



Aquinas Advisory Council
Protocol and Delegation
Effective Date: January 2019

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1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, the Aquinas Church of England Education Trust (the Trust) is governed by a Board of Trustees (the Trustees) who are responsible for, and oversee, the management and administration of the Trust and the academies run by the Trust. This Protocol and Delegation (the Protocol) will apply to all academies for which the Trust is responsible (the “Academies”) and details for each individual academy and any specific matters relating to that academy will be set out in Appendix One of the Protocol. Any reference to “the Academy” in the Protocol will be a reference to the Academy so named in Appendix One.
- 1.2 The Trustees are accountable to external government agencies including the Charity Commission and the Department for Education (“DfE”) (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. Where an academy has a Church of England, designation, the Trustees are also accountable to the Rochester Diocesan Board of Education (the “RDBE”). In addition, the Trustees are accountable to the Education and Skills Funding Agency (ESFA) for the receipt and application of public funds provided under the terms of Master Funding Agreement dated 22 July 2013 and any subsequent variation (Master Funding Agreement) and Supplemental Funding Agreements entered into from time to time in relation to each academy.
- 1.3 In order to discharge these responsibilities, the Trustees have appointed a Chief Executive Officer (the CEO) with the delegated authority and responsibility to manage the operation and administration of the Trust and to hold to account the headteachers of each academy for the academic and financial performance of the relevant academy (the Aquinas CEO Delegation). In addition, the Trustees have delegated to the headteacher of each academy the authority and responsibility to manage the operation and administration of that academy subject to the overarching responsibility of the CEO (the Aquinas Headteacher Delegation)
- 1.4 The Trustees acknowledge the role the Academies play within their

local communities and, in the case of Church of England designated academies, the importance of the involvement of the Church of England. The Trustees acknowledge the value of maintaining a good working relationship with the academies. Consequently, and in accordance with the obligations detailed in the Master Funding Agreement, the Trustees wish to establish an Aquinas Advisory Council (the Aquinas Advisory Council) for each academy. The purpose of the Aquinas Advisory Council is to contribute to the work of the Trust and the Academy in raising standards of achievement for all pupils. This involves:

- 1.4.1 Providing support and advice to the headteacher of the Academy in relation to strategy and acting in an advisory capacity as detailed at clause 4.10;
 - 1.4.2 Undertaking the responsibilities as detailed at clause 5; and
 - 1.4.3 Advising the Trustees in relation to the performance of the Academy as detailed at clause 4.10.
- 1.5 This Protocol has been put in place by the Trustees from the Effective Date as detailed in Appendix One in accordance with the provisions of the Trust's Master Funding Agreement and Articles of Association (the "Articles") and it should be read in conjunction with these documents. No alteration of the Articles and no other direction shall invalidate any prior act of the previous Local Governing Body of the Academy, which would have been valid if that alteration had not been made or that direction had not been given.
- 1.6 The Trustees will have the absolute discretion to review the Protocol periodically and to alter any provisions of it. Before making any material changes to the Protocol, the Trustees shall consult the bodies affected and the RDBE. In considering any material changes to the Protocol or any framework on which it is based or any material change to the composition of the Aquinas Advisory Council, the Trustees will have regard and give due consideration to any reasonable views of the headteachers of the Academies, the Aquinas Advisory Councils and the RDBE and seek their consent to the proposed changes, such consent not to be unreasonably refused.
- 1.7 Words importing the masculine gender only shall include the feminine

gender. References to Headteacher shall include Head of School and shall be reference to the Headteacher/ Head of School named in Appendix One.

1.8 “Members of the Aquinas Advisory Council” means the individuals who are appointed under clause 4.1.

2. **AQUINAS ADVISORY COUNCIL ADHERENCE TO TRUST OBJECT** The Aquinas Advisory Council shall act consistently with the Trust’s object which is as follows:

‘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 Academies which shall offer a broad and balanced curriculum. .

2.2 The Trustees may develop a mission statement for the Trust in consultation with the Academies’ headteachers and advice from the Aquinas Advisory Councils with which the Aquinas Advisory Council will act consistently.

2.3 The Trust will put measures in place to support the Academies if the need arises. The Aquinas Advisory Council acknowledges that the Academy works collaboratively with other academies run by the Trust and the wider family of schools within their geographical area in order to share resources, knowledge and expertise as may be appropriate.

2.4 At all times, the Trustees, CEO and the Headteacher, with the support of the Aquinas Advisory Council, shall ensure that the Academy is conducted in accordance with the object of the Trust, as stated in 2.1, the terms of the trust or lease governing the use of the land which is used for the purposes of the Academy and any agreement entered into with the Secretary of State for the funding of the Academy.

3. **TRUSTEES’ POWERS AND RESPONSIBILITIES**

3.1 The Trustees have overall responsibility and ultimate decision making authority for all the work of the Trust. This is largely 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, which is implemented by the CEO.

3.2 The constitution, membership and proceedings of the Aquinas Advisory Council is determined by the Trustees and the Protocol expresses such matters as well as acknowledging the authority delegated to the Aquinas Advisory Council in order to enable the Aquinas Advisory Council to undertake the responsibilities detailed at clause 5.

3.3 In order to secure school improvement and high standards of teaching and learning, Trustees may appoint an executive headteacher (the Executive Headteacher) for the Academy. In such circumstances, the Trustees delegate the overarching responsibility for the Academy to the Executive Headteacher (the Aquinas Executive Headteacher Delegation). Alternatively, Trustees may appoint an improvement partner (the Trust Improvement Partner) for the Academy, who will support the Headteacher in delivering the Academy's improvement plan and targets. The Executive Headteacher and Trust Improvement Partner are, where relevant, detailed at Appendix One.

4. **AQUINAS ADVISORY COUNCIL**

4.1 **Membership**

The Aquinas Advisory Council shall consist of:

4.1.1 Up to five members appointed by the Trustees in accordance with clause 4.4 below.

4.1.2 One member appointed by the Trustees to either represent the Anglican church community in accordance with clause 4.5.1 or the local community which the Academy serves in accordance with clause 4.5.2.

4.1.3 Two parent members elected in accordance with clause 4.6 below.

4.1.4 One staff member elected in accordance with clause 4.7 below.

4.1.5 The Headteacher.

- 4.2 Aquinas Advisory Council's may have up to 2 co-opted members in order to provide a particular skill, expertise or local link. The need for a co-opted member and the nominee to fill such a position shall be determined by the Trustees in consultation with Headteacher and the Aquinas Advisory Council, if appropriate. All approved appointments shall be for a period of one year from the date of appointment. The co-opted member shall act in accordance with this protocol. Any specific remit of the co-opted member may be agreed in addition by the Headteacher and the Aquinas Advisory Council subject to the approval of the Trustees.
- 4.3 Where co-opted member(s) are appointed, the number of members collectively appointment pursuant to clauses 4.1.1 and 4.1.2 must be in a majority of 2. Where this is not the case, Trustee appointments under clause 4.1.1 shall increase proportionately to ensure that a majority of 2 members are appointed by the Trustees.
- 4.4 Trustees will seek to appoint members to the Aquinas Advisory Council with financial, business, human resources, educational, health and safety and/or building expertise. Prospective applicants must complete the form at Appendix Two and submit it to the Trust who will confirm the appointment following consideration by the Trustees. When making such appointments, the Trustees will always have regard to the expertise and local representation needed.
- 4.5 Trustees will seek to appoint a member to the Aquinas Advisory Council who will represent the:
- 4.5.1 Anglican community, such member may not always be clerical in nature. Such appointees will be nominated by the Headteacher in consultation with the Aquinas Advisory Council and the Archdeacon of Bromley and Bexley and invited to apply. The Trustees must approve such appointment. Where the Trustees will not approve the nomination, reasons must be given. In such circumstances, the Trustees retain the power to appoint their own nominee.
- 4.5.2 the local community which the Academy serves. Such appointees will be nominated by the Headteacher in consultation with the Aquinas Advisory Council and invited

to apply. The Trustees must approve such appointment. Where the Trustees will not approve the nomination, reasons must be given. In such circumstances, the Trustees retain the power to appoint their own nominee.

- 4.6 Parent Members of the Aquinas Advisory Council shall be elected by parents of registered pupils at the Academy and each parent member must be a parent of a pupil at the Academy at the time when he or she is elected.

The Headteacher shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members 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 Aquinas Advisory Council which is contested shall be held by secret ballot.

The arrangements made for the election of the parent members of the Advisory Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.

Where a vacancy for a parent member of the Aquinas Advisory Council is required to be filled by election, the Aquinas Advisory Council 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 is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

The number of parent members of the Aquinas Advisory Council 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. In appointing a person to be a parent member of the Aquinas Advisory Council, 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. Such appointment shall be made in

consultation with the Headteacher and the Academy Advisory Council.

- 4.7 The staff Member of the Aquinas Advisory Council shall be elected from those persons who are employed at the Academy. Nominations shall be invited from all staff employed under a contract of employment (excluding the Headteacher) at the Academy and, where the post is contested, the election shall be 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 Headteacher.

The staff member of the Aquinas Advisory Council shall be made appointed by the Trustees if the number of staff standing for election is less than the number of vacancies. In appointing a person to be a staff member of the Aquinas Advisory Council, the Trustees shall appoint a person who is employed at the Academy other than the Headteacher; or where it is not possible to do so, a person who is employed at another Aquinas Academy other than the Headteacher of that Academy. Such appointment shall be made in consultation with the Headteacher and the Academy Advisory Council of the relevant Academy.

- 4.8 Save for in the case of a staff elected member, where an AAC member, subsequent to his/ her appointment, becomes an employee of the Trust working at the academy, the member must notify the Trust. It is at the Trust's discretion as to whether the appointment shall continue.

- 4.9 All members are appointed for a term of 4 years. All members are required to sign the Aquinas Code of Conduct for Members.

4.10 **Disqualification from being a Member**

- 4.10.1 A person serving on the Aquinas Advisory Council shall cease to hold office if he resigns his office by notice to the Headteacher.
- 4.10.2 A person serving on the Aquinas Advisory Council shall cease to hold office if he is removed by the Trustees. Such person is not eligible for re-appointment for a period of 5 years thereafter.

- 4.10.3 Where a person serving on an Aquinas Advisory Council fails to attend all their meetings held within a period of six months and also fails to provide a reason for their absence which is accepted by the meeting, the Trustees may remove that person at the request of the Chair of the Aquinas Advisory Council and/or the Headteacher of the Academy.
- 4.10.4 If a staff elected member ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the Aquinas Advisory Council automatically on termination of his work at the Academy.
- 4.10.5 A parent elected member automatically ceases to serve on the Aquinas Advisory Council when his/ her child is no longer a registered pupil at the academy.
- 4.10.6 No person shall be qualified to serve on the Aquinas Advisory Council unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be entitled to serve.
- 4.10.7 A person serving on the Aquinas Advisory Council shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 4.10.8 A person, including those elected, serving on the Aquinas Advisory Council shall cease to hold office if he is absent from all the meetings of the Aquinas Advisory Council held in an academic year.
- 4.10.9 A person shall be disqualified from serving on the Aquinas Advisory Council if:
- i. his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - ii. he is the subject of a bankruptcy restrictions order or an interim order; or
 - iii. he 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

- iv. he 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 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);or
- v. he 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 was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- vi. he has not provided to the Academy with 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 Chief Executive Officer or Headteacher 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 Trustees. The determination of the Trustees shall be final.
- vii. he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- viii. he 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 section 72 of the Charities Act 1993.
- ix. he has been disqualified from being a Governor of a Church of England designated school.

4.11 Role of Aquinas Advisory Council Member

Members of the Aquinas Advisory Council represent the Academy's local community and will work as a team to support the Academy. The

Members will take the necessary steps to understand the local context in which the Academy is situated, its curriculum and educational needs and its financial position and to undertake the role of a Member of the Aquinas Advisory Council as detailed below.

4.11.1 Subject to clause 5 below, the role is advisory and as such Members have no legal responsibility for the areas detailed at clause 4.10.1 below. This responsibility rests with the Headteacher and Executive Headteacher of the Academy who is accountable to the CEO and ultimately to the Trustees. Members acknowledge the role of the Trust Improvement Partner who works closely with the Headteacher on agreed areas of improvement and collaboration, Members provide support and advice to the Headteacher including but not limited to the following:

- i. Supporting and advising the Headteacher on how to ensure that the Academy meets its responsibilities to its stakeholders and the wider community.
- ii. Advising the Headteacher and senior leadership team on the development of the strategic and development plans for the Academy and dovetailing it with that of the Trust.
- iii. Acting as an advisor to the Headteacher in relation to the priorities and aims as captured in the Academy Improvement Plan focusing particularly on the Academy's performance targets.
- iv. Advising the Headteacher in relation to monitoring of educational standards and potential improvements/interventions which could be made and acting as an advisor in this regard.
- v. To work alongside the CEO and Academies Improvement Director to support the Headteacher in the event of an Ofsted or, in the case of Church of England academies, SIAMS inspection.
- vi. Advising the Headteacher on review and development of an appropriate staffing structure for the Academy with reference

to the Academy Improvement Plan and safeguarding and pastoral needs.

- vii. Advising the Headteacher on senior appointments and being available at the request of the Headteacher to be on an appointment panel.
- viii. Advising the Headteacher in relation to financial monitoring against the agreed budget and potential improvements/savings which could be made and acting as an advisor in this regard.
- ix. Advising the Headteacher in relation to budget preparation and potential improvements/savings which could be made, bringing your expertise to bear in this regard.
- x. Advising the Headteacher in relation to the maintenance and improvement of the Academy's site and resources and acting as an advisor in this regard.
- xi. Advising the Headteacher on the implementation of the Trust policies and procedures and in relation to those policies delegated by the Trust to the Academies.
- xii. Acting as a 'sounding board' for the Headteacher in relation to safeguarding matters.
- xiii. Acting as a link with the Academy and local community and advising the Headteacher of any concerns which will impact on the school community and a point of contact with all stakeholders.
- xiv. In the case of Church of England designated academies, acting as link with the Christian community and the Church of England. Unless otherwise agreed by the Trustees, this will be undertaken by the member appointed under clause 4.5 who will also have an ongoing involvement in SIAMS related activities.
- xv. Being involved in the school community and engaging with learners, staff and parents and supporting the Academy in relation to any necessary consultations.

4.11.2 The Aquinas Advisory Council will support the Trustees in developing and maintaining effective links with Academy and its community. Members will also promote collaboration with other academies within the Trust, actively seeking opportunities to further the Trust's Christian ethos, to identify and implement best practice and achieving economic efficiencies.

Advising the Trustees in relation to the functioning of the Academy and bringing to their attention matters of concern relating to the Academy, which had hitherto been raised with the Headteacher but not acted upon, such as:-

- i. Financial concerns or irregularities.
- ii. Budgetary concerns.
- iii. Issues regarding the curriculum or academy standards.
- iv. Safeguarding.
- v. Building maintenance and Academy resources.
- vi. Health and safety

Members of the Aquinas Advisory Council will be expected to share expertise with other Aquinas Advisory Councils of Trust academies.

4.10.3 The Trustees and Members of the Aquinas Advisory Council in such circumstances make the following commitments to each other:

- i. to discuss openly any situation which may, in the opinion of either, potentially lead to specified remedial measures ; and
- ii. to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures.

4.12 **Conduct of Members of the Aquinas Advisory Council**

4.11.1 Member conduct is underpinned by the following key principles:

- i. To act in the best interests of the Trust and Academy whilst knowing and understanding the prescribed regulatory framework and appreciating the need for confidentiality.
- ii. To work as a member of a team at all times, listening and respecting the views of others whilst expressing their own views clearly and succinctly and taking a fair share of work.
- iii. To be loyal to collective decisions made by the Trust and Aquinas Advisory Council but reporting any evidence of fraud, corruption or misconduct to an appropriate person.
- iv. To recognise that all Members have the same rights and responsibilities unless particular responsibilities are conferred on them by the Trustees.

Members should:

- v. Prepare for meetings by reading papers beforehand.
- vi. Take responsibility for their own learning and development as a Member including attending training
- vii. Attend meetings promptly, regularly and for the full time.

4.13 Conduct of Meetings

4.13.1 The Aquinas Advisory Council shall meet at least 3 times in each academic year being once each academic term. The meetings shall be called by the clerk on the provision of 7 days' notice of the meeting together with the agenda for the meeting.

4.13.2 The Chair and Vice Chair of the Aquinas Advisory Council shall be appointed by the Trust in consultation with the Headteacher from the membership of the Aquinas Advisory Council at the time. Where the chairman is absent from any meeting, the vice-chairman shall act as the chair for the purposes of the meeting. Where the Vice Chair is absent from the meeting, the Members of the Aquinas Advisory Council shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall not be a person who is employed by the Trust.

4.13.3 The Aquinas Advisory Council meetings will be clerked by the Trust clerk and a note of the meeting will be circulated by the clerk within a reasonable time after the meeting.

4.13.4 Where it is necessary to have a committee or panel of the Aquinas Advisory Council for the purposes detailed at clause 5.2 below, the committee or panel members will be selected as detailed at clause 5.2 below. Subject to these committees and panel there will be no other sub-committee of the Aquinas Advisory Council. It is permitted to have a working group for specific projects to be agreed with the Headteacher.

5. **DELEGATED POWERS**

5.1 Subject to provisions of the Companies Act 2006, the Articles, the Master Funding Agreement and to any directions given by the Members of the Trust following a special resolution, the management of the business of the Academy is delegated by the Trustees to the Headteacher under the Aquinas Headteacher Delegation.

5.2 Consequently, the Aquinas Advisory Council has no delegated powers in relation to the Academy save as provided below:

5.2.1 **Admissions**

To consider annually, if required by the Headteacher, the Academy's admission arrangements in conjunction with the Headteacher and to advise on its compliance with the Admissions Code from time to time in place, guidance from the Local Authority and direction from the Trust..

A sub-committee for the purpose of admissions may be created at the commencement of each academic year which will consist of 3 Members of the Aquinas Advisory Council and the Headteacher.

5.2.2 **Appointment of Staff**

To select a non-staff Member to sit on the panel, as approved by the Trust, for the appointment of the Headteacher of the Academy. The Member shall provide advice to the panel on the suitability of the candidates given his/her knowledge of the Academy. The final decision

on such appointment shall be made by the Trust having taken into account the views of the Panel.

The selection procedure and appointment of members of senior leadership team shall be determined by the Headteacher in conjunction with the CEO and the Trust's Director Human Resources.

The selection procedure for the appointment of the Headteacher shall be determined by the Trust.

5.2.3 Complaints

To appoint a complaints panel to hear complaints in accordance with the Academy's complaints procedure. Such panel to consist of 3 members, one of whom must be independent of the management and running of the Academy. The CEO will be responsible for appointing the independent member.

5.2.4 Appraisal

To select one member who is not a staff or parent Member to sit on the panel led by the CEO or a person nominated by the CEO to undertake the final annual appraisal of the Headteacher and to be involved in the setting of objectives bearing in mind the Academy and Trust development plans and strategy.

Where an Executive Headteacher or Trust Improvement Partner has been appointed for the Academy, the CEO nominates the Executive Headteacher or Trust Improvement Partner to undertake the final annual appraisal of the Headteacher and to be involved in the setting of objectives bearing in mind the Academy and Trust development plans and strategy. The appraisal will be with reference to the CEO and Trust Improvement Director.

To set up a panel of three Members who are not staff or parent Members to hear any appeals regarding the appraisal and pay outcomes for all staff except for the Headteacher as detailed in the Trust Appraisal and Pay Policies.

5.2.5 Pupil Exclusions

To form a review panel of 3 non-staff Members to review the Headteacher's decision to exclude in accordance with the Regulations for exclusions which will apply from time to time. The Trust clerk shall convene the review panel for these purposes as needed.

5.2.6 **SIAMS** (Applicable to Church of England Designated Academies only)

The Member that is appointed to represent the Anglican community has a responsibility to support the Headteacher in any SIAMS inspection.

5.2.7 **Staff Grievance and Disciplinary**

To form a panel of 3 non-staff or parent Members to hear any disciplinary or grievance matter together with any appeals following the Trust's grievance and disciplinary procedures being invoked.

In the case of the Headteacher, the TIP will consider the allegations in the first instance with any appeal being considered by the CEO.

In the case of the Executive Headteacher or TIP, the CEO will consider the allegations in the first instance with any appeal being considered by a committee of the Trustees. The Trust's clerk shall convene the appeal panel for these purposes as needed. Members of the panel must not consist of either staff or parent members.

Where there are insufficient members for the purposes of a panel or appeals panel as referred to above, the Aquinas Advisory Council may co-opt members from the Aquinas Advisory Council of another academy within the Trust.

6. **INTERVENTION AND REMOVAL OF DELEGATED RESPONSIBILITY**

6.1 In the event that the Secretary of State requests that the Trust carry out Specified Remedial Measures or Further Remedial Measures in accordance with and as defined in an Academy's Supplemental Funding Agreement, the relevant Aquinas Advisory Council shall work closely with and support the Headteacher in promptly implementing any advice or recommendations made by the Trust.

7. **CONFLICTS OF INTEREST**

7.1 Any Member of the Aquinas Advisory Council 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 duties as a Member of the Aquinas Advisory Council shall disclose that fact to the Aquinas Advisory Council as soon as he becomes aware of it. A person must absent himself from any discussions of the Aquinas Advisory Council in which it is possible that a conflict will arise between his 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) if so requested by the Chairman of the Aquinas Advisory Council.

7.2 For the purpose of paragraph 7.1, a person has a Personal Financial Interest if he is in the employment of the Trust or is in receipt of remuneration or the provision of any other benefit directly from the Trust or in some other way is linked to the Trust or the Academy.

7.3 In any conflict between any provision of the Protocol and the Articles, the Articles shall prevail.

8. **INDEMNITY**

In accordance with and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and provided that any such indemnity is limited accordingly, every Member of the Aquinas Advisory Council (to the extent necessary) acting in relation to the Academy shall be indemnified out of the assets of the Trust 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 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 Trust.