



ST TERESA
of **CALCUTTA**
Catholic Academy Trust

Governance Handbook 2024/25

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The St Teresa of Calcutta Governance Handbook has been developed to ensure clarity for all Board members and Local Governors, so they are able to fulfil the core functions of Governance. These are;

- Ensuring clarity of vision, ethos and strategic direction;
- Holding Executive leaders to account for the educational performance of the organisation; and
- Overseeing the financial performance of the organisation and making sure its money is well spent.

The role of the Trust Board is varied; however, Directors are clear that their responsibilities must ultimately be;

- To oversee the strategic improvement of every school in the trust
- To be mindful of the outcomes for every child in the trust irrespective of the school they attend
- To ensure that ethical decision making has the maximum benefit for children
- To challenge and support the educational leaders
- To develop a governance model that works at every level and to ensure that local school boards have clarity about their role
- To be an ambassador for the trust and public education

This handbook includes for reference purposes:

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THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF ST TERESA OF CALCUTTA ROMAN CATHOLIC MULTI ACADEMY TRUST



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THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF

ST TERESA OF CALCUTTA ROMAN CATHOLIC MULTI ACADEMY TRUST

INTERPRETATION

1. In these Articles:

- a. "the Academies" means all the schools referred to in Article 5C(h) and established by the Company (and "Academy" shall mean any one of those schools);
- b. "Academy Financial Year" means the academic year from 1st of September to 31st of August of the following year;
- c. Not used;
- d. "the Articles" means these Articles of Association of the Company;
- e. "Canon Law" means the Canon Law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon Law, this shall be determined exclusively by the Diocesan Bishop;
- f. "Catholic" means in full communion with the See of Rome;
- g. "Catholic school" means a school for the time being recognised as a Catholic school by the Diocesan Bishop, and conducted in accordance with:
 - (i) The teachings, practices and tenets of the Catholic Church;
 - (ii) Canon Law and the Trust Deed; and
 - (iii) Any diocesan directives for the time being in force;
- h. "Chief Executive Officer" means such person as may be appointed by the Directors as the Chief Executive Officer of the Company;
- i. "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;
- j. "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is given or on which it is to take effect;
- k. "Clerk" means the clerk to the Directors or any other person appointed to perform the duties of the clerk to the Directors including a joint, assistant or deputy clerk;



- l. “the Company” means save as otherwise defined at Article 6.9 the company intended to be regulated by these Articles and referred to in Article 2;
- m. “Diocese” means the Catholic diocese in which the Academy is situated;
- n. “Diocesan Bishop” means the Bishop of the Diocese (as defined in Canon Law) and in the case of the See being vacant or impeded, the person or persons on whom the governance of the See has devolved in accordance with Canon Law and, for the purposes of any action contemplated in these Articles includes any person or office exercising ordinary jurisdiction in his name and any person to whom the Diocesan Bishop’s powers and functions have been delegated, including officers of the Diocesan Education Service;
- o. “the Directors” means save as otherwise defined at Article 6.9 the directors of the Company (and “Director” means any one of those directors);
- p. “Executive Director” means such person or persons if appointed by the Directors to be a Director to act on their behalf and with executive powers, including any Principal and/or Chief Executive Officer;
- q. “financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- r. “Foundation Director” means a Director appointed pursuant to Article 50A;
- s. “Founder Members” means the Diocesan Bishop and the Trustees;
- t. Not used;
- u. “Local Governing Bodies” means any committees established by the Directors pursuant to Article 100(a) (and “Local Governing Body” means any one of these committees);
- v. “Member” means a member of the Company and someone who as such is bound by the undertaking contained in Article 8;
- w. “the Memorandum” means the Memorandum of Association of the Company;
- x. “Office” means the registered office of the Company;
- y. “Parent Directors” means the Directors elected or appointed pursuant to Articles 53-56 inclusive;
- z. “Parent Local Governor” means the parent member of a Local Governing Body elected or appointed in accordance with Articles 54-56;
- aa. “Principals” means the head teachers of the Academies (and “Principal” means any one of these head teachers);
- bb. “Principal Regulator” means the body or person appointed as the Principal Regulator under the Charities Act 2011;



- cc. “Relevant Funding Agreements” means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof;
 - dd. “Scheme of Delegation” means the terms of reference for the delegation of powers and responsibilities by the Directors to the Local Governing Bodies;
 - ee. “the seal” means the common seal of the Company if it has one;
 - ff. “Secretary of State” means the Secretary of State for Education or successor;
 - gg. “Senior Catholic post” means the posts of Principal, Deputy Principal, Head of Religious Education and such other senior posts specified by the Diocesan Bishop;
 - hh. “teacher” means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at one or more Academies;
 - ii. “Trustees” means the Salford Roman Catholic Diocesan Trustees Registered being the incorporated trustees of The Salford Diocesan Trust holding the respective Academy site pursuant to a declaration of trust dated 16 July 1942 as amended by a scheme dated 13 April 2016;
 - jj. “Trust Deed” includes any instrument (other than the Memorandum and Articles of Association) regulating the constitution of the Company or the maintenance, management or conduct of the Academies, and includes Canon Law and any diocesan directives;
 - kk. “the United Kingdom” means Great Britain and Northern Ireland;
 - ll. unless that context requires otherwise, words importing the masculine gender only shall include the feminine gender or vice versa and words importing the singular number shall include the plural number, and vice versa;
 - mm. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;
 - nn. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto.
2. The Company's name is SAINT TERESA OF CACUTTA CATHOLIC ACADEMY (and in this document it is called “**the Company**”).
 3. The Company’s registered office is to be situated in England and Wales.

OBJECTS



4. The Company's objects ("**the Objects**") are specifically restricted to the advancement of the Catholic religion in the Diocese by such means as the Diocesan Bishop may think fit and proper by, but without prejudice to the generality of the foregoing:
- a.
- (i) the establishing, maintaining, carrying on, managing and developing of Catholic schools in the United Kingdom conducted in accordance with the principles, and subject to the regulations and discipline of the Catholic Church; and
 - (ii) subject to the approval of the Diocesan Bishop, and as purely ancillary to (a) (i) above, the establishing, maintaining, carrying on, managing and developing of other schools in the United Kingdom.
- b. Purely as ancillary to 4(a) promoting for the benefit of the inhabitants of the areas in which the Academies are situated the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.

CONDUCT OF THE ACADEMY

5A.

- a. Any Academy or Academies established under Clause 4(a) (i) shall be conducted in accordance with:
- (i) The teachings, practices and tenets of the Catholic Church;
 - (ii) Canon Law and the Trust Deed;
 - (iii) Any diocesan directives for the time being in force.
- b. For any Academy or Academies established under Article 4(a)(i):
- (i) Religious education is to be in accordance with the teachings, doctrines, discipline and general and particular norms of the Catholic Church.
 - (ii) Religious worship is to be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church.
 - (iii) at all times the school is to serve as a witness to the Catholic faith in our Lord Jesus Christ.
 - (iv) the Company shall have regard to any advice issued by the Diocesan Bishop or his representatives;
 - (v) the Academies shall be subject to the absolute control of the Diocesan Bishop and shall be carried on under and in accordance with his directions in all



respects.

- (vi) all charitable work of whatever nature carried on for the time being under the trusts of these presents shall be subject to the absolute control of the Diocesan Bishop and shall be carried on under and in accordance with his directions in all respects.

5B All Academies established by the Company shall offer a broad and balanced curriculum.

5C In furtherance of the Objects but not further or otherwise the Company may exercise the following powers:

- a. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Company;
- b. to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- d. subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
- e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;
- f. to co-operate with other charities, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
- g. to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- h. to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors and in so doing shall have regard to the respective ethos and mission statement of each Academy;
- i. to offer scholarships, exhibitions, prizes and awards to pupils and students and former pupils and students, and otherwise to encourage and assist pupils and students and former pupils and students;
- j. to provide educational facilities and services to students of all ages and the wider



community for the public benefit;

- k. to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;
- l. subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Company, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Company may think fit;
- m. to deposit or invest any funds of the Company not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);
- n. to delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the Directors;
 - (ii) every transaction is reported promptly to the Directors;
 - (iii) the performance of the investments is reviewed regularly with the Directors;
 - (iv) the Directors are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - (vii) the financial expert must not do anything outside the powers of the Directors;
- o. to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- p. to provide indemnity arrangements to cover the liability of Directors and members of any Local Governing Body (in so far as necessary) in accordance with and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- q. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;



- r. to discharge any liability incurred on behalf of the Company by the Trustees.
- s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects.

6.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.

6.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company. Nonetheless a Member of the Company may:

- a. benefit as a beneficiary of the Company;
- b. be paid reasonable and proper remuneration for any goods or services supplied to the Company;
- c. be paid rent for premises let by the Member of the Company if the amount of the rent and other terms of the letting are reasonable and proper; and
- d. be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Directors, or 0.5%, whichever is the higher,

6.2 A. The Members may only rely upon the authority provided by Article 6.2 if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Member do not exceed an amount that is reasonable in all the circumstances.
- b. If the Member is also a Director, that Member is absent from the part of any meeting at which there is discussion of:
 - (i) his or her remuneration, or any matter concerning the contract, payment or benefit; or
 - (ii) his or her performance of the contract; or
 - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.2; or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.2.
- c. If the Member is also a Director, he or she does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- d. the Directors are satisfied that it is in the interests of the Company to contract with that Member rather than with someone who is not a Member. In reaching that decision the



Directors must balance the advantage of contracting with a Member against the disadvantages of doing so (especially the loss of the Member's services as a result of dealing with the Member's conflict of interest).

e) the reason for their decision is recorded by the Directors in the minute book.

6.3 A Director may benefit from any indemnity arrangement purchased at the Company's expense or any arrangement so agreed with the Secretary of State to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such arrangement shall not extend to:

- (i) any claim arising from any act or omission which Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not; and
- (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company.

Further this Article does not authorise a Director to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

6.4 A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Company.

6.5 A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company, but excluding expenses in connection with foreign travel.

6.6 No Director may:

- a) buy any goods or services from the Company;
- b) sell goods, services, or any interest in land to the Company;
- c) be employed by, or receive any remuneration from the Company (other than any Executive Director whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8);
- d) receive any other financial benefit from the Company;

unless:

- (i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or
- (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.



- 6.7 Subject to Article 6.8, a Director may:
- a) receive a benefit from the Company in the capacity of a beneficiary of the Company.
 - b) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director.
 - c) receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0.5%, whichever is the higher.
 - d) receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.
- 6.8 The Company and its Directors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:
- a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
 - b) the Director is absent from the part of any meeting at which there is discussion of:
 - (i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
 - (ii) his or her performance in the employment, or his or her performance of the contract; or
 - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7.
 - c) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
 - d) save in relation to employing or contracting with any Executive Director, the other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
 - e) the reason for their decision is recorded by the Directors in the minute book.
 - f) a majority of the Directors then in office have received no such payments or benefit.
- 6.8 A The provision in Article 6.6 (c) that no Director may be employed by or receive any remuneration from the Company (other than any Executive Director) does not apply to an employee of the



Company who is subsequently elected or appointed as a Director save that this Article shall only allow such a Director to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed.

6.9 In Articles 6.2-6.9:

- a) “company” shall include any company in which the Company:
- holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company.
- b. “Director” shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner;
- c) the employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant
 - (iv) a director;
 - (v) a member; or
 - (vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

7. The liability of the Members of the Company is limited.

8. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

9. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Company (except to a member that is itself a charity), but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the Members of the Company at or before the time of dissolution and if that cannot be done then



to some other charitable object.

10. No alteration or addition shall be made to or in the provisions of the Articles without the written consents of the Trustees and the Diocesan Bishop.
11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect:
 - a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies;
 - b) that the Company would cease to be a charity; or
 - c) that any Academy or Academies established under Clause 4(a)(i) would cease to be recognised as Catholic schools in accordance with Canon Law.

MEMBERS

12. The Members of the Company shall comprise
 - a. the signatories to the Memorandum who shall be the Founder Members; and thereafter
 - b. any person(s) who may be appointed by the Diocesan Bishop;
 - c. the Diocesan Bishop;
 - d. a Vicar General;
 - e. the Episcopal Vicar for Education;
 - f. the Diocesan Director for Education; and
 - g. any person appointed under Article 16.provided that at any time the minimum number of Members shall not be less than five.
- 12A. An employee of the Company cannot be a Member of the Company.
13. Each of the persons entitled to appoint Members in Articles 12 and 16 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by him and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.
14. If any of the persons entitled to appoint Members in Article 12:
 - a. in the case of an individual, die or become legally incapacitated;
 - b. in the case of a corporate entity, cease to exist and are not replaced by a successor institution;
 - c. becomes insolvent or makes any arrangement or composition with their creditors generally; or



d. ceases to themselves be a Member.

their right to appoint Members under these Articles shall vest in the person who, according to Canon Law, is entitled to exercise ordinary jurisdiction in the area in which the Company's Head Office is situated.

15. Membership will terminate automatically if:

- a. a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- b. a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs;
- c. a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally; or
- d. a Member who was a Member by virtue of his post ceases to hold the relevant post provided that if automatic termination in this instance would result in the number of Members being less than five, the Member shall remain a Member until a further Member is appointed (which the remaining four Members shall be free to make without the approval of the retiring Member notwithstanding the provisions of Article 16) at which time the membership of the retiring Member shall terminate.

15A. The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum other than the Diocesan Bishop (save that the agreement of the signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Company to remove such a Member(s) and the approval of the Diocesan Bishop is first obtained.

16. In addition to Article 12 the Members may agree by passing a special resolution to appoint such additional Members as they think fit and may agree by passing a special resolution (save that the agreement of the Member(s) to be removed shall not be required) agree to remove any such additional Members. The Member whose proposed removal is the subject of the special resolution shall not be entitled to vote on that resolution.

16A. In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do anything or take any action which would cause the Company to contravene its Objects.

17. Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.

18. Any Member may resign provided that after such resignation the number of Members is not less than five. A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than three unless it



contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

19. Not Used
20. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

21. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.
- 21A. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Directors and auditors.
22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

23. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.
24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
25. The Diocesan Bishop shall preside as chairman of the meeting, but if the Diocesan Bishop is not present within fifteen minutes after the time appointed for holding the meeting, the Members present shall elect one of their number to be chairman.
26. Not used.
27. The Chairman of Directors shall, notwithstanding that he is not a Member, be entitled to attend



and speak at any general meeting.

28. The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded:
 - a. by the chairman; or
 - b. by at least two Members having the right to vote at the meeting; or,
 - c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
32. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to



be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.

35. A resolution in writing agreed by such number of Members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

VOTES OF MEMBERS

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
37. Not used.
38. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
39. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

"I/We,, of, being a Member/Members of the above named Company, hereby appoint of, or in his absence, of as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on20[], and at any adjournment thereof.

Signed on 20[]"

41. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

"I/We,, of, being a Member/Members of the above-named Company, hereby appoint of, or in his absence, of, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company, to be held on 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:



Resolution No. 1 *for * against

Resolution No. 2 *for * against.

* Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 20[]"

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Directors may -
- a. be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;
 - c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
44. Any organisation which is a Member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Company.

DIRECTORS



45. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 45A. All Directors shall upon their appointment or election, and before exercising any duties as a Director, give a written undertaking to the Diocesan Bishop to uphold the Objects of the Academy Trust.
46. Subject to Articles 48-49, the Company shall have the following Directors:
- a. Foundation Directors appointed under Article 50;
 - b. up to 3 Executive Directors, appointed under Article 50B;
 - c. the Chief Executive Officer, if appointed;
 - d. a minimum of 2 Parent Directors appointed by the Directors whether after election or otherwise under Articles 53-56 in the event that no provision is made under Article 101, or is planned, for at least 2 Parent Local Governors on each Local Governing Body established under Article 100(a);
 - e. co-opted Directors appointed under Article 58
47. Not Used.
48. The first Directors shall be those persons named, with the written consent of the Diocesan Bishop, in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
49. Future Directors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Director to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

APPOINTMENT OF DIRECTORS

50. The Diocesan Bishop shall appoint such number of Foundation Directors as shall ensure that at all times the number of Foundation Directors exceeds the other Directors (including any Co-opted Directors) by at least two.
- 50A. Not used.
- 50B. Subject to Article 50 the Directors may appoint up to 3 Executive Directors through such process as they may determine but shall ensure that the total number of Directors, including any Chief Executive Officer, who are employees of the Company does not exceed one third of the total number of Directors.
- 50C. In any circumstances where the Secretary of State is entitled to serve a warning notice under the Relevant Funding Agreement or in the opinion of the Diocesan Bishop standards or the Catholic life of the school at any Academy have fallen unacceptably low then the Diocesan



Bishop may stipulate that one or more of the following shall be appointed as a Director for such term as the Diocesan Bishop shall provide such persons as he thinks appropriate who shall serve on the board of Directors.

51. Not used.

52. Not used.

PARENT DIRECTORS

53. In circumstances where the Directors have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100(a), or there are no plans to include at least two Parent Local Governors on each Local Governing Body within 6 months, there shall be a minimum of two Parent Directors.

54A. Subject to Article 55, Parent Directors and Parent Local Governors shall be appointed (in accordance with Articles 54B-56 or otherwise on the terms of reference determined by the Directors from time to time).

54B. A Parent Director must be a parent, or an individual exercising parental responsibility of a registered pupil at one or more of the Academies at the time when he or she is appointed. A Parent Local Governor of a Local Governing Body must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when he or she is appointed.

54C. In a 16-19 Academy a Parent Director must be a parent, or an individual exercising parental responsibility, of a registered student at the 16-19 Academy; or where it is not reasonably practicable to do so, a person who is the parent, or an individual exercising parental responsibility, of a child of above compulsory school age but not above the age of 19.

55. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors or Parent Local Governors, including any question of whether a person is a parent, or an individual exercising parental responsibility, of a registered pupil at one of the Academies. Any election of the Parent Directors or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any parent, or an individual exercising parental responsibility, of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.

56. If the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, the Directors shall appoint a Parent Director or Parent Local Governor meeting the requirements in Article 54B. If it is not reasonably practicable to do so, the Directors may appoint a person who is the parent, or an individual exercising parental responsibility, of a child within the age range of at least one of the Academies or, in the case if



an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.

CHIEF EXECUTIVE OFFICER

57. Any Chief Executive Officer shall be a Director for as long as he remains in office

CO-OPTED DIRECTORS

58. Subject to Article 50 the Directors may appoint Co-opted Directors. A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed. The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors.

APPOINTMENT OF ADDITIONAL DIRECTORS

59. Not Used

60. Not Used

61. Not Used

62. Not Used

63. Not Used

TERM OF OFFICE

64. The term of office for any Director shall be 4 years or a shorter period if specified at the time of appointment by the person or body appointing, save that this time limit shall not apply to the Co-opted Directors or to any post which is held ex officio. Co-opted Directors shall be appointed for a period of one year. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

65. A Director shall cease to hold office if he resigns his office by notice to the person or body that made the appointment (but only if at least three Directors will remain in office when the notice of resignation is to take effect).

66. A Director shall cease to hold office if he is removed by the person or persons who appointed him, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.

67. Where a Director resigns his office or is removed from office, those accepting his resignation



or removing him, shall give written notice thereof to the Clerk.

SUSPENSION

- 67A. The board of Directors may by resolution passed at a meeting of the Directors suspend a Director, other than a Foundation Director, for all or any meeting of the Company, or of a committee, for a fixed period of up to 6 months where the Director has acted in a way that is inconsistent with the Articles or the professional ethos of the board of Directors and has brought or is likely to bring the Company and any of its Academies or the office of the Director into disrepute. In the event that any Foundation Director has acted in a way that is inconsistent with the Articles or the professional ethos of the board of Directors and has brought or is likely to bring the Company and any of its Academies or the office of the Director into disrepute, the board of Directors may petition the Diocesan Bishop with a request for the suspension of the Foundation Director. The Diocesan Bishop who appointed a Foundation director may suspend him as a Director.
- 67B. A resolution to suspend a Director from office does not have effect unless the matter is specified as an item of business on the agenda for the meeting.
- 67C. Before a vote is taken on a resolution to suspend a Director, the Director proposing the resolution must at the meeting state the reasons for doing so. In addition the Director who is the subject of the resolution must be given the opportunity to make a statement in response before withdrawing from the meeting.
- 67D. Nothing in Articles 67A-C may be read as affecting the right of a Director who has been suspended to receive notices of, and agendas and reports or other papers for, meetings of the board of Directors during the period of their suspension.
- 67E. A Director may not be disqualified from continuing to hold office for failure to attend any meeting of the board of Trustees under Article 71 while suspended under Article 67A.

DISQUALIFICATION OF DIRECTORS

68. No person shall be qualified to be a Director unless he is aged 16 or over at the date of his election or appointment.
69. A Director shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.
70. A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.
71. A person shall be disqualified from holding or continuing to hold office as a Director if -



- a. his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - b. he is the subject of a bankruptcy restrictions order or an interim order.
72. A person shall be disqualified from holding or continuing to hold office as a Director at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
73. A Director shall cease to hold office if he ceases 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).
74. A person shall be disqualified from holding or continuing to hold office as a Director if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
75. A person shall be disqualified from holding or continuing to hold office as a Director if he has not given the written undertaking described in Article 45A or Article 103.
76. Not Used
77. A person shall be disqualified from holding or continuing to hold office as a Director where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if, being a Foundation Director he has not provided to an officer of the Diocesan Bishop, or being another category of Director, he has not provided to the chairman of the Directors a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the Diocesan Bishop or chairman or the Chief Executive Officer confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Clerk.



80. Articles 68 to 79 and Articles 97-98 also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director.

CLERK TO THE DIRECTORS

81. The Clerk shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Director or a Principal.

Notwithstanding this Article, the Directors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting. The Clerk must have achieved any qualification or completed any training as prescribed by the Diocesan Bishop and notified to the Company or do so within six months of appointment. The Clerk may, but need not be, the appointed company secretary of the Academy Trust.

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

82. The Directors shall each school year elect a chairman and a vice-chairman from among the Foundation Directors. A Director who is employed by the Company shall not be eligible for election as chairman or vice-chairman.
83. Subject to Article 84, the chairman or vice-chairman shall hold office for such period, up to three years, as specified at the time of election and until his successor has been elected in accordance with Article 85.
84. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Clerk. The chairman or vice-chairman shall cease to hold office if -
- a. he ceases to be a Foundation Director;
 - b. he is employed by the Company;
 - c. he is removed from office in accordance with these Articles; or
 - d. in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.
85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy.
86. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
87. Not Used



88. Not Used
89. Not Used
90. The Directors may remove the chairman or vice-chairman from office in accordance with these Articles.
91. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Directors shall not have effect unless -
- (i) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting; and
 - (ii) the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
92. Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

POWERS OF DIRECTORS

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the s by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:
- a. to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
 - b. to enter into contracts on behalf of the Company.
95. In the exercise of their powers and functions, the Directors may consider any advice given by the Executive Director(s), Chief Executive Officer and any other executive officer.



96. Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company. All cheques and orders for the payment of money, including electronic payments, from such an account shall be signed, or authorised, by at least two signatories authorised by the Directors.



CONFLICTS OF INTEREST

97. Any Director who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest).
98. For the purpose of Article 97, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by Articles 6.5-6.9.
- 98A A conflict of interest or conflict of loyalty shall not be deemed to occur solely from the fact that any Member or Director is also a trustee, charity trustee, governor or director of any Catholic school, Diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s).

THE MINUTES

99. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- a. all appointments of officers made by the Directors; and
 - b. all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

COMMITTEES

100. Subject to these Articles, the Directors:
- a. may appoint separate committees to be known as Local Governing Bodies for each Academy and the Directors shall be free to appoint one committee for several Academies if they so wish; and
 - b. may establish any other committee
101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of



members of any such committee shall be Directors. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

102. The power of delegation exercised under Article 105 in relation to the establishment of a Local Governing Body for an Academy shall be by way of Scheme of Delegation.
103. All members of a Local Governing Body shall upon their appointment or election, and before exercising any duties as a member of the Local Governing Body, give a written undertaking to the Directors and the Diocesan Bishop to uphold the Objects of the Company.
104. The functions, duties and proceedings of the Local Governing Bodies shall be subject to regulations made by the Directors from time to time.

DELEGATION

105A. The Directors shall not delegate the following functions:

- a. the preservation and development of the educational character and mission of the Company and its Academies;
- b. the approval of the consolidated annual estimates of income and expenditure of the Company
- c. the responsibility for ensuring the solvency of the Company and its Academies;
- d. the appointment of the Clerk, (including where the Clerk is, or is to be, appointed as a member of staff, the Clerk's appointment in the capacity of a member of staff); and
- e. the modification or revocation of the these Articles.

105AA. The Directors shall not delegate the following functions:

- a. the appointment of any senior Catholic post; and
- b. the approval of the annual estimates of income and expenditure for one or more Academies; other than to a Local Governing Body.

105B. The Directors may not delegate:

- a. the consideration of the case for dismissal, and
- b. the power to determine an appeal,

in connection with the dismissal of the holder of a senior Catholic post, other than to a committee of the members of the Board of Directors.

105C. The Directors may delegate, subject to 105A and B, to any Director, committee (including any Local Governing Body), or any holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made in



writing and subject to any conditions the Directors may impose, and may be revoked or altered.

106. Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director, or any holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

CHIEF EXECUTIVE OFFICER, EXECUTIVE DIRECTORS AND PRINCIPALS

107. Any appointment of any Chief Executive Officer, Executive Director and the Principals of the Academies shall be first approved by the Diocesan Bishop. The Directors may delegate such powers and functions as they consider are required by any Chief Executive Officer, Executive Director and/or the Principals for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies).

MEETINGS OF THE DIRECTORS

108. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
109. The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction -
- a. given by the Directors; or
 - b. given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).
110. Any three Directors may, by notice in writing given to the Clerk, requisition a meeting of the Directors; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
111. Each Director shall be given at least seven clear days before the date of a meeting –
- (i) notice in writing thereof, signed by the Clerk, and sent to each Director at the address provided by each Director from time to time; and
 - (ii) a copy of the agenda for the meeting;
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, 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.

112. 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.
113. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
114. A meeting of the Directors shall be terminated forthwith if -
 - a. the Directors so resolve; or
 - b. the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 117, subject to Article 119 .
115. Where in accordance with Article 114 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.
116. Where the Directors resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.
117. Subject to Article 119, the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.
118. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
119. The quorum for the purposes of:
 - a. any vote on the removal of a Director in accordance with Article 66;
 - b. any vote on the removal of the chairman of the Directors in accordance with Article 90;shall be any two-thirds (rounded up to a whole number) of the persons who are at the time



Directors present at the meeting and entitled to vote on those respective matters.

120. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.
121. Subject to Articles 117-119, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
122. The proceedings of the Directors shall not be invalidated by
- a. any vacancy among their number; or
 - b. any defect in the election, appointment or nomination of any Director.
123. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.
124. Subject to Article 125, the Directors shall ensure that a copy of
- a. the agenda for every meeting of the Directors;
 - b. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - c. the signed minutes of every such meeting; and
 - d. any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.
125. There may be excluded from any item required to be made available in pursuance of Article 124,
- any material relating to -
- a. a named teacher or other person employed, or proposed to be employed, at any Academy;
 - b. a named pupil or named student at, or candidate for admission or referral to, any Academy; and
 - c. any matter which, by reason of its nature, the Directors are satisfied should remain confidential.
126. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:



- a. 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,
- b. the Directors have access to the appropriate equipment 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.

PATRONS AND HONORARY OFFICERS

127. The Directors may from time to time, with the consent of the Diocesan Bishop, appoint any person whether or not a Member of the Company to be a patron of the Company or to hold any honorary office and may determine for what period he is to hold such office.

THE SEAL

128. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Clerk or by a second Director.

ACCOUNTS

129. Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Company was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.



ANNUAL REPORT

130. The Directors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL RETURN

131. The Directors shall comply with their obligations under Part 24 of the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

NOTICES

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
133. A notice may be given by the Company to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.
134. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.



INDEMNITY

136. Subject to the provisions of the Companies Act 2006 every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES

137. The Directors may from time to time make such rules or bye laws, with the consent of the Diocesan Bishop, as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- a. subject to any agreement between the Members, the conduct of Members of the Company in relation to one another;
 - b. the setting aside of the whole or any parts of premises owned by the Company at any particular time or times or for any particular purpose or purposes;
 - c. the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Local Governing Bodies in so far as such procedure is not regulated by the Articles; and,
 - d. generally, all such matters as are commonly the subject matter of company rules.
138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.





**ST TERESA
of CALCUTTA**
Catholic Academy Trust

SCHEME OF DELEGATION
BETWEEN
St TERESA OF CALCUTTA ROMAN CATHOLIC MULTI-ACADEMY TRUST COMPANY
AND
[NAME OF ACADEMY]
EFFECTIVE DATE: [INSERT DATE OF SIGNATURE]

DEFINITIONS

In this Scheme of Delegation the following terms shall have the following meanings:

- i. 'Academy' means the academy named at the beginning of this Scheme of Delegation and includes all sites upon which the academy undertaking is, from time to time, being carried out;
- ii. 'Articles of Association' means the articles of association of the Multi-Academy Trust Company (to be based on the February 2015 agreed model articles of association available on the Department for Education website);
- iii. 'Bishop' means the Bishop of the Roman Catholic diocese of Salford in which the Academy Trust Company is situated (as defined in Canon law) and includes any person exercising Ordinary jurisdiction in his name (including Vicars General and Episcopal Vicars) and any person delegated by him, including officers of the Diocese;
- iv. 'Board of Directors' means the board of Directors of the Multi-Academy Trust Company;
- v. 'Canon law' means the canon law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon law, this shall be determined exclusively by the Bishop;
- vi. 'Chair' means the chair of the Board of Directors or the chair to the Local Governing Body of the Academy appointed from time to time, as appropriate;
- vii. 'Clerk' means the clerk to the Board of Directors and/or the clerk to the Local Governing Body of the Academy appointed from time to time, as appropriate, and includes a joint, assistant or deputy clerk;
- viii. 'Delegated Functions' means the functions delegated by the Multi-Academy Trust Company in accordance with the table at Appendix I;
- ix. 'Diocese' or 'Diocesan' means the education service provided by the diocese, which may also be known, or referred to, as the Diocesan Education Service or Diocesan Schools Commission;
- x. 'Diocesan Trustee' means a trustee of the Diocese appointed by the Bishop to safeguard the interests of the Catholic community as a whole in the Diocese and to serve its needs;
- xi. 'Directors' means directors appointed to the Board of the Multi-Academy Trust Company;



- xii. 'Foundation Directors and Foundation Governors' means the directors or governors from time to time appointed by the Bishop to represent his diocesan policy on the Board of the Academy Trust Company or the Local Governing Body of the Academy, as appropriate;
- xiii. 'Governors' means the governors appointed and elected to the Local Governing Body of the Academy, from time to time;
- xiv. 'Local Governing Body' means any committee established by the Directors pursuant to Article 100 of the Articles of Association to carry out specified functions in relation to the Academy as delegated by the Directors;
- xv. 'Member' means a member of the Multi-Academy Trust Company appointed pursuant to Article 12 of the Articles of Association;
- xvi. 'Multi-Academy Trust Company' means the company responsible for the management of the Academy and, for all purposes, means the employer of staff at the Academy;
- xvii. 'Principal' means the headteacher or executive headteacher as the case may be and is the person named as the headteacher of the school for Ofsted purposes;
- xviii. 'Protocol' means the document that outlines the committed working relationship between the Diocese and the Multi-Academy Trust Company;
- xix. 'Reserved Matters' means the matters that the Directors have determined will not be delegated and will be dealt with exclusively by them;
- xx. 'Vice-Chair' means the vice-chair of the Board of Directors or the vice-chair of the Local Governing Body of the Academy elected from time to time, as appropriate.

1. GOVERNANCE OF THE MULTI-ACADEMY TRUST COMPANY

- 1.1 This Scheme of Delegation has been adopted by the Directors from the Effective Date in accordance with the provisions of the Multi-Academy Trust Company's Articles and it should be read in conjunction with the Articles of Association. References in this Scheme of Delegation to numbered Articles are to the relevant clause of the Multi-Academy Trust Company's Articles of Association.
- 1.2 As a charity and company limited by guarantee the Multi-Academy Trust Company is governed by the Board of Directors who are responsible for, and oversee, the management and administration of the Multi-Academy Trust Company and the academies run by the Multi-Academy Trust Company, including the Academy. The Directors have overall responsibility and ultimate decision-making authority for all the work of the Multi-Academy Trust Company. These responsibilities are largely carried out through strategic planning and the setting of policy.
- 1.3 As the Academy is a Catholic school, designated as such, the Directors are accountable to the Bishop to ensure that the Academy is conducted as a Catholic school in accordance with Canon law and the teachings of the Roman Catholic Church so that, at all times, the Academy may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The Directors are also accountable to external government agencies including the Charity Commission, the Department for Education and the Education & Skills Funding Agency (including any of their successor bodies). Both the Bishop and external government agencies hold the Multi-Academy Trust Company to account for the quality of the education, the financial propriety and the value they provide, and they require that the Multi-Academy Trust Company has systems in place through which they can assure themselves of such quality, safety and good practice.
- 1.4 In order to discharge these responsibilities people who are more locally based may be appointed by the Directors, except insofar as the Bishop appoints the Foundation Governors, to serve on a Local Governing Body (or equivalent) which has been established to ensure the



good governance of the Academy. In discharging their duties, the Local Governing Body will comply with any relevant policies, protocols and procedures adopted by the Multi-Academy Trust Company which, in turn, reflect national and Diocesan directions and guidance, where required.

1.5 Foundation Directors and Foundation Governors are appointed by the Bishop, and the Foundation Director/Foundation Governor's obligations must be carried out in accordance with any Diocesan policy or protocol, the requirements outlined in the Multi-Academy Trust Company's Articles of Association, this Scheme of Delegation, the Protocol between the Diocese, the Multi-Academy Trust Company and the Academy and any other associated policies and protocols.

1.6 This Scheme of Delegation, particularly the table at Appendix I, explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the Governors and their commitments to each other to ensure the success of the Academy and the Multi-Academy Trust Company. This Scheme of Delegation serves as the terms of reference for the delegation of powers and responsibilities by the Directors to the Local Governing Body.

2. Ethos and mission statement

2.1 The Academy's mission is as follows: [INSERT MISSION STATEMENT for the individual academy school]

2.2 [Insert relevant wording if the Academy (individual academy school) is wholly or partly selective. Restate the religious designation and Catholic ethos. Note any specialisms or specialist teaching status.]

2.3 The Academy will seek to ensure that it develops and maintains strong relationships with the other academies in the Multi-Academy Trust Company, as well as other schools, agencies and businesses in the local community.

3. MEMBERS' POWERS AND RESPONSIBILITIES

The Members of the Multi-Academy Trust Company are the guardians of the governance of the Multi-Academy Trust Company. They are accountable to the Bishop (unless the Member is the Bishop) to ensure that the Multi-Academy Trust Company is being operated in accordance with the objects in the Articles of Association, which only they can vary.

4. Directors' powers and responsibilities

4.1 The Directors have a duty to act in fulfilment of the Multi-Academy Trust Company's objects which are set out in the Articles of Association. The Directors also have a duty to the Bishop to uphold the objects of the Multi-Academy Trust Company and to comply with any directives, advice or guidance issued by the Bishop.

4.2 Directors will have regard to the interests of the other academies for which the Multi-Academy Trust Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.



4.3 Article 100 provides for the appointment by the Directors of committees, which may be known as Local Governing Bodies, to whom the Directors may delegate certain of their functions¹. The general power to delegate functions under Article 100 is limited in accordance with Articles 105A, 105AA and 105B.

4.4 The constitution, membership and proceedings of the Local Governing Body is determined by the Directors and this Scheme of Delegation sets this out as well as acknowledging the authority delegated by the Directors to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil its mission.

4.5 Subject to the provisions of the Companies Act 2006, the Articles of Association and to any directions given by the Members of the Multi-Academy Trust Company following a special resolution, or any directives issued by the Bishop or the Diocese, and in accordance with the policies and protocols agreed by the Directors, the way that the business of the Academy is carried forward at a local level shall be delegated by the Directors to the Local Governing Body in accordance with this Scheme of Delegation, more particularly the table at Appendix I.

5. CONSTITUTION OF THE MULTI-ACADEMY TRUST COMPANY

5.1 The initial members of the Multi-Academy Trust Company are those named in the Memorandum of Association.

5.2 The requirements relating to the constitution of the board of the Directors of the Multi-Academy Trust Company are set out in the Articles of Association.

5.3 The requirements relating to the carrying out of the business of the Directors is set out in the Articles of Association.

6. Constitution of the LOCAL GOVERNING BODY

6.1 Membership

6.1.1 The members of the Local Governing Body shall be known as Local Governors.

6.1.2 The number of people who shall sit on the Local Governing Body shall be not less than three subject always to paragraph 6.2.1.

6.1.3 The constitution of a Primary Local Governing Body will be in accordance with Diocesan guidelines. For those schools joining after September 2023, this will be **five** foundation governors, two parent governors, one staff governor, and ex officio parish priest and the Headteacher as an ex-officio foundation governor.

The constitution of a Secondary Local Governing Body will be in accordance with Diocesan guidelines. For those schools joining after September 2023, this will be **six** foundation governors, two parent governors, one staff governor and the Headteacher as an ex-officio foundation governor. A parish priest, where appropriate will fulfil the role of a foundation governor.

¹ Whatever the Multi-Academy Trust Company calls the committee(s) established to carry out the functions of the Multi-Academy Trust Company at the local academy level, such committee(s) shall always be established in accordance with Articles 100 and 101.



For those Local Governing Bodies formed prior to September 2023, the constitution will be 4 Foundation governors, a Headteacher as a Foundation governor, 2 parents and a staff governor. In a primary school, one of the foundation governors places will be taken by the parish priest.

A different constitution may be adopted at any time by the Directors with prior written approval of the Diocese. A different constitution will exist where an appropriate memorandum of understanding is in place which would be context specific.

- 6.1.4 The Foundation Governors on the Local Governing Body will be those appointed by the Bishop.
- 6.1.5 The Directors (all or any of them) shall also be entitled to serve on the Local Governing Body and attend any meetings of the Local Governing Body. Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of that meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.
- 6.1.6 All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Directors, the Bishop and the Diocesan Trustees to uphold the objects of the Multi-Academy Trust Company. The Clerk shall be responsible for ensuring that this has been completed and that a copy has been sent to the Diocesan Education Service.

6.2 Appointment of members of the Local Governing Body

6.2.1 Foundation Governors

The Foundation Governors shall be appointed by the Bishop. They shall outnumber all the other members by two so as to ensure the preservation and development of the Catholic character of the Academy and the Multi-Academy Trust Company.

6.2.2 Staff Governors

- 6.2.2.1 Unless the Principal resigns from the Local Governing Body, he/she shall be treated for all purposes as being an ex officio member of the Local Governing Body.
- 6.2.2.2 The Local Governing Body may appoint persons who are employed at the Academy to serve on the Local Governing Body through such processes as the Directors may determine, provided that the total number of such persons (including the Principal) complies with the Local Governing Body's constitution in force at the time.)
- 6.2.2.3 Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body, the Local Governing Body shall invite nominations from all staff who are employed by the Multi-Academy Trust Company and who work at the Academy (excluding the Principal) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Directors.

6.2.3 Parent Governors

- 6.2.3.1 Subject to clause 6.2.3.5, the parent members of the Local Governing Body shall be appointed after election by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.



- 6.2.3.2 The Local Governing Body shall make all necessary arrangements for election of the parent members of the Local Governing body, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the Local Governing Body which is contested shall be held by secret ballot.
- 6.2.3.3 The arrangements made for the election of the parent members of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he/she prefers, by having his/her ballot paper returned to the Academy by a registered pupil at the Academy.
- 6.2.3.4 Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 6.2.3.5 The number of parent members of the Local Governing Body required shall be made up by persons appointed by the Local Governing Body if the number of parents standing for election is less than the number of vacancies.
- 6.2.3.6 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 6.2.3.5, the Local Governing Body shall appoint a person who is the parent of a registered pupil at the Academy, or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 6.2.3.7 The first parent and staff members of the Local Governing Body may be those people who filled those positions on the governing body of the predecessor school at its closure provided that they have the requisite skills as determined by the Directors. Parent and staff governors who do have the requisite skills shall serve on the Local Governing Body for the remainder of the terms of office for which they were elected or appointed to the predecessor governing body provided that the minimum membership of the Local Governing Body does not decrease following closure.

6.3 Term of office

The term of office for any person, other than a Foundation Governor, serving on the Local Governing Body shall be 4 years, to be specified at the time of appointment by the person or body appointing them, save that this time limit shall not apply to the Principal. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected to the Local Governing Body save that Foundation Governors may only serve a maximum of three consecutive four year terms (other than with the consent of the Bishop).

6.4 Resignation and removal

- 6.4.1 Except in the case of a Foundation Governors, a person serving on the Local Governing Body shall cease to hold office if he/she resigns his/her office by notice to the relevant Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect). The Local Governing Body must give a copy of the notice to the Directors. A Foundation Governor must resign his/her office by notice to the Bishop who appointed him/her and provide a copy of the notice to the Local Governing Body who shall, in turn, provide that copy to the Directors.
- 6.4.2 A person serving on the Local Governing Body shall cease to hold office if he/she is removed by the person or persons who appointed him/her. Whilst at the same time as acknowledging



that no reasons need to be given for the removal of a person who serves on the Local Governing Body by a person or persons who appointed him, any failure to uphold the values of the Multi-Academy Trust Company and/or the Academy, or to preserve and develop the Catholic character, or to act in a way which is in breach of this Scheme of Delegation or the undertaking given pursuant to paragraph 6.1.6 will be taken into account. A person (except a Foundation Governor) may also be removed by the Directors but only after the Directors have given due regard to any representations by the relevant Local Governing Body.

- 6.4.3 If any person who serves on the Local Governing Body in his/her capacity as an employee at the Academy ceases to work at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his/her work at the Academy.
- 6.4.4 If any person who serves on the Local Governing Body in his/her capacity as a parent ceases to be a parent of a child on roll at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically at the end of that school term.
- 6.4.5 Where a person who serves on the Local Governing Body is removed from office, those removing him/her, shall give written notice thereof to the Local Governing Body, who shall, in turn, notify the Directors.

6.5 Disqualification of members of the Local Governing Body

- 6.5.1 No person shall be qualified to serve on the Local Governing Body unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.
- 6.5.2 A person serving on the Local Governing Body shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.
- 6.5.3 A person serving on the Local Governing Body shall cease to hold office if he/she is absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his/her office be vacated.
- 6.5.4 A person shall be disqualified from serving on the Local Governing Body if:
 - 6.5.4.1 His/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - 6.5.4.2 He/she is the subject of a bankruptcy restrictions order or an interim order.
- 6.5.5 A person shall be disqualified from serving on the Local Governing Body at any time when he/she is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 6.5.6 A person serving on the Local Governing Body shall cease to hold office if he/she would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 6.5.7 A person shall be disqualified from serving on the Local Governing Body if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the



Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he/she was responsible or to which he/she was privy, or which he/she by his conduct contributed to or facilitated.

- 6.5.8 A person shall be disqualified from serving on the Local Governing Body at any time when he/she is:
- 6.5.8.1 subject to a direction of the Secretary of State under s.142 of the Education Act 2002 or any other disqualification, prohibition or restriction which takes effect as if contained in such a direction; or
 - 6.5.8.2 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 6.5.8.3 disqualified from working with children in accordance with Sections 28, 29 or 29A of the Criminal Justice and Court Services Act 2000; or
 - 6.5.8.4 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006); or
 - 6.5.8.5 disqualified from registration under Part 2 of the Children and Families (Wales) Measure 2010 or child minding or providing day care; or
 - 6.5.8.6 disqualified from registration under Part 3 of the Childcare Act 2006; or
 - 6.5.8.7 disqualified under the Childcare (Disqualification) Regulations 2009.
- 6.5.9 A person may be disqualified from serving on the Local Governing Body if they have ever been:
- 6.5.9.1 convicted of an offence involving violence, dishonesty or deception, or any sexual offence which is not a protected offence; or
 - 6.5.9.2 convicted of causing a nuisance or disturbance on school and/or educational premises; or
 - 6.5.9.3 sentenced to imprisonment (whether suspended or not), in the UK or elsewhere, for a period of not less than three months.
- 6.5.10 A person shall be disqualified from serving on the Local Governing Body where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 6.5.11 A person shall be disqualified from serving on the Local Governing Body if he/she has not provided to the Chair of the Board of Directors the proper criminal records certification as required by law and outlined by the Diocese and the Catholic Education Service. In the event that any such certification or checks disclose any information which would, in the opinion of either the Chair of the Board of Directors or the Principal, confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 6.5.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body and he/she was, or was proposed, to so serve, he/she shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Directors and the Bishop.



- 6.5.13 This clause 6.5 shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

6.6 Responsibilities of the Local Governing Body

- 6.6.1 The responsibilities of the Local Governing Body are outlined in this Scheme of Delegation, more particularly in the table at Appendix I.
- 6.6.2 The Local Governing Body will adopt and comply with all policies, protocols and procedures of the Multi-Academy Trust Company, the Bishop and the Diocesan Bishop as communicated to the Local Governing Body from time to time.

6.7 BUSINESS/PROCEEDINGS OF THE LOCAL GOVERNING BODY

Meetings of the Local Governing Body

- 6.7.1 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as its members see fit.
- 6.7.2 The Local Governing Body shall meet at least once per term. Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing Body. In exercising his/her functions under this Scheme of Delegation, the Clerk shall comply with any direction:
- 6.7.2.1 given by the Directors or the Local Governing Body; or
- 6.7.2.2 given by the Chair of the Local Governing Body or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.7.2.1 above.
- 6.7.3 Any three members of the Local Governing Body may, by notice in writing given to the Clerk, requisition a meeting of the Local Governing Body and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
- 6.7.4 The Clerk shall provide to each member of the Local Governing Body at least seven clear days before the date of a meeting:
- 6.7.4.1 notice in writing thereof and sent to each member of the Local Governing Body at the address provided by each member from time to time;
- 6.7.4.2 all reports or other papers to be considered at the meeting; and
- 6.7.4.3 a copy of the agenda for the meeting;
- provided that where the Chair or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof, are given within such shorter period as he/she directs.
- 6.7.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.7.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.



- 6.7.7 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.7.7.1 the members of the Local Governing Body so resolve; or
 - 6.7.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.7.10, subject to paragraph 6.7.12.
- 6.7.8 Where in accordance with paragraph 6.7.7 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.
- 6.7.9 Where the Local Governing Body resolves in accordance with paragraph 6.7.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.
- 6.7.10 Subject to paragraph 6.7.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting.
- 6.7.11 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 6.7.12 The quorum for the purposes of:
- 6.7.12.1 appointing a parent member;
 - 6.7.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;
 - 6.7.12.3 any vote on the removal of the Chair of the Local Governing Body;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.
- 6.7.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.
- 6.7.14 Subject to paragraphs 6.7.10 – 6.7.12, where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he/she may have.
- 6.7.15 The proceedings of the Local Governing Body shall not be invalidated by
- 6.7.15.1 any vacancy on the board; or
 - 6.7.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body.



- 6.7.16 A resolution in writing, signed by the requisite majority of all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his/her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 6.7.17 Subject to paragraph 6.7.18, the Local Governing Body shall ensure that a copy of:
- 6.7.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;
 - 6.7.17.3 the signed minutes of every such meeting; and
 - 6.7.17.4 any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.7.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.7.17, any material relating to:
- 6.7.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;
 - 6.7.18.2 a named pupil at, or candidate for admission to, the Academy; and
 - 6.7.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.7.19 Any member of the Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:
- 6.7.19.1 He/she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached and/or appropriate details of the video conference suite from which he/she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 6.7.19.2 the Local Governing Body has access to the appropriate equipment; and
 - 6.7.19.3 he/she assures the Local Governing Body that the telephone connection and the surrounding environment from which the call is to be made is secure and will comply with the requirement to maintain confidentiality of the business of the Local Governing Body at all times; and
 - 6.7.19.4 he/she is able to hear all participants and fully take part in the discussions.
- 6.7.20 If, after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference pursuant to 6.7.19, the meeting may still proceed with its business provided it is otherwise quorate.



The Minutes

6.7.21 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up and kept for the purpose by the person authorised to keep the minutes of the Local Governing Body and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:

6.7.21.1 all appointments of officers made by the Local Governing Body; and

6.7.21.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.

6.7.22 The Chair shall ensure that copies of minutes of all meetings of the Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors, the Bishop and the Diocesan Trustees as soon as reasonably practicable after those minutes are approved.

Delegation

6.7.23 Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Body may impose and may be revoked or altered.

6.7.24 Where any power or function of the Directors or the Local Governing Body is exercised by any subcommittee, any Director or member of the Local Governing Body, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

Committees of the Local Governing Body

6.7.25 Subject to this Scheme of Delegation, the Local Governing Body may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Body but having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body or Directors.

Chair and Vice-Chair of the Local Governing Body

6.7.26 The members of the Local Governing Body shall, each school year at their first meeting in that year, elect a Chair and a Vice-Chair from amongst the Foundation Governors in their number to serve until a successor is appointed or a vacancy occurs pursuant to paragraph 6.7.28.

6.7.27 Subject to paragraph 6.7.30, the Chair or Vice-Chair shall hold office as such until his/her successor has been elected in accordance with paragraphs 6.7.26 - 6.7.37.



- 6.7.28 The Chair or Vice-Chair may at any time resign his/her office by giving notice in writing to the Local Governing Body.
- 6.7.29 The Chair or Vice-Chair shall cease to hold office if:
- 6.7.29.1 He/she ceases to serve on the Local Governing Body;
 - 6.7.29.2 He/she is employed by the Multi-Academy Trust Company whether or not at the Academy;
 - 6.7.29.3 He/she is removed from office in accordance with this Scheme of Delegation; or
 - 6.7.29.4 in the case of the Vice-Chair, he/she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of Chair.
- 6.7.30 Where by reason of any of the matters referred to in paragraph 6.7.29, a vacancy arises in the office of Chair or Vice-Chair, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.
- 6.7.31 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 or his/her nominee shall act as the Chair for the purposes of the meeting.
- 6.7.32 Where in the circumstances referred to in paragraph 6.7.30, 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 Body shall elect one of their number to act as a Chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Multi-Academy Trust Company whether or not at the Academy nor a Director.
- 6.7.33 A Director shall act as Chair during that part of any meeting at which the chair is elected.
- 6.7.34 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 6.7.35 The Chair or Vice-Chair may only be removed from office by the Directors at any time or by the Local Governing Body in accordance with this Scheme of Delegation.
- 6.7.36 A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Local Governing Body shall not have effect unless:
- 6.7.36.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Body held not less than fourteen days after the first meeting; and
 - 6.7.36.2 the matter of the Chair or Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings; and
 - 6.7.36.3 copies of the resolutions referred to at paragraph's 6.7.36 and 6.7.36.1 above are served on the Directors.
- 6.7.37 Before a resolution is passed by the Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the Chair or Vice-Chair from office, the person or persons proposing his/her removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

Clerk

- 6.7.38 The Directors may appoint a Clerk (who must not be the Principal) to provide clerking services to the Local Governing Body and may remove the Clerk from office at any time.



- 6.7.39 In the absence of the Clerk from a Local Governing Body meeting, the Local Governing Body may appoint any one of its members to act as Clerk for the purposes of that meeting.
- 6.7.40 The Clerk must:
- 6.7.40.1 convene meetings of the Local Governing Body;
 - 6.7.40.2 attend meetings of the Local Governing Body;
 - 6.7.40.3 advise the Local Governing Body on the Academy's compliance with the Articles, the funding agreement, the scheme of delegation and the law;
 - 6.7.40.4 ensure that minutes of the proceedings are drawn up; and
 - 6.7.40.5 perform any other functions determined by the Local Governing Body.

Conflicts of Interest

- 6.7.41 A conflict of interest/loyalty shall not be deemed to occur solely from the fact that any member of the Local Governing Body is also a director, charity trustee or governor of any other Catholic school or schools or other educational institution(s), diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s). Any member of the Local Governing Body who has, or can have, any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts, or may conflict, with his/her duties as a member of the Local Governing Body shall disclose that fact to the Local Governing Body as soon as he/she becomes aware of it. Subject to Article 98A, a person is not permitted to attend any meeting of the Local Governing Body or committee of the Local Governing Body, or any part of any such meeting, where it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and the Multi-Academy Trust Company and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 6.7.42 For the purpose of paragraph 5.7.42, a person has a Personal Financial Interest if he/she is in the employment of the Multi-Academy Trust Company or is in receipt of remuneration or the provision of any other benefit directly from the Multi-Academy Trust Company or in some other way is linked to the Multi-Academy Trust Company or the Academy.
- 6.7.43 In the event of any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 6.7.44 Any disagreement between the members of the Local Governing Body and the Principal or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.

Indemnity

- 6.7.45 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Body or other officer or auditor of the Multi-Academy Trust Company acting in relation to the Academy shall be indemnified out of the assets of the Multi-Academy Trust Company against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Multi-Academy Trust Company, subject to the limitation of s.189 of the Companies Act 2011.

Notices



- 6.7.46 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation “address” in relation to electronic communications includes a number or address used for the purposes of such communications.
- 6.7.47 A notice may be given by the Local Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him/her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.
- 6.7.48 A member of the Local Governing Body present at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 6.7.49 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

7 OPERATIONAL MATTERS AT MULTI-ACADEMY TRUST COMPANY AND LOCAL GOVERNING BODY LEVEL

- 7.1 The Local Governing Body shall comply with the obligations set out in this Scheme of Delegation, particularly the relevant sections of the table at Appendix I, which deals with the day to day operations of the Local Governing Body.
- 7.2 The Local Governing Body will adopt and comply with all policies, protocols and procedures of the Multi-Academy Trust Company, the Bishop and the Diocese as communicated to the Local Governing Body from time to time.
- 7.3 Except for the Foundation Directors and Foundation Governors, the other Directors and members of the Local Governing Body have a duty to act independently and not to act as agents of those who may have appointed them. All Directors and members of the Local Governing Body will act with integrity, objectivity and honesty in the best interests of the Multi-Academy Trust Company and the Academy and shall be open about decisions made and be prepared to justify those decisions except insofar as any matter may be considered confidential. Foundation Governors shall always act in furtherance of their undertaking to the Bishop and the Diocesan Trustees to preserve and develop the Catholic character of the Academy, and the Multi-Academy Trust Company, at all times.
- 7.4 The Local Governing Body shall comply with any inspections by or on behalf of the Directors and any denominational inspections pursuant to section 48 of the Education Act 2005 and any additional canonical inspections and visitations of the Bishop and any person appointed by him for the purpose of ensuring that the Academy is being conducted in accordance with canon law and is following the practices and teachings of the Catholic Church and in order to allow the



Bishop to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.

- 7.5 If, in the view of the Directors, one of the following situations arises, then the Directors may resolve to remove some or all of the powers and obligations delegated to the Local Governing Body by this Scheme of Delegation:
- 7.5.1 The Local Governing Body, or one of more of its members, has acted, or allowed another to act, whether knowingly or recklessly, in such a way as to prejudice the Catholic character of the Multi-Academy Trust Company and the Academy;
 - 7.5.2 Standards and performance are low, are likely to be assessed as low and/or are likely to remain so without intervention;
 - 7.5.3 There has been a serious breakdown in management or governance which is prejudicial to standards of performance or breaches the Multi-Academy Trust Company's policies and procedures;
 - 7.5.4 The safety of pupils and staff is threatened; or
 - 7.5.5 Safeguarding procedures are inadequate.
- 7.6 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.

8 REVIEW OF THE SCHEME OF DELEGATION

- 8.1 This Scheme of Delegation shall operate from the Effective Date in respect of the Academy.
- 8.2 The Directors have the absolute discretion to review and amend this Scheme of Delegation at least annually and to alter any provisions of it with the prior written consent of the Bishop (on the advice of the Diocese).
- 8.3 In considering any material changes to this Scheme of Delegation the Directors shall have regard to and give due consideration to any views of the Local Governing Body and shall comply with any guidance/requirements of the Bishop and consider any guidance published by the Catholic Education Service.



APPENDIX 1

TABLE OF ROLES AND RESPONSIBILITIES

APPENDIX 2

STOC FINANCIAL SCHEME OF DELEGATION

APPENDIX 3

**ST TERESA OF CALCUTTA LOCAL GOVERNING BODY TERMS OF REFERENCE AND LOCAL
GOVERNANCE EXPECTATIONS**





Appendix 1 to the Scheme of Delegation

Table of Roles and Responsibilities

Responsibilities of the Diocesan Bishop and the Diocesan Education Service

Canon law (Church law) provides that each diocesan bishop has strategic responsibility to commission sufficient school places to meet the needs of baptised Catholic children resident in his area. A Catholic school is one which is recognised as such by the diocesan bishop. Canon 803 provides the definition of a Catholic school. Canon 803§1 provides that a school is Catholic if:

- (a) It is controlled² by a diocese or religious order; or
- (b) It is acknowledged in a written document as Catholic by the diocesan bishop.

All Catholic schools are subject to the jurisdiction of the diocesan bishop, even those that are not in diocesan trusteeship. Canon 806§1 provides:

“The Diocesan Bishop has the right to watch over and inspect Catholic schools in his territory...and has the right to issue directives concerning the general inspection of Catholic schools...those who are in charge of Catholic schools are to ensure, under the supervision of the local Ordinary³, that the formation given in them, including its academic standards, are at least as outstanding as that in other schools in the area”.

In respect of his schools, which includes academies, the bishop has the legal right to appoint (and remove) an overall majority of directors and governors, who are known as foundation directors and foundation governors. In addition to all the other legal responsibilities of the academy trust company (for academies) and the governing body (for voluntary aided schools), the law recognises that foundation directors/governors are appointed specifically to ensure:

- That the Catholic character of the school is preserved;
- That the school is conducted in accordance with its trust deed; and

² The ‘control’ specified in canon 803 is normally established where the diocese or religious order owns the school and appoints the governing body (or at least a majority of it).

³ ‘Ordinary’ includes the Diocesan Bishop and those, such as Vicars General and Episcopal Vicars, exercising Ordinary jurisdiction on his behalf as well as to describe the relevant Religious Superior in respect of religious order schools, and this also includes their respective representative officers.

- That the religious education curriculum is in accordance with the bishop's policy for his diocese, based on the Bishops' Conference Curriculum Directory.

The diocesan bishop, acting through his Diocesan Schools Commissioner, is responsible for:

- The provision and future development of excellent Catholic education throughout the diocese
- The oversight of high educational standards, progress and outcomes in all diocesan schools
- The appointment, development and training of foundation directors and governors and their removal
- The inspection of religious life of schools and RE (section 48 inspections)
- The development of Catholic teachers and leaders (and all appointments should be made in accordance with diocesan protocol)
- The oversight of school buildings/estate and capital projects
- Planning of school place provision
- Engaging with the RSC and Ofsted
- Maintaining links with the Catholic Education Service and the government

The CES model Scheme of Delegation, more particularly this table at Appendix I, is modelled on a 'traditional' multi-academy trust structure. 'Traditional' for the purposes of this document is used to describe a situation where there is substantial delegation to the local governing body level to make decisions, although such decisions must be in line with the overall strategic vision set by the directors. The model does, however, provide for certain functions to be undertaken by a senior executive leadership team. By comparison, some multi-academy trust companies will delegate very little to their local governing bodies and will retain all decision-making powers and/or delegate to a senior executive leadership team. It is envisaged that the bigger the multi-academy trust company, the larger the senior executive leadership team will be and, as such, the board of directors will delegate to the senior executive leadership team and not down to the academy level. This model would leave the local governing body free to concentrate on such things as educational standards at the academy and community relations.

In any event, the optimum structure, regardless of size or composition of the multi-academy trust company is for each 'layer' of the governance structure (being the board of directors, the senior executive leadership, any regional boards or hubs⁴, the local governing bodies and the headteachers as may be appropriate) feeds into the layer above so

⁴ As a multi-academy trust company grows and accepts additional academies, the 'traditional' governance structure may no longer be fit for purpose, particularly because the level of information being produced for review and action by the directors may be too in-depth and require significant amounts of time and expertise to get to the headline information. In such a case, it is expected that the multi-academy trust company will look at ways of addressing this by altering its governance structure. Often this is done by introducing regional hubs so that the academies in the multi-academy trust company are split into, for example, geographical groupings. Each grouping may then have a regional board that would sit between the local governing body of each academy and the senior executive leadership and whose function it would be to assist and support each LGB but also to collate information and statistics, to analyse the same across the region and to report that back in an accessible format to the senior executive leadership for further dissemination as appropriate to the board of directors. Another foreseeable structural change may be to have one LGB across two or more schools; this is particularly relevant where there is an executive headteacher over more than one academy in the multi-academy trust company. It is possible that in such a case, two or more LGBS will be duplicating efforts and it may be more efficient and cost-effective for one LGB to be constituted across the academies.

that the board of directors is free to carry out its strategic functions and is not involved in the operational or day to day aspects of running the academies within the multi academy trust company.

It is envisaged that the CES will be producing additional tables for Appendix I to reflect different governance structures as it becomes apparent that such structures are considered a successful model for governing a multi-academy trust company.

DIOCESES ARE ADVISED TO REFLECT THEIR OWN DIOCESAN POLICIES AND PRACTICES IN THIS TABLE WHEN AGREEING IT WITH THEIR MULTI-ACADEMY TRUST COMPANIES. IT IS IMPORTANT FOR DIOCESES TO ENSURE THAT THEY HAVE DETERMINED WHETHER ANY COMPANY-WIDE POLICY ADOPTED BY THE MULTI-ACADEMY TRUST COMPANY WILL NEED TO BE ADOPTED IN FULL IN EACH ACADEMY, WITHOUT ANY DEROGATION, OR WHETHER ANY COMPANY-WIDE POLICY IS ABLE TO BE ADAPTED AT A LOCAL LEVEL, BY THE LOCAL GOVERNING BODY, TO MEET THE SPECIFIC NEEDS OF THE ACADEMY. IF SUCH DEROGATION IS PERMITTED, IT IS IMPORTANT FOR THE DIOCESE TO DETERMINE HOW FAR SUCH DEROGATION SHOULD GO.

It is possible for multi-academy trust companies to amend this table to reflect their particular governance arrangements but any such changes will need to be made in accordance with any Diocesan policy and will need to be approved, in writing, by your Diocese before they take effect. It is envisaged that changes will need to be made to the table in certain circumstances such as, for example, where a school is joining the Multi-Academy Trust Company (i.e. transitional arrangements), where there are concerns about the performance of the Multi-Academy Trust Company or any of the academies within it and/or where an Interim Management Board has been put in place.

Explanation of the layers of governance in a 'traditional' Multi-Academy Trust Company structure

Members:

- Guardians of the governance of the Multi-Academy Trust Company
- Accountable to the Bishop (unless the Member is the Bishop)
- Signatories to the Memorandum and Articles of Association
- Akin to shareholders

Directors:

- Company Directors and Charity Trustees
 - Accountable to the Members and the Bishop
-

- Duty to uphold the Multi-Academy Trust Company's objects and to comply with any directives, advice and/or guidance issued by the Bishop
- Responsible for preserving and developing the Multi-Academy Trust Company's Catholic character at all times, and this overriding duty (which is also a legal duty) should permeate everything that the Directors do.
- Responsible for the general control and management of the administration of the Multi-Academy Trust Company and for delivering the three core functions
- Responsible for standards of education in the academies within the Multi-Academy Trust Company
- Delegate functions to sub-committees, senior executive leadership, LGBs, and Principals/Headteachers
- Appoint the senior executive leadership
- Responsible for conducting an Annual Skills Audit to identify any knowledge gaps.

Senior executive leadership:

- Appointed by the Board of Directors and employed by the Multi-Academy Trust Company
- Expectation that this will include a senior executive, for example a CEO, if appropriate depending on the size and stage of development of the multi-academy trust company
- Responsible for 'operations' and for delivering the Board's vision and ethos – the 'professional leaders'
- Responsible for the Multi-Academy Trust Company's financial effectiveness and stability and for ensuring value for money
- Assist in the performance management of the Principals/Headteachers

LGB Governors:

- Appointed/elected to govern a specific academy within the Multi-Academy Trust Company in accordance with the Scheme of Delegation
- Have oversight of one academy in the multi-academy trust company and are accountable to the board of Directors of the multi-academy trust company
- Vital link to the local community
- Responsible for conducting an Annual Skills Audit to identify any knowledge gaps.

Principal/Headteacher:

- Responsible for day-to-day management of the Academy (or academies in an executive headship type arrangement)
- Responsible for performance management of staff excluding those staff whose performance is managed by the Directors, a committee of the Directors, the senior executive leadership, the LGB or a committee thereof.

Trust Wide Governance Structure Summary

Corporate governance provides a key function for any organisation. The Trust Board's role is to fulfil the following core functions⁵;

- ensuring clarity of vision, ethos and strategic direction
- holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff
- overseeing and ensuring effective financial performance.

To ensure Directors can fulfil these three Core functions the Trust Board Committee Structure is outlined below:

Board Element	Make Up	Meeting Frequency
Full Board	All Directors	One per half term
Catholic Mission and Standards	3 Directors	Once per half term
Audit, Risk and Governance	3 Directors	Once per term unless required more regularly
Finance, Facilities, People and Staffing	3 Directors	Once per half term
Pay and Performance	3 Directors	Once per year unless required

Summary of Directors Terms of Reference

The overarching function and responsibility of each element of the Directors committees is briefly summarised below;

Board Element	Function and Responsibility
Catholic Mission and Standards	<p>The Committee is responsible for providing assurance to the Trust Board on:</p> <ul style="list-style-type: none"> • the extent to which each school, and the Trust as a whole, is fulfilling the Bishop's vision for Catholic education in the Diocese of Salford; and • the quality of Catholic Life and Mission and provision of Collective Worship in all schools across the Trust; • The quality of Catholic Life and Mission within the Trust central team

⁵ <https://www.gov.uk/guidance/academy-trust-handbook/part-1-roles-and-responsibilities>

	<ul style="list-style-type: none"> • the provision provided for spiritual development of staff and pupils; • the schools' promotion and adherence to the CAT's vision, values, ethos and mission; • the progress and effectiveness of schools in meeting the requirements of the Catholic School Inspection process. • the standards and performance of all school within the Trust; • the effectiveness of the Trust Quality Assurance process; • that each school is promoting and upholding the CAT's vision, values and • ethos. <p>This Committee is in place to ensure the Board can discharge its accountabilities as laid out in the scheme of delegation with regard to;</p> <ol style="list-style-type: none"> a) Preserve the distinctive religious character of the Trust as determined by the Trustees and laid out in the Articles of Association. b) Ensure clarity of vision, ethos and strategic direction. c) Hold Executive Leaders to account for the educational performance of the academies in the trust, and its pupils, and for the internal organisation, management and control of the academies, including the performance management of staff. d) Oversee the financial performance of the academy trust and academies within it and make sure that money is well spent. e) Ensuring a trust wide curriculum policy that includes ensuring the Catholic character of the Trust permeates the curriculum, a written RSE policy is in place that is in line with CES and Diocesan guidelines, ensure trust wide policy with regard to collective worship in reference to the bishop conference and ensure processes are in place for quality assuring provision across the company. f) Adopt a companywide SEND, safeguarding policy, behaviour policy that reflects the Catholic character and ethos of the company. <p>Determine the overarching management structures across the company and budget according to diocesan policy.</p>
Audit Risk and Governance	<p>The purpose of the Committee is to oversee and provide independent assurance to the Trust Board, and to make recommendations to the Trust Board thereon, on the arrangements of the Trust in relation to:</p> <ul style="list-style-type: none"> • Audit; • Risk Management and Internal Control; • Governance (following any directives issued by the Bishop of Salford) • Ethics and Probity (including oversight of the Whistleblowing Policy and protecting the identity of whistle-blowers). <p>This Committee is in place to ensure the Board can discharge its accountabilities as laid out in the scheme of delegation with regard to;</p> <ol style="list-style-type: none"> a) Appoint external auditors (this is a members area for investigation) and issue letter of engagement for the external auditor contract. <p>Ensure statutory guidance as laid out in the Academy Trust Handbook is followed and implemented.</p>

<p>Finance Facilities, People and Staffing</p>	<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> • provide oversight and assurance to the Trust Board as to the effective and appropriate management and use of Trust resources and to make recommendations to the Board in relation to these matters. • provide oversight and assurance to the Trust Board as to the effective management of the Trust Facilities including maintaining compliance with all statutory and diocesan requirements. • provide oversight and assurance to the Trust Board as to the effective management of the Trust Information Infrastructure including maintaining compliance with all statutory and diocesan requirements; • provide oversight and assurance to the Trust Board that capital funds (including SCA funds) are used and managed effectively and efficiently, fully in line with regulatory requirements and reporting responsibilities. • ensure that when required diocesan approvals of estates-related works are received before works commence; • oversee all matters relating to health and safety within the Trust. • ensure that HR strategies and policies facilitate the delivery of the CAT strategic plan; • monitor the impact of HR policies and strategies on organisational performance; • determine strategies and employment policy for all staff including the CEO; • adopt open and transparent HR policies and procedures ensuring that HR strategies follow best practice and comply with employment and equality legislation; • consider any employment issues carrying a significant potential risk (e.g. in legal or financial terms) to the Trust. • make recommendations to the Board regarding the pay policy and the terms and conditions of service of the Trust. <p>This Committee is in place to ensure the Board can discharge its accountabilities as laid out in the scheme of delegation with regard to;</p> <ol style="list-style-type: none"> 1. Oversee the financial performance of the academy trust and academies within it and make sure that money is well spent. 2. Adopt a competitive company-wide tendering policy and ensure OJEU procurement thresholds are observed. 3. Ensure contracts of a certain value are approved, including those with regard to related party transactions. 4. Adopt company-wide staff policies and procedures. 5. Adopt a company-wide health and safety policy. 6. Commence or settle any litigation proceedings. 7. Adopt a company-wide lettings policy in accordance with Diocesan requirements. 8. Adopt a company wide school trip policy.
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	9. Adopt a company-wide complaints policy. 10. Determine the overarching management structures across the company and budget according to diocesan policy. 11. Adopt company-wide staff policies and procedures.
Pay and Performance	<p>The purpose of the Committee is to:</p> <ul style="list-style-type: none"> consider and determine terms and conditions including salary of the Executive Team and annual PRP awards for headteachers; and <p>This Committee is in place to ensure the Board can discharge its accountabilities as laid out in the scheme of delegation with regard to;</p> <ol style="list-style-type: none"> Hold Executive Leaders to account for the educational performance of the academies in the trust, and its pupils, and for the internal organisation, management and control of the academies, including the performance management of staff. Agree pay scales for all Headteachers, Executive Headteachers and Executive Leadership members including CEO if appropriate. Conduct the performance management of the CEO.

The Role of Local Governing Bodies

Each school within our Trust will have their own Local Governing Body. Local Governing Bodies are a committee of the Board of Directors with responsibility for supporting and challenging local Headteachers and school leaders to provide the best possible Catholic provision for pupils in each school. A Local Governing Body is not the employer of staff, and Trust Leaders have developed a clear set of terms of reference for Local Governors which is summarised in section five of this handbook. As noted above in section 6.1.3, in certain contexts a memorandum of understanding with regard to local governance will be in place as needed. This will only apply to specific contexts and will be dealt with on a case-by-case basis. Local Governing Bodies within STOC have the following core function delegated by the Trust Board.

1. a. Ensuring clarity of vision, ethos and strategic direction in each local academy
- b. Holding the headteacher to account for the educational performance of the school and its pupils;
- c. Overseeing the financial performance of the school with regard to the resources that are delegated to the school, and making sure these delegated resources are well spent and used.

Alongside these core functions Local Governors are also expected to have oversight in the following domains

Organisation

- Local Governing Bodies meet termly, hold a meeting at the beginning of the Academic Year, and one Local Pay Committee meeting following the completion of the local appraisal cycle. The CSEL will provide for each Academy proposed agenda items.
- Financial decisions can be made at local level in line with Trust wide financial policies and the financial scheme of delegation.
- Academy Key Performance Indicator's (KPI's) are set and Local Governing Bodies are asked to monitor these KPI's as part of their meeting cycle.

School Provision - Local Governing Bodies fulfil their role as a committee of the Trust Board by delivering the following;

- ensure an Academy Improvement plan is in place, monitored and reported on and the Academy is prepared for inspection,
- ensure each Academy Curriculum meets the requirements and is delivered as it is intended including challenging the quality of classroom provision for pupils to meet the needs of its local context, in line with Trust wide curriculum principles.
- ensure pupils with SEND needs and disabilities have full access to the academy curriculum.
- ensure one Local Governor is appointed to have oversight of the Pupil Premium spend.
- ensure each Academy has a behaviour and exclusions (or equivalent policy) in place and review and challenge behaviour data as part of their termly business.
- to serve on relevant pupil discipline committees where the need arises *not just limited to their local academy*.

Safeguarding - Local Governing Bodies will fulfil their role as a committee of the Trust Board by delivering the following

- ensure that all statutory safeguarding processes are in place including a Designated Safeguarding Leader, ensuring staff have completed safer recruitment training and implement the Safeguarding Policy and designate one Local Governor as the Safeguarding Governor.

Other Areas – Local Governing Bodies fulfil their role as a committee of the Trust Board by delivering the following ;

- follow Diocesan guidelines in relation to admission policies and where appropriate to be part of local admissions committees.
- use any Trust wide policies that are approved by the Board of Directors and implement agrees staffing structures and terms and conditions.
- Support calendaring of Trust wide meeting cycles and INSET events as determined by the Catholic Senior Executive Leader.
- Ensure local compliances (Health and Safety/Risk/Websites/Estates) are adhered to in line with Trust policy

Local Governing Body Chairs will

- attend the Chair's briefing prior to each LGB meeting. For the 2024/25 year these will take place remotely and be led by the Chief Operating Officer.

The tables below outline where responsibilities' sit across the governance structure. This table should be read in conjunction with Board Committee Terms of Reference and Local Governing Body Terms of Reference.

ND: means non-delegable

Notes to assist in reading this table

There is an expectation that there will be one person on the senior executive leadership team who will lead and assume accountability for decisions taken by the team e.g. a CEO type figure.

In all that the multi-academy trust company does, it should ensure that any diocesan policy, procedure, protocol or guidance is reflected and followed, including by the academies within the multi-academy trust company.

In this table, the term ‘company’ shall mean the multi-academy trust company’.

In this table, the term ‘headteacher’ shall mean the principal or headteacher employed in the academy and reference to ‘headteachers’ shall mean each of the headteachers employed in each of the academies in the company.

A. GOVERNANCE					
Action	Members	Directors	Senior executive leadership (SEL)	Local governing body (LGB)	Principal/headteacher
1.Attend Annual General Meeting					
2.Vary the Articles of Association	Review and amend the Articles of Association subject to the written consent of the Diocesan Bishop and the Diocesan/Religious Order Trustees	Advise the members on review and amendment of the Articles of Association			
3.Change the name of the company/academies					
4.Appoint/remove directors	Appoint/remove relevant Directors ND	Appoint/remove relevant Directors ND			
5.Appoint/remove local governors				Appoint and remove relevant governors (subject to the Bishop's right to appoint/remove foundation governors): Elect a chair and vice-chair from their number Ensure there are governors with specific responsibilities for SEND, child protection, pupil premium and financial matters Give notice of any removal of a local governor (other than a foundation governor) to the directors Give notice of any resignation of a local governor to the directors	

A. GOVERNANCE					
Action	Members	Directors	Senior executive leadership (SEL)	Local governing body (LGB)	Principal/headteacher
6. Annual Report on the company's performance	Receive annual report from directors/SEL	Submit and publish an annual report to members in respect of the company's performance ND	Assist the directors as required with the preparation of the annual report in respect of the company's performance	With the Headteacher, prepare an annual report on the academy's performance to inform the company's annual report prepared by the senior executive leadership	With the LGB, prepare an annual report on the academy's performance to inform the company's annual report prepared by the senior executive leadership
7. Preserve and develop the religious and educational character, mission and ethos of the company	Have oversight of the preservation and development of the religious and educational character, mission and ethos of the company and take action where there are shortcomings or any risk to the religious or educational character or the company's reputation.	<p>Preserve and develop the religious and educational character, mission and ethos of the company as determined by the Diocesan/Religious Order Trustees in accordance with the Articles of Association, and ensure that it is embedded in each academy ND</p> <p>Attend any diocesan, or other provider's, induction training as required by the Diocese</p>	<p>Preserve and develop the religious and educational character, mission and ethos of the company as determined by the Diocesan/Religious Order Trustees in accordance with the Articles of Association, and ensure that it is embedded in each academy</p> <p>Monitor the academies medium to long-term vision for their future viability as Catholic schools, ensuring that this is in accordance with the vision of the company, and that they each have a robust strategy in place for achieving their vision</p> <p>Attend any diocesan, or other provider's, induction training as required by the Diocese</p> <p>Deliver and oversee the delivery by the academies of public relations activities to ensure that they meet the company's requirements regarding preservation and development of the company and academies Catholic character in the wider community</p>	<p>Preserve and develop the religious and educational character, mission and ethos of a particular academy in collaboration with the headteacher to ensure that it is embedded in the academy</p> <p>Champion the company's vision, ethos and strategic direction in the academy</p> <p>Ensure that the academy has a medium to long-term vision for its future viability as a Catholic school and that there is a robust strategy in place for achieving its vision</p> <p>Attend any diocesan, or other provider's, induction training as required by the Diocese</p>	<p>Implement the religious and educational character, mission and ethos of the particular academy</p> <p>Attend any diocesan, or other provider's, induction training as required by the Diocese</p>
8. Carry out the three core functions		<p>Ensure clarity of vision, ethos and strategic direction</p> <p>Hold the headteachers and/or senior executive leadership e.g. the chief executive (as appropriate) to account for the educational performance of the academies in the company and its pupils, and for the internal organisation, management and control of the academies,</p>	Support the directors to carry out the three core functions effectively	Support the directors to carry out the three core functions	Support the directors to carry out the three core functions

A. GOVERNANCE					
Action	Members	Directors	Senior executive leadership (SEL)	Local governing body (LGB)	Principal/headteacher
		<p>including performance management of staff.</p> <p>Oversee the financial performance of the company and the academies within it and make sure its money is well spent</p>			
9.Strategic oversight of governance		Have strategic oversight of governance arrangements and their effectiveness across the company and the wider Diocese	Monitor governance arrangements and their effectiveness across the company and report to the directors to assist them with their duty to have strategic oversight	Assist the senior executive leadership with its report on governance arrangements in the academies in the company	
10.Succession planning		Prepare a succession plan	<p>Advise the directors on succession planning and development of the senior executive leadership and take action as required by the directors</p> <p>Advise the LGB on leadership succession planning</p>	Succession plan for local governance and senior leadership in conjunction with the wider company	Advise the LGB on succession planning for local governance and senior leadership
11.Reserved matters and business of the company		<p>Determine the directors' Reserved Matters i.e. non-delegable functions and responsibilities.</p> <p>Prepare an annual schedule of the directors' business.</p>	<p>Attend meetings of the directors and provide an Executive Report</p> <p>Recommend and secure (where appropriate) professional advice on behalf of the directors as requested</p> <p>Prepare and advise the directors on the annual schedule of directors' business</p> <p>Prepare an annual schedule of LGB business and advise the LGB on it</p>	Support the senior executive leadership to prepare an annual schedule of LGB business, as appropriate	
12.Appointments of administrative nature		<p>Appoint/remove a suitably qualified company secretary</p> <p>Appoint/remove a suitably experienced and trained clerk to the directors and to support clerking arrangements to the LGBs, as appropriate</p>	Support the appointment process for the company secretary and the clerk		
13.Compliance and/or administrative/comp any secretarial matters		<p>Understand and comply with all duties and requirements of a charity trustee</p> <p>Meet at least three times per year, once per term</p>	Support and advise the directors to ensure they are compliant with the duties and requirements placed upon them as charity trustees	<p>Meet at least three times per year, once per term</p> <p>Ensure that the academy is conducted in a way that is compliant with all relevant regulations including charity law, company law and education law and</p>	Conduct the academy in a way that is compliant with all relevant regulations including charity law, company law and education law and report any failings to the Local Governing Body for action

A. GOVERNANCE					
Action	Members	Directors	Senior executive leadership (SEL)	Local governing body (LGB)	Principal/headteacher
		<p>Update Edubase as required by the Academy Trust Handbook</p> <p>Receive advice from the senior executive leadership regarding the establishment and publication on the company's website, of the registers relating to business and pecuniary interests for members/directors/committee members/governors/senior staff members and instruct the senior executive leadership as necessary</p> <p>Ensure the preparation and filing of company registers e.g. members/directors/persons with significant control/secretaries etc.</p> <p>Complete and return to the ESFA a financial management and governance self-assessment form for new academies joining the company.</p> <p>Ensure that the company's, as well as each individual academy's, governance details, including their accounts, are published on the company's website along with any other details as required by the DfE, ESFA, Companies House or other organisation as required.</p> <p>Pay diocesan contribution per pupil as stipulated from time to time by the bishop</p>	<p>Assist the directors in their duty to update Edubase as required.</p> <p>Ensure that the company is compliant with all relevant regulations including charity law, company law and education law and report any failings to the directors for action.</p> <p>Advise the directors on the establishment and publication of the registers relating to business and pecuniary interests, for members/directors/committee members/governors/senior staff members, and take any action as required by the directors.</p> <p>Prepare and file, or ensure that the company secretary/clerk has prepared and filed, company registers e.g. members/directors/persons with significant control/secretaries etc.</p> <p>Support the directors to ensure that the company's, as well as each individual academy's, governance details, including their accounts, are published on the company's, and individual academy's, websites</p>	<p>report any failings to the senior executive leadership for action.</p> <p>Assist the senior executive leadership to ensure that the academy's governance details, including its accounts, are published on its website</p>	
14.Documents, policies and procedures		<p>On an annual basis, review and amend (if appropriate), in line with Diocesan policy:</p> <ul style="list-style-type: none"> ➤ the policies of the company ➤ Code of Conduct ➤ The terms of reference for the directors and their sub-committees ➤ The constitution and terms of reference of the LGBs 	<p>Advise the directors and the academies on company-wide and academy specific policy requirements and take action to prepare and/or amend any such policies as required by the directors.</p> <p>Prepare terms of reference for any committees of directors and LGBs</p>	<p>Review and amend the policies of the academy in line with any company-wide policies.</p> <p>Assist the headteacher to tailor company- wide policies for the particular academy</p>	<p>Tailor company-wide policies to the particular academy as recommended by the senior executive leadership.</p> <p>Implement any relevant policies in the academy and ensure that the academy is conducted in accordance with any such policies</p>

A. GOVERNANCE					
Action	Members	Directors	Senior executive leadership (SEL)	Local governing body (LGB)	Principal/headteacher
		<ul style="list-style-type: none"> ➤ Terms of reference for delegation to the senior executive leadership ➤ Role descriptions for directors/chair to the directors/committee members ➤ This scheme of delegation and table of roles and functions <p>Approve and adopt the terms of reference produced by the senior executive leadership for committees of directors and LGBs</p>		Adopt any specific company policies in the academy	
15. Inspections		<p>Comply with any denominational inspections pursuant to s.48 and any additional canonical inspections, reviews and visitations of the bishop.</p> <p>Comply with any other education inspections, e.g. s.5 as required by law</p>	<p>Support and assist the directors and/or the LGB to prepare for any inspections e.g. s.48, s.5</p> <p>Ensure that any inspection outcomes are carried out in the academies and/or the company as appropriate</p>	<p>Comply with any denominational inspections pursuant to s.48 and any additional canonical inspections and visitations of the bishop.</p> <p>Comply with any other education inspections, e.g. s.5 as required by law.</p> <p>Ensure that any actions arising from inspection outcomes are carried out in the academy</p>	<p>Comply with any denominational inspections pursuant to s.48 and any additional canonical inspections and visitations of the bishop.</p> <p>Comply with any other education inspections, e.g. s.5 as required by law.</p> <p>Implement any actions arising from inspection outcomes in the academy</p>
16. School to school support		In line with diocesan protocol, broker appropriate internal and external school-to-school support as necessary to facilitate excellent Catholic education across all the academies in the company	Support the directors in their responsibility to broker school-to-school support	Implement any school-to-school support opportunities as directed by the senior executive leadership and monitor any such arrangements, reporting back to the senior executive leadership at appropriate intervals or as required	Implement school-to-school support opportunities in the academy as directed by the senior executive leadership
17. Performance management of non-executives		<p>Perform 360 review of the chair ND.</p> <p>Carry out the annual self-evaluation of the directors to assess the contributions made by the directors'/committee members and report to the members for action, if appropriate ND</p>	<p>Assist and support the directors to carry out the annual self-evaluation of the board as appropriate.</p> <p>Perform 360 review of the LGB chair</p>	Carry out the annual self-evaluation of the LGB and report findings to the senior executive leadership/directors as appropriate	
18. School level matters		Instruct the senior executive leadership as appropriate in respect of any reports made by them relating to matters in the individual academies within the company	Monitor school life in the academies in the company and report any relevant findings to the directors for action as appropriate. As part of this, monitor Pupil, Parent and Staff	<p>Ensure the spiritual wellbeing of pupils at the academy.</p> <p>Support the headteacher to develop a school development plan and oversee it carried out in practice</p>	<p>Prepare a school development plan.</p> <p>Attend meetings of the LGB and provide a headteacher's report</p>

A. GOVERNANCE					
Action	Members	Directors	Senior executive leadership (SEL)	Local governing body (LGB)	Principal/headteacher
			Voice across the academies in the company	<p>With the headteacher, establish and develop Pupil, Parent and Staff Voice and monitor the same, reporting any issues or other matters to the senior executive leadership/directors as appropriate.</p> <p>Establish and maintain relationships with the parish priest, local Church and parish community to work with them as they contribute to the Catholic formation of the pupils at the academy.</p> <p>Establish and maintain relationships with parents of pupils attending the academy to support them in their role as primary educators.</p> <p>Establish and maintain a relationship with members of the wider local community, including assisting the principal to build relationships with other schools, agencies and businesses in the community to enhance the quality of Catholic education provided for pupils.</p> <p>Support and work with other LGBs in the company.</p> <p>Generally, support and challenge the headteacher</p>	<p>Advise the LGB on its annual schedule of business.</p> <p>Build relationships with other local schools, agencies and businesses in the wider community to enhance the quality of education provided for pupils at the academy.</p> <p>Assist the LGB to develop Pupil, Parent and Staff Voice</p>

Useful Resources:

- Articles of Association of the company – the company's constitutional document which should be based on the February 2015 model available on the DfE website
- Academy Trust Handbook – a key document which sets out the framework for multi-academy trust companies reflecting their status as companies, charities and public bodies. Compliance with the Academy Trust Handbook is required through the company's Funding Agreement with the Secretary of State
- Master Funding Agreement – the agreement entered into between the company and the Secretary of State to receive public funds for the establishment and running of academies
- Supplemental Funding Agreement - the agreement(s) entered into between the company and the Secretary of State which sets out how each of the academies in the company will be operated
- Memorandum of Understanding between the Catholic Church and the department for Education (April 2016) – sets out the key principles to inform the working relationship between the DfE, the CES and the Catholic dioceses with regard to Catholic schools becoming academies
- Charity Commission Guidance 'CC3: the essential trustee: what you need to know, what you need to do'
- CES Governor skills audit
- CES Governing Body Self-Evaluation Form

- CES Governance Statements
- CES Code of Conduct
- CES Protocol between dioceses and schools
- CES 'A clarification of roles and responsibilities'
- CES Recruitment Resources for Foundation Directors and Foundation Governors
- CES website best practice guidance for governor recruitment
- CES governor recruitment campaign guide
- CES Equality Act Guidance for Catholic Schools
- CES Guidance on Public Sector Equality Duty in England
- CES Guidance on Public Sector Equality Duty in Wales
- CES 'Pupils of Other faiths in Catholic Schools'
- CES 'Catholic Schools, Children of Other Faiths and Community Cohesion'
- CES Checklist for External Speakers in Schools
- [CES Protocol for inspection of publicly funded schools with a religious character]
- List of statutory policies for schools (DfE document but link available on the CES website)

B. FINANCE					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Appointment of auditors	Receive annual accounts of the company	<p>Appoint the external auditors and issue a letter of engagement for the external auditor's contract</p> <p>Appoint an audit committee to inform the Governance Statement and to provide assurance, as far as possible, the company's external auditors ND</p>			
2.Appointment of finance personnel		<p>Appoint an Accounting Officer ND</p> <p>Appoint a chief financial officer (which can be the finance director, school business manager or equivalent) to lead on finance</p> <p>Appoint a finance committee (as per the Academy Trust Handbook)</p>	CEO or designated senior executive to act as the Accounting Officer		
3.Budgeting and financial control		<p>Ensure compliance with the requirements in the Academy Trust Handbook</p> <p>Approve and keep under review the financial scheme of delegation ND</p> <p>Determine and communicate service charges to the LGBs relating to the provision of centralised functions OR agree top-slice and all centralised services and what must be paid for separately by each academy in the company.</p> <p>Approve the annual balanced budget for the company and each academy in the company to include overall approval of management accounts for each individual academy (and minute it)</p> <p>Budget plan on a 5-year rolling basis</p> <p>Consider monthly budget monitoring reports and take action as necessary</p> <p>Submit the budget forecast to the ESFA</p> <p>Approve any significant changes to the approved budget</p> <p>Monitor income, expenditure, cash flow and balance sheet of the company and take appropriate action where necessary to ensure appropriate use of funds and to balance the company's books</p>	<p>Take action as required by the directors to meet all requirements of the Academy Trust Handbook</p> <p>Prepare the financial scheme of delegation and take any action as determined by the directors following their review of it</p> <p>Support the directors, and carry out any instructions from them, relating to their responsibilities for budget planning and ensuring the ongoing viability of the company and the academies within it</p> <p>Monitor the income, expenditure, cash flow and balance sheet of the company and produce monthly budget monitoring reports for the directors highlighting any concerns or issues</p> <p>Report to the directors on the financial performance of the company at least 3 times per year</p> <p>Ensure proper financial controls are in place</p> <p>Support the directors and LGB to ensure robustness of benchmarking in terms of value for money of the</p>	<p>Work within the academy's annual delegated budget.</p> <p>Monitor expenditure of the academy and report any issues to the senior executive leadership/directors</p> <p>Ensure any variances from the budget are reported to the Finance Committee/board of directors</p> <p>Ensure proper financial controls are in place at the academy</p> <p>Assist the senior executive leadership to produce a report on the effectiveness of central services, as may be required</p>	<p>Work with the SEL in preparing of the annual budget for the academy.</p> <p>Monitor expenditure of the academy and report any issues to the LGB/senior executive leadership</p> <p>Prepare monitoring reports for the LGB and summary reports for the Finance Committee to feed up to the board of directors as appropriate</p> <p>Ensure proper financial controls are in place at the academy</p>

B. FINANCE					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
		<p>Ensure proper financial controls are in place</p> <p>Ensure robustness of benchmarking in terms of company value for money</p> <p>Receive a report on the effectiveness of central services from the senior executive leadership and take action, as appropriate</p> <p>Ensure any company borrowing has received ESFA approval</p>	<p>company and, also, the individual academies</p> <p>Report to the directors on the effectiveness of central services, as appropriate, and take action as directed by them</p> <p>Comply with the ESFA requirements in respect of borrowing by the company</p> <p>Open bank accounts</p>		
4.Accounting		<p>Ensure that the accounts are audited in accordance with the Diocesan/Religious Order Trustees' requirements relating to accounting for Church assets</p> <p>Produce, submit and publish annual audited accounts and report including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money</p>	<p>Support and advise the directors in respect of the annual accounts and report</p> <p>Support LGBs and headteachers in local academy monitoring and management of budgets and finances</p> <p>Consider any variances on delegated budget reported by the LGBs</p>	<p>Ensure the academy keeps proper records and provide information to assist the company to prepare the annual accounts or any other accounting matters</p>	<p>Keep proper records and provide information to assist the company to prepare the annual accounts or any other accounting matters</p>
5.Documents, policies and Procedures		<p>Adopt and review all financial policies as required by the Academy Trust Handbook and/or as recommended by the auditors and ensure that they meet the company's charitable objects</p> <p>Adopt and review the charging and remissions policy prepared by the senior executive leadership</p> <p>Ensure a register of business and pecuniary interests is maintained for the company</p> <p>Ensure that the company keeps all relevant financial records for at least 6 years after the end of the funding period to which they relate</p>	<p>Prepare all financial policies as required by the Academy Trust Handbook and/or as recommended by the auditors for adoption by the directors</p> <p>Prepare a charging and remissions policy for adoption by the directors</p> <p>Maintain a register of business and pecuniary interests for the company</p> <p>Keep all relevant financial records for at least 6 years after the end of the funding period to which they relate and ensure that retention meets data protection requirements</p>	<p>Maintain a register of business and pecuniary interests for the academy</p>	

B. FINANCE					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
6.Staffing		Agree pay for all headteachers, executive headteachers and senior executive leadership members, including CEO if appropriate ND	Support the directors to determine pay for all headteachers, executive headteachers and senior executive leadership members (taking into account that there may be a conflict of interest) Set up and approve staff expenses for the senior executive leadership	Provide local intelligence to the directors/senior executive leadership to inform decisions relating to headteacher pay	Set up and approve staff expenses at the academy in accordance with any company-wide policy Submit expenses in accordance with company-wide policy
7.School level matters			Monitor the provision of free school meals across the company and follow up with LGBs where there are any issues	Monitor the provision of free school meals to those pupils meeting the criteria and follow up where there are any issues	Ensure provision of free school meals to those meeting the criteria

Useful Resources:

- CES model Governance Statements for Academy Trust Companies

C. CONTRACTS					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Procurement		Adopt a company-wide competitive tendering policy and ensure OJEU procurement thresholds are observed ND Ensure transparency in relationships with connected parties	Prepare a company-wide competitive tendering policy for adoption by the directors Develop company-wide procurement strategies and efficiency savings programme (in line with the company-wide policy) and review opportunities for collaborative procurement	Support the directors in their monitoring and evaluation of the delivery of any central services and functions provided or procured by the company for the academy	
2.Ethical considerations		Ensure the business of the company is conducted ethically and in line with corporate social responsibility indicators to ensure that all suppliers used take account of economic, social and environmental factors insofar as permitted by the Academy Trust Handbook	Conduct the business of the company ethically and in line with corporate social responsibility indicators to ensure that all suppliers used take account of economic, social and environmental factors insofar as permitted by the Academy Trust Handbook	Ensure the business of the academy is conducted ethically and in line with requirements set by the directors to ensure that all suppliers used take account of economic, social and environmental factors	Conduct the business of the academy ethically and in line with corporate social responsibility indicators to ensure that all suppliers used take account of economic, social and environmental factors insofar as permitted by the Academy Trust Handbook
3.Entering into contracts		Approve any service contracts for directors of the company (subject to any policy on conflicts of interest/pecuniary interests/connected party transactions) Set the delegated levels of authority for contracts Approve contracts with a value above £100,000 Approve contracts which constitute related party transactions	Enter into contracts up to the limits of delegation and within an agreed budget	Enter into contracts up to the limits of delegation and within an agreed budget	Enter into contracts up to the limits of delegation and within an agreed budget
4.Payments and expenses		Set up and approve a directors' expenses policy in accordance with the company's conflicts of interest policy	Make payments within agreed financial limits	Make payments within agreed financial limits	Make payments within agreed financial limits Act as a signatory of an academy specific bank account in accordance with the company's financial regulation

D. STANDARDS					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1. Monitoring and reporting		<p>Receive an annual report from the CEO/senior executive leadership on standards</p> <p>Receive a termly report from the senior executive leadership/standards committee and the headteachers regarding standards</p> <p>Report any relevant information to the Bishop in order to provide assurances that standards across the academies in the company are being met</p> <p>Intervene, in a timely manner, where standards fall below that which is expected of the academies within the company</p> <p>Set company-wide performance management targets relating to standards, if necessary</p>	<p>Provide an annual report on standards to the directors</p> <p>Provide a termly report to the directors (via standards committee possibly) regarding standards and raise concerns and provide strategies</p> <p>Generally, act effectively to ensure high standards, draw up and implement plans if standards are not rising, set up support strategies and alert the directors to any shortcomings or fall in standards before they become serious</p> <p>Share external information and intelligence across the company from DfE/Ofsted etc. relating to standards</p> <p>Provide oversight of the target setting for pupil achievement and progress by the headteachers and monitor against targets</p> <p>Monitor the KPI figures reported from the headteachers relating to standards and take up any issues with the LGB and report to the directors</p>	<p>Monitor the KPI figures reported from the headteacher relating to standards and report any issues to the senior executive leadership</p>	<p>Report bi-termly KPI figures to the senior executive leadership and the LGB relating to standards</p> <p>Set targets for pupil achievement and progress and monitor against targets and report findings to the LGB/senior executive leadership</p>
2. Appointment of committees		Appoint an education standards committee	Assist the directors as required with regard to any issue or matter raised by the standards committee	Designate a member of the LGB as governor responsible for standards at the academy and ensure that such governor report to the senior executive leadership as appropriate.	Report on standards at the academy to the governor designated with responsibility for standards, as appropriate.
3. Ofsted		<p>Liaise with Ofsted and assist the academies with inspections</p> <p>Direct senior executive leadership as appropriate where concerns are raised relating to inspections</p>	<p>Liaise with Ofsted as required by the directors</p> <p>Prepare the company for inspection and manage the process where the impact of the company is under review</p> <p>Support LGBs and principals/headteachers where there is an individual academy inspection</p> <p>Advise LGBs where any concerns are raised relating to inspections and report to the directors for any further action</p>	<p>Ensure the academy is prepared for an inspection and support the principal/headteacher</p> <p>Report any concerns relating to inspection to the senior executive leadership</p>	<p>Prepare and brief staff and appropriate personnel ready for inspection</p> <p>Report any concerns relating to inspection to the LGB/senior executive leadership</p>
4. School level matters			Support the LGB and headteachers to develop an academy development plan	Develop and approve the academy development plan and monitor its impact, reporting any issues to the	In conjunction with the LGB and senior executive leadership, prepare a draft academy

D. STANDARDS					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
				senior leadership/directors executive	development plan for approval by the LGB

E. CURRICULUM					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Appointment of committees		Appoint a curriculum committee			
2.Curriculum		Set KPIs and ensure curriculum committee enforces these	Advise directors on the setting of KPIs Review the contents and delivery of the curriculum across the academies including compliance with any funding agreement requirements and take action where there are any shortcomings	Approve the curriculum proposed by the headteacher (to the extent that it is consistent with the company-wide policy) Ensure that the curriculum of the school, including all the subjects of the National Curriculum, is taught in the light of the Gospel values and actively promotes the spiritual and moral development of its pupils Ensure that RE is in accordance with the Curriculum Directory and the bishop's policy and that it constitutes 10% of the weekly timetable in the academy in accordance with the tenets and norms of the Catholic church (or 5% for KS5) Ensure that the headteacher is complying with the requirement to provide a daily collective act of worship in accordance with the rites, practices, disciplines and liturgical norms of the Catholic church and take action to address any issues, as appropriate Ensure that relationships and sex education is taught in accordance with the social and moral teachings of the Catholic Church having regard to any company-wide policy Monitor the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the academy and take action where any issues arise	Ensure that the curriculum of the school, including all the subjects of the National Curriculum, is taught in the light of the Gospel values and actively promotes the spiritual and moral development of its pupils Ensure the curriculum is appropriately delivered at the academy Ensure that religious education is in accordance with the teachings, doctrines, discipline and norms of the Catholic church, both as a core subject and integrated into other subject areas Ensure that religious education constitutes 10% of the weekly timetable of the academy in accordance with the tenets and norms of the Catholic church (or 5% for KS5) Make provision for a daily collective act of worship in accordance with the rites, practices, disciplines and liturgical norms of the Catholic church
3.Policies and procedures		Determine a company-wide curriculum policy to ensure provision of a balanced and	Prepare and oversee the implementation of a company-wide curriculum policy, particularly that each academy in the	Ensure the company policies are applied at the academy	Implement the policies that are adopted by the academy and ensure that they are complied with

E. CURRICULUM					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
		<p>broadly-based curriculum. This will include ND:</p> <p>Ensuring that the Catholic character of company permeates the curriculum and life at each of the academies in the company</p> <p>Ensuring that every pupil is well-equipped to follow their vocation as active citizens in service to the world</p> <p>the curriculum, extra-curricular activities and ethos will prepare pupils for life in modern Britain; and</p> <p>A written policy on relationships and sex education, in accordance with any diocesan policy and/or CES policy, which shall be taught in accordance with the social and moral teachings of the Catholic church</p> <p>Determine a company-wide policy on religious education and collective acts of worship in accordance with the Bishops' Conference Curriculum Directory and the tenets and norms of the Catholic church</p> <p>Ensure 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 academies in the company</p>	company preserves and develops its Catholic character through the curriculum		

Useful Resources

- Catholic Values and 'British Values' Practical Advice from the CES
- CES resources on Relationship and Sex Education including:
- A model Primary Catholic RSE curriculum
- A model Secondary Catholic RSE curriculum
- A model policy for relationship & sex education
- Good practice in developing a school RSE policy
- Catholic RSE Quality Standard
- Governor audit for monitoring RSE
- Who is responsible for teaching RSE to children and young people
- Outstanding RSE in a Catholic context - A case study

F. SPECIAL EDUCATIONAL NEEDS & DISABILITIES					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Appointments		Appoint a lead SEND director		Appoint a local governor responsible for SEND and inclusion	Designate a teacher to be responsible for coordinating SEND provision
2.Compliance		<p>Ensure training and legal compliance issues</p> <p>Review report on SEND produced by the senior executive leadership and address any shortcomings through the senior executive leadership as appropriate</p>	<p>Ensure compliance with legal requirements relating to SEND within the academies and the provision of training to ensure such compliance</p> <p>Produce a report to the directors on SEND provision across the company and take action as they direct. In particular, the senior executive leadership should identify any local SEND offer gaps and take action to address such gaps with director approval</p> <p>Review KPIs across the academies for identification of any areas of concern for referral to the directors</p>	Ensure compliance with legal requirements relating to SEND within the academy	<p>Implement and comply with the legal requirements relating to SEND at the academy</p> <p>Liaise with the local authority in respect of pupils who have, or might have, SEND</p> <p>Make provision for SEND pupils with or without a statement or EHC Plan</p>
3.Documents, policies and procedures		<p>Adopt a company-wide SEND policy ND</p> <p>Consider the safeguarding audit outcomes and instruct the senior executive leadership to address any shortcomings, as appropriate</p>	<p>In accordance with directions from the directors, prepare the company's SEND policy for adoption by the directors</p> <p>Provide oversight of the implementation of the company-wide SEND policy</p> <p>Carry out a company-wide safeguarding audit and report the outcomes to the directors for action, as appropriate</p>	<p>Review and maintain the academy's SEND policy</p> <p>Provide oversight of the implementation of the policy within the academy and compliance with the legal requirements relating to disability and report to the senior executive leadership/directors</p> <p>Assist the senior executive leadership with the safeguarding audit at the academy</p>	<p>Implement the SEND policy in the academy</p> <p>Assist the senior executive leadership with the safeguarding audit at the academy</p>

G. SAFEGUARDING					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1. Monitoring and reporting		Instruct the senior executive leadership on action to be taken where safeguarding practice in the academies is falling short of the standards expected	Monitor safeguarding practice (including compliance with legislation) across the company and report to the directors (as matters arise and at least annually) for instructions for action where safeguarding practice is falling short of the standards expected Report to the directors on the procedures in place for safeguarding Identify training needs and report to the directors	Ensure that safeguarding practices are followed at the academy and report any shortcomings to the senior executive leadership Identify training needs and report to the senior executive leadership	Implement and comply with any safeguarding practices at the academy and report any shortcomings to the LGB/senior executive leadership
2. Compliance		Ensure training and legal compliance issues Ensure the single central record is maintained for all company-based and cross-school appointments	Arrange training to ensure legal compliance Monitor directors' compliance with the duty to maintain the single central record and take appropriate action where there are any shortcomings	Ensure completion of the single central record and its regular updating	Maintain the single central record Ensure compliance with all relevant regulations e.g. risk assessments, health and safety etc.
3. Recruitment and appointments relating to safeguarding		Ensure that at least one director on any recruitment panel has up to date safeguarding training Ensure safer recruitment training is made available to all governors and senior leaders	Ensure directors have up to date safer recruitment and general safeguarding training Ensure that each academy has appointed a designated teacher to support looked after children	Appoint a designated governor for safeguarding Ensure that at least one governor on any recruitment panel has up to date safeguarding and safer recruitment training	Appoint a designated teacher to support looked after children and to ensure the role is compliant with statutory guidance Appoint a designated safeguarding lead and clearly identify them and all other qualified safeguarding staff
4. Documents, policies and procedures		Adopt a company-wide safeguarding and child protection policy bearing in mind local variance if the company spans more than one local authority area ND Adopt a company-wide policy regarding school trips ND	Make arrangements for safeguarding audits to be conducted by independent personnel Prepare a company-wide safeguarding and child protection policy for adoption by the directors bearing in mind local variance if the company spans more than one local authority area Put in place effective systems for safeguarding pupils and take appropriate action where these are not followed	Review and maintain a safeguarding and child protection policy for the academy (consistent with the company-wide policy)	Implement the safeguarding and child protection policy at the academy

H. BEHAVIOUR					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Exclusions		Review the use of exclusions across the company and ensure that appropriate action is taken by the senior executive leadership	Review the overall pattern of exclusions across academies and report to the directors, taking any action they direct	Convene a committee to review any exclusion of a pupil Review the overall pattern of exclusions at the academy and report to the senior executive leadership/directors	Exclude a pupil for a fixed term or permanently, as appropriate
2.Documents, policies and procedures		Adopt a company-wide behaviour policy that reflects the Catholic character, ethos and values of the company ND Adopt a company-wide exclusions policy	Prepare a company-wide behaviour policy for adoption by the directors Prepare a company-wide exclusions policy for adoption by the directors	Assist the headteacher to prepare a behaviour policy for the academy in line with the company-wide policy Assist the headteacher to prepare an exclusions policy for the academy in line with the company-wide policy	With the LGB, prepare a behaviour policy for the academy in line with the company-wide policy With the LGB, prepare an exclusions policy for the academy in line with the company-wide policy Ensure effective operation of all policies at the academy

I. ADMISSIONS					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Place planning		<p>Assist the diocese with any requirements it may have relating to the Bishop's duty to ensure that there are sufficient school places available for the baptised Catholic children resident in his area</p> <p>Receive an annual report from the senior executive leadership and share the report with the Diocesan Education Service to assist the Bishop in his responsibilities relating to place planning</p> <p>Obtain diocesan approval to expand school places across the company</p>	<p>Prepare an annual report to the directors on the need for school places within the local community, using local intelligence, which will be used to assist the Bishop with his school place planning duties across the diocese</p>	<p>Assist the senior executive leadership to prepare an annual report to the directors on the need for school places within the local community, using local intelligence, which will be used to assist the Bishop with his school place planning duties across the diocese</p>	<p>Advise the LGB/senior executive leadership in respect of the need for future places at the academy which will assist the senior executive leadership to prepare their annual report on the need for school places</p>
2.Admissions arrangements		<p>[Determine the extent to which the directors will delegate the responsibility for determining admissions arrangements to the academies and insert here. This section of the table is based on feedback from the CES academies working group which determined that it is usual practice for the directors to delegate admissions arrangements and decisions to the LGB]</p> <p>Comply with Diocesan guidance on admissions</p> <p>Comply with the Schools Admissions and Appeals Codes</p>	<p>Prepare the company-wide admissions policy (taking into account any Diocesan guidance and the Schools Admissions and Appeals Codes) which will set out the parameters within which the LGB may determine admissions arrangements</p> <p>Provide oversight, and support, of the implementation of admissions arrangements across the company</p> <p>Ensure that the impact of any proposed changes to an academy's admission arrangements are considered in light of the other academies in the company and other catholic schools generally in the diocese Report to the directors regarding admissions arrangements across the academies in the company</p> <p>Ensure effective arrangements are in place for pupil recruitment to the academies in the company</p> <p>Provide advice and guidance to directors regarding the requirements of the Schools Admissions and Appeals Codes</p>	<p>Undertake consultation, determine and publish admissions arrangements as required in accordance with the company-wide admissions policy</p> <p>Make arrangements for determining admissions and hearing admission appeals</p> <p>Ensure effective arrangements are in place for pupil recruitment</p> <p>Contribute to the development of the academy prospectus (if there is one)</p>	<p>Provide advice and guidance to the LGB and the directors as to requirements under the School Admissions and Appeals Codes</p> <p>Make arrangements for determining admissions and hearing admissions appeals in line with the company-wide policy</p> <p>Participate in local admissions forum</p> <p>Ensure participation in the fair access protocol</p> <p>Ensure effective arrangements are in place for pupil recruitment to the academy</p>
3.Documents, policies and procedures		<p>Adopt the company-wide admissions policy prepared by the senior executive leadership and ensure that it complies with all diocesan requirements ND</p>	<p>Work with the diocese to produce a company-wide admissions policy for adoption by the directors and ensure</p>	<p>Adopt the company-wide admissions policy in the academy</p>	<p>Ensure compliance with the company-wide admissions policy</p>

I. ADMISSIONS					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
		Review and approve all academy admissions policies before they are determined and published by the LGB	that it complies with all diocesan requirements Ensure all policies are reviewed by the directors and are compliant with the School Admissions and Appeals Codes		

Useful Resources:

- Diocesan guidance on admissions
- CES Guidance on Eastern Catholic Churches

J. OTHER PUPIL RELATED MATTERS					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Complaints		<p>Adopt a company-wide complaints policy and receive reports from the senior executive leadership regarding the level of complaints across the company ND</p> <p>Notify the diocese of any school level complaints. The directors <i>must</i> notify the diocese of any complaints or issues that could bring into disrepute the Catholic character of the company and/or the academies within it</p>	<p>Prepare a company-wide complaints policy for adoption by the directors and publish the policy on the company's website following adoption</p> <p>Review the level of complaints across the company and report to the directors outlining the changes initiated as necessary to address any issues</p>	<p>Adopt an academy complaints policy (consistent with the company-wide policy)</p> <p>Hear complaints at the relevant stage</p>	<p>Prepare an academy complaints policy consistent with the company-wide policy for adoption by the LGB and hear complaints at the relevant stage</p>
2.School level matters		<p>Review data provided by the senior executive leadership/LGB relating to pupil premium and sports premium and take action to address any issues, as appropriate</p> <p>Set the times of academy sessions and the dates of academy terms and holidays in conjunction with the LGBs</p> <p>Ensure that the academy meets for 380 sessions in an academy year</p>	<p>Monitor the levels of attendance in the academies and the use of home-academy agreements and report termly to the directors</p> <p>Monitor the impact of the pupil premium/sports premium across the company and report to the directors</p>	<p>Consult with directors on the times of academy sessions and the dates of academy terms and holidays times</p> <p>Review attendance and pupil absences</p> <p>Support the company and the headteacher in the extended school provision in the academy</p> <p>Ensure effective arrangements are in place for pupil support and representation at the academy</p> <p>Appoint a local governor responsible for statutory grants including pupil premium and sports premium</p> <p>Monitor the impact of the pupil premium and the sports premium in the academy and advise senior executive leadership/directors</p> <p>Support and advise the headteacher to determine KPIs</p> <p>Monitor that the school lunch provision at the academy meets the appropriate nutritional standards and take action, as appropriate, if not</p>	<p>Comply with times of academy sessions and the dates of academy terms and holidays as set by the directors</p> <p>Maintain a register of pupil attendance and report on attendance and pupil absences (as part of the KPIs) to the LGB</p> <p>Determine key priorities and KPIs against which pupil progress can be measured</p> <p>Review and maintain home-academy agreements, if appropriate, which should reflect support for the academy's Catholic character</p> <p>Ensure effective deployment of the pupil premium and monitor its impact, reporting any issues to the LGB</p> <p>Ensure that the school lunch provision at the academy meets the appropriate nutritional standards</p>

K. STAFFING					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Appointments		<p>Appoint a HR committee to oversee recruitment, induction, training, CPD, wellbeing, dismissals and other HR processes for all staff within the company at a strategic level</p> <p>Ensure that certain posts are filled by practising Catholics in observance of the Bishops' Memorandum on Appointment of Teachers in Catholic Schools,</p> <p>Ensure that diocesan protocol is followed in respect of the appointment of any other senior post which directly affects the Catholic mission of the company and its academies, including but not limited to the CEO, or other senior executive(s) and lay chaplains, and is in accordance with the Bishops' Memorandum on Appointment of Teachers in Catholic schools</p> <p>Ensure that the diocese is involved in any recruitment selection and appointment being made, particularly relating to any senior posts which directly affect the Catholic mission of the company and its academies</p> <p>Determine appointments to be made across one or more academy in the company in line with any diocesan protocol</p>	<p>Take any action relating to staff appointments across the company as required by the directors</p> <p>Ensure that the directors involve the diocese at the appropriate stages in any recruitment process</p>	<p>Support the directors in the process to appoint the headteacher and any other relevant post as requested by the senior executive leadership (acting with the delegated authority of the directors)</p>	<p>With the LGB, appoint teaching and non-teaching staff</p>
2.Staffing structures		<p>Determine and review any overarching management structures across the company and budget in accordance with diocesan policy ND</p> <p>Determine and review staffing structures across the company to ensure financial viability and sustainability whilst ensuring that the educational outcomes of the pupils are protected</p> <p>Approve any senior leadership and high level non-teaching structures as determined by the senior executive leadership</p> <p>Develop Catholic leadership within the company and the wider diocese</p>	<p>With directors' approval, determine the senior leadership and high-level non-teaching structures for each academy and advise the directors on the financial viability and sustainability of those structures whilst ensuring that the educational outcomes of the pupils are protected</p> <p>Monitor and review staffing changes across the company and report any issues to the directors</p> <p>Support the headteachers to determine staffing structures at the academy</p>	<p>Having regard to the company's strategic plans, support the headteacher in the development and review (from time to time) of an appropriate staffing structure for the academy and for the appointment of academy staff and to ensure that the academy is fully staffed in accordance with that structure</p>	<p>Determine staffing requirements within the academy and budget</p>

K. STAFFING					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
			Take action as required by the directors to develop Catholic leadership within the company and the wider diocese		
3.Pay		Establish a pay committee	Review pay across the academies to guard against equal pay claims and to seek opportunities for harmonisation of pay, where appropriate	Advise and support the directors to determine headteachers' pay	
4.Terms and conditions of employment		Ensure harmonisation of terms and conditions of employment across the company to avoid the risk of employment claims considering legal requirements relating to, in particular, equal pay, discrimination and TUPE transfers	Review the terms and conditions of employment across the academies and advise the directors where there is a possibility of employment claims and/or unrest in the workforce and take any action as directed by the directors to ensure that this risk is minimised/removed	Review the terms and conditions of employment across the academy and advise the senior executive leadership where there is a possibility of employment claims and/or unrest in the workforce and take any action as directed by the senior executive leadership to ensure that this risk is minimised/removed	
5.Performance management		<p>Conduct the performance management review of the senior executive leader/ CEO (acting through the pay committee) ND</p> <p>Conduct the performance management review of the company secretary and the clerk (acting through a committee)</p> <p>With the senior executive leadership and the local governing body, performance manage the headteachers</p>	Senior executive leader/CEO to conduct the performance management review of the other executive leaders with support from the relevant committees e.g. pay committee, HR committee with the directors and the LGB, performance manage the headteachers	Support the senior executive leadership and the directors as appropriate, to conduct the performance management of the headteacher	Conduct the performance management and pay progression of staff in the academy in line with the academy's pay policy and appraisal policy
6.Suspension and dismissals		<p>Suspend and dismiss all executive leadership posts</p> <p>Suspend and dismiss the company secretary and clerk</p> <p>Notify the diocese of any suspension or action taken under a disciplinary policy which could result in dismissal of a staff member, particularly where any misconduct may bring the Catholic character of the company and its academies into disrepute</p>	<p>Senior executive leader/CEO to assist the directors to suspend and dismiss all other executive leadership posts, as required by the directors</p> <p>With the advice and approval of the directors and the diocese, suspend and dismiss the headteachers (including any executive headteacher or Head of School), deputy headteacher, head of religious education and lay chaplain employed by the company</p>	Suspend or dismiss teaching and non-teaching staff in consultation with the senior executive leadership	

K. STAFFING					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
7.Documents, policies and procedures		<p>Ensure the adoption of CES employment documents (with amendments where appropriate), including the model contracts of employment and workplace policies, in observance of the Bishops' Memorandum on Appointment of Teachers in Catholic Schools</p> <p>Ensure consultation with staff and trade union officials/representatives before adoption of workplace policies, as appropriate</p> <p>Adopt a pay policy</p> <p>Adopt company-wide staff policies and procedures ND</p> <p>Put in place an appropriate whistleblowing procedure</p>	<p>Prepare a pay policy for adoption by the directors</p> <p>Advise the directors on suitable company-wide policies and procedures and ensure their effective implementation, in particular the CES model employment documents pursuant to the Bishops' Memorandum on the Appointment of Teachers in Catholic Schools</p>	<p>Ensure the company's policies on all HR matters are implemented in the academy</p> <p>Monitor and scrutinise the implementation of the company's policies at the 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</p>	Implement the company-wide policies and procedures in the academy
8.Miscellaneous			<p>Ensure that there is effective communication between all levels of governance in the company</p> <p>Where there is no capital cost Applications for non-contentious ill health retirement or other similar occurrences can be approved by the SEL and reported to the appropriate committee.</p>	<p>Ensure that there is effective communication between the headteacher and the senior executive leadership, HR committee and pay committee</p>	Recommend applications for early retirement, secondment and leave of absence to the SEL

Useful Resources:

- The Bishops' Memorandum on Appointment of Teachers in Catholic Schools
- CES model employment documents, including the User Guide
- CES Guidance Note on Recruitment of Staff for Governing Bodies
- CES Guidance and Model Policy on Disqualification under the Childcare Act 2006

L. COMMUNICATIONS AND INFORMATION MANAGEMENT					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Compliance		<p>Refer any direct communications from RSCs to the diocese</p> <p>Notify the diocese of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc.</p> <p>Work with the diocese to respond to any media interest and ensure that any public statements and/or responses to media enquiries are approved by the diocese</p>	<p>Refer any direct communications from RSCs to the directors</p> <p>Notify the directors of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc. for further reporting to the diocese</p> <p>Ensure compliance with all data protection legislation and good practice across the academies</p> <p>Develop and implement an integrated ICT strategy to ensure compatibility of systems across all the academies in the company to facilitate maximum efficiency and cohesiveness and report any issues to the directors</p> <p>Support the individual academies on the effective safe storage of data</p> <p>Maintain accurate and secure staff records for the senior executive leadership</p> <p>Ensure that registration with the Information Commissioner's Office is up to date</p> <p>Maintain and develop the company's website</p> <p>Register the company with the Information Commissioner's Office and maintain such registration</p>	<p>Refer any direct communications from RSCs to the directors/senior executive leadership</p> <p>Notify the directors/senior executive leadership of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc. for further reporting to the diocese</p> <p>Forward any media interest to the directors/senior executive leadership and ensure that any public statements and/or responses to media enquiries are approved by the directors</p> <p>Ensure systems in place are in line with the company's strategy at the academy for effective communication with pupils, parents or carers, staff, parish priests, diocese and the wider community including the support of a local parent teacher association (if established)</p>	<p>Refer any direct communications from RSCs to the LGB/senior executive leadership</p> <p>Notify the LGB/senior executive leadership of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc. for further reporting to the directors</p> <p>Forward any media interest to the directors/senior executive leadership/LGB and ensure that any public statements and/or responses to media enquiries are approved by the directors</p> <p>Ensure the publication of academy information, ensuring that all electronic communication, including web pages, are up to date</p> <p>Maintain accurate and secure staff records for the academy</p> <p>Ensure compliance with all data protection legislation and good practice at the academy</p> <p>Liaise with the senior executive leadership on the accessibility plan for the academy</p>
2.Documents, policies and procedures		Adopt data protection policies and procedures to comply with legislation relating to data protection and freedom of information	Prepare a company-wide data protection policy for adoption by the directors	Ensure the effective implementation of the data protection policies and procedures in the academy	Implement and comply with the academy's data protection policy

Useful Resources:

- CES Guidance Note on the Data Protection Act 1998
- CES Guidance Note on Freedom of Information
- CES Press Release: Writing Best Practice Guide
- CES model Diocesan Communications Protocol

M. HEALTH & SAFETY					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1.Health & Safety		Adopt a company-wide health and safety policy ND	<p>Prepare a company-wide health and safety policy for the directors' approval</p> <p>Monitor and support the implementation of the company-wide health and safety policy and report any issues to the directors</p> <p>Draw up, agree and monitor an accessibility plan for each academy in consultation with the headteachers, reporting any issues to the directors</p>	<p>Adopt the health and safety policy (in line with the company-wide policy)</p> <p>Appoint a local governor responsible for health and safety</p> <p>Review the implementation of the health and safety policy and ensure that appropriate risk assessments are being carried out in the academy</p> <p>Conduct site inspections to review any health and safety issues and the security of premises and equipment</p>	<p>Prepare a health and safety policy for the academy (in line with the company-wide policy) for adoption by the LGB</p> <p>Monitor the accident book and agree appropriate actions with the LGB/senior executive leadership</p> <p>Ensure suitable risk assessments are prepared and appropriate actions taken</p> <p>Review security of premises and equipment</p>

N. RISK					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
		<p>Appoint a risk and audit committee</p> <p>Adopt the disaster recover/business continuity plan for the company and the academies within it and monitor that each academy has implemented such plans</p> <p>Review risk management and the risk register kept by the senior executive leadership</p> <p>Approve insurance arrangements in accordance with Diocesan/Religious Order Trustees' requirements</p> <p>Commence or settle any litigation proceedings ND</p> <p>Provide any relevant and appropriate guarantees and indemnities as authorised by the members/Diocesan Trustees/Religious Order Trustees and in accordance with any requirements prescribed by the Academy Trust Handbook and/or the ESFA</p>	<p>Prepare a disaster recover/business continuity plan for the company and the academies within it and report to the directors on how the plan is being implemented in each academy</p> <p>Prepare and maintain a company-wide risk register</p> <p>Review the risk reports provided by the LGBs and make any recommendations/notifications to the directors as appropriate</p> <p>Ensure that any necessary actions are taken to eliminate/reduce any identified risks</p> <p>Provide the directors with all relevant information and requirements relating to warranties and indemnities as prescribed by the Academy Trust Handbook and/or the ESFA</p>	<p>Ensure the academy complies with the disaster recover/business continuity plan for the academy</p> <p>Review the risk register of the academy and prepare a risk report for the senior executive leadership/directors</p>	<p>Implement and ensure that the academy is compliant with the disaster recover/business continuity plan for the academy</p> <p>Prepare the risk register for the LGB having regard to the risks identified by the senior executive leadership and audit processes</p>

Useful Resources

- Church Scheme Rules on RPA for Church Academies

O. SCHOOL ESTATE					
Action	Members	Directors	Senior executive leadership (SEL)	Local Governing Body (LGB)	Principal/headteacher
1. Insurance		Approve insurance arrangements in accordance with Diocesan/Religious Order Trustees' requirements	Procure buildings and related insurance for the company and all the academies within it ensuring compliance with Diocesan/Religious Order Trustees' requirements	Ensure compliance with all insurance obligations/requirements at the academy	Ensure compliance with all insurance obligations/requirements at the academy
2. School land and buildings		<p>Ensure that the company follows the Joint CES and National Society document "The Accounting Treatment of Land Occupied by Church Academies" as published from time to time</p> <p>Review and maintain any buildings strategy and asset management planning arrangements in accordance with any requirements set by the Diocesan/Religious Order Trustees, including seeking their agreement to any such plans as appropriate</p> <p>Apply to the Diocesan/Religious Order Trustees for any funding/consent to building works before undertaking any works</p> <p>Select, plan and oversee any capital projects and buildings improvements as agreed by the Diocesan/Religious Order Trustees and in accordance with all diocesan protocols</p> <p>Apply to the Diocesan/Religious Order Trustees for permission for change of use of assets</p> <p>Ensure land and buildings are maintained and fit for purpose</p>	<p>Make any proposals relating to the school estate to the directors in accordance with any requirements set by the Diocesan/Religious Order Trustees</p> <p>Provide evidence of compliance with all statutory requirements for works e.g. planning approval, listed buildings consent, buildings regulations consent etc.</p> <p>Prepare any buildings strategy and asset management planning arrangements in accordance with any requirements set by the Diocesan/Religious Order Trustees and ensure that agreement has been sought from them, as appropriate</p> <p>With agreement from the Diocesan/Religious Order Trustees, advise the directors and manage, in conjunction with them, any capital and building improvement grants</p> <p>Prepare a report for the directors to share with the Diocesan/Religious Order Trustees on the overall state of the school estate</p> <p>Ensure all statutory testing and maintenance requirements are complied with e.g. asbestos management plan, fire risk assessments, water hygiene, electrical safety etc.</p>	<p>Monitor the arrangements for the effective supervision of building maintenance and minor works and take up any issues with the senior executive leadership</p> <p>Seek approval from the directors for any changes to fixed assets used by the academy</p>	
3. Lettings		Adopt a company-wide lettings policy in accordance with the Diocesan/Religious Order Trustees' requirements ND	Prepare a company-wide lettings policy in accordance with the Diocesan/Religious Order Trustees' requirements for adoption by the directors	Ensure the company-wide lettings policy is implemented at the academy	Implement and comply with the company-wide lettings policy in the academy

Useful resources

- CES model Protocol between dioceses and multi-academy trust companies
- Joint CES and National Society document "The Accounting Treatment of Land Occupied by Church Academies"
- Catholic Church Insurance Association: Guidance for Roman Catholic Parishes when letting Diocesan Premises



ST TERESA OF CALCUTTA ROMAN CATHOLIC MULTI ACADEMY TRUST COMPANY FINANCIAL SCHEME OF DELEGATION

1.0 Introduction

The Financial Scheme of Delegation provides a framework which enables Trust business to be carried out lawfully and efficiently, ensuring that decisions are not delayed and are taken at the appropriate level. It forms part of the overall corporate governance framework for the Trust. This document should be read in conjunction with the following documents:

- Code of Conduct
- Governance Handbook
- Trust Scheme of Delegation
- Academy Trust Handbook
- Procurement Policy
- Financial Regulations

2.0 Scope

The Financial Scheme of Delegation aims to clarify the financial approval delegations within the Trust. Any delegations given to staff should be exercised in accordance with the Scheme of Delegation, Procurement Policy and relevant policies, procedures, plans, strategies and budgets.

3.0 Roles and Responsibilities **The Board of Directors**

The board is responsible for overseeing the financial performance of the trust. The main responsibilities of the board are prescribed in the Funding Agreement between the Trust and the ESFA, the ATH and in the Trust's Scheme of Delegation, i.e.:

- ensuring that the grant from the ESFA is used only for the purposes intended;
- ensuring that funds from sponsors are received according to the Trust's Funding Agreement, and are used only for the purposes intended;
- approval of the annual Trust Revenue and Capital budget and carry forwards.

Audit and Risk Committee (ARC)

The RAR Committee comprises directors and they advise the board on the following matters:

- the strategic processes for risk, control and governance; financial policies,
- the Annual Report and Financial Statements of the organisation, including review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors;
- the planned activity and results of both internal and external audit;
- adequacy of management response to issues identified by audit activity, including external audit's management letter;
- assurances relating to the management of risk and corporate governance requirements for the organisation;
- proposals for tendering for either internal or external audit services or for purchase of non-audit services from contractors who provide audit



- services;
- anti-fraud policies, whistle-blowing processes and arrangements for special investigations;
- the RARC will periodically review its effectiveness and report the results to the board

The CSEL (also the Accounting Officer)

The AO has a personal responsibility to Parliament, and to the ESFA's Accounting Officer, for the Trust's financial resources.

- Provides the professional leadership of the trust, working closely with the board, to ensure the proper and effective management of the Trust's resources and to provide the necessary accountability for their use.
- Advises the board and holds Headteachers to account for the financial performance and use of resources allocated to the school;
- Reviews and agrees the Self Evaluation Form (SEF), School Improvement Plan (SDIP) and Pupil Data;
- Headteacher appraisal.

The Chief Financial Officer

Leads on financial policy and practices across the trust, namely:

- providing strategic advice to the CEO, board, headteachers and governors on all financial matters;
- preparing the trust's annual financial forecasts, forecasts for corporate strategies;
- is accountable to the CEO for the proper financial operations of the trust;
- managing the finance team and overseeing the development and maintenance of financial systems and procedures, including appropriate finance systems; and
- is responsible for evaluating and reporting on financial risk management.

Headteacher

Provides strategic leadership for the school, which includes:

- all the statutory responsibilities and powers ascribed to headteacher under the most recent School teachers' pay and conditions document (STPCD);
- leads the school on a day to day basis and is the lead school improver; and
- accountable to local governors and the AO for the financial performance of the school.

Local Governing Body

Has statutory duties as identified in the DfE Governance Handbook, namely:

- holds the headteacher to account for the use of resources delegated to the school;
- receive the annual budget; and
- work with the headteacher to produce the SEF and SIP and curriculum structure within available resources.

Other staff

Other members of staff, primarily finance staff and budget holders, have financial responsibilities detailed in the following sections of this manual. All staff are responsible for the security of Trust property, for avoiding loss or damage, for

ensuring economy and efficiency in the use of resources and for conformity with the requirements of the Trust's financial procedures and regulations.

4.0 Terms and Definition

Accounting Officer	The Trust is required by its funding agreement with the Secretary of State for Education to designate a named individual as the 'accounting officer' and this designation confers legal responsibility for financial and administrative matters.
Annual Revenue Budget	The approved amount of spend of specified items. It provides a basis on which to monitor financial performance.
Budget holders	Headteachers or Senior leaders who have been allocated a budget to run the areas for which they are responsible for.
Budget manager	Managers of specific areas, who have been allocated a budget to exercise the activities for which they are responsible. They are accountable to Budget Holders for the expenditure that they incur and are required to take remedial action if their costs exceed the budget allocated to them.
Capital Budget	A capital budget relates to the acquisition or enhancing of fixed assets, such as improving buildings, furniture, equipment and ICT with a minimum cost of £1,000 and an expected useful life in excess of one year. This threshold applies to single items only with the exception of ICT assets which should be grouped.
Carry forward	The process of transferring resources between accounting years.
Contract	A legally binding agreement (including purchase orders, leases and service level agreements) to acquire, purchased or sell goods, services or building works.
Delegation	The assignment of authority and responsibility to another person to carry out specific activities or functions. The person who has delegated the work remains accountable for the outcome of the delegated work.
Ex-Gratia Payment	A payment made where no legal liability or obligation to pay exists.
External funding	A contribution from an outside body for a specific activity, usually in the form of a grant.
Forecast	A prediction (based on latest available information and reasonable assumptions) of the estimated financial position at some point in the future (i.e. financial year end)
Quotation	A document that a vendor or service provider gives to a customer, to describe specific goods and services that can be provided and their cost.
Risk	The chance or possibility of loss, damage, injury or failure to

achieve objectives caused by unwanted or uncertain action or event.

Sensitive issues

Any issues that arise which may have a potential reputational risk for the Trust must be reported to the AO or the CFO before any decision can be made.

Sponsorship

The support of an event, activity or organisation by providing money or benefit in kind of a sponsored event. This is usually in return for some form of “benefit” by association with the Trust.

Tender

A formal bid, written or electronic offer to carry out work, supply goods or buy assets at a stated fixed price. It will usually contain detailed information.

The “Trust”

A collective term that refers to the academy trust company, schools within the Trust, staff employed by the Trust, directors and governors

5.0 Appendix 1 – Financial Scheme of Delegation

1. All staff must comply with these financial delegation limits.
2. Any changes to these delegation limits must be approved by the Directors' Board
3. Giving delegation to staff does not prevent them from referring a matter to the CSEL, CFO or member of the Executive Team, if considered appropriate (for example, because of sensitive issues or any matter which may have a significant financial, legal or reputational implication).
4. The AO may ask for a specific matter to be referred to him/her for a decision and not be dealt with under powers of delegation for a decision if it is deemed to be necessary.

Area	Authorising Limit	Delegated Authority	Comment
Ordering goods and services (including advertising of tenders and award of contracts)	Up to £1,000	Primary Budget Holder/School Business Manager/Office Manager	<p>If within approved budget level and the spend should already have been identified in the budget.</p> <ul style="list-style-type: none"> • Orders up to £4,999 require at least 1 quotation is required • Orders between £5,000 and £49,999 require 3 written quotations
	Up to £5,000	Primary Headteacher	
	Up to £10,000	Secondary Budget Holder/School Business Manager/Office Manager	
	Up to £20,000	Secondary Headteacher	
	£20,001 - £49,999	Central Budget Holder HoFBP Chief Officer	
	£50,000 - £99,999	AO and CFO	<p>If within approved budget level.</p> <p>Orders over £50,000 to be put out to tender considering the use of Government approved frameworks and advertised on the trust website where appropriate.</p>
	£100,000 - £189,330 (over life of contract)	Two directors, AO and CFO	Contracts over the WTO GPA threshold (£189,330 January 2022), require tenders to be posted on the government's new procurement portal 'Find a

Area	Authorising Limit	Delegated Authority	Comment
			Tender', unless procured through a government framework.
	Authority to accept other than lowest quote or tender or an exemption	CFO AO and AR Committee	CFO may approve exemptions. Any that are considered contentious will be referred to the AO and/or AR Committee. All exemptions will be reported to the AR Committee.
PSF Top Approver	All	CFO	The CFO will be the designated "top approver" for PO's on PSF on condition that appropriate approval is in place in line with the above delegations and are evidenced for audit purposes.
BACS payment authorisations and other bank transfers	All	Any two signatures in line with the trust bank mandate	BACs limit for transfer of payments from PSF to the bank will be set at £500,000, in line with the authorised level.
Salary Payments	All	Head of Payroll and another approver authorise monthly payroll (approved established posts)	BACS Bureau Authority held by Trust line with monthly payroll, HMRC and pension payments
Authorise overtime	All	Line Manager	All overtime must have been authorised in advance of it being worked.
Authorise expenses	All	Line Manager	In line with the Trust Expenses Policy
Write off salary overpayments	All	Audit & Risk Committee	Recommendation will be made by CFO/HoFBP for the Committee to consider
Signatories for grant claims and DfE returns	Unlimited	CFO and one of the following: AO Chair of the Board	Two signatories, or as required by DfE/ESFA
Disposal of fixed assets (not L&B or Heritage)	All	CFO or HoFBP	Assets must be disposed off in line with the Fixed Asset Policy and for ICT assets comply with requirements under GDPR.
Write-off bad debts	All	Audit & Risk Committee	Debt will be chased in up in line with the Trust Debt Recovery Policy. Where it becomes uneconomic to pursue, or court proceedings are necessary this will be referred to the ARC
Staff severance / compensation	All (refer to ATH)	AO and Board	Where the non-contractual/non-statutory element is above £50,000 ESFA must be sought in advance.

Area	Authorising Limit	Delegated Authority	Comment
Ex-gratia payments	All	CFO, AO and Board	These are beyond statutory or contractual cover or administrative rules. All must be referred to the ESFA in advance.
Operating Leases	Any	HoFBP and CFO	Approval limits and quotations / tendering requirements as per 'Ordering of Goods and Services' section. Reference to DfE current guidance and Frameworks must always take place
Sponsorship (providing that it does not imply that the Trust endorses the sponsoring organisation or its products)	Any	CFO and AO	Any that are deemed to be contentious will be referred to the ARC for a decision.
Approve External Funding from DfE	Any	The CFO and any one of the following: AO Chair of the Trust	Two signatories, or as required by DfE / ESFA
Approve matched funding	Any	Head to send report to HoFBP / CFO (template to be provided) for RARC	RARC
Credit cards – authorisation of card user	Primary – £3,000 Secondary - £5,000	CFO and AO	CFO has full discretion provided charges are not incurred
Related Party Transactions	All	Refer to CFO	To be reported in line with the Related Party Policies and ESFA ATH guidance.
Borrowing – Loan / Overdraft	Any		ESFA approval required for borrowing outside of DfE schemes (e.g. Salix)
Finance Leases	Any		ESFA approval required
Land or Building lease	Any	Board, AO and CFO	ESFA approval required if lease term is 7 years or more

Writing of debts and losses	Any	Board, AO and CFO	<p>ESFA approval required above the delegated limits below:</p> <ul style="list-style-type: none"> • 1% of total annual income or £45,000 (whichever is smaller) per single transaction. • Cumulatively 2.5% of total annual income (subject to a maximum of £250,000) in any financial year per category of transaction for trusts that have not submitted timely, unqualified accounts for the previous two financial years. • Cumulatively, 5% of total annual income (subject to a maximum of £250,000) in any • financial year per category of transaction for trusts that have submitted timely, unqualified accounts for the previous two financial years.
Entering into guarantees or letters of comfort	Any	Board, AO and CFO	
Entering into indemnities outside the normal course of business	Any	Board, AO and CFO	



ST TERESA OF CALCUTTA ROMAN CATHOLIC MULTI ACADEMY TRUST COMPANY

LOCAL GOVERNING BODY TERMS OF REFERENCE

1. Context

- This document seeks to provide Local Governors at Academies with the St Teresa of Calcutta Catholic Academy Trust guidance as to the nature of the role. Within this document reference will be made to the scheme of delegation, and the appendix that lists precisely where delegated authorities(s) sit.
- This will be implemented from September 1st, 2024

2. Governance Structure summary

- As noted in the scheme of delegation appendix there are five key layers of delegation within the Trust they are listed below for ease of reference with a short description of function.

Role	Function
Diocesan Trustees	These Trustees (also known as members in a non-Catholic MAT's are responsible to the Bishop. They appoint the Directors of the company.
Directors	<p>Directors are accountable to the Bishop to ensure that the Academy is conducted as a Catholic school in accordance with Canon law and the teachings of the Roman Catholic Church so that, at all times, the Academy may serve as a witness to the Catholic faith in Our Lord Jesus Christ.</p> <p>Directors have a number of statutory core functions;</p> <ol style="list-style-type: none"> 1. Setting strategic Direction for the Trust 2. Holding Executive Leaders to account for the educational performance of the schools and the pupils 3. Ensuring public money is spent effectively.
Catholic Senior Executive Leader	<p>The CSEL is the Executive Leader of the Trust, and derives their authority from the Board. The Board delegate responsibility to the CSEL as laid out in the Appendix to the Scheme of Delegation.</p> <p>The CSEL is also the Accounting Officer and has a statutory responsibility to ensure public money is spent effectively.</p>
Local Governing Bodies	<p>Local Governing Boards are committees of and representatives of the Board of Directors in each local community. Their responsibilities are outlined with the Appendix to the Scheme of Delegation.</p> <p>Each Local Governing Body will consist of 10 individuals. Six foundation local governors appointed by the Bishop, one</p>



	elected staff governor, two elected parent governors and the Headteacher as an ex-officio Governor.
Headteacher	The Lead Professional in each Academy.

- Within the structure of the St Teresa of Calcutta Catholic Academy Trust the Board are keen to abide by the principle of subsidiarity. Decisions will be taken at the most appropriate level.

3a. The Role of Local Governors

- Local Governors are essential within our Trust. They represent each community and are the Board's representatives. As noted in the scheme of delegation, there will be ten Local Governors (Six foundation, two parent, one staff and the Headteacher). Further detail of specific Local Governor information can be found in Section 6 of the scheme of delegation.
- The Local Governing Body will adopt and comply with all policies, protocols and procedures of the Multi-Academy Trust Company, the Bishop and the Diocesan Bishop as communicated to the Local Governing Body from time to time.
- Within the Appendix to the scheme of delegation Local Governors must be mindful that the Trust is one organisation and that local governing bodies act as a committee of the Board of Directors. The Board of Directors are the employer of all staff across the Trust.
- Local Governing Bodies within STOC have the following core function delegated by the Trust Board
 - Ensuring clarity of vision, ethos and strategic direction in each local academy
 - Holding the headteacher to account for the educational performance of the school and its pupils;
 - Overseeing the financial performance of the school with regard to the resources that are delegated to the school and making sure these delegated resources are well spent and used.
- All Local Governors will complete such training as is required. All Local Governors will access training and information briefings and updates through their @stoccat email addresses.
- Local Governors are asked to support and challenge the Headteacher for the performance of the school.
- Local Governors are asked to read the Academy Trust Handbook for information and awareness.

3b The Role of the Local Governing Body Chair

- The Local Governing Body Chair will meet with the Headteacher at regular intervals outside of the meeting cycle. They will be expected to be one of the representatives of the school at the point of inspection.
- The Chair will also attend mandatory LGB briefings prior to each cycle of Local Governing Body meetings. These will be led by the Chief Information Officer or their delegate.

4. Meetings of the Local Governing Body

- The Trust Board of Directors meets as a Full Board once per half term. There are also six meetings of the Resources Committee, four meetings of the Standards and Performance Committee.



- The Local Governing Body is able to regulate its proceedings as its members see fit (this is noted in section 6.7.1 of the scheme of delegation).
- In order to support the Board of Directors, the Local Governing Body are asked to meet once per term for normal business. The Board will suggest dates for these meetings to take place. This will ensure there is a sufficient level of reporting consistency across the Trust. As per the scheme of delegation Local Governing Bodies are able to establish additional sub committees, but this is not recommended given the numbers of Local Governors.
- Each Local Governing Body is also asked to meet at the beginning of the academic year to review pupil outcomes for the previous year, note any Trust wide policies for September implementation and scrutinise updated school improvement priorities.
- Each Local Governing Board ***must also nominate three members (nominally Foundation Governors) to serve on the Local Pay Committee.*** This Local Pay Committee must meet separately from the Full Local Governing Body to consider pay application for teachers who wish to apply for the upper pay range. As noted in the Trust Pay Policy applications for the Upper Pay Range must be submitted in writing by October 31st . This Local Pay Committee must take place by November 30th each academic year. In practice this pay committee can/will take place before or after a full LGB meeting but MUST be considered as a separate meeting. The Trust Pay Policy, approved by the Board has recognised that salary incrementation should be automatic for all staff who have completed a year of employment until staff reach the top of their pay range.
- Headteacher performance management is led by the Catholic Senior Executive Leader or delegate, in consultation with Local Governors. Headteacher and other Trust Central Officer pay progression (including that of the Catholic Senior Executive Leader) is considered by the Directors Pay Committee.
- The Catholic Senior Executive Leader or their delegate (as noted in Section A11 of the Appendix to the Scheme of Delegation) will provide for all Local Governing Bodies key agenda items over the course of the meeting cycle. Local Headteachers, and Local Governors are also entitled to add to any agenda local items as they see fit.
- The draft agenda items for each meeting as part of this cycle will be shared as part of the termly LGB Chair briefings.
- It is asked that minutes of Local Governing Board meetings are shared with the Catholic Senior Executive Leader once they have been approved by the Chair of the Local Governing Board.

5. Application of the Scheme of Delegation

- The Appendix to the scheme of delegation should be read by all Local Governors and stakeholders to provide context to the way that the St Teresa of Calcutta Catholic Academy Trust operates its Governance structure.
- The Scheme of Delegation is reviewed regularly by the Board of Directors following input from the Catholic Senior Executive Leader. The Scheme is designed to ensure that decisions are made at the most appropriate level.
- For ease of reference for Directors, Local Governors and Headteacher the Appendix to the Scheme of Delegation has been letter by section (A-J) and then each element has been numbered.



- The following tables seek to clarify for Local Governors their exact roles and remits.

A – Governance

Local Governing Bodies are asked to meet termly, also hold one meeting at the beginning of the Academic Year, and one Local Pay Committee meeting before December 19th following the completion of the local appraisal cycle.

Local Governing Bodies are asked to complete an annual skills Audit.

Local Governing Bodies are asked to complete a review of their own effectiveness.

Trust leaders will provide for each Academy proposed agenda items as part of the termly briefings with LGB Chairs.

Local Governing Bodies are asked to have read the Academy Trust Handbook and have familiarity with it as they discharge their duties.

B Finance

Financial decisions can be made at local level in line with Trust wide financial policies that are laid out within the Financial Scheme of Delegation.

Annual budget preparation (element B3) will take place with the Headteacher, Chief Financial Officer and Catholic Senior Executive Leader/Delegate as part of Spring terms budget planning. The Catholic Senior Executive Leader is responsible for presenting to the Trust Board a balanced budget for approval and then submission to the ESFA annually.

All Local Governors should have due regard for the Trust Financial scheme of delegation which is included as appendix 2 of the STOC Governance Handbook.

C Contracts

Where Local Governing Bodies and/or Headteachers wish to enter into contracts/Service Level Agreements above the value of £5000⁶ or £20,000 dependant on phase they must consult with the Chief Finance Officer prior to the commencement of the contract. This is to ensure STOC complies with requirements laid out in the Academy Trust Handbook, and in view of aggregation guidelines.

D Standards

Academy Key Performance Indicator's (KPI's) will be set in consultation with the Headteacher, Local Governing Body and Catholic Senior Executive Leader. Local Governing Bodies are asked to monitor these KPI's as part of their meeting cycle.

Local Governing Bodies are asked to;

ensure an Academy Improvement plan is in place, monitored and reported on. A common template will be used for this to ease communication.

ensure that each Academy is prepared for regulatory inspection, and that self-evaluation is completed.

E – Curriculum

A Trust wide Curriculum Principles ensure;

- a) All Academies have a curriculum that is at least as ambitious as the National Curriculum.
- b) All Academies have 10% of delivered curriculum time given the Religious Education.
- c) All Academies are compliant with regulatory curriculum guidance, including worship and RSE.

⁶ As per procurement policy



Local Governing Bodies are asked to;
ensure each Academy Curriculum meets the requirements above.
ensure the curriculum is delivered as it is intended including challenging the quality of classroom provision for pupils.
ensure their curriculum meets the needs of its local context, in line with Trust wide curriculum principles.

F – Special Educational Needs & Disabilities

All Academies must meet requirements as laid out in the SEND Code of Practice.

Local Governing Bodies are asked to;
ensure each Academy meets the requirements above and pupils with SEND need and disabilities have full access to the academy curriculum.

G – Safeguarding

A Trust wide Safeguarding policy and aligned single central record is now in place.

Local Governing Bodies are asked to;
ensure that all statutory safeguarding processes are in place including;
Appoint a Designated Safeguarding Leader.
Ensuring that staff have completed safer recruitment training.
Implementation of Safeguarding Policy.
Designate one Local Governor as the Safeguarding Governor.
The Safeguarding governor must meet with the school DSL once per term.

H Behaviour

Trust wide Behaviour and Exclusions principles ensure that;
Local Governing Bodies ensure each Academy has a behaviour and exclusions (or equivalent policy) in place.
to review and challenge behaviour data as part of their termly business.
to serve on relevant pupil discipline committees where the need arises *not just limited to their local academy*.

I Admissions

Local Governing Bodies are asked to;
follow Diocesan guidelines in relation to admission policies.
Where appropriate to be part of local admissions committees.

J Other Pupil Related Matters

Local Governing Bodies are asked to;
implement any Trust wide policies that are approved by the Board of Directors.
ensure one Local Governor is appointed to have oversight of the Pupil Premium spend.
Consult with the Board and Catholic Executive Leader with regard to session times and term times, with the understanding that term dates should reflect the locality.
Support calendaring of Trust wide meeting cycles and INSET events as determined by the Catholic Senior Executive Leader.

K Staffing

Local Governing Bodies are asked to;



Support the Board of Directors with Headteacher appointments and other relevant posts.
 Support the development of school staffing structures in line with the Trusts overarching strategic direction.
 Support the Headteacher in ensuring local staffing requirements are met including local recruitment as appropriate
 Implement terms and conditions of employment as agreed Trust wide.
 Liaise with the Headteacher and Catholic Senior Executive Leader where there is a disciplinary concern (or similar) in relation to Academy staff.
 Ensure Trust wide HR and Recruitment protocols are followed as laid out in the appropriate Trust policies.
 Ensure any applications for early retirement/secondment (or similar) are referred to the appropriate function and function leader.
 As needed serve on relevant disciplinary/grievance or capability committees if appropriate, *not just limited to their local academy.*
 Understand that the Board is the employer of all staff and must have regard for employee equity across the Trust.

L Communications and Information Management

Local Governing Bodies are asked to ensure;
 Each Academy communicates with its key stakeholders regularly throughout the academic year.
 Each Academy website is up to date and compliant.
 Each Academy follows data protection guidance and protocol as required.

M – Health and Safety

Local Governing Bodies are asked to ensure;
 Each Academy follows the Trust wide Health and Safety policy.
 Staff work with the designated Trust wide Health and Safety partner.
 Health and Safety compliance checks are completed in line with national requirements.
 Complete an annual Health and Safety review at each Academy.

N Risk

Local Governing Bodies are asked to ensure;
 An Academy disaster recovery plan is in place.
 The Academy Risk Register is reviewed at regular points during the academic year.

O – School Estate

Local Governing Bodies are asked to ensure;
 They support Trust leaders in the development of an estate's strategy.
 Ensure there is agreement from the appropriate function and function leader where lettings take place.
 Ensure there is agreement from the appropriate function and function leader where any commercial catering or other agreements are considered.

6. Local Governing Body – Pay Committee Agenda

- The Pay Committee agenda template that follows must be used by all schools. Model agenda templates for each LGB meeting of the year will be provided in advance of the termly LGB Chair briefings.





**ST TERESA
of CALCUTTA**
Catholic Academy Trust

St Teresa of Calcutta Catholic Academy Trust
B) Meeting of the Local Governing Board of XXXXXXXX Pay Committee

Date XXXX

Time XXXXXX

		Report Purpose	Written or Verbal	Lead	Timings
1	Opening Prayer				
2	Welcome, Apologies & Declaration of Interests in any Agenda Items		Verbal	Chair	5 mins
3	Headteacher pay report and recommendations.	A	Enclosed	Chair	5 mins
4	AOB	D	Trust Governor	Chair	5 mins

Pay Committee Report

- The template below has been designed to ensure consistency across the trust.

Local Governing Body Pay Recommendation Report

Context

This report outlines the actions taken follow the completion and review of the 20XXXXXXX performance management cycle. Performance management evidence will be provided for Local Governing Board members by the Headteacher where pay progression recommendations have been made.

Current School Teacher Salary Position

The table below outlines the proportion of staff the sit at the various salary points. It is for information only. There are currently XX teachers employed at the school.

Salary Scale	Number of Staff	% of Staff	Number of New Starters
Main Pay Range	XX	XX	XX
Upper Pay range	XX	XX	XX
Leadership Pay Range	XX	XX	XX

XXX members of staff will automatically progress up their pay range..

Performance Management Context

For the 20XXXX performance management cycle all staff were set targets in the following areas.

Target 1- XXXXX
Target 2 – XXXXX
Target 3 – XXXXX

Pay Progression to the Upper Pay Range Recommendations



All evidence submitted to the Headteacher will be available for Local Governing Board members to consider. The Headteacher suggests the following recommendations for approval for Main Pay Spine teachers who have applied for the Upper Pay Range;

The following recommendations are made for teachers applying to the Upper Pay Range.

Teacher	Current	Proposed	Comments
XX	XX	XX	XX <i>It is recommended they progress to XX.</i>

Additional Comments



