



**ST CLARE**

Catholic Multi Academy Trust

St Clare Catholic Multi Academy Trust

## **Scheme of Delegation**

**EFFECTIVE DATE: DECEMBER 2021**

**UPDATED: Nov 2023**

## PART 1: INTRODUCTION AND EXECUTIVE SUMMARY: PURPOSE OF SCHEME OF DELEGATION

1. St Clare Catholic Multi Academy Trust (referred to herein as the “**Trust**”) is a Catholic multi-academy trust, which has been established by the **Bishop of Hallam**. It is responsible for the running of a number of Catholic academies (referred to as the “**Academies**”).
2. The Academies shall at all times remain Catholic schools, conducted in conformity with any trust deed governing the use of land used by the Trust and in conformity with canon law and with the teachings of the Catholic Church. Both the Trust and the Academies must comply with and observe any advice or directive issued by or on behalf of the Bishop. This includes the **Diocesan Protocols** and the **Catholic Diocesan Memorandum of Understanding**.
3. The Joint Church School[s] will retain [its] [their] designation and will be conducted jointly in accordance with the principles, and subject to the regulations and discipline of the Catholic Church and the practices and tenets of the Church of England. The Trust and its Members are required to ensure any Joint Church School is conducted in accordance with the requirements set out in any **Diocesan Memorandum of Understanding** agreed between the Catholic Bishop and the relevant Church of England **Diocesan Board of Education**.
4. The Trust is a company limited by guarantee (Company Number 13589684) and a charity, the objects of which are the advancement of the Catholic religion through the provision of a Catholic education and in so far as appropriate the advancement of education through the establishment of Joint Church Schools. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
5. The Trust’s constitution is set out in its **Articles of Association**, which delegate responsibility for the governance and management of the Trust to the **Directors**.
6. The Directors have put in place this **Scheme of Delegation, in line with the Diocesan Protocols and Catholic Diocesan Memorandum of Understanding** to provide clarity as to the roles and responsibilities of those involved in the governance of the Academies and how decisions are made.
7. The purpose of good governance is to:
  - 7.1. determine the vision and values of the Trust;
  - 7.2. support leadership in determining and fulfilling the strategic direction of the Trust;
  - 7.3. hold leadership to account and ensure staff well-being; and
  - 7.4. oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.
8. An overview of the governance structure is set out in the attached **structure chart**.

9. The **Members** of the Trust oversee the Board of Directors (the “**Trust Board**”), holding the Directors to account and ensuring that the values and ethos of the Trust are upheld and the distinctiveness of the Academies is preserved. The Members review this Scheme of Delegation and are consulted on any significant changes.
10. The Members may include:
  - 10.1. the Bishop of Hallam;
  - 10.2. Diocese of Hallam Trustee;
  - 10.3. the Episcopal Vicar for Schools
  - 10.4. the Vicar General of the Diocese;
  - 10.5. the relevant Diocesan Board(s) of Education;
  - 10.6. either the Diocesan Financial Secretary or another Diocesan Trustee; and
  - 10.7. any person(s) appointed by the Bishop
11. The Trust Board is made up of both **Foundation Directors** appointed by the Bishop (who shall always be in the majority) and both **Non Foundation Directors** and/or **Co-opted Directors** appointed by the Trust Board itself with the approval of the Diocese. Whilst the Trust operates Joint Church Schools the Trust Board will give effect to any nomination made by the Diocesan Boards of Education in making any Non Foundation Director appointment. Whilst Foundation and Non Foundation Directors are appointed for a term of 4 years, Co-opted Directors are appointed for a 1 year term and are generally appointed for a specific purpose. Both Co-opted and Non Foundation Directors can be removed by both the Catholic Bishop and the Trust Board.
12. The Trust Board is the accountable body within the Trust and is responsible for the good governance of the Trust and its Academies.
13. The Trust Board delegates aspects of governance and the day to day oversight of school leadership to a committee established for this purpose referred to as the “**Local Academy Committee**”.
14. To ensure effective collaboration and the dissemination of good practice:
  - 14.1. The headteachers meet as a “Heads’ Forum”. It is intended that this group meet regularly and Chairs of Local Academy Committees will be invited to attend two of these meetings a year to provide an opportunity to consider the impact of the Trust as a whole and how it is meeting the needs of its communities with the view to supporting the Trust Board in making strategic decisions about the future priorities for the Trust and its Academies.
  - 14.2. The Chairs of Local Academy Committees will meet in a “Chairs Forum” to share approaches, feedback to the Trust Board, participate in Trust governance training and to provide opportunity for networking.

15. A **Leadership and Governance Decision Planner** is attached to aid swift decision making.
16. This Scheme of Delegation applies to each Academy. Its effective date is noted on the first page and it will be reviewed from time to time by the Trust Board in discussion with the Diocesan Schools' Department. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Directors to act freely and in the best interest of the Trust, in so far as the Directors are able they agree to abide by the provisions of it and will consult the Local Academy Committees on any significant changes.
17. This Scheme of Delegation is formed of a number of component parts, effectively comprising a Trust governance and leadership handbook. By way of summary, it contains or references the following:
  - 17.1. [Part 1 - This Introduction and Executive Summary: Purpose of the Scheme of Delegation;](#)
  - 17.2. [Part 2 - The Trust's Governance Principles: Vision and Values](#)
  - 17.3. Part 3 - Governance and Management Structure: Roles and Responsibilities
    - 17.3.1. 3a. Governance Structure Chart
    - 17.3.2. 3b. Table of Leadership Responsibilities
  - 17.4. Part 4 - Supervision and Intervention: Accountability
  - 17.5. Leadership and Governance Decision Planner
  - 17.6. Financial Regulations Manual/Finance Policy including Financial Delegations – to be drawn up by the Trust Board
  - 17.7. Committee Terms of Reference (*offered as a starting point – the Trust Board is free to set up other committees as it sees fit*)
    - 17.7.1. Catholic Life – Terms of Reference to be provided
    - 17.7.2. Audit, Risk & Finance
    - 17.7.3. Standards and Intervention
    - 17.7.4. Local Academy Committee
  - 17.8. Director Code of Conduct
  - 17.9. Governor Code of Conduct
  - 17.10. Diocesan Protocols

- 17.11. Joint Church School Diocesan Memoranda of Understanding - currently being finalised

## PART 2: GOVERNANCE PRINCIPLES: VISION AND VALUES

### 1. **Vision and Values**

- 1.1 *The Trust will develop vision and values in collaboration with schools*

### 2. **Catholic Ecclesiology and Principles for Effective Partnership**

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

2.2 The Joint Church Schools which the Trust has responsibility for will be conducted in accordance with their designation and the relevant Joint Church School Diocesan Memoranda of Understanding.

### 3. **Mutual Respect and Distinctiveness**

3.1 The Academies are equal partners within the Trust and at all times the partners will strive for consensus in decision making, recognising that each Academy has both strengths and weaknesses. Each Academy is unique and serves its community. The Trust will seek to preserve and protect each Academy's distinctiveness and will expect each Academy to preserve the Catholic ethos and the mission of the Church. The Academies will work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil the Trust's mission, vision and values.

### 4. **Transparency**

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

### 5. **Subsidiary and Earned Autonomy**

5.1 Decisions are to be taken at the level nearest to those affected by those decisions which is compatible with the principles of subsidiarity and support for the common good, avoiding unnecessary bureaucracy and aiming in so far as possible to make changes to established practices only where it can be demonstrated there is a reasonable need and in order to learn from experience or adapt to changing

circumstances. The Trust adopts a policy of earned autonomy and where governance responsibility is delegated appropriate decision making authority will be given. The parameters of such authority will be clear and those to whom responsibility is given will be required to report to those who retain overall responsibility and accountability.

**6. Solidarity**

6.1 All those with responsibility for the Trust and the Academies share a particular commitment to the mutual support of all Academies for whom the Trust is responsible, especially those in need of assistance at any particular time.

**7. The Common Good**

7.1 All recognise their responsibility towards the common good, not just of the Academies for whom the Trust is responsible and the wider Diocesan families of schools (both Catholic and Church of England), but of all of the families and communities in the areas served by the Trust. The Directors will ensure that common action and collaboration is conducted at the correct level and that the balance between subsidiarity and solidarity serves the common good in the most appropriate way.

## PART 3: GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES

### 8. Overall Structure

- 8.1 The nature of the Trust as a company running multiple Academies means there are many governance and management layers.
- 8.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to distribute profit to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10.
- 8.3 The Bishop, through the Diocesan Schools’ Department, will also exercise oversight and supervision as diocesan authority and the Diocesan Memorandum of Understanding seeks to articulate this. Each of the Members, Directors and Governors are required to observe any directions issued by the Bishop and to follow any advice and guidance issued by the Diocesan School’s Department on behalf of the Bishop.
- 8.4 This Scheme of Delegation is consistent with and incorporates the principles of delegation within a Catholic multi academy trust as advised by the **Catholic Education Service** and reflected in the CES model protocols which have been adopted by the Diocese and which guide the relationship of Catholic schools with their diocese. It accords with the **Memorandum of Understanding** put in place between the Secretary of State for Education and the Catholic Church.
- 8.5 This Scheme of Delegation is also consistent with and fulfils the expectations of the relevant Diocesan Boards of Education in respect of any Joint Church School as set out in the Joint Church School Diocesan Memoranda of Understanding. The Trust and its Members are required to ensure any Joint Church School is conducted in accordance with the requirements set out in the Catholic **Diocesan Memorandum of Understanding** and the Church of England **Memorandum of Understanding** put in place between the Secretary of State for Education and the Church of England.
- 8.6 Decision making and accountability rests with the “**Directors**”, who are Directors for charity law purposes and company directors registered with Companies House. The Directors are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of education and the expenditure of public money. The Directors are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Directors meet as a board of Directors (the “**Trust Board**”).
- 8.7 The Directors delegate aspects of governance and the day to day oversight of school leadership to a committee established for this purpose (referred to as the “**Local Academy Committee**”).

8.8 Other committees established by the Trust Board may be tasked with fulfilling particular functions or advising the Directors on strategic matters.

8.9 To encourage collaboration and develop local leadership capacity particularly with the view to improving and sustaining standards of teaching and learning and contributing to strategic vision, a “Heads’ Forum” meets comprising the Academy Headteachers and those with executive responsibilities within the Trust.

8.10A diagram setting out the Trust’s governance structure and a table of leadership responsibilities are attached.

## 9. **Role of Members**

9.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Directors to ensure the charitable object of the Trust is being fulfilled and a Catholic education is provided (or an education consistent with the tenets of the Catholic Church and the Church of England for any Joint Church School). In view of the overarching role of the Members, the Bishop of Hallam will appoint the Members who will be drawn from within the Diocese and shall include relevant Diocesan Boards of Education where the Trust is responsible for any Joint Church School.

9.2 The Members’ key responsibilities are:

9.2.1 primarily to secure Catholic education and ensure the Trust remains true to its vision and values;

9.2.2 to ensure the charitable objects of the Trust are met;

9.2.3 to determine the Trust’s constitution i.e. the Articles and approve of the governance structure; and

9.2.4 to support the Bishop in appointing and removing Directors.

## 10. **Role of Directors**

10.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Academies (which includes taking existing schools into the Trust and opening new schools). The Directors have the power to direct change where required.

10.2 There are no “terms of reference” for the Trust Board as the detail for the organisation of meetings of the Directors is set out in the Articles of Association. These determine meeting frequency, quorum and the appointment of a chair and vice chair. For ease of reference, the Trust Board is required to meet at least 3 times a year and quorum for any meeting is the greater of 3 and a third of the Directors appointed at any one time.



10.3 All Directors must comply with the **Director Code of Conduct** adopted by the Trust from time to time which, for ease of reference, is appended to this Scheme of Delegation.

## 11. **Role of Governors**

11.1 The role of a Governor within the Trust is an important one. In developing a governance structure, the Trust has sought to ensure that as much as possible the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board has established Local Academy Committees for each of the Academies (or in groups where Academies are working closely together), for the most part made up of individuals drawn from the Academy's community, both as elected (parent) and appointed (foundation) governors.

11.2 Those serving on the Local Academy Committee are accountable to the Directors and the Bishop of Hallam and must ensure that at all times they act in good faith and in the best interests of the Academies and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience.

11.3 The Bishop appoints all Foundation Governors. Directors will work with the Diocese, having regard to any recommendations by the Diocesan Schools' Department (and the relevant Diocesan Board of Education where appropriate), in implementing the appointment of Governors and where it is deemed in the best interest of the Trust and the Academy, the removal of Foundation Governors.

11.4 As a matter of general principle, the Local Academy Committee will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.

11.5 For the purposes of contracting with third parties, the Local Academy Committee has authority to act to fulfil its responsibilities and make the decisions it is authorised to make as set out in the Leadership and Governance Decision Planner and the Trust's Financial Regulations Manual or Finance Policy (which will be compliant with the Education & Skills Funding Agency's **Academy Trust Handbook**).

11.6 All Governors must comply with the **Governor Code of Conduct** adopted by the Trust from time to time which, for ease of reference, is appended to this Scheme of Delegation.

11.7 Terms of Reference regulating the composition of the Local Academy Committee and how it conducts business are also appended to this Scheme.

## 12. **Committees and Further Delegation**

12.1 Terms of Reference for the other committees established by the Directors, are appended to this Scheme of Delegation (*additional committees will be proposed by Directors as need arises*).

- 12.2 The Local Academy Committees are not expected to establish any sub-committees. The Local Academy Committee is encouraged to form working groups to deliver specific projects if required, whether in conjunction with the Trust Board or alone, and subject to any guidance offered by the Trust Board from time to time.
- 12.3 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme and in particular the relevant Terms of Reference is likely to lead to a removal of delegated authority.
- 12.4 In the event of any serious disagreement between the Trust Board and a Local Academy Committee which cannot be resolved by the Chair of the Local Academy Committee discussing the matter with the Chair of the Trust Board will be referred to the Diocesan Schools' Department for guidance.
- 12.5 No alteration of the Articles or change to the Scheme or removal of delegated authority shall invalidate any prior act of the Local Academy Committee (or other committee) which would have been valid if that alteration or withdrawal had not been made.
- 12.6 As a matter of general principle, the Local Academy Committee and the Academy more generally will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.

### 13. **Executive Team**

- 13.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive or management functions of the Trust. For the most part, this responsibility will fall on the Headteachers of the Academies, supported by the school leadership teams. Certain functions relating to the leadership and management of the Trust itself or which relate to the activities of more than one Academy will be undertaken by an "**Executive Team**", led by the "**Chief Executive Officer**" and supported by either or both the "**Chief Operating Officer**" (a senior officer with general operational responsibility) and the "**Chief Financial Officer**" (a senior officer with overall responsibility for the Trust's financial systems and procedures). *Structures and roles will be determined by the Trust Board.*
- 13.2 The Chief Executive Officer will be the "**Accounting Officer**" for the Trust, responsible to Parliament and to the Education & Skills Funding Agency's accounting officer for the financial resources under the Trust's control and to assuring Parliament of high standards of probity in the management of public funds, particularly regularity, propriety and value for money.
- 13.3 The need for and size of the Executive Team will be determined by the Trust Board, in consultation with the Heads' Forum, reflecting the degree of collaboration across the Trust. Where possible, resources will be drawn from the Academies themselves rather than the use of additional external consultants or through recruitment.

13.4 The cost of the functions undertaken by the Executive Team or actions at the request of the Trust Board are generally funded on a fair and equal basis by the Academies by the contribution of a percentage of the central government funding provided for each Academy. This contribution will be set each year against a budget for the shared costs approved by the Trust Board. The Trust Boards are committed to delivering economies of scale and savings to offset the costs of functions undertaken by the Executive Team so that every school benefits from those savings.

13.5 A summary of key leadership responsibilities is set out in the attached Table of Leadership Responsibilities.

#### 14. **Financial Delegation**

14.1 The Trust's financial procedures and authorisations will be set out in the "**Financial Regulations Manual**" or "**Finance Policy**". These documents are under development by the Trust Board.

14.2 No Trust or Academy monies (whether or not authority to expend has been devolved to the Local Academy Committee) shall be paid into any bank account other than a bank account authorised by the Trust's Chief Financial Officer.

14.3 The Trust is required to have in place systems to identify and properly manage risk. The Local Academy Committee is expected to comply with any policy or guidance issued by the Trust (and the Secretary of State for Education as Principal Regulator) and to ensure that proper procedures are put in place for the safeguarding of funds, including any voluntary funds or charitable funds obtained through fund raising activities.

14.4 The Local Academy Committee is expected to report to the Trust Board on the management of the funds which are its responsibility and will notify the Trust Board (or as directed) as soon as reasonably practicable of the occurrence of any event or happening of any circumstance which might expose the Trust or the Academy to any loss or claim.

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

#### 15. **Personnel**

15.1 All staff employed by the Trust or in connection with any Academy or Academies are employees of the Trust.

15.2 The Trust is required to adopt and ensure the consistent implementation of a series of HR policies and practices, which in line with Diocesan expectations are expected to mirror those issued from time to time by the Catholic Education Service (and Academies joining the Trust whose current policies are not so in line will be expected

to move towards adopting those policies in a reasonable time frame). The responsibility for the appointment and performance management of staff is set out in the Leadership and Governance Decision Planner.

15.3 Any proposed changes to the staffing structure operated within an Academy must be approved first by the Trust Board, who may also require changes to be made, but who will consult first with the Local Academy Committee before consulting more widely on any proposal.

15.4 Whilst the management of any claims and disputes involving staff (other than senior leaders) are expected to be dealt with at the local level in accordance with the Trust's Disciplinary Policy, the Trust Board should be kept informed and any advice or guidance issued by or on behalf of the Trust Board should be followed.

15.5 The Trust Board (in conjunction with the Local Academy Committees) will ensure that the permanent Chief Executive Officer for the Catholic MAT, the Headteachers and Deputy Headteachers for all Academies, as well as any key teaching staff responsible for co-ordinating religious education and any chaplain or reserved post, shall be practising Catholics (except in the case of any Joint Church School where an appointment will be made in accordance with the relevant Joint Church School Diocesan Memoranda of Understanding.) Where a Catholic MAT proposes, through last resort, to appoint a non-Catholic as an interim appointment, then express permission must be sought, from the Bishop through the Diocesan Schools' Department. The Diocesan Schools' Department must be consulted on any appointment and if any investigation into wrongdoing is to be carried out.

## 16. Premises

16.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academy is the responsibility of the Local Academy Committee (with management responsibility being delegated to the Headteacher), who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Trust (and/or any others) as holder of such buildings and facilities.

16.2 The Trust is required to have and to keep under review a long term estate management strategy that will identify the suitability of buildings and facilities in light of anticipated curriculum needs and projected pupil numbers. The Local Academy Committee will advise the Trust Board of the need for and availability of any capital investment and will work with the Trust Board to agree any capital priorities and the delivery of any significant capital project.

16.3 The Trust will enter into an Occupancy Agreement with the Diocesan Trustees for the occupation of land and buildings.

16.4 No disposal or acquisition of land will be undertaken without the consent of the Trust Board. Temporary use and short term lettings will be managed by the Local Academy Committee, subject to any lettings policy issued by the Trust from time to time and observing any regulations issued by the Diocese.

17. **Regulatory Matters**

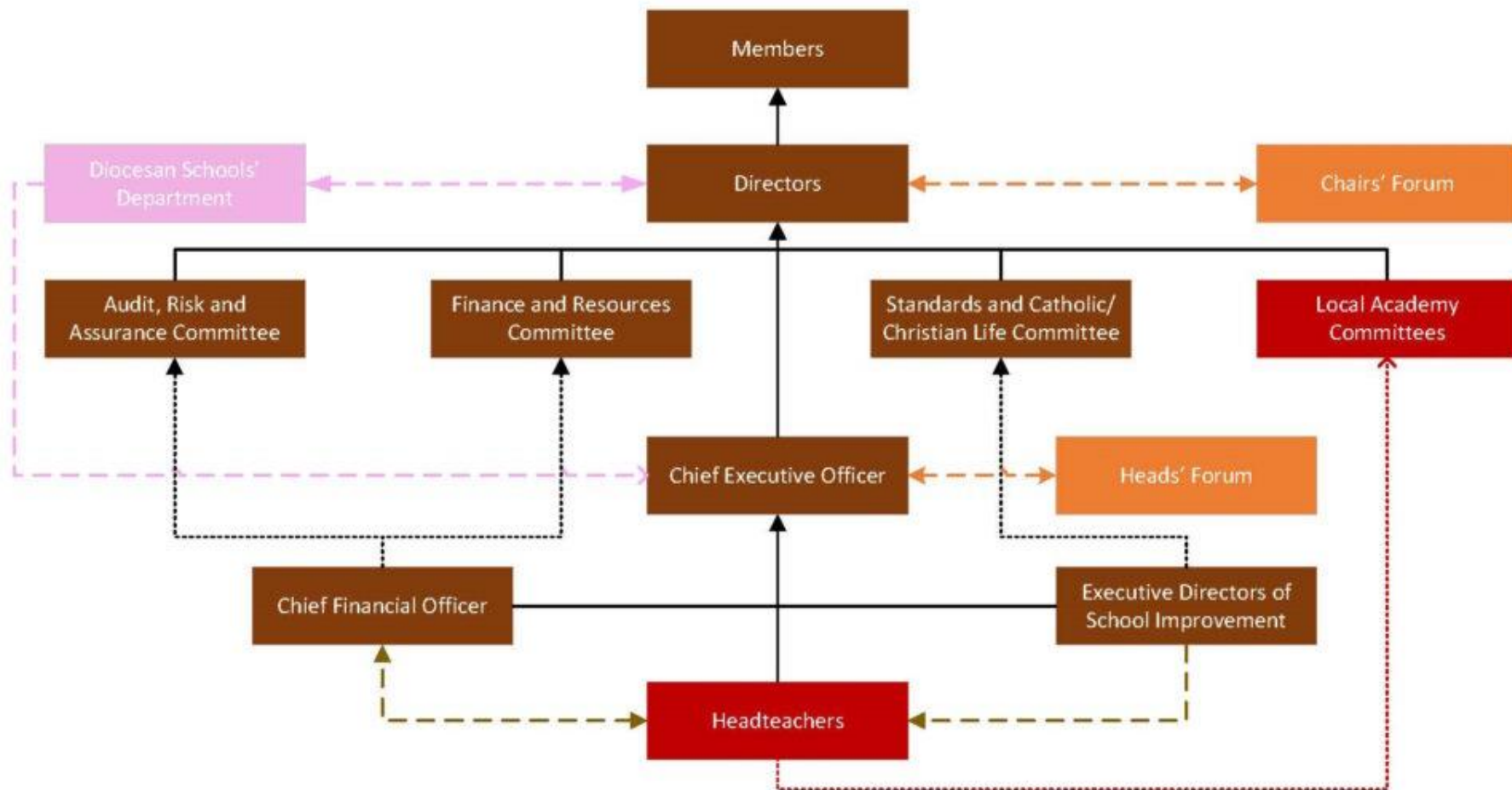
17.1 The responsibility to ensure that the Academy complies with all legal obligations and operates in accordance with any statutory guidance and any guidance issued by the Diocese is a shared responsibility of the Directors and the Governors, as well as leadership.

17.2 The Local Academy Committee has authority to determine any appeals against admission and any decision by the Headteacher to exclude any pupil.



# ST CLARE

Catholic Multi Academy Trust



<b>(a) Chief Executive Officer*</b>	<b>(b) Chief Financial Officer</b>	<b>(c) Headteacher</b>
<ul style="list-style-type: none"> <li>• in all words and actions to preserve and develop the Catholic ethos and Catholic social teaching and support the Headteachers in their duties as faith leaders</li> <li>• is the Trust Accounting Officer and fulfils responsibilities of “Accounting Officer” under the Academy Trust Handbook</li> <li>• provides leadership and vision to the Trust</li> <li>• chairs Heads Group and provides focal point for reporting to the Trust Board</li> <li>• supports implementation of strategic decisions by Trust Board</li> <li>• advises on operational priorities and leads on development of Trust strategic plan and Trust policies, which remain the responsibility of the Trust Board</li> <li>• in conjunction with the relevant Chair of the Local Academy Committee, carries out the performance management of head teachers and supports their professional development</li> <li>• manages Trust executive team ensuring high quality effective support is provided to Trust schools</li> <li>• responsible for ensuring that the Trust keeps proper financial records, has appropriate financial systems in place and manages opportunities and risk</li> <li>• submits annual “statement on regularity, propriety and compliance” to ESFA</li> <li>• manages Trust’s external relations</li> <li>• builds effective working relationships with Diocesan Director of Education</li> <li>• builds effective working relationships with Catholic MATs in the Diocese</li> <li>• builds effective partnerships with external agencies including the Regional Schools Commissioner and the Education &amp; Skills Funding Agency</li> </ul>	<ul style="list-style-type: none"> <li>• fulfils responsibilities of “chief financial officer” under the Academy Trust Handbook</li> <li>• responsible for all operational matters</li> <li>• supports the Trust CEO in managing operations and responsible for delivery of the Trust’s financial and accounting processes</li> <li>• ensures there is sound and appropriate financial governance and that risk management arrangements are in place</li> <li>• develops and ensures the implementation of the Trust’s financial management regulations and/or finance policy</li> <li>• prepares and monitors Trust and school budgets</li> <li>• ensures delivery of annual accounts</li> <li>• advises on financial policies including a procurement policy and strategy</li> <li>• leads on any significant procurement and advises on and monitors less significant procurements in line with the Trust procurement policy</li> <li>• undertakes contract management of any Trust wide contract and supports school based teams to manage school contracts</li> <li>• develops and advises on operational support for the head teachers</li> <li>• ensures there is risk protection cover in place for all risk areas</li> <li>• leads on any significant capital project including managing any application for capital funding</li> </ul>	<ul style="list-style-type: none"> <li>• is the faith leader of the academy</li> <li>• undertakes statutory responsibilities as head teacher</li> <li>• provides leadership and vision to the School</li> <li>• responsible for standards and pupil outcomes</li> <li>• determines the curriculum priorities and takes responsibility for all teaching and learning</li> <li>• implements Board decisions affecting the School</li> <li>• advises on and implements School’s development/action plan and agreed strategic priorities</li> <li>• advises on and implements the staffing structure recommended by the Local Academy Committee for the School and is responsible for the organisation of resources</li> <li>• responsible for recruitment of School staff and their professional development</li> <li>• undertakes performance management of School staff and deals with any grievances</li> <li>• responsible for disciplining School staff</li> <li>• working with the CFO, advises on the School budget, making recommendations to the Local Academy Committee and ensuring the School manages within its budget</li> <li>• advises on School policies, which are delegated to the Local Academy Committee for determination</li> <li>• responsible for safeguarding and well-being of pupils and staff</li> <li>• decides any pupil exclusions</li> <li>• manages the School’s relationship with its community</li> </ul>

- leads and manages any process for the expansion of the Trust and its schools

*\*where the CEO is not a Catholic, the Episcopal Vicar for Education will be the named point of contact ensuring that the Catholic ethos is preserved*

and/or distribution of any capital grant in line with Diocesan protocols



## **PART 4: SUPERVISION AND INTERVENTION: ACCOUNTABILITY**

## SUPERVISION AND INTERVENTION: ACCOUNTABILITY

18. Notwithstanding the level of delegated responsibility to the Local Academy Committee and leadership, the Directors remain legally responsible and accountable for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.
19. Underpinning this accountability is a requirement for transparency and openness both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved, with reporting taking such format as the Trust Board and the Local Academy Committee shall agree from time to time.
20. As well as the legal or financial implications of any failure or wrongdoing, the reputational damage to the Trust and its Academies, as well as the Bishop and the Diocese more generally, is a significant risk and concern.
21. As the day to day responsibility for the running of the Academy is delegated to the Local Academy Committee (such responsibility being managed in practice by the Headteacher), the Directors are removed from the operational risks and thus require the Headteacher to notify them (or as directed) of the following situations as they arise or might possibly arise:
  - 21.1. any event leading to or with the potential to lead to loss of life or critical injury on the premises of the Academy or during an event off the premises organised or supervised by Academy staff;
  - 21.2. any sexual or violent or illegal act against a child committed by any person while on the Academy premises under any circumstances;
  - 21.3. the suspension or summary dismissal of any senior member of staff;
  - 21.4. any event that requires a report to the Health and Safety Executive or that results in the service of a legal notice on the Academy alleging a breach of fire or health or safety law or regulations;
  - 21.5. any event that requires a formal hearing by a panel of representatives of the Academy or that results in the service of a legal notice on the Academy alleging a breach of employment law or regulations;
  - 21.6. notification of any Ofsted inspection;
  - 21.7. any suspected breach of the Academy Trust Handbook or communication received from the Education & Skills Funding Agency seeking to investigate any complaint made in relation to the Academy;
  - 21.8. Any event leading to or with the potential to lead to reputational damage to the school, Catholic MAT or Diocese.

22. Appropriate steps will then be taken to manage any situation, communicating as appropriate in the circumstances (having regard to the fundamental principle of transparency and openness).
23. The Local Academy Committee acknowledges the need for and submits to any inspection by the Directors, the Executive Team and the Diocesan Schools' Department, or their authorised representatives.
24. Where weaknesses are identified, either as a consequence of a fall in standards, a failure of governance and/or leadership or where there is any financial mismanagement or wrongdoing, the Trust Board expressly reserves the unfettered right to review or remove any (or indeed all) power or responsibility conferred on the Local Academy Committee under this Scheme of Delegation.
25. The Trust's Leadership and Governance Decision Planner indicates relevant decision making authority which may be temporarily removed from an Academy which is being formally supported by the Trust. Decisions as to whether an Academy is "effective" or to be formally "supported" (beyond the support which the Trust would normally provide or secure for its Academies) will be made by the Trust Board, who will have regard to any advice issued by the Executive Team and the Diocesan Schools' Department.
26. If the Directors resolve to suspend all delegated authority to a Local Academy Committee, an executive or management board will be established to undertake the responsibilities of the Local Academy Committee until such time as delegated authority can be restored. Any decision to do so and any appointments to the executive or management board will be that of the Trust Board, who shall seek the advice and support of the Members (and in particular the Diocesan Schools' Department) if any external concerns are raised.
27. Notwithstanding the above, the Trust Board and the Local Academy Committee acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Trust and the impact this may have on the ability of the Trust Board or the Local Academy Committee to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of intervention. The Trust Board and the Local Academy Committee in such circumstances make the following commitments to each other:
  - 27.1. to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State for Education as the Principal Regulator;
  - 27.2. to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures, including involving the Diocesan Schools' Department who will support and advise on steps to be taken and facilitate additional support if needed;
  - 27.3. to allow each other the opportunity to effect improvements at the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;

27.4. the Trust Board shall not exercise any power to suspend or remove the Headteacher without first discussing with the Diocesan Director of Education and Chair of the Local Academy Committee. Appropriate HR advice must be sought to ensure that such power is being exercised appropriately and proportionately.

## LEADERSHIP AND GOVERNANCE DECISION PLANNER

This decision planner is designed to work in conjunction with the formal Scheme of Delegation adopted by the Trust. It provides a quick reference guide to how some of the important decisions within the Trust are to be made. Any discrepancies between this document and the Scheme of Delegation shall be construed in favour of the Scheme of Delegation, which will take precedence. Further detail of the involvement of the Bishop of Hallam, the Diocese of Hallam Trustee and the Diocesan Schools' Department is contained in the **Diocesan Protocols**. The different levels of delegated power are listed below but it should be noted that not every task requires all levels of delegated power to be defined:

- Approve (App)
- Propose (Pro)
- Develop (Dev)
- Monitor (Mon)
- Consulted (Con)
- Implement (Imp)

The governance and management layers within the Trust are identified as follows:

1. Trust Members ( the “**Members**”)
2. Trust Board of Directors (the “**Board**”)
3. Local Academy Committee (the “**LAC**”)
4. Trust Chief Executive Officer (or assigned member of the Executive Team) (“**CEO**”)
5. Headteacher/Head of School (“**HT**”)

	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
1.	<b>Governance and Vision</b>						
1.1.	Approve any changes to Trust Articles of Association	App	Pro				
1.2.	Approve any changes to Trust Scheme of Delegation	App	App/Pro	Imp	Imp	Dev/Pro	Imp

	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
1.3.	Establish or merge Local Academy Committees	Con	App/Pro			Pro	Con
1.4.	Establish Trust Committees and determine terms of reference		App			Pro	
1.5.	Establish Local Academy Committee Working Groups		App	Con	Con	Pro	Imp
1.6.	Appoint (and remove) Chair of Trust Board	App/Imp	Pro				
1.7.	Appoint Foundation Directors ( <i>Bishop appoints, through Schools' Department</i> )	App/Imp	Pro/Con				
1.8.	Remove Foundation Directors ( <i>Bishop removes, through Schools' Department</i> )	App/Imp	Pro				
1.9.	Appoint Co-opted and Non-Foundation Directors ( <i>Bishop approves, through Schools' Department</i> )	App/Imp	App/Imp				
1.10.	Remove Co-opted and Non-Foundation Directors	App/Imp	Pro				
1.11.	Appoint Chair of Local Academy Committee	Mon	Con/App	Pro/App	Con	Con	
1.12.	Remove Chair of Local Academy Committee	Mon	App/Pro	Con	Con	Con	
1.13.	Appoint Foundation Governors ( <i>Bishop appoints, through Schools' Department</i> )	App/Imp	Con	Pro	Pro	Con	Con

	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
1.14.	Appoint Non Foundation Governors (other than elected Governors)	Con	App	Pro/Imp	Pro/Imp		
1.15.	Remove Foundation Governors ( <i>Bishop removes, through Schools' Department</i> )	App/Imp	Pro/Con			Con	
1.16.	Remove Non Foundation Governors and Elected Governors	Mon	Pro/App	Pro	Con	Con	Con
1.17.	Appoint (and remove) Clerk to Trust Board		App				
1.18.	Appoint (and remove) Clerk to Local Academy Committee		Mon/App	App	Pro	Pro	
1.19.	Director skills audit and governance reviews	Mon	App			Pro/Imp	
1.20.	Governor skills audit	Mon	App	Con	Con	Pro/Imp	Imp
1.21.	Approve Directors/Governor Expenses Policy		App	Imp	Imp	Pro/Imp	
1.22.	Manage Conflicts of Interest		App	Imp	Imp	Pro/Imp	
2.	<b>Finance</b>						
2.1.	Trust & Academy Financial Regulations and Procedures		App	Imp	Imp	Dev/Pro	Con



	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
2.2.	Appoint Trust auditors	App	Pro			Pro/Imp	
2.3.	Approve Trust Budget	Mon	App	Con		Dev/Pro	Con
2.4.	Trust Annual Accounts	Mon	App			Pro/Imp	
2.5.	Directors Annual Report	Mon	App			Pro/Imp	Con
2.6.	Undertake financial efficiency review (across the Trust)	Mon	App			Dev/Imp	Con
2.7.	Undertake financial efficiency review (within the Academy)		App	Mon	Mon	Con/Pro	Imp
2.8.	Compile and review Trust Risk Register		App			Pro/Imp	Con
2.9.	Compile and review Academy Risk Register and report on risks to Trust Finance and Resources Committee		Mon	App/Mon	Mon	Mon/App	Pro/Imp
2.10.	Trust Academies Accounts Returns to ESFA		App			Imp	
2.11.	Response to Auditor's Management Letter		App			Imp	

	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
2.12.	Academy Budget Plan		App	Pro	Pro	Pro/Imp	Con
2.13.	Academy Accounts Return to ESFA		Mon/App	Con	Con	Imp	Con
3.	<b>Strategy, Performance and Expansion</b>						
3.1.	Trust Strategic Plan	Mon	App	Con	Con	Dev/Pro	Con/Imp
3.2.	New, converter or sponsored academies joining MAT	App	App/Pro			Pro/Imp	Con
3.3.	Academy expansion and/or change in age	App	App	Con	Con	Pro/Imp	Con/Imp
3.4.	Determine overall effectiveness of Academy		App			Pro	Con
3.5.	Academy Performance Targets		Mon/App	Con	Con	Pro/Imp	Con
3.6.	Academy Development Plan		Mon/App	App		Pro/Con	Pro/Imp
3.7.	Academy Action Plan/School Improvement Plan		Mon/App	App	Con	Pro/Con	Pro/Imp

	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
3.8.	Intervention/Establish Executive/Management Board	Mon	App			Pro/Imp	Con
3.9.	EYFS Policy		Mon	App	Con	Con/App	Pro/Imp
3.10.	EYFS Plan & Quality of Provision		Mon	App	Con	Con/App	Pro/Imp
3.11.	SEN Policy		Mon	App	Con	Con/App	Pro/Imp
3.12.	SEN Plan & Quality of Provision		Mon	App	Con	Con/App	Pro/Imp
3.13.	Teaching & Learning Policy		Mon	App	Con	Con/App	Pro/Imp
3.14.	Curriculum Policy		Mon	App	Con	Con/App	Pro/Imp
3.15.	Relationships & Sex Education policy	App	Pro	Con/Imp	Con/Imp	Con/Imp	Con/Imp
3.16.	Religious Education policy – subject to any instructions/direction from Diocesan Schools’ Department	App	Pro	Con/Imp	Con/Imp	Con/Imp	Con/Imp
4.	<b>Staffing</b>						

	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
4.1.	Determine Trust executive staff structure and grades	Mon	App			Pro/Imp	
4.2.	Determine Academy staff structure and grades		App	Con	Con	Pro	Pro/Imp
4.3.	CEO appointment	Con	App/Pro/Imp				
4.4.	Executive Team appointments	Mon	App			Pro/Imp	
4.5.	Academy Executive Headteacher/Headteacher/Head of School appointments ( <i>*all senior appointments are subject to ratification by the Trust Board</i> )	Con	App/Imp	*App/Con	*App/Con	Pro	
4.6.	Academy teaching and support staff appointments		Mon	App	Con	App	Pro/Imp
4.7.	Performance management of CEO	Con/Mon	Imp				
4.8.	Performance Management of Executive Headteacher/Headteacher	Mon	Mon	Con		Imp/App	Imp
4.9.	Suspension or dismissal of CEO/Executive Team	Con	App			Pro/Imp	
4.10.	Suspension or dismissal of Exec Head or Head	Con	App	Con	Pro/Con	Pro/Imp	

	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
4.11.	Performance Management of Head of School		Mon	Con	Mon	App/Imp	
4.12.	Performance Management of SLT of school		Mon	Mon	Mon	Mon	App/Imp
4.13.	Suspension and dismissal of other teaching and support staff		App			App	Pro/Imp
4.14.	Redundancy of staff		App	Con	Con	Pro/Imp	Pro/Imp
4.15.	Restructuring of staff		App	Con	Con	Pro/Imp	Pro
4.16.	Appoint and remove Lay Chaplains (This is a Bishop's appointment)	App	Pro	Pro	Pro	Pro/Imp	Pro/Imp
5.	<b>Land and Contracts</b> – subject to full compliance with Diocesan requirements as set out in the Occupancy Agreement						
5.1.	Asset Management Strategy and insurance	App	Pro	Con	Con	Pro/Imp	Con
5.2.	Health & Safety plus safeguarding Policy & Review		App	Con	Con	Pro/Imp	Con/Imp
5.3.	Condition Surveys		App	Con	Con	Pro/Imp	Pro

	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
5.4.	Expansion and Redevelopment Works	App	Pro	Con	Con	Pro/Imp	Pro
5.5.	Leases	Con/App	App/Pro	Con	Con	Pro/Imp	Pro
5.6.	Lettings and shared use		Mon	Mon	Mon	App/Con	Pro/Imp
5.7.	Strategic support and shared services		Mon	Con	Con	App/Imp	Pro/Imp
6.	<b>HR and Policies</b>						
6.1.	Academy Trust Pay & Remuneration Policy	Cons	App	Con	Con	Pro/Imp	Imp
6.2.	Job Role Salary & Grading Policy	Cons/Mon	App	Con	Con	Pro/Imp	Imp
6.3.	Changes to Employee Terms & Conditions or Collective Agreements		App	Con	Con	Pro/Imp	Imp
6.4.	Performance Management & Appraisal Review Policy		App	Con	Con	Pro/Imp	Imp
6.5.	Disciplinary Policy		App	Con	Con	Pro/Imp	Imp

	Task	Members	Board	LAC		CEO	HT
				Effective Academy	Supported Academy		
6.6.	Grievance Policy		App	Con	Con	Pro/Imp	Imp
6.7.	Capability Policy		App	Con	Con	Pro/Imp	Imp
6.8.	Trust Whistle-blowing Policy		App	Con	Con	Imp/Pro	Imp
6.9.	Re-structuring & Redundancy Policy		App	Con	Con	Imp/Pro	Imp
6.10.	Employee Health & Safety Policy		App	Con	Con	Imp/Pro	Imp
6.11.	Academy times, terms and holidays (*Easter Triduum)	Pro/*App	App/Pro	Con	Con	Imp/Pro	Imp/Pro
6.12.	Adoption and review of Non-HR Academy Statutory Policies		App	Con	Con	Pro/Imp	Pro/Imp
6.13.	Academy Exclusions		Mon	Mon/App	Mon/App	Mon	Pro/Imp
6.14.	Academy Appeals against Permanent Exclusion		Mon	App	App	Con	Pro/Imp
6.15.	Complaints Policy	Con	App	Mon	Mon	Imp/Mon	Imp

**COMMITTEE TERMS OF REFERENCE:**

**AUDIT RISK AND ASSURANCE**

**FINANCE AND RESOURCES**

**STANDARDS AND CATHOLIC CHRISTIAN LIFE**



## Audit Risk and Assurance Committee (ARAC)

### Terms of Reference

#### Purpose

The Board of Directors (Trust Board) has established an Audit, Risk and Assurance Committee (ARAC) to support them in their responsibilities for issues of audit, risk management, internal control systems and governance by reviewing the comprehensiveness of assurances in meeting the Board's and Accounting Officer's assurance needs and reviewing the reliability and integrity of these assurances.

#### Membership

The composition of the ARAC must reflect the following:

- the Chairs of the Trust Board and the Finance Committee shall not serve as Chair of the ARAC,
- any member of the Trust Board may attend a meeting of the ARAC, including those who are not members of ARAC,
- the Chief Executive Officer/Accounting Officer and the Chief Financial Officer should attend all ARAC meetings as advisors,
- internal auditors should attend all ARAC meetings; and
- professional advisors should attend meetings as and when required to support the ARAC.

#### Meetings

Meeting arrangement for the ARAC will be as follows:

- the ARAC will meet at least 3 times a year. The Chair of ARAC may convene additional meetings, as they deem necessary,
- a meeting shall only be deemed to be quorate where 50% or more of the ARAC members are present,
- ARAC may seek to invite staff employed by St Clare to attend ARAC meetings to provide information and participate in discussions on any particular subject/matter; and,
- the Trust Board or the Accounting Officer may ask the ARAC to convene further meetings to discuss particular issues on which they want the committee's advice.

#### Reporting

For each meeting, ARAC will be provided with the following information (where appropriate):

- a report summarising any significant changes to the organisation's strategic risks and a copy of the strategic risk register,
- a progress report on the internal auditors programme summarising:
  - work performed (and a comparison with work planned),
  - key issues emerging from the work of internal audit,
  - management response to audit recommendations,
  - changes to the agreed internal audit plan; and
  - any resourcing issues affecting the delivery of the internal audit plan.
- a progress report (written/verbal) from the External Auditor summarising the work completed and any material findings,
- management assurance reports,
- reports on the management of major incidents, breaches, non-compliance and lessons learned,
- the internal and external audit strategy,
- a report on any changes to accounting policies,
- external auditor's management letter,
- a report on any proposals to tender for audit functions,
- a report on co-operation between internal and external audit; and
- the organisation's risk management strategy .

The ARAC will provide the Trust Board and Accounting Officer with an Annual Report, timed to support finalisation of the Annual Accounts and the Governance Statement, summarising its conclusions from the work undertaken by the internal auditors during the year covering key findings, recommendations and conclusions.

### **Access**

The internal auditors, external auditors or their representative and other professional advisors will have free and confidential access to the Chair of ARAC.

### **Delegated Authority**

The ARAC delegated authority extends to the following:

- The ARAC is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Trust Board.
- The ARAC is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.
- Obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.
- To make recommendation to the Trust Board in regard to the selection and appointment of St Clare's internal and external auditors.

The Audit Committee has no executive powers or operational responsibilities/duties.

### **Responsibilities**

The ARAC will:

- Advise and report to the Trust Board in relation to any organisational risks which might impede the development and implementation of a long term strategy for the success of the Trust, including the phasing plan for all identified schools joining St Clare. The Trust Board shall consider any such advice given by the ARAC.
- Support the Trust Board in developing an organisational structure which reflects the Trust's values and enables the management systems, structures and processes to work effectively in line with legal requirements and to ensure sound financial management.
- Support the Trust Board in the formulation of financial and risk management policies for the CMAT and the Academies for achieving the aims and objectives set out in their respective development plan.
- Advise the Trust Board on the adequacy and effectiveness of St Clare's systems of internal control and its arrangements for risk management, control and governance processes and securing economy, efficiency and effectiveness (value for money).
- Regularly review the statement on internal control and make appropriate recommendation to the Trust Board and when appropriate communicate messages and advice to the Local Academy Committee, liaising as necessary with the Local Academy Committee representative responsible for financial oversight and risk management of the Academy's activities.
- Support (and challenge when necessary) the Trust Board and in particular the Chief Executive Officer (being the "Accounting Officer") to ensure they satisfy their duty as Accounting Officer to:
  - Ensuring value for money,
  - Ensuring regularity and propriety,
  - Ensuring prudent and economical administration,

- Avoiding waste and extravagance,
  - Ensuring the efficient and effective use of resources; and
  - Keeping proper accounts.
- Establish and implement a system of financial and risk reporting by the Academies to the Trust Board and to oversee that reporting to ensure that such a system complies with the Trust Board's legal obligations.
  - Review any financial and risk report submitted by the Academies and advise the Trust Board on any issues arising from it as well as making recommendations for future reports to sustain the integrity of the financial and risk management systems.
  - Advise on the formulation and implementation of a policy for the approval and signing of contracts, ensuring all contracts to be entered into are appropriate, have been authorised (or are within delegated authority) and do not expose the Trust Board to undue risk.
  - Advise the Members and Trust Board on the appointment, reappointment, dismissal and remuneration of external auditors.
  - Monitor the effectiveness of auditors, including the use of auditor performance indicators.
  - Ensure effective coordination between auditors ensuring that a consistent method of audit is adopted across all Academies, including the need to account for land and property according to CES instructions.
  - Ensure that additional services undertaken by auditors are compatible with the audit independence and objectivity.
  - Agree the work programme of internal audit including the checking of financial controls, systems, transactions and risks.
  - Consider the reports of the auditors and, when appropriate, advise the Trust Board and the Academies of material control issues.
  - Monitor the implementation of agreed audit recommendations.
  - Advise on policies for the securing of the funds and assets of the Trust including by the prevention of loss through fraud and irregularity.
  - Ensure that all allegations of fraud and irregularity are appropriately investigated and control weaknesses addressed, working with the Trust Board and the Headteachers/Principals of the Academies, as appropriate.
  - Recommend the annual financial statements to the Trust Board for approval.

## **Review and Evaluation**

The terms of reference for the ARAC shall be reviewed and reapproved annually prior to the commencement of the new academic and financial year.

The ARAC will periodically review its own effectiveness and report the results of that review to the Trust Board once a year.

## Finance and Resources Committee (FARC)

### Terms of Reference

#### Purpose

The Board of Directors (Trust Board) has established a Finance and Resources Committee (FARC) to support and discharge its responsibilities in regard to compliance with the Trust's Master and Supplemental Funding Agreements, Academy Trust Handbook and St Clare's Financial Regulations. The Trust Board is also responsible for ensuring the appropriate management of Trust finances and resources as well as ensuring regularity, propriety and value for money (VfM).

#### Membership

The composition of the FARC must reflect the following:

- the Chairs of the Trust Board and the Audit, Risk and Assurance Committee (ARAC) shall not serve as Chair of the FARC,
- any member of the Trust Board may attend a meeting of the FARC, including those who are not members of FARC,
- the Chief Executive Officer/Accounting Officer and the Chief Financial Officer should attend all FARC meetings as advisors; and
- professional advisors should attend meetings as and when required to support the FARC.

#### Meetings

Meeting arrangement for the FARC will be as follows:

- the FARC will meet at least six times a year. The Chair of FARC may convene additional meetings, as they deem necessary,
- a meeting shall only be deemed to be quorate where 50% or more members of the FARC are present,
- FARC may seek to invite staff employed by St Clare to attend FARC meetings to provide information and participate in discussions on any particular subject/matter; and,
- the Trust Board or the Accounting Officer may ask the FARC to convene further meetings to discuss particular issues on which they want the committee's advice.

#### Reporting

For each meeting, FARC will be provided with the following information (where appropriate):

- a report summarising the financial position of the Trust and its constituent academies, including but not limited to the follow:
  - income and expenditure statement,

- balance sheet,
- cashflow statement,
- budget variance analysis; and
- performance benchmark ratios.
  - procurement activity reports including:
    - tender documentation and contract award approvals,
    - planned procurement pipeline/pathway; and
    - variation/deviation/variances to existing procurement pathways.
- reports on the management of major incidents, breaches, non-compliance and lessons learned,
- schedule of financial policy amendments and updates for approval,
- schedule of financial regulations amendments and updates for approval,
- academies budget forecast return,
- unaudited/audited annual financial statements,
- annual VfM statement
- annual half yearly budget reforecast,
- academies annual return,
- financial annual return; and
- school resource management self-assessment toll (SRMSAT).

### **Access**

The internal auditors, external auditors or their representative and other professional advisors will have free and confidential access to the Chair of FARC.

### **Delegated Authority**

The FARC delegated authority extends to the following:

- hold to account and constructively challenge the Executive Team as to the effectiveness and impact of policy and practice in relation to the management and deployment of Trust resources,
- review benchmarking data in relation to the overall performance of the Trust in comparison to regional and national standards and to the performance of other comparable Trusts,

- consider and review detailed reports on the financial sustainability, human resource and estate management performance, practices and resources of the Trust,
- the approval of the annual budget for the Trust as recommended by the CEO and CFO,
- procurement policies and associated arrangements; and
- financial regulations, delegations and proposed amendments thereto.

The FARC is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Trust Board,

### **Responsibilities**

The FARC will:

- To ensure that the Trust Board is kept informed of all major financial issues concerning:
  - the Trust and its Academies,
  - the overall Trust budget and those of the individual Academies,
  - the management of funds against the budget,
  - the benchmarking of financial performance and the heads of expenditure,
  - the way funds are utilised (including value for money); and
  - the way monies are secured.
- To ensure that Integrated Curriculum Financial Planning or an equivalent tool is used to support decision-making, staffing structures and budgeting and that up-to-date data is available to support that process.
- To recommend the annual budget for the Trust and the Academies to the Trust Board for approval, having consulted Headteachers and (if appropriate) Local Academy Committees.
- To receive reports on the monitoring of income against expenditure and proposals to revise forecasts for the year.
- To monitor the production, timeliness and accuracy of key financial statements in response to both statutory and local requirements.
- To support (recommending and advising) the Trust Board in developing and then implementing a reserves policy and to consider the impact of strain in individual Academy budgets.
- To support (recommending and advising) the Trust Board in developing and then implementing the Financial Regulations Manual and associated procurement policy.
- To review tenders for major contracts as specified in the Financial Regulations Manual. To approve or reject tender proposals or, where required, make recommendations to the Trust Board.



- To recommend any changes in the Financial Regulations Manual, where significant, to the Trust Board. To review the operations of the Trust and the Academies in relation to the procedures shown in the Financial Regulations Manual. To work with the Headteachers to resolve breaches and to improve procedures as appropriate.
- To monitor key financial and accounting systems and reviewing any audits of these or the general finances of the Trust and make recommendations to the Trust Board and/or the Local Academy Committees as appropriate.
- Receive financial forecasts for academies joining the Trust and review the impact of those on the overall financial sustainability of the Trust

#### Review and Evaluation

The terms of reference for the FARC shall be reviewed and reapproved annually prior to the commencement of the new academic and financial year.

The FARC will periodically review its own effectiveness and report the results of that review to the Trust Board once a year.

## Standards and Catholic Christian Life Committee (SCCL)

### Terms of Reference

#### Purpose

The Board of Directors (Trust Board) has established a Standards and Catholic Life Committee (SCLC) to support them in their responsibilities for educational standards, safeguarding and welfare of students and the quality of the Catholic/Christian life found across our schools. The SCLC will support this work by reviewing the comprehensiveness, reliability and integrity of reports covering quality of education, safeguarding, student welfare and Catholic/Christian life. The SCLC will also review trust policies with relevance to this aspect of the work of the trust and will inform trust strategic priorities with regard to the maintenance and improvement of educational standards and quality of Catholic/Christian life.

#### Membership

The composition of the SCLC must reflect the following:

- the Chair of the Trust Board shall not serve as Chair of the SCLC,
- any member of the Trust Board may attend a meeting of the SCLC, including those who are not members of SCLC,
- the Chief Executive Officer/Accounting Officer should attend all SCLC meetings as advisor, and
- other professional advisors should attend meetings as and when required to support the SCLC.

#### Meetings

Meeting arrangement for the SCLC will be as follows:

- the SCLC will meet at least once per term. The Chair of SCLC may convene additional meetings, as they deem necessary,
- a meeting shall only be deemed to be quorate where 2 or more member of the SCLC are present,
- SCLC may seek to invite staff employed by St Clare to attend SCLC meetings to provide information and participate in discussions on any particular subject/matter; and,
- the Trust Board or the Accounting Officer may ask the SCLC to convene further meetings to discuss particular issues on which they want the committee's advice.

The minutes of meetings of the Committee shall be made available to all members of the Trust Board.

#### Reporting

For each meeting, SCLC will be provided with the following information (where appropriate):

- Data\* covering key performance indicators of educational standards and quality of care, including but not limited to:
  - Outcomes of students in national tests and examinations
  - Teacher assessed progress
  - Attendance

- Response to student, teacher and parent surveys
- Student behaviour
- Exclusions
- Safeguarding referrals and types of issues recorded and monitored
- Complaints
- Demographic trends and other student characteristics
- Student teacher ratio, class size, contact ratio and other curriculum informed financial planning data
- Report on progress against the CMAT's Improvement Plan for educational standards and Catholic/Christian Life
- Report highlighting how diocesan, national and universal Church Initiatives are being lived out
- Summary of self-evaluation of schools identifying areas of strength, priorities for improvement and identification of likely need for additional support
- Summary of activity to moderate and provide quality assurance of school self-evaluation including the outcome of external inspections including Ofsted and section 48
- Annual audit of the quality of safeguarding provision

\* Wherever possible, data will include local and national benchmarks and compare the current position to similar points over time to help identify potential trends

The SCLC will provide a termly report (via the minutes of the meeting) to the Trust Board to cover:

- The overall position of the Trust and of individual schools within the trust in the quality of education and care
- The overall position of the Trust and of individual schools within the Trust in living out their Catholic/Christian mission and ethos
- Identification of any issues which require closer monitoring or action
- Updates on progress against any agreed improvement plans (trust wide, or individual school)

### Delegated Authority

The SCLC delegated authority extends to the following:

- The SCLC is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Trust Board.
- The SCLC is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.
- Obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or the Trust Board.

The SCLC has no executive powers or operational responsibilities/duties.

### Responsibilities

The SCLC will:

- Constructively challenge the Chief Executive Office and other relevant employees of the trust as to:
  - The effectiveness and impact of self-evaluation, quality assurance and the related school improvement work
  - The effectiveness of support provided for schools to help maintain and develop their Catholic/Christian Life and Collective Worship
- Consider to what extent encounter with the person of Jesus Christ is truly at the heart of each school community, and the Trust as a whole.
- Review schools' current self-assessment of the quality of Catholic/Christian life, quality of education, safeguarding and student wellbeing
- Review data over time in relation to individual schools and to the overall performance of Trust in comparison to regional and national benchmarks
- Draw the attention of the Trust Board to any concerns arising from the standards and performance of schools and/or the self-evaluation and QA process.
- Monitor progress against agreed improvement priorities of the trust
- Provide in-depth review/scrutiny of schools in special measures and/or requiring improvement and/or which are causing concern including those that are slow to improve in relation to external inspections (including Ofsted and Section 48/SIAMS)
- Have particular regard to safeguarding compliance and effectiveness in all schools within the Trust and draw the attention of the Board to any concerns, ensuring those concerns are robustly investigated and action where needed is taken. (The agenda for each meeting of the Committee is to include a standing item on Safeguarding).
- Review trust policies that relate to Catholic/Christian life, curriculum and educational provision, student safeguarding and welfare
- Support the Trust Board in establishing and reviewing trust priorities and the associated development plan.
- Support the Trust Board in developing an organisational structure which reflects the Trust's values and mission to provide high quality and distinctive Catholic/Christian education and care
- Work with the finance and resources committee to support curriculum informed financial planning across the trust

In carrying out these responsibilities, the SCLC will be mindful of the trusts' principles of subsidiarity, solidarity and the common good. The SCLC will not duplicate the work of local academy committees, or head teachers, in monitoring and evaluating the quality of education, care and Catholic/Christian life in each school. Rather, the SCLC has a key role in ensuring that the trust is adding value to this work by:

- Providing support and challenge
- Ensuring great practice is shared and that decisions are based on high quality information
- Identifying shared priorities for improvement which can best be addressed collaboratively
- Coordinating efficient and effective school to school support

The terms of reference for the SCLC shall be reviewed and reapproved annually prior to the commencement of the new academic and financial year.

The SCLC will periodically review its own effectiveness and report the results of that review to the Trust Board once each year.

## COMMITTEE TERMS OF REFERENCE: LOCAL ACADEMY COMMITTEE

## COMMITTEE TERMS OF REFERENCE: LOCAL ACADEMY COMMITTEE

### 18. Purpose

18.1A Local Academy Committee (LAC) shall be established for each of the Academies, except where the Trust Board determines in a particular case that more than one Academy should be governed by the same LAC.

18.2The purpose of the Local Academy Committee is to preserve and develop the Catholic ethos and mission of the Church, to provide local accountability, to provide day to day support and oversight of the Academy's leadership team, monitor the effectiveness of the resources allocated to the Academy, support the Trust Board in implementing policies and procedures.

18.3The roles and responsibilities of the Local Academy Committee are set out in the Table of Key Delegated Responsibilities.

### 19. Constitution

19.1Governors appointed to a Local Academy Committee shall be appointed as follows:

19.1.1 such number of **Foundation Governors** appointed by the Diocesan Bishop to ensure that the Foundation Governors outnumber all other Governors by at least 2; (subject to point 19.1.4 below)

19.1.2 up to 2 **Parent Governors**, elected by parents or carers of registered pupils at the Academy and being a parent or carer of a pupil at the Academy at the time when elected;

19.1.3 Employees shall not be Governors on the Local Academy Committee where they are employed.

19.1.4 In the case of joint Catholic/CofE schools, foundation directors will be appointed in equal number by the Catholic and Anglican Diocesan Bishop

19.2The Headteacher of the Academy will attend all Local Academy Committee meetings.

19.3Advisers (including other members of staff in the Academy) may attend meetings provided they do not take part in any decision making.

19.4All Governors must undertake to uphold the object and mission of the Trust and must comply with the Governor Code of Conduct appended to the Scheme of Delegation.

### 20. Term of Office

20.1The term of office for any Governor shall be 4 Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the Local Academy Committee.

20.2A Governor shall not normally serve more than 12 years at the same academy.

### 21. Resignation and Removal of members of the Local Academy Committee

21.1A Governor shall cease to hold office if he or she resigns his or her office or is removed by the Bishop or in the case of any Governor who is not a Foundation Governor by the Trust Board (which the

Directors reserve the power to do without the need to provide any reasons for removal). Any vacancy on a Local Academy Committee will trigger an appropriate appointment or election and must be notified to the Trust Board and the Diocesan Schools' Department.

21.2 Any person who would not be eligible to be a Director in accordance with the Trust's Articles of Association will not be eligible for appointment or election to the Local Academy Committee and must resign from the Local Academy Committee if they become ineligible. Details of eligibility to serve as a Governor are set out in the Governor Code of Conduct.

21.3 Where a person who serves on the Local Academy Committee resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Local Academy Committee, copied to the Clerk to the Local Academy Committee.

## 22. **Appointment of the Chair and Vice-Chair**

22.1 Subject to any direction by the Trust Board, Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from amongst the Foundation Governors.

22.2 The Chair and Vice Chair will cease to hold office if they no longer serve as a Governor. The same person cannot hold more than one office.

22.3 The Clerk to the Local Academy Committee shall act as chair during that part of any meeting at which the Chair and Vice Chair are elected.

22.4 Any election of the Chair and Vice Chair which is contested shall be held by secret ballot.

22.5 More details as to the role and responsibilities of the Chair are set out in the Governor Code of Conduct.

## 23. **Meetings**

23.1 The minutes of the proceedings of a meeting of the Local Academy Committee shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Local Academy Committee and shall be signed (subject to the approval of the members of the Local Academy Committee) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:

23.1.1 all appointments of officers made by the Local Academy Committee; and

23.1.2 all proceedings at meetings of the Local Academy Committee including the names of all persons present at each such meeting.

23.2 The Chair shall ensure that copies of minutes of all meeting of the Local Academy Committee shall be provided to the Chief Executive Officer and (if requested) the Diocesan Schools' Department as soon as reasonably practicable after those minutes are approved.

23.3 Subject to this Scheme of Delegation, the Local Academy Committee may regulate its proceedings as Governors think fit, provided at all times that there is openness and transparency in matters relating to the Local Academy Committee. The Local Academy Committee is expected to meet at least once a term but may meet more often if felt appropriate or if requested to meet by the Trust Board.



23.4 The Bishop, or the Diocesan Director of Education, as representative of the Bishop, may attend a Local Academy Committee meeting by first informing the Chair of the LAC of their intention to attend. If the Bishop or the Diocesan Director of Education is present, then they do not count towards the quorum for that meeting and do not have a vote.

23.5 Directors may attend a meeting of the Local Academy Committee by first informing the Chair of the LAC of their intention to attend. If a Director is present, then they count towards the quorum for that meeting and may vote. The Trust Board may direct the Local Academy Committee to allow any member of the Trust's Executive Team or a Governor from another LAC in the Trust to attend meetings of the LAC. Such persons may engage in discussion but will not be permitted to vote on any resolution of the LAC.

23.6 Meetings of the LAC shall be convened by the clerk to the Local Academy Committee. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:

23.6.1 given by the LAC;

23.6.2 given by the Chair or, in his absence or where there is a vacancy in the office of chair, the Vice-Chair; or

23.6.3 given by the Chair of the Catholic MAT

23.7 Any three Governors may, by notice in writing given to the clerk, requisition a meeting of the Local Academy Committee; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

23.8 Each Governor shall be given at least seven clear days before the date of a meeting:

23.8.1 notice thereof and sent to each Governor at the email address provided by each Governor from time to time; and

23.8.2 a copy of the agenda for the meeting;

provided that where the Chair or, in his or 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 notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he or she directs.

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

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

23.11 A meeting of the Local Academy Committee shall be terminated forthwith if:

23.11.1 the Governors so resolve; or

23.11.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Academy Committee.

23.12 Where a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

23.13 Where the Local Academy Committee resolves to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Academy Committee shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

## 24. **Quorum**

24.1 The quorum for a meeting of the Local Academy Committee, and any vote on any matter thereat, shall be three. The proceedings of the Local Academy Committee shall not be invalidated by any vacancy on the board or any defect in the election, appointment or nomination of any Governor, providing the defect was not dishonestly made.

24.2 The Local Academy Committee may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

24.3 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Academy Committee shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote.

24.4 Where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.

24.5 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Academy Committee, shall be valid and effective as if it had been passed at a meeting of the Local Academy Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Academy Committee and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Academy Committee in writing of the email address or addresses which the Governor will use.

24.6 Minutes of meetings of the Local Academy Committee shall be published redacting any aspect which is confidential or it would not be appropriate to disclose in light of the Data Protection Act 2018.

24.7 Any Governor shall be able to participate in meetings of the Local Academy Committee by telephone or video conference provided that the Governor has indicated prior to the meeting a wish to do so and has provided appropriate details to enable this and the meeting has access to suitable equipment.

## 25. **Notices**

25.1 Any notice to be given to or by any person pursuant to these Terms of Reference and more generally the Scheme of Delegation (including a notice calling a meeting of the Local Academy Committee) 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.

25.2A notice may be given by the Local Academy Committee to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his or 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 Academy Committee by the Governor. A member whose registered address is not within the United Kingdom and who gives to the Local Academy Committee 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 or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Academy Committee.

25.3A Governor present, either in person or by proxy, at any meeting of the Local Academy Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

25.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

## 26. **Joint Church Schools**

26.1 The composition and oversight of any Local Academy Committee established in respect of a Joint Church School will be conducted in accordance with the relevant Joint Church School Diocesan Memorandum of Understanding.

## DIRECTOR CORE COMPETENCIES AND CODE OF CONDUCT

### Introduction

As a charity and company limited by guarantee, [name of the Catholic Multi Academy Trust] (the “Trust”) is governed by a Board of Directors (the “Directors”). The Trust’s charitable purpose is the advancement of the Catholic religion and the Trust is accountable to the Bishop of Hallam, the diocesan authority for the purposes of the academies and the religious authority for all matters. Notwithstanding whether a Director is appointed by the Bishop (i.e. as a Foundation Director) or by the Board of Directors (i.e. Co-opted Directors and Non Foundation Directors), all Directors must comply with the wishes of the Bishop and fulfil the charitable object of the Trust, acting at all times in observance of the values of the Catholic Church. The Bishop is a Member of the Trust and appoints all other Members.

Whilst the Directors are accountable to the Bishop and the other Members of the Trust, the Directors have overall responsibility and accountability for all strategic and operational matters within the Trust and have been delegated decision making authority by the Members. The Board is intended to be strategic not operational and has delegated the day to day management of the business and the responsibility for the running of the academies to those officers of the Trust with executive and leadership responsibilities. The Board’s main purpose is to:

- determine the vision and values of the Trust consistent with those of the Bishop;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Directors have established Local Academy Committees to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. Further detail can be found in the Trust’s Scheme of Delegation.

The Trust is an exempt charity whose principal regulator is the Secretary of State for Education. Whilst this means the activities and constitution of the Trust are primarily determined by the Department for Education subject to the wishes of the Bishop, nevertheless the Trust is subject to company law and charity law and occasionally the jurisdiction of the Charity Commission. The Directors therefore have both responsibilities as directors of a company and trustees of a charity.

### Legal Duties of the Directors

The Directors of a charity have a fiduciary duty to act in good faith in the best interests of the charity. This duty includes a responsibility to do the following:

- To ensure compliance with any legal obligations;
- To report on the charity’s activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called Charity SORP);
- To fulfil the charitable object of the charity as set out in its constitution (the Articles of Association)

and to act in a way which is compliant with the rules of the charity contained in the Articles and the Diocesan Memorandum of Understanding;

- To act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- To act prudently in the financial management of the charity, avoiding putting any assets, funds or reputation of the charity at undue risk;
- To exercise reasonable care and skill, using personal knowledge and experience to ensure the charity is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

Under company law the Directors must avoid conflicts of interest and act prudently. There are specific legal duties where a company is insolvent or there is a threat of insolvency. More detail can be found in the [Academy Trust Handbook](#) and Directors must be especially careful where they may have a personal interest in a matter which involves the Trust. Familial relationships at Board and leadership level are discouraged. Directors must comply with the Trust's Conflict of Interest policy which will also address any specific requirements regarding trading with connected parties. Directors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Directors to serve on the Board. The role of a Director is unpaid (except for the reimbursement of reasonable expenses).

All Directors will be approved by the Diocesan Schools' Department. Foundation Directors are appointed by the Bishop and will be practising Catholics. Non Foundation Directors may be appointed by the Trust Board or by the Bishop, but in both cases with the approval of the other. Whilst Non Foundation Directors are not expected to be practising Catholics, they will nevertheless be expected to preserve and uphold the Catholic character of the Trust and fulfil the wishes of the Bishop in so far as these relate to the management of the Trust and its Schools. Directors are appointed for a term of 4 years and can be reappointed on the expiry of such term provided that no Director is to be appointed for more than 3 terms of office.

### **Specific Duties of the Directors**

The specific tasks and responsibilities of the Directors are to:

- hold governance accountability;
- determine strategic vision and overarching strategic plan;
- provide strategic leadership and governance;
- provide challenge and support to senior leaders undertaking the recruitment and performance of any chief executive officer;
- develop and decide strategic and operational policies;
- facilitate collaboration;

- co-ordinate and oversee shared services and resources;
- develop and oversee the implementation of Trust development plan;
- approve of performance benchmarks;
- approve overall Trust budget and advise on School budgets;
- monitor expenditure in accordance with appropriate authorisations;
- oversee financial governance and risk management;
- determine the Trust's reserves/contingency policy;
- ensure appropriate insurance or risk cover is put in place;
- undertake recruitment of headteachers and facilitate the performance management of senior leaders;
- develop shared staff training programmes and opportunities for professional development;
- support the development and building of leadership and governance capacity at School level;
- approve of site and asset management strategy;
- oversee any significant capital expenditure and building projects;
- approve of all funding applications;
- decision maker for all appeals.

Individual Directors may be given primary responsibility for particular functions such as audit and financial management, HR, Trust policies and procedures, safeguarding, academy liaison and communication with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Directors are expected to use their skills and experience in the fulfilment of their duties.

### **Core Competencies and Skills**

The following are the core competencies and skills expected of all Directors:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;
- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- To develop a deep understanding of the vision and ethos of the Trust and its academies and the roles

played by all individuals in fulfilment of the Trust's mission;

- To understand the policies and procedures of the Trust and how these flow down to the academies;
- To support the Trust in public and act as an ambassador of the Trust and the academies;
- To commit to training and skills development;
- To be ready to ask questions;
- To be focussed on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan [Seven Principles of Public Life](#).

### Personal Qualities and Values

The role of a Director is challenging but should be rewarding. Directors are expected to be held in high regard and to provide an example to others. As such, Directors will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep seated commitment to the aims and objectives of the Trust and the Catholic Church;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;
- An ability to use financial and workforce data to inform decision-making;
- Appropriate levels of literacy in English;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by the Bishop.

Specific skills may be needed if a Director is to take responsibility for and lead on a specific area or to meet a skills shortage that has been identified. The Trust has additional expectations of its Chair and Vice Chair and these are appended to this Code of Conduct. A regular skills audit will be undertaken and Directors should expect to be able to articulate their contribution to the success of the Trust and the academies.

### Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Directors satisfy on an ongoing basis the legal requirements for charity trustees. A list of disqualifying reasons is provided by the Charity Commission, click [here](#) for details. Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

## Removal of a Director

Any concerns regarding a Director's behaviour and actions which may impact adversely on the Trust or fellow Directors will be addressed either by the Bishop or the Chair of the Trust. Except where changes to the Trust Board are made for operational reasons for example to address skills shortages or to satisfy the requirements of the Bishop, steps to remove a Director for personal reasons are expected to be taken only in exceptional circumstances for example involving the following:

- A failure to uphold the Catholic values of the Trust and in a way that is contrary to Catholic teaching;
- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Director displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Director has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Director are significantly detrimental to the effective operation of the Trust Board or the Trust more widely, distracting the Trust Board from its core strategic functions and/or the actions of the Director interfere with the operational efficiency of the Trust or any of its academies thereby wasting a significant amount of executive, headteacher and/or senior leadership time;

Any decision to remove will be made in accordance with the Trust's Articles of Association and applicable law. Any right of appeal will be subject to applicable law.

## Review

This Director Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

December 2021



## Appendix – Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from amongst the Trust Board, but they must be Foundation Directors and regard must be had to any further requirements of the Bishop.

Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

### Specific Duties

The Chair's specific duties are to:

- Ensure the Bishop's wishes are fulfilled, liaising directly with the Diocesan Schools' Department and representatives of the Bishop;
- Provide a clear lead and direction for the Board in formulating and delivering the vision for the Trust;
- Build an effective team, attracting individuals to the Board with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to work of the Trust and driving school improvement across all academies;
- Ensure new Directors are properly introduced to the work of the Trust and the Board and to support their development as effective and valued members of the Board maximising their contribution to the Trust in doing so;
- Work closely with the senior or chief executive officer to ensure there is proper challenge and encouragement of Directors, executive officers and those with leadership responsibilities;
- Provide direct support to the senior or chief executive officer and take the lead in the recruitment and performance management of this role as well as the review of pay and conditions of service;
- Take a lead role in any decision to suspend or discipline the senior or chief executive officer;
- Ensure that school improvement is the focus of all policy and strategy for the Trust, reminding the Directors of this as often as necessary;
- Hold the Directors to account, ensuring the business of the Board is conducted efficiently and effectively, chairing meetings ensuring all Directors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Board's effectiveness to the Members as required;
- Be available when there is a need to act quickly, taking, or supporting the senior or chief executive officer in taking, urgent action and making decisions, subject to subsequent ratification by the Board as necessary;
- Act a focal point and advocate for the Board, liaising as necessary with any regulatory body, the Local Academy Committee and those representing the wider community.

## Specific Responsibilities

As the guardian of the Board's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by executive officers is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the Board are held regularly and there is a clear agenda which has been communicated to all Directors which focusses appropriately on strategic matters, acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;
- That the business of the Board is conducted as openly and transparently as possible;
- That decisions taken by the Board are implemented and not circumvented;
- That Directors adhere to the Director Code of Conduct and that the Chair takes appropriate and firm action where this appears not to be the case;
- That the Board undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Board remains focussed on the Trust's key strategic priorities and that individual Directors either as a group or committee or as individuals do not seek to become overly involved in operational matters;
- There is proper and adequate succession planning;
- That any complaints about the Trust, the actions of the Board or an individual Director or the senior or chief executive officer are dealt with in a timely and effective manner.

## Additional Skills

As well as the skills required of a Director, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise;
- Ability to chair meetings and encourage the participation of others;
- Ability to build and lead a team;
- Leadership or managerial experience;
- Ability to delegate;
- Ability to mediate.

## GOVERNOR CORE COMPETENCIES AND CODE OF CONDUCT

### Introduction

[name of the Catholic Multi Academy Trust] (the “Trust”) has been established by the Bishop of Hallam to safeguard Catholic education in the Diocese. The Trust is governed by a Board of Directors (the “Directors”). The Directors have overall responsibility and accountability for the Trust, reporting to the Bishop as required. The Board has delegated authority to act on behalf of the Trust. The Board fulfils a strategic function and its main purpose is to:

- determine the vision and values of the Trust consistent with those of the Bishop;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Directors have established Local Academy Committees to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. The Governors serving on these Local Academy Committees are answerable to the Directors and the Bishop. All Governors, including those not appointed by but with the approval of the Bishop, must comply with the wishes of the Bishop and fulfil the charitable object of the Trust, acting at all times in observance of the values of the Catholic Church. The main functions of the Local Academy Committees are to:

- ensure the Academy meets the needs of its community;
- protect the Academy’s character and distinctiveness;
- support teaching and learning to ensure high quality provision;
- safeguard pupil and staff well-being; and
- ensure the Academy’s resources, including its budget is managed effectively and in line with the Trust’s financial procedures.

Further detail can be found in the Trust’s Scheme of Delegation.

### Duties of the Governors

Whilst Governors are not Directors or directors of the Trust and therefore are not subject to the normal legal responsibilities of charity Directors, Governors are expected to act in good faith in the best interests of the Trust and the Academies for whom the Trust has responsibility. This means Governors have a responsibility to do the following when dealing with matters for the Academy:

- To ensure compliance with any legal obligations;
- To act in a way which is compliant with the charitable object of the Trust, its Articles of Association

and the Scheme of Delegation, including the Diocesan Memorandum of Understanding;

- To act with integrity and to avoid any personal conflicts of interest and not to misuse any Trust or Academy funds or assets;
- To act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust more widely at undue risk;
- To exercise reasonable care and skill, using personal knowledge and experience to ensure the Academy is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

There is specific emphasis on the obligation on Governors to avoid conflicts of interest and to act prudently in the [Academy Trust Handbook](#) and Governors must be especially careful where they may have a personal interest in a matter which involves either the Trust or the Academy. Familial relationships at Governor and leadership level are discouraged. Governors must comply with the Trust's Conflict of Interest policy.

Governors must act independently and in the best interest of the Trust. Foundation Governors must act in accordance with the will of the Bishop. The role of a Governor is unpaid (except for the reimbursement of reasonable expenses).

Governors are appointed for a term of 4 years and can be reappointed on the expiry of such term provided that no Governor is to be appointed for more than 12 years. Foundation Governors are appointed by the Bishop and will be practising Catholics.

### **Specific Duties of the Governors**

The specific tasks and responsibilities of the Governors (and the Local Academy Committee) are to.

- decide the Academy's mission and vision and uphold the Academy's distinctiveness and unique Catholic character, in harmony with the Trust's strategic vision and ethos;
- support senior leadership team generally and with specific emphasis on target setting, pupil monitoring and analysing progress data to inform curriculum and budgeting priorities;
- approve of Academy development/action plan and ensure resources are allocated to it;
- propose any significant capital expenditure;
- monitor expenditure ensuring the Academy works within its budget implementing the Trust's risk and financial management policies ensuring probity, prudence and efficiency;
- play an active part in the recruitment of the headteacher by the Trust Board;
- support the senior leadership team in the development and review of an appropriate staffing structure;
- monitor the impact of academy policies and performance management of personnel;
- responsible for staff welfare and well-being, supporting the senior leadership team in monitoring

absence and sickness;

- promote collaboration with other schools in the Trust;
- develop and review delegated school policies (e.g. admissions, pupil behaviour, safeguarding);
- provide advice and feedback to the Directors, ensuring the Academy is meeting the needs of its community;
- undertake all and any appropriate community consultation;
- provide a point of contact for parents, carers and other members of the local community, maintaining an effective link to the wider community;
- evaluate its performance ensuring appropriate training and development so that knowledge, skills and behaviour are appropriate for a dynamic education environment.

There will be named governors with primary responsibility for Safeguarding and SEND, although it is recognised that the Local Academy Committee with leadership remain responsible for these areas. Link roles may also be established as the Local Academy sees fit to cover such areas as standards/school improvement, parish links, community liaison, key stages etc with a view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Governors are expected to use their skills and experience in the fulfilment of their duties.

### **Core Competencies and Skills**

The following are the core competencies and skills expected of all Governors:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;
- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- To develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- To understand the policies and procedures of the Trust and how these flow down to the Academies;
- To support the Trust in public and act as an ambassador of the Trust and the Academies;
- To commit to training and skills development;
- To be ready to ask questions;
- To be focussed on problem solving and be ready to learn from past experiences;

- To adhere to the Nolan [Seven Principles of Public Life](#).

### Personal Qualities and Values

The role of a Governor is challenging but should be rewarding. Governors are expected to be held in high regard and to provide an example to others. As such, Governors will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep seated commitment to the aims and objectives of the Trust and the Catholic Church;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;
- An ability to use financial and workforce data to inform decision-making;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by the Trust Board and the Bishop.

Specific skills may be needed if a governor is to take responsibility for and lead on a specific area or to meet a skills shortage that has been identified. The Trust has additional expectations of the Chair and Vice Chair of the Local Academy Committee and these are appended to this Code of Conduct. A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Trust and the Academies.

### Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Governors satisfy on an ongoing basis the legal requirements for charity trustees. A list of disqualifying reasons is provided by the Charity Commission, click [here](#) for details. Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

### Removal of a Governor

Any concerns regarding a Governor's behaviour and actions which may impact adversely on the Church, the Trust, the Academy or fellow Governors will be addressed either by the Bishop (who has the power to remove any Foundation Governor) or the Chair of the Local Academy Committee (or if need be by the Trust Chair). Except where changes to the Local Academy Committee are made for operational reasons, for example, to address skills shortages or to satisfy the requirements of the Bishop, steps to remove a Governor for personal reasons are expected to be taken only in exceptional circumstances, for example, involving the following:

- A failure to uphold the Catholic values of the Trust and in a way that is contrary to Catholic teaching;
- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Governor displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Governor has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Governor are significantly detrimental to the effective operation of the Local Academy Committee, the Academy or the Trust more widely, distracting the Local Academy Committee from its core strategic functions and/or the actions of the Governor interfere with the operational efficiency of the Academy or the Trust thereby wasting a significant amount of executive, headteacher and/or senior leadership time;

The decision to remove a Governor will be made by the Bishop on the advice of the Trust Board, who will consult both the Academy headteacher and the Chair of the Local Academy Committee. Any decision to remove a Governor will be communicated to the Governor concerned who will be given an opportunity to make representations (in writing or verbally) to those removing them. It is not expected (or required by law) that the written details of the case against the Governor will be provided.

### **Review**

This Governor Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

December 2021

## Appendix – Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from within the Local Academy Committee, but they must be Foundation Governors. Regard must be had to any recommendations from the Trust Board, or any requirements of the Bishop. If the Trust Board requires that its approval be sought to any appointment of the Chair and Vice Chair (which the Directors are free to decide from time to time), then any appointment by the Local Academy Committee will be subject to ratification by the Trust Board. Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

### Specific Duties

The Chair's specific duties are to:

- Ensure the Bishop's wishes are fulfilled;
- Provide a clear lead and direction for the Local Academy Committee;
- Build an effective team, attracting individuals to the Local Academy Committee with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to the Academy and the work of the Trust and who will provide a focus for driving up and maintaining high standards in the Academy;
- Ensure new Governors are properly introduced to the work of the Local Academy Committee and the Trust more widely and to support their development as effective and valued members of the Local Academy Committee maximising their contribution to the Academy and the Trust in doing so;
- Work closely with the headteacher of the Academy to ensure there is proper challenge and encouragement of Governors and the Academy's senior leadership team;
- Provide direct support to the headteacher of the Academy and to both the Trust Chair and any chief executive officer of the Trust in relation to any recruitment and performance management of this role as well as the review of pay and conditions of service;
- Provide support to the Trust Chair and any chief executive officer in any decision to suspend or discipline the headteacher of the Academy;
- Ensure that the Catholic or joint faith school's ethos underpins every aspect of school life
- Ensure school improvement is the focus of all policy and strategy for the Academy, reminding Governors of this as often as necessary;
- Hold the Governors to account, ensuring the business of the Local Academy Committee is conducted efficiently and effectively, chairing meetings ensuring all Governors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Local Academy Committee's effectiveness to the Trust Board as required;
- Be available when there is a need to act quickly, taking, or supporting the Academy headteacher (and if need be any chief executive officer) in taking, urgent action and making decisions, subject to subsequent ratification by the Local Academy Committee (and/or Trust Board if need be) as necessary;



- Act as a focal point and advocate for the Local Academy Committee, liaising as necessary with any regulatory body, the Local Academy Committee and those representing the wider community.
- Attend the Chairs' Forum meetings as required by the Trust Board.

### **Specific Responsibilities**

As the guardian of the Local Academy Committee's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by the Academy headteacher is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the Local Academy Committee are held regularly and there is a clear agenda which has been communicated to all Governors which focusses appropriately on strategic matters (taking guidance from the Trust Board), acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;
- That the business of the Local Academy Committee is conducted as openly and transparently as possible;
- That decisions taken by the Local Academy Committee are implemented and not circumvented;
- That Governors adhere to the Governor Code of Conduct and that appropriate and firm action is taken where this appears not to be the case, including supporting the Trust Chair when removal of a Governor is required;
- That the Local Academy Committee undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Local Academy Committee remains focussed on its strategic purpose and that individual Governors either as a group or committee or as individuals do not seek to become overly involved in operational matters or seek to disrupt the work of the Trust;
- There is proper and adequate succession planning;
- That any complaints about the Trust or the Academy, the actions of the Local Academy Committee or an individual Governor or the headteacher are dealt with in a timely and effective manner.

### **Additional Skills**

As well as the skills required of a Governor, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise and delegate;
- Ability to chair meetings and encourage the participation of others, including mediate;

- Ability to build and lead a team;
- Leadership or managerial experience.