



CHRISTUS CATHOLIC TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: February 2019

CONTENTS

1. **INTRODUCTION AND EXECUTIVE SUMMARY**
 - 1.1 Introduction
 - 1.2 Executive Summary
2. **VISION AND VALUES**
3. **ACCOUNTABILITY: GOVERNANCE AND MANAGEMENT STRUCTURES**
 - 3.1 Overall Structure
 - 3.2 Role of the Members and the Diocesan Education Service
 - 3.3 Role of the Directors and the Trust Board
 - 3.4 Role of the Accounting Officer and Central Team (Finance, HR & Premises)
 - 3.5 Role of the Headship Team
 - 3.6 Role of the Governors and the Local Governing Committees
 - 3.7 Trust Intervention Triggers
4. **DELEGATED AUTHORITY AND RESPONSIBILITIES OF THE LOCAL GOVERNING COMMITTEE**
 - 4.1 General Provisions
 - 4.2 Finance and Audit
 - 4.3 Curriculum and Standards
 - 4.4 Personnel
 - 4.5 Admissions and Exclusions
 - 4.6 Premises
 - 4.7 Community Activities and Engagement
5. **SUPERVISION AND INTERVENTION**
 - 5.1 Supervision and Reporting
 - 5.2 Intervention and Removal of Delegated Responsibility
6. **FUNCTIONING OF THE LOCAL GOVERNING COMMITTEE**
 - 6.1 Constitution of the Local Governing Committee
 - 6.2 Term of office
 - 6.3 Resignation and Removal of Governors
 - 6.4 Disqualification of Governors
 - 6.5 Appointment of Chair and Vice Chair
 - 6.6 Committees and Further Delegation
 - 6.7 Meetings
 - 6.8 Quorum for Meetings
 - 6.9 Notices
7. **COMPLIANCE**
 - 7.1 Publication of Trust Documents on website

APPENDICES

1. **DIOCESAN MEMORANDUM OF UNDERSTANDING**
2. **FINANCIAL REGULATIONS MANUAL**
3. **LEADERSHIP AND GOVERNANCE DECISION PLANNER**
4. **RISK MANAGEMENT POLICY AND FORM OF RISK REPORTS**
5. **TERMS OF REFERENCE FOR THE FINANCE, AUDIT AND RISK COMMITTEES**
6. **CONFLICT OF INTEREST POLICY**
7. **TERMS OF REFERENCE FOR THE HEADSHIP TEAM**
8. **TERMS OF REFERENCE FOR AN INTERVENTION BOARD**
9. **DIRECTOR CODE OF CONDUCT**

1. INTRODUCTION AND EXECUTIVE SUMMARY

1.1 Introduction

- 1.1.1 Christus Catholic Trust (referred to herein as the “**Trust**”) was established / renamed on 3rd October 2018 as a multi academy trust (formally known as The diocese of Brentwood Multi Academy Trust established December 2013) and, in consequence of it entering into both a Master Funding Agreement and a number of Supplemental Funding Agreements (the “**Funding Agreements**”), operates and maintains a group of Catholic schools in the Diocese of Brentwood (the “**Academies**”). The Academies shall at all times remain Catholic schools, conducted in conformity with any trust deed governing the use of land used by the Trust and in conformity with canon law and with the teachings of the Catholic Church. Both the Trust and the Academies must comply with any advice or directive issued by or on behalf of the Diocesan Bishop.
- 1.1.2 The Trust is both a company limited by guarantee, registered at Companies House (Company Number 08610377) and, by virtue of its charitable object “to... advance the Catholic religion in the Diocese by such means as the Bishop may think fit and proper by establishing Catholic schools ...and with the approval of the Bishop other Academies” (i.e. schools which are not Catholic schools) is a charity. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
- 1.1.3 The Trust’s constitution is set out in its **Articles of Association** and this Scheme of Delegation has been put in place in accordance with the provisions of the Articles and should be read in the light of them. This includes the **Diocesan Memorandum of Understanding**, referenced at Appendix 1, which must be observed and complied with.
- 1.1.4 The purpose of this Scheme of Delegation is to provide clarity as to the role and responsibilities of those who contribute to the governance of the Academies and the Trust itself. All those with governance and management responsibilities must be familiar with this Scheme of Delegation so that appropriate steps can be taken to ensure there is sufficient and proper challenge of those with leadership responsibilities, to ensure that senior leaders are held to account for the performance of the Academies and that there is financial stability within the Trust.
- 1.1.5 This Scheme of Delegation will apply to each of the Academies.
- 1.1.6 The Effective Date of this Scheme of Delegation is February 2019 and it will be reviewed in the Autumn term 2018/19 and every two years thereafter or as appropriate, on the recommendation of and/or in consultation with the Headship Team and the Diocesan Education Service.

1.2 Executive Summary

- 1.2.1 This Scheme of Delegation identifies those with governance and leadership responsibilities and seeks to articulate the principles of

governance within the Trust and how decisions are made (and overseen).

- 1.2.2 The Members of the Trust are the Bishop of Brentwood, the Brentwood Roman Catholic Diocesan Trust (often referred to as “the corporate trustee”) and the Episcopal Vicar for Schools and Colleges. Where the Trust operates a religious order school or schools, a representative of the relevant religious order will be invited by the Bishop to be a Member. The Members oversee and hold the Trust Board to account and will ensure that the values of the Trust are upheld including the schools’ religious character and distinctiveness.
- 1.2.3 The Trust Board is made up of Foundation Directors appointed by the Bishop. Its key responsibilities are to develop the vision and values of the Trust, provide strategic leadership, hold leadership to account and to ensure the financial viability of the Trust and each of its schools. The Trust Board is the accountable body, answerable in part to the Secretary of State for Education as well as the Bishop.
- 1.2.4 The Trust Board delegates some governance decision making and the day to day oversight of school leadership to a Local Governing Committee.
- 1.2.5 To ensure effective collaboration and the dissemination of good practice, headteachers meet as a headship team and some strategic decision making responsibility is vested in this. It is intended that this group will meet half termly.
- 1.2.6 To aid swift decision making a summary of key decision making responsibilities is set out in Appendix 3 entitled **Leadership and Governance Decision Planner**.

2. VISION AND VALUES

We wish to build a welcoming community of faith that has Christ at the centre, where all within our schools’ communities have a love of God and a love of one another. Prayer and liturgy will shape our daily life.

We will:

- Protect the Catholic status of all the schools by securing the Catholic ethos of the schools through ecclesial communion, the appointment of practising Catholic leaders, and by creating opportunities for sustainable leadership for Catholic education at all levels, including governors
- Ensure high quality Catholic education for all children by promoting high standards of learning in all areas – spiritual, academic, physical, social etc. with a relevant curriculum, fostering gospel values by creating a learning environment that pursues excellence and is shaped by prayer
- Ensure best value in the use of finance and resources by improving sharing and utilising economies of scale, including the effective use of new technologies, to raise standards
- Enable each school to maintain and further develop its distinctive Catholic nature

- Support leaders to develop relationships with their students, staff and parents which reflect the unique relationship God has with every human being
- Promote commitment to the Church's mission and reflect the nature of the Church in all that it is and does
- Demonstrate a commitment to making Christ known to all people, to assist families in the education and religious formation of their children, to be at the service of the local Church and to be of service to society
- Preserve the tradition of each individual, while allowing this deanery family of schools to move forward to develop an exceptional provision for its pupils

Our vision is to develop exceptional Catholic education, rooted in partnership and service to our Catholic communities and all the communities we serve.

We will:

- conserve and promote the identity and purpose of our Catholic schools
- enable our schools to share resources and services more effectively for their mutual benefit
- provide the opportunity to develop best value, increased autonomy, improved organisational efficiency and improved resources to develop exceptional provision
- look forward to the development of a three to eighteen Catholic educational provision

We aim to build on the ongoing improvement work, to develop collaborative practice, provide peer-to-peer professional and leadership development, all of which will be of benefit to the future of Catholic Education. The Christus Catholic Trust will structure the provision of education in South West Essex to allow schools to work more closely in community and fellowship.

2.1 **Not used**

2.2 The Academies, and those responsible for the governance and management of the Trust and the Academies, have committed to working in partnership, supporting one another. The drafting and adoption of this Scheme of Delegation has been guided by the following principles:

2.2.1. **Catholic Ecclesiology**

The Trust is part of a family of Catholic schools that exist to further the Church's saving mission by educating its young people in accordance with the teachings of the One Teacher, Jesus Christ. In carrying out any functions on behalf of the Trust all Members, Directors and those in any way involved in the business of the Trust and the Academies recognise the Bishop of Brentwood as the Chief Teacher and the focus of unity in the Diocese and will carry out those functions and responsibilities in full communion with him and in accord with the mind of the Catholic Church. Accordingly, the functions of the Trust and the Academies will be conducted in accordance with the following principles and observing the commitments set out in the Diocesan Memorandum of Understanding.

2.2.2. Equal Partners

The Academies are equal partners within the Trust and at all times the partners will strive for consensus in decision making, recognising that each Academy has both strengths and weaknesses. The Academies will seek to preserve and protect each other's distinctiveness and will be respectful of each Academies' respective ethos and mission. The Academies will work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil the Trust's mission, vision and values.

2.2.3 Transparency

All those involved in the running and oversight of the Trust and the Academies will be open and honest in their dealings with each other, at all times acting in good faith and recognising the value of independence and separation in relation to decision making.

2.2.4 Subsidiarity

Decisions are to be taken at the level nearest to those affected by those decisions which is compatible with the principles of solidarity and support for the common good, avoiding unnecessary bureaucracy and aiming in so far as possible to make changes to established practices only where it can be demonstrated there is a reasonable need. Where governance responsibility is delegated appropriate decision making authority will be given. The parameters of such authority will be clear and those to whom responsibility is given will be required to report to those who retain overall responsibility.

2.2.5 Solidarity

All those with responsibility for the Trust and the Academies share a particular commitment to the mutual support of all Academies for whom the Trust is responsible, especially those that are in need of assistance at any particular time. Accordingly, this Scheme of Delegation recognises the obligation to contribute to the common good of all Academies from out of the resources entrusted to them. The Directors will ensure that common action and collaboration is conducted at the correct level and that the balance between subsidiarity and solidarity serves the common good in the most appropriate way.

2.2.6 The Common Good

All recognise their responsibility towards the common good, not just of the Academies for whom the Trust is responsible and the wider Diocesan family of schools, but of all of the families and communities in the areas served by the Trust. In light of the principle of common good, those with particular responsibility for an Academy acknowledge the desire and obligation on the Directors to put in place measures to ensure that any Academy for whom the Trust is responsible is supported when the need arises.

3. ACCOUNTABILITY: GOVERNANCE AND MANAGEMENT STRUCTURES

3.1 Overall Structure

- 3.1.1 The nature of the Trust as a company running multiple academies means there are many governance and management layers.
- 3.1.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to trade or distribute profit to shareholders, the Members are best viewed as guardians of the constitution and the Trust’s vision and values, ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance and no day to day management responsibilities.
- 3.1.3 The corporate management and “trustee” responsibility for the Trust is vested in the “**Directors**”, who will be the company directors registered with Companies House. The Directors are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of the education received by all pupils of the Academies and the expenditure of public money. The Directors are required as Directors and pursuant to the Funding Agreements to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Directors meet as a board of Directors, generally known as the “**Trust Board**”. All Directors have the same responsibility to act in the best interests of the Trust and the Academies, irrespective of their role on the Board i.e. whether appointed in an executive capacity or appointed as a representative of the Academies.
- 3.1.4 The Directors oversee the management and administration of the Trust and the Academies run by the Trust and delegate authority and responsibility to others, including executive officers and individuals who are locally based who can undertake the day to day management and governance of the Academies. The Trust Board will continue to have the necessary strategic and legal oversight of the Trust and will monitor all activities; determining the strategic direction of the Trust, assessing the performance of the Academies and establishing and reviewing the policies and practices governing the life of the Academies, at all times being supported and working with both the Headship team and the Local Governing Committees.
- 3.1.5 Article 101 of the Articles of Association provides for the appointment by the Directors of committees or working groups to whom the Trust Board may delegate certain functions and responsibilities. The Trust Board has established “**Local Governing Committees**” for each of the Academies and their power is derived from the Trust Board. Like the Directors on the Trust Board, the individuals (the “**Governors**”) serving on a Local

Governing Committee are also responsible for fulfilling a largely strategic, governance role in the conduct of the Academies in conjunction with the **Headteacher** (executive headteacher, principal or head of school, as the case may be), who is responsible for the internal organisation, management and control of the Academy (or Academies where schools are federated or an executive arrangement is in place). The Trust Board will also delegate management responsibility directly to the Headteachers, who will report primarily to the Local Governing Committee but subject to the oversight exercised by the Trust Board.

3.1.6 The Trust Board has also set up a committee, the “**Headship team**” of representatives of the Academies to provide a focus for the setting of policy and to develop the strategic vision of the Trust. The Headship team will both support and advise the Trust Board and will facilitate communication between the Trust Board and the Local Governing Committees as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working. All head teachers and Executive head teachers (and Chairs of Local Governing Committees when appropriate) will be invited to participate in the Headship team. This group will also act as a strategic advisor on educational matters to ensure the long term success of the Academies and that continuous improvement is made within all Academies. The Headship Team will meet twice a term and the Headship Team will invite Chairs of the Local Governing Committees to attend three meetings per year. The agenda for the Headship Team meetings will be flexible and adapted to need. It is expected that the focus for the Headship team meetings with Chairs of LGC will be as follows:

Focus each term:		
Autumn	Spring	Summer

Collaboration	Collaboration	Collaboration
Governor Skills Training and Development	Admissions / Needs	Strategy
Cross MAT Governance Support		Vision
Curriculum Priorities		Protecting Catholic Education
Planned works		Review of Year/ Planning Forward including
		Progress and attainment data

A representative of the Trust Board can attend as an observer.

3.2 Role of the Members and the Diocesan Education Service

3.2.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Directors to ensure the charitable object of the Trust is being fulfilled. In view of the overarching role of the Members, the Diocesan Bishop will be a Member together with the Brentwood Diocesan Trust and the Episcopal Vicar for Schools and Colleges. Where the Trust operates a religious order school or schools, a representative of the relevant religious order will be invited by the Bishop to be a Member.

3.1.2 The Members' key responsibilities are:

- 3.1.2.1 to secure Catholic education and ensure the Trust remains true to its vision and values;
- 3.1.2.2 to ensure the Objects of the Trust are met;
- 3.1.2.3 to determine the Trust's constitution i.e. the Articles and approve of the governance structure; and
- 3.1.2.4 to support the Bishop in appointing and removing Directors.

3.1.3 The Bishop, through the Diocesan Education Service, will also exercise oversight and supervision as diocesan authority and the Diocesan Memorandum of Understanding seeks to articulate this. Each of the Members, Directors and Governors are required to observe any directions issued by the Bishop and to follow any advice and guidance issued by the Diocesan Education Service on behalf of the Bishop.

3.3 Role of the Directors and the Trust Board

3.3.1 The Directors have overall responsibility and ultimate decision making authority for the work of the Trust, including the running

- of the Academies and the growth and development of the Trust. The Directors have the power to direct change where required.
- 3.3.2 As trustees of a charity, the Directors have a fiduciary duty to act in good faith in the best interests of the Trust. This duty includes a responsibility to do the following:
- 3.3.2.1 to ensure compliance with any legal obligations;
 - 3.3.2.2 to report on the Trust’s activities (the Trust must prepare accounts in accordance with the relevant Statement of Recommended Practice for Charities, the so called “**Charity SORP**”);
 - 3.3.2.3 to fulfil the charitable object of the Trust as set out in the constitution (i.e. the **Articles of Association**) and to act in a way which is compliant with the rules of the Trust contained in the Articles;
 - 3.3.2.4 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
 - 3.3.2.5 to act prudently in the financial management of the Trust, avoiding putting any assets, funds or reputation of the Trust at undue risk;
 - 3.3.2.6 to exercise reasonable care and skill, using personal knowledge and experience to ensure the Trust is well run and efficient; and
 - 3.3.2.7 to act responsibly, getting advice from others, including professional advisors, where appropriate.
- 3.3.3 The Directors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Director to serve on the Trust Board, this will include a conflict of loyalty where there is no obvious benefit involved, as well as a conflict of interest. The Trust Board has adopted a formal **Conflict of Interest Policy**, attached to this Scheme of Delegation as Appendix 6, in order to assist all those involved in the running of the Trust at every level to avoid and manage potential conflicts. Specific attention must be given to any arrangement whereby a Member or Director will personally benefit from an arrangement and the Conflict of Interest Policy makes reference to the ESFA’s guidance on “related party transactions” which all those involved in the running of the Trust must have regard to. This does recognise however the unique relationship between the Diocese and the Trust which is reflected in the Articles. Directors must comply with the **Director Code of Conduct**, appended at Appendix 9.
- 3.3.4 The specific tasks and responsibilities of the Trust Board are as follows:
- 3.3.4.1 to determine and fulfil the shared vision and ethos of the Trust and the Academies, acknowledging the uniqueness of each individual Academy and the needs of the communities they serve;

- 3.3.4.2 to develop a strategic plan for the Trust and to effectively communicate that plan so this can be implemented across the Trust and all the Academies, including determining any future expansion of the Trust and the relationship that the Trust has with the Diocese and the Secretary of State for Education (including also the Department for Education, the Education & Skills Funding Agency and Ofsted);
- 3.3.4.3 to develop and support strategic partnerships with other bodies and organisations, including service providers and government agencies, which will further the Trust's strategic plan;
- 3.3.4.4 to act as a critical friend to each of the Local Governing Committees and to ensure they are effective;
- 3.3.4.5 to determine and implement policies and procedures which it is intended will achieve a consistently high standard of education and financial prudence across the Trust dealing with (but not limited to) the following:
 - Human Resources/Employment
 - Audit & Risk Management
 - Contingencies and Reserves (both central and at Academy level)
 - Governance
 - Health & Safety
 - Operational Matters
 - Data Management
 - Complaints and Appeals
 - Legal Compliance
- 3.3.4.6 to work with the Headship team to develop the local capacity within the Trust to provide both governance and leadership support and mentoring to the Local Governing Committees and the Headship teams within the Academies, as well as direct school improvement support, facilitating the development of the Academy Action Plans where required;
- 3.3.4.7 working with the Diocese and having regard to any recommendations by the Diocesan Education Service, to make or facilitate the making of suitable appointments of governors who will serve on the Local Governing Committees, including removing governors who fail to fulfil the expectations on Governors set out in this Scheme of Delegation;
- 3.3.4.8 to determine the budget for any shared or central expenditure and to support and monitor the individual Academy budgets (acknowledging the principle of full delegation of the Academy's budget to the Local Governing Committee as set out in this Scheme of Delegation);

- 3.3.4.9 to monitor and evaluate the delivery of the central or shared services and functions provided by any Central Team, ensuring there is comprehensive support to the Academies and procuring any strategic third party services as determined appropriate;
 - 3.3.4.10 to ensure there is a proper system for the internal audit of the accounts of the Trust (including the Academies) and the financial procedures followed by the Academies, facilitating the auditing of the Trust's accounts by the Trust's auditors, establishing a formal audit committee adopting the terms of reference set out in Appendix 5 which will be responsible for carrying out periodic internal audits of the Academies' financial processes, procedures and accounting records;
 - 3.3.4.11 to act as the ultimate decision maker in relation to any appeals by staff following disciplinary or grievance procedures;
 - 3.3.4.12 to ensure proper advice is available to the Trust and the Academies in relation to legal and compliance matters;
 - 3.3.4.13 to ensure that insurance or risk protection cover is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and Director liability;
 - 3.3.4.14 to liaise with and support the Local Governing Committees ensuring there is collaboration not just within a region but across the whole Trust, emphasising and facilitating the benefits of such collaboration.
- 3.3.5 The organisation of the Trust Board is set out in the Articles of Association, which determine meeting frequency, quorum and the appointment of a Chair and Vice Chair. The Trust Board is required to meet at least 3 times a year and the quorum for any meeting is the greater of 3 and a third of the Directors appointed at any one time.
- 3.3.6 The following are the core competencies and skills expected of all Directors (as further noted in the Director Code of Conduct):
- 3.3.6.1 to work as a team;
 - 3.3.6.2 to attend meetings and be prepared to contribute to discussions;
 - 3.3.6.3 to be respectful of the views of others and to be open to new ideas and thoughts;
 - 3.3.6.4 to treat all confidential information confidentially;
 - 3.3.6.5 to develop a deep understanding of the vision and ethos of the Trust, in particular its Catholic purpose, and its Academies and the roles played by all individuals in fulfilment of the Trust and the Church's mission;
 - 3.3.6.6 to understand the policies and procedures of the Trust and how these flow down to the Academies;

- 3.3.6.7 to support the Trust and the Academies in public and act as an ambassador of Catholic education;
 - 3.3.6.8 to commit to training and skills development
 - 3.3.6.9 to be ready to ask questions;
 - 3.3.6.10 to be focussed on problem solving and be ready to learn from past experiences.
- 3.3.7 Specific skills may be needed if a Director is to take responsibility for and lead on a specific area. A periodic skills audit will be undertaken and Directors should expect to be able to articulate to the Members and to each other their contribution to the success of the Trust and the Academies.
- 3.4 **Executive Functions – Role of the Accounting Officer and Central Team**
- 3.4.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive functions. For the most part, this responsibility will fall on the Headteachers of the Academies, supported by the school Headship teams. Certain functions relating to the management of the Trust itself or which relate to the activities of more than one Academy may be undertaken by a “**Central Team**”.
- 3.4.2 The need for and size of the Central Team will be determined by the Trust Board, in consultation with the Headship team. Where possible, resources will be drawn from the Academies themselves rather than the use of external consultants or through recruitment. This will include the identification of persons who will fulfil the roles of the “**Accounting Officer**” and “**Chief Financial Officer / Trust Business Manager**” as required by the Academies Financial Handbook. For more information on these roles please see the Trust’s Financial Regulations Manual.
- 3.4.3 The likely key functions of the Central Team are:
- 3.4.3.1 to manage the conversion of schools to Academies. Prior to a school’s conversion, the Central Team will carry out relevant due diligence to establish the school’s position and identify any actions required to address areas of weakness or opportunities for improvement (including the formulation of a 12 month strategic plan for the Academy (the “**Academy Action Plan**”)), and, in conjunction with the Diocesan Education Service, the Regional School Commissioner, the relevant Local Authority and the Trust’s solicitors, will manage the associated legal processes;
 - 3.4.3.2 following conversion and where appropriate, to assist with the development and implementation of the Academy Action Plan;
 - 3.4.3.3 to provide operational and management support to the Headteachers and senior Headship teams within the Academies (including assisting with budget setting);

- 3.4.3.4 to facilitate the production of management information on the Academies and to support the production of the Trust's and the Academies' financial accounts;
 - 3.4.3.5 to support any Trust wide projects;
 - 3.4.3.6 to ensure that insurance or risk protection cover is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and Director and governor liability;
 - 3.4.3.7 to undertake the strategic management of the whole school estate, advising the Trust Board on areas of risk and assessing the Trust's overall safeguarding responsibilities, including assisting the Local Governing Committees in drawing up a long term estate plan which identifies areas in need of expansion and/or development and areas likely to be surplus to requirements; and
 - 3.4.3.8 to take a lead on any capital bids and allocations, supporting the Academies' premises teams to carry out works safely and cost effectively.
- 3.4.4 The cost of the functions undertaken by the Central Team and the Trust Board are generally funded on a fair and equal basis by the Academies by the contribution of a percentage of the central government funding provided for each Academy the "**Partnership Contribution**"). This contribution will be set each year against a budget for the shared costs approved by the Trust Board in consultation with the Headship team. In the first year of trading (first twelve months) all academies will contribute 6% regardless of their conversion date.

3.5 **Role of the Headship team**

- 3.5.1 The Trust operates across an area identified by the Diocese. Academies have been grouped within their Deaneries in order to promote shared working and to build leadership capacity and expertise, with an emphasis on standards and school improvement. The Headship Team will meet twice a term and the full Headship team (including Chairs of the Local Governing Committees) will meet three times per year.
- 3.5.2 The Headship team will provide an important opportunity and forum for collaboration and school to school support. It may also provide an opportunity for benchmarking and peer to peer review. As well as delegating some decision making to the Headship team, the Trust Board is expected to consult regularly with the Headship team (through attendance at the Headship Team meetings) and have regard to any advice or views shared by the Headship team as to the threats and opportunities facing the Academies and the Trust more widely.
- 3.5.3 Terms of Reference for the operation of the Headship team are attached to this Scheme of Delegation as Appendix 7.

3.5.4 The Trust Board will have regard to the interests of all the Academies in deciding and implementing any policy or exercising any authority in respect of any one or all of the Academies for which it is responsible. Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any of the Academies are supported when the need arises.

3.6 **The role of the Governors and the Local Governing Committees**

3.6.1 The role of a Governor within a multi academy trust is an important one. In developing a governance structure, the Trust has sought to ensure that as much as possible the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board has established Local Governing Committees for each of the Academies, for the most part made up of individuals drawn from the Academy's community, both as elected and appointed members, with an emphasis on appropriate skills and experience.

3.6.2 The Governors serving on such Local Governing Committees are accountable to the Trust Board (which in turn of course is accountable to the Bishop, the Members and to the Department for Education) as well as to the communities they serve.

3.6.3 Whilst not trustees under charity law, nevertheless, the Governors are under a duty to act in good faith and in the best interests of the Academy and the Trust, which includes all the Academies. This duty includes a responsibility to do the following:

3.6.3.1 to ensure the Academy complies with its legal obligations;

3.6.3.2 to fulfil the charitable object of the Trust;

3.6.3.3 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charitable funds or assets of the Academy or the Trust;

3.6.3.4 to act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust at undue risk;

3.6.3.5 to exercise reasonable care and skill, using personal knowledge and experience to ensure the Academy is well run and efficient;

3.6.3.6 to act responsibly, getting advice from others from within the Trust and if appropriate external professional advisors;

3.6.3.7 to act as an ambassador of the Trust and in a way which is consistent with the vision and values of the Trust.

3.6.4 Governors must act independently and in the best interest of the Academy even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the Local Governing Committee. As with the Directors, the Governors must comply with the Trust's Conflict of Interest Policy.

- 3.6.5 The specific tasks and responsibilities of the Governors are as follows, with further detail set out in Section 4 of this Scheme of Delegation:
- 3.6.5.1 to fulfil the vision and ethos of the Trust in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of Catholic schools which stresses the importance of collaboration and mutual support;
 - 3.6.5.2 to implement and review from time to time the strategic plan for the Academy (including any initial Action Plan), focussing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Headship team;
 - 3.6.5.3 to act as a critical friend to the Academy's senior Headship team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance;
 - 3.6.5.4 to oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Headteacher (with the support of the Academy's senior Headship team) and submitting such for approval by the Trust Board, ensuring that the Academy works within its budget and the Academy's senior Headship team adopts and implements appropriate risk and financial management policies and practices including in particular any adopted by the Trust Board for application across all the Academies;
 - 3.6.5.5 to support the Academy's Headteacher in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
 - 3.6.5.6 to support the Trust Board in its monitoring and evaluation of the delivery of any central or shared services and functions provided or procured by the Trust for the Academies, reporting any issues or concerns to the Central Team and, if necessary, the Chair of the Trust Board;
 - 3.6.5.7 to promote the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice;
 - 3.6.5.8 to develop effective links within the Academy's community, communicating openly and frequently as appropriate and ensuring that the Academy meets its

- responsibilities to the community and the Diocese and serves the community's needs in relation to the safeguarding and education of its pupils; and
- 3.6.5.9 to engage fully and openly with any inspection of the Academy, whether by the Trust Board, the Diocese, Ofsted or any other appropriate public body to whom the Academy is accountable.
- 3.6.6 Individual Governors may be given primary responsibility for particular functions such as standards, finance, premises and resources with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility but Governors are expected to use their skills and experience in the fulfilment of their duties.
- 3.6.7 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Committee or other officer or auditor of the Trust acting in relation to the Academy shall be indemnified out of the assets of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he or she is acquitted (including where there has been an investigation but no formal charges brought) or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.
- 3.6.8 As with the Directors, the following are the core competencies and skills expected of all Governors:
- 3.6.8.1 to work as a team;
- 3.6.8.2 to attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- 3.6.8.3 to be respectful of the views of others and to be open to new ideas and thoughts;
- 3.6.8.4 to treat all confidential information confidentially;
- 3.6.8.5 to develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- 3.6.8.6 to understand the policies and procedures of the Trust and how these flow down to the Academy;
- 3.6.8.7 to support the Trust in public and act as an ambassador of the Trust and the Academy and Catholic education more generally;
- 3.6.8.8 to commit to training and skills development
- 3.6.8.9 to be ready to ask questions;
- 3.6.8.10 to be focussed on problem solving and be ready to learn from past experiences.
- 3.6.9 Specific skills may be needed if a Governor is to take responsibility for and lead on a specific area. A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Academy.

3.6.10 The Trust Board also recognises the role that the Academies play in their communities and the Local Governing Committee is free to decide how such support and patronage is given. The Local Governing Committee shall ensure that any support is not inconsistent with the objects of the Trust and the restrictions on the use of its charitable resources and any advice or restriction placed on the Trust by either the Diocese or the Secretary of State (including the Charity Commission). The Local Governing Committee shall ensure that any formal collaboration or support with third parties, including with those with whom the Trust has a strategic partnership is appropriately documented and the details notified to the Audit Committee to assess effectiveness and where financial support is provided for accounting reasons.

3.7 Trust Intervention Triggers

Notwithstanding the level of delegated responsibility, the Directors remain legally responsible for all matters in connection with the Academies. The Trust is ultimately responsible for all aspects of the provision of education in accordance with its legal obligations. The Trust desires to delegate many areas of decision making to individual academies but reserves the right to change the level of authority delegated in order to fulfil its legal obligations.

For academies Ofsted rated level 1 (Outstanding) and level 2 (Good), the Board of Trustees delegates high levels of autonomy to the LGC

However, if at any time:

- a) Ofsted rate the Academy as a level 3 (Requires Improvement) or 4 (Inadequate) or as determined by a professional educational consultant appointed by the Trust;
- b) the Academy is predicted to have or has an in-year material deficit budget except where any such deficit is planned and has been approved in advance by the Board of Trustees;
- c) an event occurs at or in relation to the Academy which is significantly damaging to the reputation of the Trust;
- d) the LGC does not act in a way which would be considered appropriate behaviour for a governing body;
- e) any event analogous to the above events occurs at or in relation to the Academy,

- f) any adverse reports received from internal or external auditors (high / moderate rating)
- g) where the Trust Board determines that school leadership needs support to secure a good Leadership and Management grade, or in the absence of a substantive Headteacher; or
- h) the Trust believes that there are concerns in the functioning or performance of the Academy.

The Board of Trustees may alter or revoke the authority delegated to the LGC until such time as the Board of Trustees is satisfied that the event that has occurred has been rectified or ceases to cause concern. When making such decisions, the Board of Trustees shall have regard to any representations made by the LGC.

In addition, the Trust will use key performance indicators (KPIs) and reports as a tool for determining where support is required. If having identified support the school's performance continues to be of concern, the Trustees may revoke delegated authority.

4. **DELEGATED AUTHORITY AND RESPONSIBILITIES OF THE LOCAL GOVERNING COMMITTEE**

4.1 **General Provisions**

- 4.1.1 The Trust Board reserves the right (subject to consultation with the Headship team and any guidance issued by the Diocesan Education Service or approval required from the Bishop and the Diocesan Trustees) to review and alter this Scheme of Delegation and the level of delegated responsibility at any time, noting that it is likely to be reviewed for its effectiveness at least every two years. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Directors to act freely and in the best interest of the Trust, in so far as the Directors are able they agree to abide by the provisions of it and will consult the Local Governing Committees on any significant changes.
- 4.1.2 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme is likely to lead to the Scheme being withdrawn. In the event of any serious disagreement between the Trust Board and a Local Governing Committee, which cannot be resolved by the Chair of the Local Governing Committee discussing the matter with the Chair of the Trust Board, will be referred to the Diocesan Education Service for guidance.
- 4.1.3 As a matter of general principle, the Local Governing Committee will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given. The Local Governing Committee will also comply with any requirements of the Diocese and adopt any guidance issued by it.
- 4.1.4 Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Members following a special resolution, the governance and management of an Academy shall be delegated by the Trust Board to the relevant Local Governing Committee. The Governors shall exercise all the powers of the Trust Directors in so far as they relate to the Academy, only in accordance with the terms of this Scheme of Delegation, any Trust policy and specific agreement between the Trust Board and the Local Governing Committee. No alteration of the Articles or change to the Scheme shall invalidate any prior act of the Local Governing Committee which would have been valid if that alteration had not been made. Except as provided for in this Scheme of Delegation, the powers given by this Scheme shall not be limited by any special power given to the Directors by the Articles or to the Local Governing Committee by this Scheme of Delegation and a meeting of the Local Governing Committee at which a quorum is present may exercise all the powers so delegated.

4.2 Finance and Audit

- 4.2.1 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Committee and without detracting from the generality of the powers delegated, the Local Governing Committee shall have the following powers, namely:
- 4.2.1.1 to expend the funds of the Trust received in respect of the Academy in such manner as the Local Governing Committee shall consider most beneficial for the running of the Academy, acknowledging the responsibility of the Local Governing Committee to pay the Partnership Contribution levied by the Trust; and
- 4.2.1.2 to enter into contracts on behalf of the Trust in so far as they relate to the Academy and are within the scope of the Local Governing Committee's responsibility as set out in this Scheme of Delegation, subject to the limits to act without specific authorisation as set out in the "**Financial Regulations Manual**" annexed to this Scheme of Delegation as Appendix 2.
- 4.2.2 Each Academy will have its own bank account, opened by the Trust when the Academy joined the Trust, which shall be operated by the Academy. All cheques, BACS and other electronic orders for the payment of money from such account shall be signed by or authorised in accordance with the Trust's Financial Regulations Manual.
- 4.2.3 No Trust monies (whether or not authority to expend has been devolved to the Local Governing Committee) shall be paid into any bank account other than a bank account authorised by the Trust Board.
- 4.2.4 The Trust's accounts shall be the responsibility of the Trust Board overseen by the Audit Committee but the Headteacher of the Academy shall provide such information about the Academy, as often and in such detail and format as the Audit Committee shall reasonably require, in order to carry out an internal audit of the Academies in accordance with the requirements of the Academies Financial Handbook. Without prejudice to the above, the Headteacher shall provide management accounts in an approved format to the Audit Committee at least once per term (three times per year) or as requested by the Audit Committee. These accounts may be shared with the Diocesan Education Service (or Diocesan finance office) at their request.
- 4.2.5 The Local Governing Committee shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook and the Funding Agreements are observed at all times as well as any requirements and recommendations of the Audit Committee and the Education & Skills Funding Agency. For the avoidance of

- doubt the Local Governing Committee acknowledges the restriction on borrowing contained in the Funding Agreements.
- 4.2.6 The Trust Board acknowledges the Local Governing Committee's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the Academy for the purposes for which they have been raised and otherwise solely at the discretion of the Local Governing Committee provided this is within the charitable object of the Trust. Proper accounts will be kept by the Headteacher showing the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Trust to note these funds separately in the Trust accounts.
- 4.2.7 The Trust Board also acknowledges that from time to time the Academies themselves may seek to generate additional funds by undertaking certain activities, such as: lettings, the provision of sporting and recreational facilities, running a nursery and/or providing childcare, teacher training, leadership support, school improvement, providing and supporting ICT and other administrative services. In some cases and particularly where such activities do not fall within the charitable object of the Trust, these may need to be channelled through a trading subsidiary, decisions about which will be made by the Trust Board. Any income generated from such Academy activities (and/or gift aided by a trading subsidiary set up by the Trust) in respect of a particular Academy's activities shall be delegated to the relevant Local Governing Committee. Such funds will however be noted separately in the accounts of the Academy and, like all Academies' funds, will be subject to any reserves policy operated by the Trust Board.
- 4.2.8 The Local Governing Committee shall make sufficient funds available to enable the Trust to place such insurance or risk protection cover as is necessary to protect the Academy and the Trust from loss and other risks that shall include (but shall not be limited to) the following (such insurance or risk protection cover to be placed either with the Diocese's own insurer or through any other insurance provider as directed / agreed by the Trust Board with the agreement of the Diocese):
- 4.2.8.1 land, buildings and contents;
 - 4.2.8.2 public, employer's and hirer's liability;
 - 4.2.8.3 Directors' and Governors' liability and professional indemnity;
 - 4.2.8.4 personal accident and school journeys;
 - 4.2.8.5 terrorism and business interruption;
 - 4.2.8.6 money and fidelity;
 - 4.2.8.7 legal expenses, libel and slander;
 - 4.2.8.8 engineering.
- The Local Governing Committee will fulfil any requirements of the insurers and will notify the Trust Board as soon as reasonably

practicable following the occurrence of an event where loss has been suffered or is threatened. The responsibility for notifying the insurers or the ESFA (as the case may be) is the Headteacher's. The Central Team and the Headteacher will provide each other with all necessary information and assistance as may be helpful in the management of any claims.

4.3 **Curriculum and Standards**

4.3.1 The Local Governing Committee shall be responsible for the setting and review of the curriculum priorities for the Academy, but shall have regard to any views of the Trust Board in recognition of the Trust Board's obligation to the Secretary of State to provide a broad and balanced curriculum and to the Diocese in respect of the teaching of RE, relationships and sex education and in relation to collective worship.

4.3.2 The Local Governing Committee shall be responsible for the standards achieved by the Academy and the pupils attending the Academy. The Local Governing Committee will support the Headteacher in the development and implementation of any action plan or school development plan which is to address any weaknesses and areas for improvement of standards and overall attainment at the Academy, but in so doing shall have regard to and consider any advice and recommendations of the Trust Board and the Diocese Education Service as they might issue from time to time, particularly in relation to benchmarking and target setting.

4.3.3 The Local Governing Committee will develop appropriate links with other local schools or education organisations to promote best practices in learning and development and to facilitate peer to peer review and support. The Local Governing Committee will also promote and develop links with local businesses and community organisations which are designed to enrich the school life of pupils and foster citizenship.

4.4 **Personnel**

4.4.1 **Executive Leadership**

The responsibility for the appointment and performance management of Headteachers and members of the Central Team rests with the Trust Board, who may delegate tasks to either a specific committee or to an individual. The Trust adopts the following policy with regard to any disciplinary matters:

Member of staff	Responsibility for investigation	Decision maker in respect of sickness absence, capability, disciplinary action and/or dismissal	Person/body to whom there is a right of appeal
Accounting Officer / CEO	Trust Chair with the involvement of the Diocesan Education Service	Decision Panel put in place by Trust Board	Appeal Panel put in place by Trust Board
Member of Trust Central Team	Accounting Officer /CEO or nominee	Accounting Officer (if nominee investigated) or if Trust Board decides otherwise a Decision Panel put in place by Trust Board	Appeal Panel put in place by Trust Board
Executive Headteacher/ Headteacher/ Head of School/ Principle	Accounting Officer/ CEO or nominee with the involvement of the Diocesan Education Service and the Chair of the Local Governing Committee	Accounting Officer (if nominee investigated) or if Trust Board decides otherwise a Decision Panel put in place by Trust Board	Appeal Panel put in place by Trust Board
Member of School Headship team or School Business Manager	Headteacher/ Headteacher/ Head of School	Accounting Officer	Appeal Panel put in place by Trust Board, with involvement of Chair of Local Governing Committee

Member of staff	Responsibility for investigation	Decision maker in respect of sickness absence, capability, disciplinary action and/or dismissal	Person/body to whom there is a right of appeal
Any other member of staff	Senior officer nominated by Headteacher/ Headteacher/ Head of School	Headteacher/ Headteacher/ Head of School	Local Governing Committee

4.4.2 **Headteacher**

4.4.2.1 The formal power to appoint the Headteacher (or executive headteacher or head of school) of each Academy is vested in the Trust Board who must consult with the Diocese Education Service and the Trust's Accounting Officer (who will take any views of the Headship team as to the requirements for any new Headteacher into consideration). The Diocese will always be represented on the interview panel as will the Trust's Accounting Officer and the Chair of the relevant Local Governing Committee.

4.4.2.2 The appraisal and performance management of the Headteachers will be undertaken by the Trust Board in collaboration with the Local Governing Committee. Any disciplinary action or capacity review will be undertaken by the Trust Board.

4.4.2.3 The Trust Board may delegate such powers and functions as they consider are required by the Headteacher for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Trust Board for the direction of the teaching and learning and curriculum at the Academy).

4.4.3 **Other Staff**

4.4.3.1 The Local Governing Committee through the Headteacher shall be responsible for the appointment and management of all other staff to be employed at the Academy provided that the Local Governing Committee and Headteacher shall:

- 4.4.3.1.1 implement and comply with all policies dealing with staff issued by the Trust Board from time to time;
- 4.4.3.1.2 take account of any pay terms set by the Trust Board;

- 4.4.3.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trust Board;
 - 4.4.3.1.4 adopt appropriate and transparent procedures for the recruitment of staff;
 - 4.4.3.1.5 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Central Team and/or the Trust's insurers or the ESFA;
 - 4.4.3.1.6 bring to the attention of the Chair of the Trust Board and, if required, the Trust's insurers and/or the ESFA without delay any claims or disputes with staff that may require a hearing by a panel of members of the Local Governing Committee where escalation is necessary;
 - 4.4.3.1.7 seek the advice of the Trust Board where any significant cost is contemplated either in relation to the appointment or resignation of a member of staff, including in relation to ill health retirement or the settlement of any claims or grievances;
 - 4.4.3.1.8 not make any appointment of any reserve post (e.g. Head of RE) without involving the Diocesan Education Service.
- 4.4.3.2 The Local Governing Committee shall carry out or delegate to either the Headteacher and/or an appropriate committee (as appropriate) the performance management of all staff and shall put in place procedures for the proper professional and personal development of staff taking into account any training and support available from or procured by the Central Team.

4.5 **Admissions and Exclusions**

- 4.5.1 The Local Governing Committee shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no material change will be made to the admissions criteria without the approval of the Trust Board and the Diocese where relevant having regard to the statutory duties and responsibilities on the Trust and the Academy.
- 4.5.2 Any decision to expand the Academy shall be that of the Local Governing Committee but who shall have regard to and consider the views of the Trust Board and the Diocese Education Service where appropriate.
- 4.5.3 Any appeal against admissions shall be heard by an independent appeal panel established and authorised by the Local Governing Committee.
- 4.5.4 The Local Governing Committee shall consider any decision by the Headteacher to exclude any pupil and will be the appropriate

body for reconsidering any decision to readmit required by any independent panel hearing.

4.6 **Premises**

- 4.6.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Committee (with management responsibility being delegated to the Headteacher), who shall have regard at all times to the safety of the users of the buildings and the facilities and the obligations of the Trust to the Diocesan Trustee, as the legal owner of such buildings and facilities under the Diocesan Memorandum of Understanding.
- 4.6.2 The Local Governing Committee shall work in collaboration with the Central Team in developing a long term estate management strategy that will identify the suitability of buildings and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Trust's legal responsibility to ensure the buildings and facilities used by each Academy are maintained to a good standard.
- 4.6.3 Short term lettings and day to day uses of the school buildings and playing fields will be the responsibility of the Local Governing Committee who shall comply with any policy issued from time to time by the Diocesan Education Service regarding such uses.
- 4.6.4 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Trust Board, who must seek the approval of the Diocese.

4.7 **Community Activities and Community Engagement**

- 4.7.1 Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda" or any activities designed to generate business income, will be the responsibility of the Local Governing Committee, this shall only be undertaken in a manner consistent with any policy set by the Trust Board and having regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Trust's charitable objects and any threat to funding provided by the Secretary of State. The financial implications are noted above.
- 4.7.2 The Local Governing Committee is responsible for all community engagement and consultation and will acknowledge and reinforce the vision of the Trust in all communications. The importance of building and maintaining good relations with other local schools, businesses and organisations is acknowledged.

5. SUPERVISION AND INTERVENTION - RISK MANAGEMENT

5.1 Supervision and Reporting

- 5.1.1 Notwithstanding the level of delegated responsibility, the Directors remain legally responsible for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.
- 5.1.2 Once per term in every school year (three times), the Trust Board will request and the Local Governing Committee (or Headteacher) will provide an “**Operational Risk Management Report**” in a format specified by the Trust Board.
- 5.1.3 The Local Governing Committee is appointed as a sub-committee of the Trust Board and as such has no separate legal status to that of the Trust or the Trust Board. Consequently, any act or omission of the Local Governing Committee or any officer of the Trust or the Academy that subsequently leads to prosecution or other litigation will be a liability of the Directors and any event in an Academy that might lead to public criticism or adverse publicity or damage to the reputation of the Trust will also be concern for the Trust Board. In such events and in order to minimise risk, the Chair of the Local Governing Committee or the Headteacher will as soon as reasonably practicable advise the Chair of the Trust Board (and if appropriate a member of the Central Team). These events will include the following (but shall not exclude any other event that falls within the generality of the circumstances described above):
 - 5.1.3.1 any event leading to loss of life or critical injury on the premises of the academy or during an event off the premises organised or supervised by Academy staff;
 - 5.1.3.2 any sexual or violent or illegal act against a child committed by any person while on the Academy premises under any circumstances;
 - 5.1.3.3 the suspension or summary dismissal of any senior member of staff;
 - 5.1.3.4 any event that requires a report to the Central team or that results in the service of a legal notice on the Academy alleging a breach of fire or health or safety law or regulations;
 - 5.1.3.5 any event that requires a formal hearing by a panel of representatives of the Academy or that results in the service of a legal notice on the Academy alleging a breach of employment law or regulations.

5.2 Intervention and Removal of Delegated Responsibility

- 5.2.1 The Local Governing Committee shall work closely with and shall promptly implement any advice or recommendations made by the Trust Board in respect of standards and performance (including financial probity), particularly where areas of weakness have been

identified by either the Trust Board, Diocesan Education Service or Ofsted.

- 5.2.2 In the event that intervention is either formally threatened or is carried out by the Secretary of State, the Trust Board expressly reserves the unfettered right to review or remove any power or responsibility conferred on the Local Governing Committee under this Scheme of Delegation in such circumstances. The Trust's Leadership and Governance Decision Planner (Appendix 3) indicates relevant decision making authority which may be temporarily removed from an Academy which is being formally supported by the Trust. Decisions as to whether an Academy is "effective" or to be formally "supported" (beyond the support which the Trust would normally provide or secure for its Academies) will be made by the Trust Board, who will have regard to any advice issued by the Diocesan Education Service. The Trust Board retains the right to dissolve any Local Governing Committee of an Academy which is the subject of formal intervention by Ofsted or the ESFA and if dissolved a transition board will be put in place, the details of which are referred to below.
- 5.2.3 Notwithstanding the above, the Trust Board and the Local Governing Committee acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Trust and the impact this may have on the ability of the Trust Board or the Local Governing Committee to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of intervention. The Trust Board and the Local Governing Committee in such circumstances make the following commitments to each other:
- 5.2.3.1 to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State;
 - 5.2.3.2 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, including involving the Diocesan Education Service who will support and advise on steps to be taken and facilitate additional support if needed;
 - 5.2.3.3 to allow each other the opportunity to effect improvements at the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;
 - 5.2.3.4 the Trust Board shall not remove or suspend delegated authority without first agreeing to put in place for an appropriate period of time a transition or improvement board whose responsibility it will be to address the areas of weakness, the terms of reference for such

- “**Intervention Board**” being set out in Appendix 8 to this Scheme;
- 5.2.3.5 the Trust Board shall not exercise any power to suspend or remove a Headteacher without first discussing with the Chair of the Local Governing Committee and the Diocesan Education Service the need to ensure that such power is being exercised appropriately and proportionately.

6. FUNCTIONING OF THE LOCAL GOVERNING COMMITTEES

6.1 Constitution of the Local Governing Committee

- 6.1.1 A Local Governing Committee shall be established for each of the Academies comprising of 7 or 9 Governors as follows:
- 6.1.1.1 the **Headteacher** of the Academy;
 - 6.1.1.2 1 “**Staff Governor**”, elected or appointed through such process as the Local Governing Committee may determine;
 - 6.1.1.3 at least 1 “**Parent Governor**”, elected by parents or carers of registered pupils at the Academy and being a parent or carer of a pupil at the Academy at the time when elected; recognising where appropriate the requirement for 2 parent governors (this will include any governor whom when appointed was a ‘parent’)
 - 6.1.1.4 such number of “**Foundation Governors**” appointed by the Diocesan Bishop (or the relevant religious order where the Academy is a religious order school) to ensure that the Foundation Governors outnumber all other Governors (including any Co-opted Governors and Additional Governors) by at least 2;
 - 6.1.1.5 up to 2 “**Additional Governors**” appointed either by the Local Governing Committee or if required by the Trust Board appointed by the Directors.
- 6.1.2 All persons appointed or elected to the Local Governing Committee shall give a written undertaking to the Trust Board and the Diocese to uphold the object and mission of the Trust.
- 6.1.3 The Directors (all or any of them) shall also be entitled to attend any meetings of the Local Governing Committee but would not be expected to do so on a regular basis. Any Director attending a meeting of the Local Governing Committee shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Committee. However in such circumstances the quorum for the meeting will be increased by one for every Director who attends and at the start of the meeting and expresses an intention to vote.
- 6.1.4 The Governors may also appoint “**Co-opted Governors**” from time to time, who will be appointed to provide specific support to the Local Governing Committee and shall serve for a term of up to 3 years decided at the time of appointment.

6.2 Term of office

- 6.2.1 The term of office for any Governor (other than Co-opted Governors) shall be 4 years, except for any post which is held ex officio. Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the Local Governing Committee. Any Staff Governor who ceases to be employed at the Academy will be deemed to have resigned as a Governor.
- 6.2.2 A Governor shall serve for no more than 3 terms of office.

6.3 **Resignation and Removal of Governors**

- 6.3.1 A Governor shall cease to hold office if he or she resigns his or her office by notice to the Chair of the Local Governing Committee. Any vacancy on a Local Governing Committee will trigger an appropriate election or right of appointment. The Chair of the Local Governing Committee shall ensure that any vacancies and appointments are notified to the Diocesan Education Service and the Education & Skills Funding Agency as required by the Funding Agreement.
- 6.3.2 A Governor shall cease to hold office if he or she is removed by the person or persons who appointed him or her, i.e. the Bishop or the Local Governing Committee as the case may be, or in exceptional circumstances by the Trust Board (and in the case of a Foundation Governor only with the approval of the Diocesan Education Service). Whilst at the same time as acknowledging that no reasons need to be given for the removal of a Governor, any failure to uphold the values of the Trust or the Diocese and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation, including where the DfE have indicated any concerns as to the suitability of the Governor, will be taken into account.
- 6.3.3 The removal of any elected Parent or Staff Governor will be undertaken only in exceptional circumstances.
- 6.3.4 Where a Governor resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Local Governing Committee.

6.4 **Disqualification of Governors**

- 6.4.1 A person serving on the Local Governing Committee shall cease to hold office if he or she becomes incapable by reason of illness or injury of managing or administering his or her own affairs.
- 6.4.2 A person serving on the Local Governing Committee shall cease to hold office if he or she is absent without the permission of the Chair from all the meetings of the Local Governing Committee held within a period of six months and the Local Governing Committee resolves that his or her office be vacated. A Governor may be suspended from office at the discretion of the Local Governing Committee or the Trust Board.
- 6.4.3 A person shall be disqualified from serving on the Local Governing Committee if:
- 6.4.3.1 his or her estate has been sequestered and the sequestration has not been discharged, annulled or reduced; or
- 6.4.3.2 he or she is the subject of a bankruptcy restrictions order or an interim order.
- 6.4.4 A person shall be disqualified from serving on the Local Governing Committee at any time when he or she is subject to a disqualification order or a disqualification undertaking under

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).

6.4.5 A person serving on the Local Governing Committee shall cease to hold office if he or 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).

6.4.6 A person shall be disqualified from serving on the Local Governing Committee if:

6.4.6.1 he or she has been removed from the office of charity trustee or director of 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 or she was responsible or to which he or she was privy, or which he or she by his or her conduct contributed to or facilitated;

6.4.6.2 or, he or she has been deemed unsuitable to be a governor of a school or trustee of an academy by the Secretary of State.

6.4.7 A person shall be disqualified from serving on the Local Governing Committee where he or 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 section 178 of the Charities Act 2011.

6.4.8 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Committee, and he or she was, or was proposed, to so serve, he or she shall upon becoming so disqualified give written notice of that fact to the Chair of the Local Governing Committee.

6.5 **Appointment of the Chair and Vice-Chair**

6.5.1 The Governors shall each school year, at their first meeting in that year, elect a Chair and a Vice-Chair from amongst the **Foundation Governors**.

6.5.2 The role of the Chair of the Local Governing Committee is an important one, demanding yet worthwhile. The Chair is elected by the Governors annually but because of the vital link and the importance of maintaining a strong and effective relationship between the Local Governing Committee and the Trust Board, the appointment following election is subject to the approval of the Trust Board and subject to any further requirements of the Diocesan Education Service. The Chair must be approachable, readily accessible and ready to take issues and ideas raised by Governors seriously.

- 6.5.3 The Chair's specific duties are to:
- 6.5.3.1 provide a clear lead and direction for the Governors, understanding the aims of the Academy, the roles played by all those involved and the vision of the Trust in relation to its Academies;
 - 6.5.3.2 build an effective team, attracting Governors with necessary skills and experience promoting equality and diversity and ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution;
 - 6.5.3.3 work closely with the Headteacher and the Chair of the Trust Board to ensure there is proper challenge and encouragement;
 - 6.5.3.4 ensure that school improvement is the focus of all policy and strategy for the Academy, reminding Governors of this as often as necessary;
 - 6.5.3.5 hold Governors to account, ensuring the business of the Local Governing Committee is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.
- 6.5.4 The Chair or Vice-Chair may at any time resign his office by giving notice in writing to the Local Governing Committee. The Chair or Vice-Chair shall cease to hold office if:
- 6.5.4.1 he or she ceases to serve on the Local Governing Committee;
 - 6.5.4.2 he or she is employed by the Trust whether or not at the Academy;
 - 6.5.4.3 he or she is removed from office in accordance with this Scheme of Delegation; or
 - 6.5.4.4 in the case of the Vice-Chair, he or she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of the Chair.
- 6.5.5 Where by reason of any of the matters referred to in paragraph 6.5.4, a vacancy arises in the office of Chair or Vice-Chair, the members of the Local Governing Committee shall at its next meeting elect one of their number to fill that vacancy.
- 6.5.6 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.
- 6.5.7 Where in the circumstances referred to in paragraph 6.5.6. 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 Local Governing Committee shall elect one of their number to act as a chair for the purposes of that meeting.
- 6.5.8 The clerk to the Local Governing Committee shall act as chair during that part of any meeting at which the Chair is elected.

- 6.5.9 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
 - 6.5.10 The Chair or Vice-Chair may be removed from office by the Trust Board at any time.
- 6.6 Committees and Further Delegation**
- 6.6.1 Subject to this Scheme of Delegation, the Local Governing Committee may establish any working party to advise and inform the Governors to support them in their decision making. All LGC must have a Finance Working Party.
 - 6.6.2 Provided such power or function has been delegated to the Local Governing Committee, the Local Governing Committee may further delegate to the Headteacher or any other holder of an executive or leadership post, 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 or requirements the Trust Board may impose and shall be consistent with any policy or statement of recommended practice issued from time to time by the Trust Board and may be revoked or altered by the Local Governing Committee or the Trust Board.
 - 6.6.3 Where any power or function of the Trust Board or the Local Governing Committee is exercised by another, that person or body shall report as required to those delegating responsibility in respect of any action taken or decision made with respect to the exercise of that power.
- 6.7 Meetings**
- 6.7.1 The minutes of the proceedings of a meeting of the Local Governing Committee shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Local Governing Committee and shall be signed (subject to the approval of the members of the Local Governing Committee) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
 - 6.7.1.1 all appointments of officers made by the Local Governing Committee; and
 - 6.7.1.2 all proceedings at meetings of the Local Governing Committee and of committees of the Local Governing Committee including the names of all persons present at each such meeting.
 - 6.7.2 The Chair shall ensure that copies of minutes of all meeting of the Local Governing Committee (and such of the subcommittees and working groups as the Local Governing Committee shall from time to time notify) shall be provided to the Chair of the Trust Board (and if required to the Diocese) as soon as reasonably practicable after those minutes are approved.
 - 6.7.3 Subject to this Scheme of Delegation, the Local Governing Committee may regulate its proceedings as the Governors think fit, provided at all times that there is openness and transparency in

matters relating to the Local Governing Committee. The Local Governing Committee is expected to meet at least once a term but may meet more often if felt appropriate or if requested to meet by the Trust Board.

- 6.7.4 Meetings of the Local Governing Committee shall be convened by the clerk to the Local Governing Committee. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:
 - 6.7.4.1 given by the Local Governing Committee; or
 - 6.7.4.2 given by the Chair or, in his absence or where there is a vacancy in the office of chair, the Vice-Chair.
- 6.7.5 Any three Governors may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Committee; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 6.7.6 Each Governor shall be given at least seven clear days before the date of a meeting:
 - 6.7.6.1 notice in writing thereof, signed by the clerk, and sent to each Governor at the address provided by each member from time to time; and
 - 6.7.6.2 a copy of the agenda for the meeting;provided that where the chair or, in his 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 directs.
- 6.7.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.7.8 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Committee shall not be proposed at a meeting of the Local Governing Committee unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7.9 A meeting of the Local Governing Committee shall be terminated forthwith if:
 - 6.7.9.1 the Governors so resolve; or
 - 6.7.9.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Committee in accordance with paragraph 6.9, subject to paragraph 6.11.
- 6.7.10 Where in accordance with paragraph 6.7.9 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.

- 6.7.11 Where the Local Governing Committee resolves in accordance with paragraph 6.7.10 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Committee 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 it shall direct the clerk to convene a meeting accordingly.

6.8 **Quorum for meetings**

- 6.8.1 Subject to paragraph 6.8.3, the quorum for a meeting of the Local Governing Committee, and any vote on any matter thereat, shall be three or a third of the Governors present and entitled to vote (whichever is the greater).
- 6.8.2 The Local Governing Committee may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a meeting to agree on a strategy for addressing such vacancies.
- 6.8.3 The quorum for the purposes of any vote on the removal of a person in accordance with this Scheme of Delegation shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on the matter.
- 6.8.4 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Committee shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote.
- 6.8.5 Subject to paragraphs 6.8.6 – 6.8.8, where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.
- 6.8.6 The proceedings of the Local Governing Committee shall not be invalidated by:
- 6.8.6.1 any vacancy on the board; or
 - 6.8.6.2 any defect in the election, appointment or nomination of any Governor.
- 6.8.7 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Committee, shall be valid and effective as if it had been passed at a meeting of the Local Governing Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Committee in writing of the email address or addresses which the Governor will use.

- 6.8.8 Subject to paragraph 6.8.9, the Local Governing Committee shall ensure that a copy of:
 - 6.8.8.1 the agenda for every meeting of the Local Governing Committee;
 - 6.8.8.2 the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
 - 6.8.8.3 the signed minutes of every such meeting; and
 - 6.8.8.4 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.
- 6.8.9 There may be excluded from any item required to be made available in pursuance of paragraph 6.8.8, any material relating to:
 - 6.8.9.1 a named teacher or other person employed, or proposed to be employed, at the Academy or the Trust;
 - 6.8.9.2 a named pupil at, or candidate for admission to, the Academy; and
 - 6.8.9.3 any matter which, by reason of its nature, the Local Governing Committee is satisfied should remain confidential.
- 6.8.10 Any Governor shall be able to participate in meetings of the Local Governing Committee by telephone or video conference provided that:
 - 6.8.10.1 he or she has given notice of his intention to do so detailing the telephone number on which he or she can be reached and/or appropriate details of the video conference suite from which he or she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 6.8.10.2 the Local Governing Committee has access to the appropriate equipment, and
 if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

6.9 Notices

- 6.9.1 Any notice or communication to be given to or by any person pursuant to this Scheme of Delegation 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 or communication. In this Scheme of Delegation, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 6.9.2 A Governor present, either in person or by proxy, at any meeting of the Local Governing Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 6.9.3 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 or communication 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.

7. **COMPLIANCE**

7.1 **Publication of Trust Documents on website**

The Trust does not currently have its own website. All Trust documents required to be published on a website will be published on the Academy website of the Accounting Officer (or as agreed by the Trust Board if the Accounting Officer is not also a head teacher).

All academies will create a link on their own website to these documents.