

SCHEME OF DELEGATION

made between

DALES ACADEMIES TRUST

and

**THE LOCAL GOVERNING BODY OF
*XXX CHURCH OF ENGLAND PRIMARY SCHOOL***

EFFECTIVE DATE: 1st November 2017

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| Approved: | 26th April 2017 |
| Updated: | June 2017 |
| Amended: | 4th December 2017 |
| | 17th April 2018 |

1. INTRODUCTION

1.1 Dales Academies Trust is a Multi-Academy Trust (MAT), which operates as a charity and company limited by guarantee. The Company is governed by a board of Trustees who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company.

1.2 The Trustees are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education provided by the Company and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.

If the Academy is a designated Church of England academy, the Trustees are also accountable to the relevant DBE of Leeds or York under the provisions of the Diocesan Boards of Education Measure 1991, and to the Trustees (as that term is defined in the Articles) to ensure that the Academy is conducted as a Church of England school.

1.3 In order to discharge these responsibilities, the Trustees may appoint people with appropriate skills and knowledge to serve on local governing bodies (LGBs) to assist with the good governance of each Academy in accordance with clause 4.4 of this Scheme and Articles 100 - 106.

1.4 This Scheme explains the ways in which the Trustees fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Trustees and the members of the LGB and the commitments to each other to ensure the success of the Academy.

1.5 This Scheme has been put in place by the Trustees from the Effective Date in accordance with the provisions of the Company's Articles and it should be read in conjunction with those Articles as well as with:

- (i) the Trustees' strategic plans and policies for the Academy;
- (ii) any budget set for the Academy; and
- (iii) any directions given or rules and regulations set by the Company Trustees.

2.6 References in this Scheme to numbered Articles shall be to the relevant provision of the Articles.

2. ETHOS AND MISSION STATEMENT

2.1. Dales' mission is: "To set up a MAT for North Yorkshire determined to deliver the very highest quality of education through collaboration, shared best practice and underpinned by our Christian ethos and values." (Dales Vision day June 2017)

3. TRUSTEES' POWERS AND RESPONSIBILITIES

3.1 The Trustees have overall responsibility and ultimate decision-making authority for all the work of the Company, including the establishing and running of schools. This is exercised through strategic planning and the setting of policy and is managed through business planning, monitoring of budgets, performance management, the setting of standards and

the implementation of quality management processes. The Trustees have the power to direct change where required.

- 3.2 The Trustees have a duty:
- 3.2.1 to comply with any lawful directions issued to the Company;
 - 3.2.2 to act in the fulfilment of the Company's objects; and
 - 3.2.3 to have regard to the advice of the DBE generally and in particular in respect of upholding the Company's objects.
- 3.3 Trustees will have regard to the interests of the academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.
- 3.4 Dales' articles also provide for the appointment by the Trustees of committees to whom the Trustees may delegate certain the functions of the Trustees and the appointment of local governing bodies (LGB) to manage the work of each academy. This scheme of delegation checklists details the functions delegated to each Board committee and LGB. It notes that functions can also be de-delegated by the Board if required, particularly if delegated committees and LGBs fail to fulfil their responsibilities.
- 3.5 The constitution, membership and proceedings of the LGB are determined by the Trustees based on the needs of the Trust and individual academy.
- 3.6 It is proposed that after all schools have converted in to Dales the Board will have two committees:
- An education and standards committee
 - A finance and resources committee

4. CONSTITUTION OF THE LOCAL GOVERNING BODY

4.1 Members of the Local Governing Body

- 4.1.1 The number of people who shall sit on the LGB shall be not less than three and up to a maximum of 16.
- 4.1.2 This should include (or have made efforts to include) the following members:
- incumbent or Principal Officiating Minister of the Parish in which the Academy is sited under clause (applicable to designated Church schools only) or delegated representative;
 - 1 staff member
 - 2 parent members
 - the Principal or Executive Principal
- 4.1.3 The Trustees may also appoint co-opted members to an LGB. A person who shall be 'co-opted' to the LGB means a person who is to serve on the LGB without having been appointed or elected to serve on the LGB. The Trustees may not co-opt a person who is employed at the Academy if thereby the number of persons

employed at the Academy, serving on the LGB, would exceed one third of the total number of persons serving on the LGB (including the Principal).

- 4.1.4 The Trustees (all or any of them) shall also be entitled to serve on the LGB and attend any meetings of the LGB. Any Director attending a meeting of the LGB shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the LGB.
- 4.1.5 All persons appointed or elected to the LGB shall give a written undertaking to the Trustees to uphold the object of the Company.

Staff members

- 4.1.6 The Trustees may appoint up to two persons who are employed at the Academy to serve on the LGB through such process as they may determine, provided that the total number of such persons (including the Principal) does not exceed one third of the total number of persons on the LGB. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering appointments.
- 4.1.7 In appointing persons to serve on the LGB who are employed at the Academy the Trustees, (or if delegated to, 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 (excluding the Principal) 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 Trustees.

Ex officio members

- 4.1.8 The Principal (or Acting Principal where appointed with the written agreement of the Trustees) and the Incumbent or Principal Officiating Minister of the Parish in which the Academy is sited shall both be treated for all purposes as being ex officio members of the LGB.

Parent members

- 4.1.9 The two parent members of the LGB shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.
- 4.1.10 The Trustees shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the LGB, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the LGB, which is contested, shall be held by secret ballot.
- 4.1.11 The arrangements made for the election of the parent members of the LGB 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.

- 4.1.12 Where a vacancy for a parent member of the LGB 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 pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 4.1.13 The number of parent members of the LGB required shall be made up by persons appointed by the Trustees if the number of parents standing for election is less than the number of vacancies.
- 4.1.14 In appointing a person to be a parent member of the LGB pursuant to clause 5.2.10, the Trustees shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

4.2 Term of office

- 4.2.1 The term of office for any person serving on the LGB shall be 4 years, save that this time limit shall not apply to:
 - (i) the Principal who shall be treated for all purposes as being an ex officio member of the LGB;
 - (ii) the Incumbent or Principal Officiating Minister of the Parish in which the Academy is sited who shall be treated for all purposes as being an ex officio member of the LGB; or
 - (iii) persons who are 'co-opted' to the LGB, who shall serve for one year. Subject to remaining eligible to be a particular type of member on the LGB, any person may be re-appointed or re-elected (including being "co-opted" again) to the LGB.

4.3 Resignation and removal

- 4.3.1 A person serving on the LGB shall cease to hold office if he/she resigns his/her office by notice to the LGB (but only if at least three persons appointed will remain in office when the notice of resignation is to take effect).
- 4.3.2 A person serving on the LGB shall cease to hold office if he/she is removed by the person or persons who appointed him. This clause does not apply in respect of a person who is serving as a parent member on the LGB, who may be removed by the Trustees.
- 4.3.3 If any person who serves on the LGB in his/her capacity as an employee at the Academy ceases to work at the Academy, or is temporarily replaced in that capacity with the written agreement of the Trustees, then he/she shall be deemed to have resigned and shall cease to serve on the LGB automatically on termination of his/her work at the Academy.

4.3.4 Where a person who serves on the LGB resigns his/her office or is removed from office, that person or, where he/she is removed from office, those removing him, shall give written notice thereof to the Trustees.

4.4 Disqualification of members of the Local Governing Body

4.4.1 No person shall be qualified to serve on the LGB unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be entitled to serve on the LGB.

4.4.2 A person serving on the LGB shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.

4.4.3 A person serving on the LGB shall cease to hold office if he/she is absent without the permission of the Chair of the LGB from all the meetings of the LGB held within a period of six months and the LGB resolves that his/her office be vacated.

4.4.4 A person shall be disqualified from serving on the LGB if:

- (i) his/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- (ii) he/she is the subject of a bankruptcy restrictions order or an interim order.

4.4.5 A person shall be disqualified from serving on the LGB at any time when he/she is 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 or any statutory re-enactment or modification of that provision).

4.4.6 A person serving on the LGB shall cease to hold office if he/she 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 section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

4.4.7 A person shall be disqualified from serving on the LGB if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he/she was responsible or to which he/she was privy, or which he/she by his/her conduct contributed to or facilitated.

4.4.8 A person shall be disqualified from serving on the LGB at any time when he/she is:

- (i) included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
- (ii) disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or

- (iii) barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).

- 4.4.9 A person shall be disqualified from serving on the LGB if he/she is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 (or any statutory re-enactment or modification of that provision) or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 4.4.10 A person shall be disqualified from serving on the LGB where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under sections 178 (persons disqualified from being charity trustees or trustees of a charity) of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 4.4.11 A person shall be disqualified from serving on the LGB if he/she has not provided to the Trustees a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997 (or any statutory re-enactment or modification of that provision). In the event that the certificate discloses any information, which would in the opinion of the Chair of the Board of Trustees 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.

5. DELEGATED POWERS

NOTE: The Appendices to this Scheme set out the general principles and levels of delegation of responsibilities from the Trustees to the LGB and from there to individuals. The Appendices will be reviewed by the Trustees on an annual basis. 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.

- 5.1 In the exercise of its powers and functions, the LGB shall consider any advice given by the Principal and any other executive officer as well as the Trustees.
- 5.2 Any bank account in which any money of the Company in so far as it relates to the Academy is deposited shall be operated by the LGB in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories, authorised by the LGB and agreed by the Trustees.

6. OPERATIONAL MATTERS

- 6.1 The LGB shall comply with the obligations set out in the Appendix, which deals with the day-to-day operation of, and delegation of responsibilities to, the LGB.
- 6.2 The LGB will adopt and will comply with all policies of the Trustees communicated to the LGB from time to time.
- 6.3 Both the Trustees and all members of the LGB have a duty to 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.
- 6.4 The LGB will review its policies and practices on a regular basis, having regard to recommendations made by the Trustees 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.
- 6.5 The LGB shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Trustees may require from time to time.
- 6.6 The LGB of any Trust designated Church of England Academy shall submit to any inspections by the Trustees, and any inspections pursuant to section 48 of the Education Act 2005 (Statutory Inspections of Anglican and Methodist Schools).
- 6.7 The LGB shall work closely with and shall promptly implement any advice or recommendations made by the Trustees in the event that intervention is either threatened or is carried out by the Secretary of State and the Trustees expressly reserve the unfettered right to review or remove any power or responsibility conferred on the LGB under this Scheme in such circumstances.

7. ANNUAL REVIEW AND TERMINATION

- 7.1 This Scheme shall operate from the Effective Date in respect of the named Academy.
- 7.2 This Scheme may be terminated by the Trustees at any time by giving notice in writing to the LGB.
- 7.3 The Trustees will have the absolute discretion to review this Scheme at least on an annual basis and to alter any provisions of it.
- 7.4 In considering any material changes to this Scheme or any framework on which it is based, the Trustees will have regard to and give due consideration of any views of the LGB.



This Scheme of Delegation was executed as a Deed on

Executed on behalf of the Company by:

.....

Date:

Trustee of Dales

In the presence of:

Witness.....

Address.....

Occupation.....]

Executed on behalf of the Local Governing Body by:

.....

Date:

Chair of Local Governing Body

In the presence of:

Witness.....

Address.....

Occupation.....

APPENDIX ONE: FUNCTIONING OF THE LOCAL GOVERNING BODY

1. CHAIR, VICE-CHAIR AND CLERK OF THE LOCAL GOVERNING BODY

- 1.1 The Chair of each LGB shall be appointed by the Trustees having due regard to, but not being bound by, the views of the LGB.
- 1.2 The Clerk of each LGB shall be appointed by the Trustees having due regard to, but not being bound by, the views of the LGB.
- 1.3 The members of the LGB may, for each Academy year (1 September to 31 August of the following calendar year), at their first meeting in that year, elect a vice-chair from among their number to serve until a successor is elected or a vacancy occurs No person who is employed by the Company (whether or not at the Academy) shall be eligible for election as vice-chair
- 1.4 The chair or vice-chair shall hold office as such until his/her successor has been appointed or elected (respectively).
- 1.5 The chair or vice-chair may, at any time, resign his/her office by giving notice in writing to the Trustees. The chair or vice-chair shall cease to hold office if:
 - 1.5.1 he/she ceases to serve on the LGB;
 - 1.5.2 he/she is employed by the Company whether or not at the Academy;
 - 1.5.3 he/she is removed from office in accordance with this Scheme; or
 - 1.5.4 in the case of the vice-chair, he/she is appointed in accordance with Article 51 and this Scheme to fill a vacancy in the office of chair.
- 1.6 Where a vacancy arises in the office of chair, the Trustees shall appoint a new chair.
- 1.7 Where vacancy arises in the office of vice-chair, the members of the LGB shall at its next meeting elect one of their number to fill that vacancy.
- 1.8 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.
- 1.9 Where in the circumstances referred to in paragraph 1.8 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 a chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company whether or not at the Academy nor a Director.
- 1.10 Any election of the vice-chair, which is contested, shall be held by secret ballot.
- 1.11 The chair may be removed from office by the Trustees at any time,
- 1.12 The vice-chair may be removed by the LGB or Trustees in accordance with this Scheme.
- 1.13 A resolution to remove the vice-chair from office, which is passed at a meeting of the LGB, shall not have effect unless:

- 1.13.1 it is confirmed by a resolution passed at a second meeting of the LGB held not less than fourteen days after the first meeting; and
 - 1.13.2 the matter of the vice-chair's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.14 Before a resolution is passed by the LGB at the relevant meeting as to whether to confirm the previous resolution to remove the vice-chair from office, the person or persons proposing his/her removal shall at that meeting state their reasons for doing so and the vice-chair shall be given an opportunity to make a statement in response.

2. CONFLICTS OF INTEREST

- 2.1 Any member of the LGB who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his/her duties as a member of the LGB shall disclose that fact to the LGB as soon as he/she becomes aware of it. A person must absent himself from any discussions 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).
- 2.2 For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he/she 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.

3. THE MINUTES

- 3.1 The minutes of the proceedings of a meeting of the LGB shall be minuted in the following governors meeting to record they are a correct and accurate record of the meeting.

The minutes shall include a record of:

- 3.1.1 all appointments of members and/or officers made by the LGB and/or the Trustees; and
 - 3.1.2 all proceedings at meetings of the LGB and of committees of the LGB including the names of all persons present at each such meeting.
- 3.2 The chair shall ensure that copies of minutes of all meeting of the LGB (and such of the subcommittees as the Trustees shall from time to time notify) shall be provided to the Trustees as soon as reasonably practicable after those minutes are approved.

4. COMMITTEES

- 4.1 The LGB may establish subcommittees as it sees fit. Subcommittees may include individuals who are not members of the LGB, provided that such individuals are in a minority.

5. DELEGATION

- 5.1 Provided such power or function has been delegated to the LGB, the LGB may further delegate to any person serving on the LGB, subcommittee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be

exercised by them. Any such delegation may be made subject to any conditions either the Trustees or the LGB may impose and may be revoked or altered.

- 5.2 Where any power or function of the Trustees or the LGB is exercised by any subcommittee, any Director or member of the LGB, the Principal or any other holder of an executive office, that 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.

6. MEETINGS OF THE LOCAL GOVERNING BODY

- 6.1 Subject to the provisions contained in this Scheme, the LGB may regulate its proceedings as the members of the LGB think fit.

- 6.2 The LGB shall meet at least three times in every school year. Meetings of the LGB shall be convened by the Clerk to the LGB. In exercising his/her functions under this Scheme, the Clerk shall comply with any direction:

6.2.1 given by the Trustees or the LGB; or

6.2.2 given by the chair of the LGB or, in his/her absence or where there is a vacancy in the office of chair, the vice-chair of the LGB, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.

- 6.3 Any three members of the LGB may, by notice in writing given to the Clerk, requisition a meeting of the LGB; 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 LGB shall be given at least seven clear days before the date of a meeting:

6.4.1 notice in writing thereof, signed by the Clerk, and sent to each member of the LGB at the address provided by each member from time to time; and

6.4.2 a copy of the agenda for the meeting, provided that where the chair or, in his/her absence or where there is a vacancy in the office of chair, the vice-chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he/she directs.

- 6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the LGB shall not be proposed at a meeting of the LGB unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

- 6.7 A meeting of the LGB shall be terminated forthwith if:

6.7.1 the members of the LGB so resolve; or

- 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the LGB
- 6.8 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.6.9 Where the LGB resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the LGB 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.
- 6.10 Subject to paragraph 6.12, **the quorum for a meeting of the LGB, and any vote on any matter thereat, shall be any three of the members of the LGB, or, where greater, any one third** (rounded up to a whole number) of the total number of members of the LGB at the date of the meeting. If the Trustees have appointed any additional members of the LGB.
- 6.11 The LGB 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.
- 6.12 The quorum for the purposes of:
- 6.12.1 any vote on the appointment of a parent member
 - 6.12.2 any vote on the removal of a person
 - 6.12.3 any vote on the removal of the vice-chair of the LGB;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.
- 6.13 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 member of the LGB shall have one vote.
- 6.14 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/she may have.
- 6.15 The proceedings of the LGB shall not be invalidated by:
- 6.15.1 any vacancy on the board; or
 - 6.15.2 any defect in the election, appointment or nomination of any person serving on the LGB.
- 6.16 A resolution in writing, 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 of the LGB or (as the case may be) a subcommittee of the LGB duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the LGB and may include an electronic communication by or on behalf of the LGB indicating his/her or her agreement to the form of resolution providing that the member has previously notified the LGB in writing of the email address or addresses which the member will use.

- 6.17 Subject to paragraph 6.18, the LGB shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the LGB;
 - 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
 - 6.17.3 the signed minutes of every such meeting; and
 - 6.17.4 any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.17, any material relating to:
- 6.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;
 - 6.18.2 a named pupil at, or candidate for admission to, the Academy; and
 - 6.18.3 any matter which, by reason of its nature, the LGB is satisfied should remain confidential.
- 6.19 Any member of the LGB shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings of the LGB by telephone or video conference provided that:
- 6.19.1 he/she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached and/or appropriate details of the video conference suite from which he/she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 6.19.2 the LGB has access to the appropriate equipment,
- and provided that, if after all reasonable efforts it does not prove possible for that 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 (other than a notice calling a meeting of the LGB) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme, "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 LGB to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the LGB by the member. A member whose registered address is not within the United Kingdom and who gives to the LGB 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 LGB.

7.3 A member of the LGB present, either in person or in accordance with paragraph 6.19, at any meeting of the LGB 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 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.