

Meeting of the South Bank Academies Board

4.00 - 6.00 pm on Thursday, 28 March 2019
in University Academy of Engineering - Trafalgar Street, London SE17 2TP

Agenda

<i>No.</i>	<i>Item</i>	<i>Pages</i>	<i>Presenter</i>
11.	LSBU and SBA Governance Agreement	3 - 18	MB

Date of next meeting
4.00 pm on Tuesday, 14 May 2019

Members: Richard Flatman (Vice-Chair, in the Chair), Douglas Denham St Pinnock, Tony Giddings, Nicole Louis, Lesley Morrison, Chris Mallaband, Fiona Morey and David Phoenix

Apologies: Hitesh Tailor

In attendance: Michael Broadway, Clym Cunnington, Dan Cundy, Natalie Ferer and Alexander Enibe

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Scheme of Delegation for ~~Local Governing~~ ~~Bodies~~ School Advisory Boards

South Bank Academies

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1 Introduction

This Scheme of Delegation has been made by the Trustees of South Bank Academies (the "SBA") pursuant to Article 100 of its Articles of Association.

2 Remit

Broadly, the role of each of SBA's ~~Local Governing Bodies~~ School Advisory Boards (each an "~~SAB~~ LGB") is to provide focused governance for South Bank Engineering UTC (the "UTC") and the University Academy of Engineering South Bank (the "Academy") at a local level. Each LGBSAB monitors the UTC's and Academy's key performance indicators and acts as a critical friend to their respective Principals, providing challenge where appropriate.

The LGBSABs carry out their functions in relation to their respective UTC and Academy on behalf of the Trustees and in accordance with policies determined by the Trustees. The act of delegation by the Trustees to each LGBSAB is a delegation of powers and duties, and not a delegation or shedding of responsibilities.

In this Scheme:

- each member of an LGBSAB is a "Local Governor";
- those members of an LGBSAB who are parents or guardians of pupils at the UTC or the Academy are referred to as "Parent Local Governors";
- those members of the LGBSAB for the Academy who are members of teaching or non-teaching staff at the Academy are referred to as "Staff Local Governors";
- references to the "Trustees" are to the board of directors and charity trustees of SBA; and
- references to the "Chief Executive Officer" are to the Chief Executive officer of SBA (whether an interim or permanent office).

3 Composition of ~~Local Governing Bodies~~ School Advisory Boards

3.1 South Bank Engineering UTC

The LGBSAB for South Bank Engineering UTC comprises a maximum of twelve members who are known as **Local Governors** and will include:

- up to 5 members appointed by the University Sponsor;
- 2 members appointed by the Employer Sponsors;
- the School Principal of the UTC or the Executive Principal of SBA (as determined by the Trustees);
- 2 elected parents or guardians of a pupil at the UTC; and
- up to 2 such other members as may be appointed by the Trustees from time to time;

provided that at all times, more than one half of the total members of the LGBSAB shall be appointed by the University Sponsor and the Employer Sponsors in accordance with Article 102.

3.2 University Academy of Engineering South Bank

The LGBSAB for the Academy comprises a maximum of twelve Local Governors and will include:

- the School Principal of the Academy or the Executive Principal of SBA (as determined by the Trustees);
- 2 elected parents or guardians of a pupil at the UTC;
- up to 2 employees of the Academy; and
- up to 7 such other members as may be appointed by the Trustees from time to time.

3.3 Terms of office and declarations

Each LGBSAB shall have an LGBSAB Chairman and an LGBSAB Vice-Chairman.

The length of service of all Local Governors shall be three years. Subject to remaining eligible to be a Local Governor, any Local Governor may be reappointed or re-elected at the end of his or her term.

Every person wishing to become a Local Governor will be required to sign a declaration of acceptance and of willingness to act as a Local Governor, in the form set out in Appendix 1 or as prescribed by the Trustees from time to time, and shall make disclosures for the purposes of a criminal records check by the Disclosure and Barring Service.

4 Commitment of Local Governors

Local Governors are asked to:

- prepare for and make an active contribution at meetings of the LGBSAB;
- champion the UTC or Academy in the local community;
- familiarise themselves with the UTC's or Academy's policies;
- visit the UTC or the Academy both during school hours (with the prior agreement of the relevant Principal) and for evening events to get to know the UTC or the Academy and to be visible to the UTC or Academy community; and
- attend, where possible, training sessions for Local Governors.

5 Appointment and particular responsibilities of Local Governors

5.1 LGBSAB Chairman

The LGBSAB Chairman is appointed by the Trustees. The term of office of the LGBSAB Chairman is three years, but the LGBSAB Chairman is eligible for reappointment at the end of that term.

The Trustees are entitled to remove the LGBSAB Chairman from office at any time, although this is without prejudice to the individual's position as a Local Governor.

The LGBSAB Chairman will ordinarily meet with the Chairman of the Trustees, the Chief Executive Officer or the Executive Principal (as determined by the Trustees) and the School Principal of the UTC or the Academy and the Clerk to the LGBSAB before the start of the academic year to plan the work of the LGBSAB for the year.

The responsibilities of the LGBSAB Chairman include the following:

- to chair meetings of the LGBSAB;
- to set the agenda for meetings with the School Principal and Executive Principal and LGBSAB Vice-Chairman;
- to report to the Trustees in writing following each LGBSAB meeting, if requested to do so by the Trustees;

- to give an oral summary of the LGBSAB's deliberations if requested at meetings of the Board of Trustees; and
- to provide a direct link between the LGBSAB and the Trustees.

In the event of a need to make urgent decisions between meetings on matters falling within the remit of the LGBSAB, the chairman of Trustees, in consultation with the LGBSAB Chairman (or the LGBSAB Vice-Chairman in his or her absence) and the Chief Executive Officer, shall take appropriate action on behalf of the LGBSAB. The decisions taken and the reasons for urgency shall be explained fully at the next meeting of the Board of Trustees and of the relevant LGBSAB.

5.2 LGBSAB Vice-Chairman

The LGBSAB Vice-Chairman is appointed by the Trustees. The term of office of the LGBSAB Vice-Chairman is three years, but the LGBSAB Vice-Chairman is eligible for reappointment at the end of that term.

The Trustees are entitled to remove the LGBSAB Vice-Chairman from office at any time, although this is without prejudice to the individual's position as a Local Governor.

The responsibilities of the LGBSAB Vice-Chairman include the following:

- to deputise for the LGBSAB Chairman in his or her absence;
- to set the agenda for meetings of the LGBSAB with the LGBSAB Chairman, if requested; and
- to provide a link between the LGBSAB and the Trustees.

In the event that both the LGBSAB Chairman and the LGBSAB Vice-Chairman are absent from a meeting of the LGBSAB (or otherwise), the LGBSAB will elect a temporary chairman from among their number.

5.3 Staff Local Governors

~~Teaching members of the LGBSAB for the Academy shall be elected by the teaching staff at the Academy.~~

~~Non-teaching staff members of the LGBSAB for the Academy shall be elected by the non-teaching members of staff of the Academy. Any teaching members of a SAB shall be nominated by staff and approved by a Panel of Local Governors.~~

The role of the Staff Local Governors includes reflecting the interests and opinions of staff at the Academy to the LGBSAB.

5.4 Parent Local Governors

Parent Local Governors for each LGBSAB shall be elected in accordance with the process set out below:

- When a vacancy arises, the LGBSAB will write to all parents, or individuals exercising parental responsibility, of pupils at the UTC or the Academy seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Local Governor and their background and experience that makes them suitable for the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the LGBSAB, the LGBSAB can choose to appoint all (or any) of those nominated).

- If there are more nominees than places available, the **LGBSAB** will write to all parents, or individuals exercising parental responsibility, of pupils at the UTC or the Academy asking them to vote for their preferred candidate.

A Parent Local Governor should be a parent, or individual exercising parental responsibility, of a registered pupil at the UTC or the Academy or where this is not reasonably practical, a person who is the parent of a child of compulsory school age.

The role of the Parent Local Governor includes reflecting the interests and opinions of the parent body of the UTC or the Academy to the **LGBSAB**.

5.5 Other responsibilities

Each **LGBSAB** shall appoint from among its members individuals with specific responsibilities which shall include:

- a Local Governor with responsibility for special educational needs;
- a Local Governor with responsibility for safeguarding;
- a Local Governor with responsibility for finance;
- a Local Governor with responsibility for the pupil premium; and
- a Local Governor with responsibility for health and safety.

5.6 Clerk to the Local Governing Body

The Trustees shall appoint a Clerk to the **LGBSAB**. In the absence of the Clerk, the **LGBSAB** shall elect a replacement for the meeting.

The responsibilities of the Clerk to the **LGBSAB** are as follows:

- to convene meetings of the **LGBSAB** including sending notices and papers of meetings;
- to attend meetings of the **LGBSAB** and ensure minutes are produced;
- to maintain a register of members of the **LGBSAB** including their terms of office and report any vacancies to the **LGBSAB**;
- to maintain a register of business interests of **LGBSAB** members;
- to maintain a register of Local Governors' attendance at meetings and report on non-attendance to the **LGBSAB**;
- to report to the **LGBSAB** as required on the discharge of the Clerk's functions; and
- to perform such other functions as shall be determined by the **LGBSAB** from time to time.

5.7 Ceasing to be a Local Governor

A Local Governor's term of office will be terminated if:

- any event or circumstance occurs which would disqualify him or her from the office of Trustee under the Articles were he or she to hold such office;
- he or she has, without the consent of the **LGBSAB**, failed to attend **LGBSAB** meetings for a continuous period of six months, beginning with the date of the first such meeting he or she failed to attend and the **LGBSAB** Chairman and the **LGBSAB** Vice-Chairman agree that the term of office should be terminated;
- he or she resigns from office by written notice to SBA;

- he or she is removed by the person or persons who appointed him (but this does not apply in respect of a person who is serving as a Parent Local Governor);
- he or she is a Staff Local Governor who has ceased to be employed by SBA; or
- he or she is removed by the Trustees in circumstances where they consider (acting reasonably) that it is in the best interests of SBA to remove the Local Governor.

6 **Convening meetings of the ~~Local Governing Body~~ School Advisory Board**

Meetings of the LGBSAB will be held in each term.

The Clerk to the LGBSAB shall give written notice of each meeting and circulate an agenda at least seven clear days in advance of each meeting and shall circulate reports or other papers to be considered at the meeting as soon as reasonably practicable thereafter. However, where the LGBSAB Chairman determines there are matters demanding urgent consideration, it shall be sufficient if the written notice of the meeting states that fact and the notice, copy of the agenda and other papers are given within such shorter period as the LGBSAB Chairman directs.

~~Any two Local Governors may call a meeting by giving written notice to the Clerk, which includes a summary of the business they wish to carry out. It shall be the duty of the Clerk to convene a meeting as soon as reasonably practicable.~~

The Local Governors may invite persons who are not Local Governors (such as a member of a committee, any employee, any pupil, any professional adviser and any experts of any kind) to attend the whole or part of any meeting for purposes connected with the meeting.

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

7 **Voting at meetings of the ~~Local Governing Body~~ School Advisory Board**

The quorum for meetings of the LGBSAB and for any vote on a matter at such meetings is one third of the total number of Local Governors in office at that time (rounded up to the nearest whole number).

A meeting shall be terminated if the number of Local Governors present ceases to constitute a quorum. 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, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

Any Local Governor shall be able to participate in, and be counted as present at for the purposes of the quorum, meetings by telephone or video conference provided that:

- he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- the LGBSAB has access to the appropriate equipment;

and provided that, if after all reasonable efforts it does not prove possible for that Local Governor to participate by telephone or video conference, the meeting may still proceed with its business provided it is otherwise quorate.

As determined by the LGBSAB Chairman, questions to be decided upon at a meeting of the LGBSABs shall be determined by a majority of the votes of Local Governors present and voting on the question. Votes tendered by proxy shall not be counted.

Where there is an equal division of votes on a question determined by the **LGBSAB** Chair~~man~~ to be decided by a vote, the **LGBSAB** Chair~~man~~ has a casting vote.

The Local Governors may act notwithstanding any vacancies, but, if the number of Local Governors is less than the number fixed as the quorum, the continuing Local Governors may act only for the purpose of filling vacancies.

~~A resolution in writing, signed by all Local Governors entitled to receive notice of a meeting 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, each signed by one or more Local Governors and may include an electronic communication by or on behalf of the **LGBSAB** indicating his or her agreement to the form of resolution providing that the Local Governor has previously notified the **LGBSAB** in writing of the email address or addresses which the Local Governor will use.~~

98 Personal interests of Local Governors

Local Governors shall complete a register of their business and other interests (including any post or office held by them), which shall be reviewed annually.

Any Local Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Local Governor shall:

- disclose that fact to the **LGBSAB** as soon as he or she becomes aware of it. A Local Governor must absent himself or herself from any discussions of the **LGBSAB** in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the UTC or the Academy and such duty or personal interest;
- withdraw from any meeting for that item unless expressly invited to remain in order to provide information;
- not be counted in the quorum for that part of any meeting; and
- withdraw during the vote and have no vote on the matter.

109 Committees of the ~~Local Governing Body~~ **School Advisory Board**

With the prior agreement of the Trustees only, ~~The~~ **LGBSAB** may establish committees to carry out certain functions of the **LGBSAB**. The **LGBSAB** must determine the constitution, membership and terms of reference of any committee it decides to establish and review them annually.

~~The establishment of any committees, other than temporary, ad hoc committees required to deal with specific issues, must be agreed in advance with the Trustees.~~

1210 Minutes

Attendance at each **LGBSAB** meeting, issues discussed and recommendations for decisions shall be recorded and the minutes signed by the **LGBSAB** Chair~~man~~ at the next meeting of the **LGBSAB**. The written record (once approved by the relevant **LGBSAB** Chair~~man~~) shall be forwarded by the Clerk to the **LGBSAB** to the Clerk to the Trustees as soon as is reasonably practicable.

1311 Delegation to the **LGB-SAB**

The role of the SAB is primarily focused on reviewing, challenging and advising on the local School Development Plan, on academic performance and support, key Link Governor roles, and support and advocacy for the school with parents and community.

For the avoidance of any doubt, **Appendix 2** contains a list of reserved matters which are matters for consideration and determination by the Members and Board of Trustees only.

The governance of the UTC and the Academy is delegated to the respective LGB who may exercise the powers of SBA in so far as they relate to the Academy and the UTC, SUBJECT TO:

- ~~any restrictions in the Companies Act which requires a decision of the Members or the Trustees of SBA;~~
- ~~the Articles;~~
- ~~Policies and Procedures set by the Trustees;~~
- ~~A specific decision of the Trustees;~~
- ~~The budget set by the Trustees; and~~
- ~~The reserved matters as set out in Appendix 2.~~

The ~~LGB SAB~~ shall have the roles set out in this section and any other role that the Trustees agree shall be carried out by the ~~LGB SAB~~ and that is communicated in writing to the ~~SAB LGB~~ Chairman.

a) Monitoring and evaluation

- Monitoring of UTC or Academy key performance indicators as they relate to academic targets.
- Ensuring effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the UTC or Academy.

~~b) Risk, finances and asset management~~

~~Ensuring adequate financial and asset management systems are in place across the UTC or Academy.~~

~~Ensuring proper internal controls are in place at the UTC or Academy.~~

~~Monitoring the UTC's or Academy's delegated budget and ensuring that any variances are reported to the Trustees' Finance Committee for approval.~~

~~Monitoring the local arrangements for the effective supervision of building maintenance and minor works.~~

~~Monitoring the implementation of the UTC's or Academy's health and safety policy in the Academy and the local arrangements for the effective supervision of health and safety matters.~~

~~Supporting the Principal in the preparation of a risk register for the LGB and reviewing the risk register on a regular basis.~~

be) Governance

- Ensuring there is effective communication between SBA and the ~~LGB SAB~~.
- Making arrangements for the ~~appointment recruitment~~ of Staff, Parent and Local Governors (as appropriate) and where appropriate in accordance with clause 5, recommending their appointment to the SBA Board.
- Appointing from its number, Local Governors with specific responsibilities as set out in clause 5.5, including for special educational needs, child protection and financial matters Pupil Premium, Safeguarding and curriculum.

- Establishing an Exclusions Committee for reviewing decisions of the School Principal in that respect.
- ~~• Establishing an appeals panel in respect of staff redundancies or disciplinarys as required.~~
- ~~• Consulting with the Trustees on any proposals to establish any sub-committees other than temporary, ad hoc sub-committees required to deal with specific issues.~~

~~d)~~ **Staffing**

- ~~• Supporting the Principal in the appointment of UTC or Academy staff to ensure that the UTC or Academy is fully staffed.~~
- ~~• Ensuring SBA's policies on all HR matters are implemented in the UTC or Academy.~~
- ~~• Making recommendations to the HR Committee in relation to the Principal.~~
- ~~• Monitoring the implementation of SBA's policies at the UTC or Academy for HR matters including the appointment, induction and performance management of staff, pay review process and procedures for dealing with disciplinary matters, grievances and dismissal.~~

ec) Students

- Ensuring effective arrangements are in place for student support and representation at the UTC or Academy.
- ~~• Ensuring the admission arrangements in the UTC or Academy conform to the code of practice.~~
- ~~• Ensuring effective arrangements are in place for student recruitment.~~
- ~~• Ensuring student attendance and monitoring systems are in place to maintain access to education at all times.~~
- ~~• Establishing arrangements for reviewing decisions of the Principal regarding exclusions.~~

fd) Safeguarding

- ~~Reviewing and m~~ Maintaining and apply SBA's a safeguarding and child protection policy for the UTC or Academy ~~(consistent with SBA policy).~~
- Appointing from its number, a Local Governor with specific responsibility for safeguarding.
- Ensuring the completion of the single central record.

ge) Community and parents

- Contributing to the development of the UTC or Academy prospectus.
- Supporting SBA, and the School Principal **and the Executive Principal** in the extended school provision in the UTC or Academy.
- Ensuring systems are in place in line with SBA's strategy at the UTC or Academy for effective communication with students, parents or carers, staff and the wider community including the establishment and support of a local parent teacher association.
- Implementing a means whereby the UTC or Academy can receive and react to parental feedback.
- Establishing and maintaining a relationship with the local elected community representatives.

14.12 Intervention Rights

Intervention

The Trustees remain ultimately responsible for SBA and the conduct of the UTC and the Academy. Delegation to the LGBSABs is important to SBA's effective governance. However, there will be circumstances (more the exception than the norm) where the Trustees might need to intervene and, for example, withdraw delegated authority for a particular element of governance from an LGBSAB.

In such circumstances, the Trustees, along with the Chief Executive Officer and his or her team including the Executive Principal (the "**Central Team**") would work closely with the UTC or the Academy (as relevant) and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Trustees and the Central Team.

The Trustees reserve the right to review or remove any power or responsibility which it has delegated or, in exceptional circumstances, remove the LGBSAB, in circumstances where serious concerns in the running of the UTC or the Academy are identified (either internally within SBA or by a third party), including where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the UTC or the Academy is managed or governed;
- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Trustees consider such removal of power or responsibility appropriate in all of the circumstances.

The delegated budget

In line with their duties and responsibilities as trustees and directors, the Trustees shall be entitled to determine that a proportion of the budget in respect of the UTC or the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the UTC or the Academy;
- in pursuance of SBA's reserve policy; and/or
- as otherwise may be determined by the Board acting reasonably and in the best interests of SBA.

13 The School Principals

The School Principals are responsible to the Trustees for:

- the internal organisation, management and control of his or her respective Academy;
- the implementation of all policies approved by the Trustees that relate to his or her respective Academy; and
- the direction of the teaching and implementation of the curriculum at his or her respective Academy.

The Trustees may delegate such additional powers and functions as they consider are required by each of the School Principals to enable them to carry out the above responsibilities.

The School Principals are line-managed by the Executive Principal.

1514 Alterations

This Scheme of Delegation may be altered at any time by a majority resolution of the Trustees of SBA provided that in respect of any alterations which affect the UTC, SBA will first consult with the Chief Executive of the Baker Dearing Educational Trust in accordance with Article 137 of the Articles of Association. Any such alteration shall be promptly notified to the relevant LGBSAB by the Trustees.

1615 Circulation list

This Scheme of Delegation will be circulated to Trustees of SBA, all Local Governors, the Clerk to the LGBSAB and others at the discretion of the Chairman of the Trustees of SBA or an LGBSAB Chairman.

This Scheme of Delegation was approved and adopted by a resolution of the Trustees of SBA passed at a meeting held on [• 00 month year] and takes effect from [• 00 month year].

Date of next review: []

Appendix 1 Local Governor declaration

The Clerk to the Trustees
South Bank Academies

[• 00 month year]

Dear Sirs

South Bank Academies ("SBA") - appointment as a Local Governor

I confirm that I wish to be a Local Governor in respect of SBA in accordance with the Scheme of Delegation for ~~Local Governing Bodies~~School Advisory Boards prescribed by the Trustees of SBA from time to time.

I confirm that I am not disqualified from becoming a Local Governor by reason of any provision in the Scheme of Delegation or the Articles of Association of SBA.

I also confirm that I understand that I must disclose any personal interest I may have in any matter to be discussed at a meeting of the Local Governors in accordance with paragraph 8 of the Scheme of Delegation (or as prescribed by the Trustees of SBA from time to time).

Yours faithfully

Signed

Name

Date

Appendix 2 Reserved matters

The Reserved Matters are:

Members

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- 1 to change the name of SBA
- 2 to change the Objects (which would require Charity Commission and Secretary of State consent in any event)
- 3 to change the structure of the Board of Trustees
- 4 to amend the Articles of Association
- 5 to amend this Scheme
- 6 to pass a resolution to wind up SBA
- 7 to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- 8 to change the name of the Academies
- 9 to change the structure of the LGBSAB (subject to any third party approvals that may be necessary)
- 10 to determine the educational character, mission or ethos of the Academies
- 11 to adopt or alter the constitution and terms of reference of any committee of the Board of Trustees
- 12 to terminate a supplemental funding agreement for an Academy
- 13 to establish a trading company
- 14 to sell, purchase, mortgage or charge any land in which SBA has an interest
- 15 to approve the annual estimates of income and expenditure (budgets) and major projects
- 16 to appoint investment advisors
- 17 to sign off the annual accounts;
- 18 to appoint or dismiss the Finance DirectorBusiness Manager, the Chief Executive Officer (whether interim or permanent), the Executive Principal, the School Principals, the

Company Secretary or the Clerk to the Trustees;

- 19 to settle the division of executive responsibilities between the Trustees on the one hand and Chief Executive Officer (whether interim or permanent), the Business Manager, the Executive Principal and the School Principals ~~and the Finance Director~~ on the other hand, and to settle the division of executive responsibilities between those individuals
- 20 to do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 21 to do any other act which the Articles expressly reserve to the Board of Trustees or to another body
- 22 to do any other act which the Board of Trustees determine to be a Reserved Matter from time to time

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