

Richard Huish Trust

Local Governing Body

Scheme of Delegated Authority (SoDA)

SoDA Approval Date: 27th April 2023

1 INTRODUCTION

1.1 As a charity and company limited by guarantee, Richard Huish Trust (the “Company”) is comprised and governed by:

- Members who guarantee the liabilities of the Company and review the strategic direction.
- a Board of Trustees (the “Directors”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company.
- a RHT Governance Committee
- a RHT Finance and General Purposes Committee
- a RHT People and Performance Committee
- a RHT Audit and Risk Committee
- a RHT Academic Planning and Quality Committee (Primary)
- Local Governing Bodies (LGBs); there will be one LGB for each academy which will be responsible for, subject to the provisions of this SoDA, the day-to-day management and administration of the academy.

A chart summarising the governance structure of the Company is contained in **Appendix 2**.

1.2 A majority of the Directors are appointed by RHT Members.

1.3 The Directors have agreed the vision statement contained in **Appendix 7**.

1.4 The aim of the SoDA is to provide clarity to LGBs on the extent of their rights, responsibilities, authority and powers and to provide a framework within which the LGB will interact and work with the other governance aspects of the Company.

1.5 This SoDA has been put in place by the Directors and applies from the SoDA date in accordance with the provisions of the Company’s Articles of Association (Articles) and it should be read in conjunction with those Articles and any terms used in the Articles (a copy of which is attached to this SoDA in **Appendix 1**).

1.6 Any reference to the “Academy” in this SoDA will be a reference to the Academy so named at the beginning of this document. References to “Company Academies” is a reference to all the academies for which the Company is responsible at a given point in time. Any reference to ‘Company’ or ‘Trust’ means Richard Huish Trust.

1.7 The Directors are accountable to external government agencies including the Education and Skills Funding Agency, the Charity Commission and the Department for Education (including

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any successor bodies) to “... comply with the Trust’s charitable objects, with company and charity law, and with their funding agreement.”

- 1.8 The LGBs are established to ensure the good governance of the Academy. The LGB shall be the Governing Body for the Academy as required by the Master Funding Agreement. This is an agreement entered into between the Company and the Secretary of State for Education (SoS) governing the affairs of the Company (the Master Funding Agreement).
- 1.9 This SoDA explains the ways in which the Company requires the LGBs to fulfil their responsibilities for the leadership and management of the Academy, and the commitments to each other to ensure the success of the Academy.
- 1.10 To reflect the fact that different Academies will require differing levels of support and have earned differing levels of autonomy, Company Academies will be divided into four groups. The LGBs of Level 1 and 2 Academies will have greater autonomy and responsibility. Level 3 and 4 academies will have restricted levels of delegation, these will be detailed in Appendix 8 of the SODA for each academy. The objective of the Directors is that all Company Academies will be at least level 2 Academies and additional support will be provided by the Company to Level 3 and 4 Academies in order that they can progress to become at least Level 2. The criteria for each level is set out in Appendix 3 as well as details of how the assessment of the level of the Academy will be undertaken.
- 1.11 The object (the "Object") of the Company is specifically restricted to the following:
- "to advance for the public benefit education in the United Kingdom, in particular but without prejudice to the generality of the foregoing by establishing, maintaining, carrying on, managing and developing schools ("the mainstream Academies") offering a broad and balanced curriculum or educational institutions which are principally concerned with providing full-time or part-time education for children of compulsory school age who, by reason of illness, exclusion from school or otherwise, may not for any period receive suitable education unless alternative provision is made for them ("the alternative provision Academies) or 16 to 19 Academies offering a curriculum appropriate to the needs of its students ("the 16 to 19 Academies") or schools specifically organised to make special educational provision for pupils with Special Educational Needs ("the Special Academies") and which shall include
- (i) Academies other than those designated Church of England, whether with or without a designated religious character: and
 - (ii) Church of England Academies designed as such which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship, and in having regard to any advice issued by the Diocesan Board of Education, but in relation to each of the Academies to recognise and support their individual ethos, whether or not designated Church of England.
- 1.12 The Academy may decide to collaborate or pool resources with one or more other Company Academies to further the Object of the Company more efficiently. The Directors shall support and facilitate such collaboration. The Academies which are collaborating shall report to the Directors the nature and outcomes of such collaboration.

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- 1.13 The LGBs recognise and acknowledge the responsibility of the Directors and the Company, including any officer appointed with the express purpose of achieving and maintaining Academy improvement, to support the Academies to ensure their long-term sustainability. Any Academy Improvement Plan will be discussed between the Directors and the LGB and the LGB acknowledges that the financial cost of any support package will be the responsibility of the Academy. Any Academy Improvement Plan will take account of the SoS's concerns and will identify measurable objectives and milestones for improvement. The LGB will support and ensure implementation of any plan.
- 1.14 The Directors also recognise the role that the Academies play in their communities and LGBs are, subject to the provisions of this SoDA, free to decide how such support is given. The LGB shall ensure that any support is consistent with the Object of the Company and the restrictions on use of its charitable resources and any advice or restriction placed on the Company by the SoS. The LGB shall ensure that any formal collaboration or support is appropriately documented, and the details notified in advance to the Directors.

2 DIRECTORS' POWERS AND RESPONSIBILITIES

- 2.1 The Directors have overall responsibility and ultimate decision-making authority for all the work of the Company.
- 2.2 The Directors must act in the fulfilment of the Object.
- 2.3 Directors will have regard to the interests of all the Company Academies in deciding and implementing any policy or exercising any authority in respect of an individual Company Academy.
- 2.4 **Article 101** (of the Articles of Association) provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors.
- 2.5 The constitution, membership, and proceedings of the LGB is determined by the Directors, in conjunction with the Chair of the LGB, and this SoDA expresses such matters as well as acknowledging the authority delegated to the LGB in order to enable the LGB to run the Academy.
- 2.6 The Directors shall consult with the LGBs of Company Academies before making changes to this SoDA.
- 2.7 The Directors shall have the right to determine the level of delegation to each academy based on the performance of each academy. In some circumstances the Directors can direct that all members of the LGB resign their posts and that this SoDA shall cease to have effect until such time as the Directors are satisfied that the event/s that triggers these powers being exercised have been rectified. The circumstances that would lead to this consideration are:
- The standards of performance of students at the academy are unacceptably low
 - There has been a serious breakdown in the way the academy is managed or governed locally which is prejudicing or likely to prejudice standards of performance
 - The safety of students or staff at the academy is threatened

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- The academy is predicted to have or has a deficit budget, and the Directors consider that insufficient or inadequate action has been taken to manage this locally
- An event occurs at or in relation to the academy which is significantly damaging to the reputation of the Company.

3 CONSTITUTION OF THE LGB

3.1 Governors of the LGB

3.1.1 Ordinarily, the number of Governors who shall sit on the LGB shall be not less than eight and not more than twelve (not including Student Governors).

3.1.2 The LGB shall have the following Governors:

Two Staff Governor(s), appointed under clause 3.2.2; two Parent Governors elected or appointed under clause 3.2.3; the Head teacher / Principal of the Academy and the remaining Governors appointed by the Directors.

3.1.3 In the case of a former Voluntary Controlled school, foundation appointments will make up **25% of the Local Governing Body** in accordance with the relevant clause in the Supplemental Funding Agreement for the school, the Memorandum of Understanding, and with Article 101B of the Articles of Association of the Academy Trust.

3.1.4 No more than one third of the Governors of the LGB shall be employees of the Company.

3.1.5 The LGB may also have additional Governors appointed under clause 3.2.10.

3.1.6 Whilst Directors would not normally be appointed to an LGB, the Directors (all or any of them) shall be entitled to attend meetings of the LGB if they have first informed the Chair of the LGB of their intention to attend. Any Director attending a meeting of the LGB shall be entitled to speak but shall not be entitled to vote.

3.2 Appointment of Governors of the LGB

Head teacher / Principal

3.2.1 The Head teacher / Principal (as applicable) of the Academy shall be treated for all purposes as being an ex officio Governor of the LGB.

Staff Governors

3.2.2 In appointing persons to serve on the LGB who are employed at the Academy the members of the LGB may invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the LGB.

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Parent Governors

3.2.3 Two Parent Governors of the LGB shall be elected by parents of registered students at the Academy. He or she must be a parent of, or have parental responsibility for, a student at the Academy at the time when he or she is elected.

3.2.4 The LGB shall make all necessary arrangements for, and determine all other matters relating to, an election and appointment of the Parent Governors. 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 LGB.

3.2.5 Where a vacancy for a Parent Governor is required to be filled by election, the LGB 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 student at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he or she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

3.2.6 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/she prefers, by having his/her ballot paper returned to the Academy by a registered pupil at the Academy.

3.2.7 Where the number of parents standing for election is less than the number of vacancies, the Directors 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 child of compulsory school age to be a Parent Governor.

Foundation LGB Governors of a Church of England Academy (the Bath & Wells Diocesan Board of Education is referred to as "the DBE")

3.2.8 Prior to appointing a Foundation LGB Governor the Academy Trust shall first notify the DBE of its intention and shall require that candidate to submit an application for approval by the DBE. No Foundation LGB Governor may be appointed without the written approval of the DBE.

3.2.9 In considering such approvals the DBE will have regard to any representations made by the Parochial Church Council for the Parish in which the Academy is situated, and or in which the candidate resides. Local Governors can only be removed by the bodies who appointed them. In circumstances where a Foundation Local Governor is deemed by the DBE, acting reasonably, no longer to meet the requirements of a Foundation Local Governor, the Academy Trust will either remove that Local Governor or re-designate that Local Governor as non-Foundation, provided that the appropriate ratio set out in 3.1.3 above shall be maintained at all times.

Additional Governors

3.2.10 The LGB may, with the consent of the Directors, appoint additional Governors, including Student Governors to the LGB.

General

3.2.11 All appointments to the LGB or resignations from the LGB are to be reported to the RHT Clerk within seven days of such appointment or resignation together with details of the type of Governor involved (i.e., Parent, Staff etc.). The DfE Get Information about Schools website is to be updated accordingly.

3.2.12 No person may be a Governor, if

- they are disqualified from being a charity trustee pursuant to the Charities Act 2011
- they have an unspent conviction which, in the reasonable opinion of the Directors, makes them unsuitable to serve as a member of the LGB
- They would be disqualified under regulations which came into force on 1 August 2018, to include senior management positions, or
- they would be disqualified from serving as a Director in accordance with **Articles 68-80** of the Articles.

3.2.12 If at any time, whether before or after appointment, the Directors reasonably believe that a Governor is unsuitable to hold such an appointment, the Directors may direct that such Governor shall resign (or be prevented from taking office). The Directors shall only use this power in exceptional circumstances.

3.3 Term of office

3.3.1 The Directors shall decide how long the term of office of Governors shall be provided that such term shall be not less than one year and not more than four years, save that this time limit shall not apply to:

- the Head teacher / Principal who shall be treated for all purposes as being an ex officio Governor of the LGB.

3.3.2 Subject to remaining eligible to be a particular type of Governor on the LGB, any person may be re-appointed or re-elected to the LGB for a second term of office. Proposals to reappoint or re-elect for a **third term of office** require the approval of the Board of Directors.

3.4 Resignation and removal

3.4.1 A person serving on the LGB shall cease to hold office if:

- he/she resigns his/her office by notice in writing to the LGB
- he/she is removed by the person or persons who appointed him unless he is a Parent or Staff Governor, who may be removed by the Directors
- a Staff Governor ceases to work at the Academy
- his/her term of office is not renewed; or
- a Parent Governor ceases to be a parent of a child attending the Academy.

3.5 Composition and Appointment of Local Governing Bodies (See the RHT Director, Governor Recruitment, Succession and Renewal Procedure)

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LOCAL GOVERNING BODY			
Type of Governor	Number	Term of Office	How they are appointed
Headteacher / Principal	1	Indefinite	Ex-officio with Headteacher appointment
Chair of LGB	1	Annual	The Chair of the LGB shall be appointed by the RHT Board . The Board of Directors, as the appointing authority, reserves the right to remove the Chair if the need arises.
Vice-chair of LGB	1	Annual	The Vice-chair of the LGB shall be appointed by a majority vote of the LGB governors. Subject to formal ratification by RHT Board
Parent governors	2	4 Years (School Parent Governors) 2 Years (College Parent Governor)	Parent governors shall be elected by the parents of registered pupils at the Academy. They must be a parent of or have parent responsibility for a pupil at the Academy at the time when they were elected. Subject to formal ratification by RHT Board
Staff governors	2	4 years	Staff governors shall be elected by the staff of the Academy. Subject to formal ratification by RHT Board
Other Governors	Up to a max. of 12	4 years	Governors are recommended by the LGB but are subject to final approval by the Board of Trustees .
Foundation governors (as appropriate for CofE Schools only)	2 (25%)	4 years	Appointed by the Diocese Board of Education to uphold the foundation of the church schools and subject to RHT Board of Trustees' approval . See <i>Diocese and RHT Memorandum of Understanding</i> .

4 PROCEEDINGS OF THE LGB

4.1 Appointment and removal of Chair and Vice Chair

4.1.1 The Chair of the LGB shall be appointed by the Directors following consultation with the Governors of the LGB and may be removed from office by the Directors. The Chair of the LGB shall be appointed for a period of a year. A person employed by the Company (whether or not at the Academy) shall not be eligible to be appointed as Chair.

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4.1.2 The Chair of the LGB is responsible for ensuring that the business of the LGB is appropriately organised and for acting as the communication link between the LGB and the Academy Head teacher / Principal. The Chair will also be responsible for reporting to the Board of Directors where applicable, through the CEO. The Chair, together with the other governors of the LGB, has responsibility for providing strategic leadership of matters such as formulating the LGB's strategy for executing its duties; encouraging high standards of propriety; promoting efficient and effective use of resources including staff; ensuring that decision making takes account of governance documents and ministerial guidance.

The Chair has responsibility for representing the view of the LGB to the general public and for providing an assessment of the performance of individual Governors on request e.g. when they are considered for re-appointment to the LGB.

4.1.3 The Governors of the LGB shall elect a Vice Chair from among their number. All appointed Governors of the LGB are eligible to be elected. Any election of the Vice Chair which is contested shall be held by secret ballot.

4.1.4 The Chair and/or Vice Chair may at any time resign his/her office by giving notice in writing to the LGB which will inform the Board of Directors. The Chair or Vice Chair shall cease to hold office if:

- he/she ceases to serve on the LGB
- he/she is employed by the Company whether or not at the Academy
- he/she is removed from office in accordance with this SoDA.

4.1.5 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 members of the LGB shall elect one of their number to act as chair for the purposes of that meeting, provided that the person elected shall not be a person employed by the Company nor a Director.

4.1.6 The LGB Chair may be removed by the Board of Directors and the Vice Chair may be removed by a resolution of the LGB. A resolution to remove the Chair and/or Vice Chair from office shall not have effect unless it is confirmed by a meeting of the Board / LGB and the matter of the Chair/Vice Chair's removal from office is specified as an item of business on the agenda for that meeting.

4.1.7 Before a resolution is passed by the Board of Directors or LGB at the relevant meeting to remove the Chair/Vice Chair from office, the person or persons proposing either of their removals shall at that meeting state their reasons for doing so and the Chair/Vice Chair shall be given an opportunity to make a statement in response.

4.2 Committees

4.2.1 The LGB may establish subcommittees which may include individuals who are not governors, provided that such individuals are in a minority.

4.2.2 The LGB may delegate to a subcommittee or any person serving on the LGB, the Head teacher / Principal or any other holder of an executive office, such of their powers or functions

as they consider desirable. Any such delegation may be made subject to any conditions either the Company or the LGB may impose and may be revoked or altered. The person or subcommittee shall report to the LGB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LGB immediately following the taking of the action or the making of the decision.

4.2.3 Any committees established by the LGB will have clear terms of reference setting out their responsibilities to the LGB and the Company.

4.3 Meetings

4.3.1 Subject to the provisions contained in this SoDA, the LGB may regulate its proceedings as the governors think fit.

4.3.2 The LGB shall meet at least termly. Meetings of the LGB shall be convened by the Clerk to the LGB. Wherever possible, meetings of the **LGB shall be timed to be approximately seven to fourteen days before each meeting of the main Board of Directors.**

4.3.3 Each Governor shall be given at least seven clear days' notice before the date of a meeting and a copy of the agenda and relevant papers unless the Chair determines that there are matters demanding urgent consideration in which case shorter notice may be given.

4.3.4 The convening of a meeting and its proceedings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda and relevant papers or any defect in the election, appointment or nomination of any person serving on the LGB.

4.4 Quorum

4.4.1 The quorum for a meeting of the LGB or a LGB committee and for any vote on any matter at such a meeting, is one half (rounded up to a whole number) of the membership of the governing body³.

³ *The School Governance (Roles, Procedures and Allowances) (England) Regulations 2013*

4.5 Voting

4.5.1 Every question to be decided at a meeting of the LGB shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote. Where there is an equal division of votes, the Chair of the meeting shall have the casting vote.

4.5.2 **A resolution in writing (electronic decisions made outside of meetings)**, signed by all the persons entitled to receive notice of a meeting of the LGB or of a subcommittee of the LGB, shall be valid and effective as if it had been passed at a meeting duly convened and held. Such a resolution may consist of several documents in the same form signed by one or more Governors and may include electronic communication.

4.6 Conflicts of Interest

The Clerk to the LGB shall maintain a register of the interests of the Governors (including, but not limited to Personal Financial (pecuniary) Interests as defined below) and this register shall be made available on request to persons wishing to inspect it and published on the Academy website.

4.6.1 Any Governor of the LGB or a subcommittee who has or can 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 member of the LGB or subcommittee shall disclose that fact to the LGB or subcommittee as soon as he/she becomes aware of it. A person must absent himself from any discussions of the LGB or subcommittee 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).

4.6.2 A member of the LGB or a subcommittee has a Personal Financial Interest if he, or any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the member or any person living with the member as his or her partner, is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy. A staff member need not declare a financial interest in relation to employment of the Company.

4.7 Minutes of meetings

4.7.1 The minutes of the proceedings of a meeting of the LGB shall be drawn up and signed (subject to the approval of the Governors) at the same or next subsequent meeting by the Chair of the meeting, following approval by those who attended. The minutes shall include a record of all appointments of Governors and all proceedings at meetings of the LGB and of subcommittees of the LGB, including the names of all persons present at each such meeting. The minutes should also include details of decisions taken and actions agreed. The agreed actions from a previous meeting should be included in the agenda for the next meeting.

4.7.2 The Chair shall ensure that copies of the draft minutes of all meetings, including any confidential item(s), of the LGB (and any subcommittees) shall be provided to the Clerk to the Trust as soon as reasonably practicable and in any event within fourteen days of the meeting having been approved by the Chair of that meeting and the Chair shall thereafter ensure that the Clerk to the Trust is provided with updated copies of such minutes if later revisions are made.

4.7.3 The LGB shall ensure that a copy of:

- the agenda for every meeting of the LGB
- the draft minutes of every such meeting, if they have been approved by the person acting as 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 at the Academy to persons wishing to inspect them. There may be excluded from any item required to be made available any

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material relating to a named teacher or other person employed, or proposed to be employed, at the Academy, a named pupil at, or candidate for admission to, the Academy and any matter which, by reason of its nature, the LGB is satisfied should remain confidential.

4.7.4 The proceedings of the LGB shall not be invalidated by:

- any Governor vacancy; or
- any defect in the election, appointment or nomination of any person serving on the LGB.

Communications

4.7.5 The LGB shall ensure that the reports in the formats set out in **Appendix 6** shall be provided to the main Board of Directors at the frequencies set out in **Appendix 6**.

4.7.6 Communications between the LGB and the Education and Skills Funding Agency/Department for Education will be through the Chair unless the LGB has agreed that another LGB member should act on its behalf.

4.7.7 The Chair shall ensure that all members of the LGB, when taking up office, shall receive an induction in governance and Academy finance. The Chair shall also ensure that all members of the LGB receive copies of the key Governance Documents as part of their induction.

4.7.8 On occasions it will be necessary for the Chair to act on behalf of the LGB between scheduled meetings. In these circumstances the LGB delegates to the Chair authority to take action on its behalf, after taking advice from the Clerk, providing that the course of action is not contrary to the Funding Agreement, the Memorandum and Articles of Association or other regulations. Any action taken shall be reported to the next LGB meeting.

5 DELEGATED POWERS

- 5.1 Subject to the provisions of the Companies Act 2006, to the Academy Trust Handbook, to the Articles, to any directions given by the Directors from time to time and in accordance with the terms of this SoDA, the management of the business of the Academy shall be delegated by the Directors to the LGB who may exercise all the powers of the Company in so far as they relate to the Academy.
- 5.2 At all times, the Directors and the LGB shall ensure that the Academy is 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 Academy, any agreement entered into with the Secretary of State for the funding of the Academy and this Scheme of Delegation.
- 5.3 **Appendix 3** of this SoDA sets out the criteria for the levels of autonomy. **Appendix 4** sets out the general powers that are delegated to the LGB. **Appendix 8 and 9** summarises the levels of delegation of responsibilities, obligations and powers within the Company. Appendix 3, 4, 8 and 9 may be reviewed by the Directors at any time but shall be reviewed at least annually. Directors 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.

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- 5.4 In the exercise of its powers and functions, the LGB shall consider any advice given by the Academy Head teacher / Principal and any other executive officer and have due regard to any guidelines and policies issued by the Directors.
- 5.5 Any decision to increase or decrease the size of the Academy shall be that of the Directors who shall have regard to the views and recommendations of the LGB.
- 5.6 The responsibility for the satisfaction and observance of all regulatory and legal matters shall be for the Directors but the LGB shall do all such things as the Directors may specify as being necessary to ensure that the Company is meeting its legal obligations.
- 5.7 No monies of the Company (whether or not authority to expend has been delegated to the LGB) shall be paid into any bank account other than a bank account authorised by the Directors.
- 5.8 If the LGB has a deficit budget or thinks it will have a deficit budget within the next 3 months the LGB must notify the Directors immediately.

6 OPERATIONAL MATTERS

- 6.1 The LGB will adopt and will comply with all policies that the Directors communicate to the LGB from time to time as being Company policies.
- 6.2 In addition to the Company's policies, Directors will from time to time communicate to the LGB details of other policies which the LGB must have in place but the contents of which will be for the LGB to decide provided that the contents must not contradict or conflict with the contents or aims of the Company policies.
- 6.3 The LGB may produce and have in place such other policies as it thinks fit provided that such policies do not contradict or conflict with the policies referred to in clause 6.1 and 6.2.
- 6.4 Both the Directors and all Governors 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 the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 6.5 The LGB will review its policies and practices on a regular basis, having regard to requirements and recommendations made by the Directors from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 6.6 The LGB shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 6.7 The LGB shall submit to any inspections by the Directors and any inspections pursuant to section 48 of the Education Act 2005.
- 6.8 The LGB shall work closely with, and shall promptly implement any advice or recommendations made by, the Directors in the event that intervention is either threatened

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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 on the LGB under this Scheme of Delegated Authority in such circumstances.

- 6.9 This SoDA may be terminated or amended by the Directors at any time by giving notice in writing to the LGB. In considering any material changes to this SoDA, including termination, the Directors will have regard to any views of the LGB.

7 NOTICES

- 7.1 Any notice to be given to or by any person under this Scheme of Delegated Authority shall be in writing or given using electronic communications to an address provided by that person. Communications to the Board of Directors may be sent to:

c/o Clerk to the Trust, Board of Directors
Richard Huish Trust
South Road Taunton Somerset, TA1 3DZ

Alternatively, communications may be sent electronically to the email below:

richardhuishtrust@richuish.ac.uk

8 INDEMNITY

- 8.1 Subject to the provisions of the Companies Act 2006 and Article 6.3 of the Company's Articles every member of the LGB or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he/she is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

9 APPENDICES

Appendix 1	The Articles of Association of Richard Huish Trust
Appendix 2	Richard Huish Trust Governance Structure Chart
Appendix 3	Academy Levels Criteria and Procedure
Appendix 4	General Powers Delegated to the LGB
Appendix 5	Financial Limits for LGBs
Appendix 6	Reporting Formats and Frequencies
Appendix 7	Vision Statement
Appendix 8	School Levels of Delegation
Appendix 9	RHC Levels of Delegation