral part of the governance of both the school and the Trust.

Within the role of governor, colleagues will be able to gain experience of the education sector, specific training in relation to compliance and monitoring, along with a detailed understanding of the schools and local community that Griffin Schools Trust serves.

The values of Griffin Schools Trust are Proud Traditions, Wide Horizons and High Achievement. The Trust will support all governors to fully embrace these values and ensure they form the key focus for all schools within the Trust.

The Griffin Schools Trust expects all colleagues, including governors, to adhere to the seven principles of public life, known as the Nolan Principles, due to the nature of our work within the public sector. These are:

- **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 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 it.
- **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 3: Griffin Schools Trust School Improvement Boards

To be read in conjunction with the GST Scheme of Delegation.

A Local Governing Body is constituted when a school is located outside of a hub of GST schools and serves a single school.

A Local Governing Board serves a group of co-located schools.

In certain circumstances, where a school has recently joined the Trust or in a hub which has more than one new Head appointed in the same school, the Trust may constitute a School Improvement Board to replace the Local Governing Body or Board for a period of time in order to speed the school or school leaders' understanding of the GST mission and the key school improvement tools which lie at the heart of it.

No fewer than three and no more than five will serve on the School Improvement Board which will consist of GST officers, supplemented by local governors where appropriate. All local governors are invited to offer their continued services whilst the SIB is in place and the Chair will make the appointments in consultation with the Trust Chief Executive Officer according to the needs appropriately expanded to retain the skills and experience of local governors of the school or hub. The SIB will be chaired by a senior officer of the Trust.

The SIB fulfils the same functions as listed in Section 3 of the Guide to Local Governance and, in particular, holds the Head to account for

- their progress in fulfilling the school's stated vision within the overarching mission of GST
- their focus on the SDP and the accurate evaluation of meeting its milestones to time and quality
- the design and delivery of the curriculum and richness of extra-curricular opportunities
- the progress of pupils
- engagement with parents and other stakeholders
- their understanding and effective use of the key GST School Improvement Tools
- the effectiveness of safeguarding
- the quality of recruitment, staff professional development and rigour of performance management at all levels
- the use and impact of additional funding (eg SEND, Pupil Premium, PE and Sport Premium, year 7 and 8 catch up funding)
- financial planning and control, including compliance with the ESFA Handbook

This high level of scrutiny is achieved through

- regular visits to the school during the working day to work alongside senior staff, including modelling, monitoring and coaching as well as triangulating judgements with referenced to children's work and discussions with a cross-section of staff
- scrutiny of and detailed feedback on key documentation such as the Summary Self-Evaluation, notes from 1-1 meetings, SLT agendas and meeting notes and data sets
- reviews staffed by GST central team with an independent validator at least every 13-week cycle, delivered with the SLT to validate the accuracy of their self-evaluation and followed with a report focused on Next Steps
- a record of meeting minutes which reflect the level of challenge offered and the school's progress with a complex agenda

The Trust CEO will decide when the Local Governing Body or Board will be re-formed and the SIB disbanded.

September 2017