

[CLUSTER MAT NAME]

SCHEME OF DELEGATION

EFFECTIVE DATE: []

[Template draft developed for Catholic schools in the Diocese of Arundel & Brighton, by the Diocesan Academy Strategic Board in conjunction with the Diocesan Education Service with the support of Winckworth Sherwood.]

November 2015

Comment [A1]: The name of the MAT will need to reflect the local context in some way and will need to make clear that the MAT is a Catholic school trust. Association with one school in particular should be avoided.

Winckworth
Sherwood

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Comment [A2]: Larger multi academy trusts formed of schools working in partnership, often use a Heads & Chairs Advisory Forum to bridge the gap between the Trust Board and the Local Governing Committees. The Heads & Chairs Advisory Forum is expected to be made up of headteachers and chairs of the Local Governing Committees. This is optional

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Comment [A3]: The Diocesan Education Service will continue to exercise oversight of the schools, supporting the Bishop and the Directors both as members of any academy trust and as diocesan authority under canon law and education law. Oversight will extend to the academy trust itself and to those appointed as directors of any academy trust. Any disputes between the schools in a multi academy trust or between any Local Governing Committee and the Trust Board will be referred to the Diocesan Education Service. The importance of recognising the schools as Catholic schools and the observance of any Diocesan policies may be restated in a memorandum of understanding, which the Bishop and the Diocesan Directors will expect any director or governor to undertake to observe at all times. The right to intervene must be acknowledged albeit as a last resort and would generally be satisfied by the appointment and removal of the foundation directors and foundation governors. A draft Diocesan MoU is now provided.

Comment [A4]: An example scheme for financial delegation is provided for discussion.

Comment [A5]: Again provided to aid discussion and decision making.

Comment [A6]: Any reasonably large MAT will need a separate audit and risk committee, whose job is to oversee financial probity and ensure risks are identified and managed. Where the responsibility for budget approval is retained by the Trust Board (as opposed to delegated to the Local Governing Committee) then the audit committee might also operate as a finance committee. It is only a committee of the main Trust Board and decision making will still be retained by and be the responsibility of the Trust Board.

1. INTRODUCTION

- 1.1 [Name of Trust] (referred to herein as “[]” or the “**Trust**”) was established on [] as a multi academy trust and, in consequence of it entering into both a Master Funding Agreement and a number of Supplemental Funding Agreements (the “**Funding Agreements**”), operates and maintains a group of Catholic schools in the Diocese of Arundel & Brighton (the “**Academies**”). The Academies shall at all times remain Catholic schools, conducted in conformity with any trust deed governing the use of land used by the Trust and in conformity with canon law and with the teachings of the Catholic Church. Both the Trust and the Academies must comply with any advice or directive issued by or on behalf of the Diocesan Bishop.
- 1.2 The Trust is both a company limited by guarantee, registered at Companies House (Company Number []) and, by virtue of its charitable object “to.... advance the Catholic religion in the Diocese by such means as the Bishop may think fit and proper by establishing Catholic schoolsand with the approval of the Bishop other Academies” (i.e. schools which are not Catholic schools), is a charity. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
- 1.3 The Trust’s constitution is set out in its Articles of Association and this Scheme of Delegation has been put in place in accordance with the provisions of the Articles and should be read in the light of them. [This includes the Diocesan Memorandum of Understanding, attached at Appendix 1, which must be observed and complied with.]
- 1.4 The purpose of this Scheme of Delegation is to provide clarity as to the role and responsibilities of those who contribute to the governance of the Academies and the Trust itself. All those with governance and management responsibilities must be familiar with this Scheme of Delegation so that appropriate steps can be taken to ensure there is sufficient and proper challenge of those with leadership responsibilities, to ensure that senior leaders are held to account for the performance of the Academies and that there is financial stability within the Trust.
- 1.5 This Scheme of Delegation will apply to each of the Academies.
- 1.6 The Effective Date of this Scheme of Delegation is [] and it will be reviewed

Comment [A7]: Whilst the new CES model allows the Trust to operate non Catholic schools, this principle has not yet been considered by the Diocesan Directors and remains subject to their views. The freedom to do this may be more helpful where the Trust is responsible for a cluster of local schools.

Comment [A8]: A revised model which brings the Articles into line with the new CES model is attached for consideration. The drafting remains subject to any views of the Diocesan Directors.

Comment [A9]: Attached in draft.

Comment [A10]: Experience now suggests that it is better to have one Scheme for all Academies rather than school specific schemes. Any specific arrangements which may need to be put in place for a school, perhaps for a temporary period, can be put in place at the discretion of the Trust Board. The main purpose of the Scheme is to delegate authority and responsibility by the Directors to the Governors. Where there are serious weaknesses in a school it is likely the Local Governing Committee will need to be suspended and an interim arrangement put in place. This Scheme provides for that in section 5.

every two years, on the recommendation of and in consultation with the Heads
& Chairs' Advisory Forum.

2. VISION AND VALUES

2.1 [Set out here the Trust's overall vision.]

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

Comment [A11]: Each cluster MAT will need to be clear about its vision and values. Ideally this will be agreed by the cluster even if not all schools in that cluster want to convert at the same time. The vision should make it clear why the schools are working together and will be an important element of the consultation for each school when a Local Governing Committee is deciding whether or not to become an academy and establish the cluster MAT.

2.2.1 Catholic Ecclesiology

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

2.2.2 Equal Partners

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

2.2.3 Transparency

All those involved in the running and oversight of the Trust and the Academies will be open and honest in their dealings with each other,

at all times acting in good faith and recognising the value of independence and separation in relation to decision making.

2.2.4 Subsidiarity

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

2.2.5 Solidarity

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

2.2.6 The Common Good

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

3. ACCOUNTABILITY: GOVERNANCE AND MANAGEMENT STRUCTURES

3.1 Overall Structure

- 3.1.1 The nature of the Trust as a company running multiple academies means there are many governance and management layers.
- 3.1.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to trade or distribute profit to shareholders, the Members are best viewed as guardians of the constitution, ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance and no day to day management responsibilities.
- 3.1.3 The corporate management and “**Director**” responsibility for the Trust is vested in the “**Directors**”, who will also be the company directors registered with Companies House. The Directors are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of the education received by all pupils of the Academies and the expenditure of public money. The Directors are required as Directors and pursuant to the Funding Agreements to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Directors meet as a board of Directors, generally known as the “**Trust Board**”. All Directors have the same responsibility to act in the best interests of the Trust and the Academies, irrespective of their role on the Board i.e. whether appointed in an executive capacity or appointed as a representative of the Academies.
- 3.1.4 The Directors oversee the management and administration of the Trust and the Academies run by the Trust and delegate authority and responsibility to others, including executive officers and individuals who are locally based who can undertake the day to day management and governance of the Academies. The Trust Board will continue to have the necessary strategic and legal oversight of the Trust and will monitor all activities; determining the strategic direction of the Trust, assessing the performance of the Academies and

establishing and reviewing the policies and practices governing the life of the Academies, at all times being supported and working with both the Strategic Advisory Board and the Local Governing Committees.

- 3.1.5 Article 101 of the Articles of Association provides for the appointment by the Directors of committees or working groups to whom the Trust Board may delegate certain functions and responsibilities. The Trust Board has established “**Local Governing Committees**” for each of the Academies and their power is derived from the Trust Board. Like the Directors on the Trust Board, the individuals (the “**Governors**”) serving on a Local Governing Committee are also responsible for fulfilling a largely strategic, governance role in the conduct of the Academies in conjunction with a “**Principal**” (executive headteacher, headteacher or head of school, as the case may be), who is responsible for the internal organisation, management and control of the Academy (or Academies where schools are federated or an executive arrangement is in place). The Trust Board will also delegate management responsibility directly to the Principals, who will report primarily to the Local Governing Committee but subject to the oversight exercised by the Trust Board.

- 3.1.6 [The Trust Board has also set up a committee, the “**Heads & Chairs’ Advisory Forum**” of representatives of the Academies to provide a focus for the setting of policy and to develop the strategic vision of the Trust. The Heads & Chairs’ Advisory Forum will both support and challenge the Trust Board and will facilitate communication between the Trust Board and the Local Governing Committees as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working. [The Academies in each Deanery will nominate 2 head teachers and 2 chairs of Local Governing Committees representing both the secondary schools and the primary schools to serve on this committee.] [All head teachers and Chairs of the Local Governing Committees will be invited to participate in the Heads & Chairs’ Advisory Forum.] This group will also act as a strategic advisor on educational matters to ensure the long term success of the Academies and that continuous improvement is made within all Academies. The Heads & Chairs’ Advisory Forum will meet at least once a term and will advise on

Comment [A12]: The idea of a Heads & Chairs Advisory Forum is to provide an effective link between the Trust Board and the Local Governing Committees, particularly for large MATs. It should enable a MAT Trust Board to be genuinely “light touch”. Any key strategic decisions of the Trust Board could be discussed with the Heads & Chairs Advisory Forum first to ensure decisions will be well received and implemented. The Heads & Chairs Advisory Forum should support the Trust Board advising on any strategic issues affecting the schools as a whole or a section of them. It will provide a forum for discussion about shared projects and resources. There is no reason why the Heads & Chairs Advisory Forum couldn’t be organised along phase specific lines or with location in mind to facilitate effective partnership between different groups of schools, provided this does not affect the overall wish to collaborate across the cluster. Effective local collaboration should support the reduction in the number of Local Governing Committee meetings (or meetings of the working groups and sub-committees of the Local Governing Committee).

matters relating to; teaching and learning, leadership and management, curriculum development, transition and pupil support and achieving sustained attainment. The Trust Board recognises the important role played by the Heads & Chairs' Advisory Forum and commits to keeping the Heads & Chairs' Advisory Forum informed and to have regard to any advice or guidance provided by the Heads & Chairs' Advisory Forum on any matter affecting the Trust or the Academies.]

3.2 Role of the Members and the Diocesan Education Service

3.2.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Directors to ensure the charitable object of the Trust is being fulfilled. Whilst the Members have limited legal and financial responsibility for the affairs of the Trust, the Department for Education recommends that there is some distinction between the Members and the Directors as "this enables members who are independent of the trustees to provide challenge and scrutiny to the board" (Governance Handbook November 2015). In view of the overarching role of the Members, the Diocesan Bishop will be a Member together with the Diocesan Corporate Director.

3.2.2 The Members' key responsibilities are:

3.2.2.1 to ensure the Objects of the Trust are met, the Annual Report should address this which will be presented to the Members either at the Annual General Meeting or by other means;

3.2.2.2 to determine the Trust's constitution and governance structure, i.e. the Articles which will have been finalised on incorporation; and

3.2.2.3 exercising either a direct power under the Articles or a statutory power under the Companies Act 2006 to appoint and remove Directors (noting any power of the Trust Board or the Bishop to make such appointments), which should be exercised sparingly given the management responsibility is vested in the Trust Board.

- 3.2.3 The Bishop, through the Diocesan Education Service, will also exercise oversight and supervision as diocesan authority and the Diocesan Memorandum of Understanding seeks to articulate this. The Members, Directors and Governors are required to observe any requirements and conditions of the Diocese.

3.3 **Role of the Directors and the Trust Board**

- 3.3.1 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). The Directors have the power to direct change where required.

- 3.3.2 As Directors of a charity, the Directors 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:

3.3.2.1 to ensure compliance with any legal obligations;

3.3.2.2 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**");

3.3.2.3 to fulfil the charitable object of the charity as set out in its constitution (i.e. the **Articles of Association**) and to act in a way which is compliant with the rules of the charity contained in the Articles;

3.3.2.4 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;

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

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

3.3.2.7 to act responsibly, getting advice from others, including professional advisors, where appropriate.

3.3.3 The Directors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Director to serve on the Trust Board, this will include a conflict of loyalty where there is no obvious benefit involved, as well as a conflict of interest. The Trust Board has adopted a formal **Conflict of Interest Policy**, attached to this Scheme of Delegation as Appendix 3, in order to assist all those involved in the running of the Trust at every level to avoid and manage conflicts. Specific attention must be given to any arrangement whereby a Member or Director will personally benefit from an arrangement and the Conflict of Interest Policy makes reference to the EFA's guidance on "related party transactions" which all those involved in the running of the Trust must have regard to. This does recognise however the fundamental and necessary relationships between the Members (including the Diocese), the Directors and the Academies in both governance and management terms and that individuals may serve in a number of capacities and at numerous levels within the Trust.

Comment [A13]: A draft policy is provided for discussion.

3.3.4 The specific tasks and responsibilities of the Trust Board are as follows:

3.3.4.1 to determine and fulfil the shared vision and ethos of the Trust and the Academies, acknowledging the uniqueness of each individual Academy and the needs of the communities they serve;

3.3.4.2 to develop a strategic plan for the Trust and to effectively communicate that plan so this can be implemented across the Trust and all the Academies, including determining any future expansion of the Trust and the relationship that the Trust has with the Diocese and the Secretary of State for Education (including also the Department for Education, the Education Funding Agency and Ofsted);

3.3.4.3 to develop and support strategic partnerships with other bodies and organisations, including service providers and

government agencies, which will further the Trust's strategic plan;

3.3.4.4 to act as a critical friend to each of the Local Governing Committees and to ensure they are effective;

3.3.4.5 to determine and implement policies and procedures which it is intended will achieve a consistently high standard of education and financial prudence across the Trust dealing with (but not limited to) the following:

- Human Resources/Employment
- Audit & Risk Management
- Contingencies and Reserves (both central and at Academy level)
- Governance
- Health & Safety
- Operational Matters
- Data Management
- Complaints and Appeals
- Legal Compliance

3.3.4.6 [to work with the [Regional][Strategic] Advisory Committee(s) to develop the local capacity within the Trust to provide both governance and leadership support and mentoring to the Local Governing Committees and the leadership teams within the Academies, as well as direct school improvement support, facilitating the development of the Academy Action Plans where required;]

3.3.4.7 working with the Diocese and having regard to any recommendations by the Diocesan Education Service, to make or facilitate the making of suitable appointments of governors who will serve on the Local Governing Committees, including removing governors who fail to fulfil the expectations on Governors set out in this Scheme of Delegation;

- 3.3.4.8 to determine the budget for any shared or central expenditure and support and to monitor the individual Academy budgets (acknowledging the full delegation of the Academy's budget to the Local Governing Committee as set out in this Scheme of Delegation);
- 3.3.4.9 to monitor and evaluate the delivery of the central or shared services and functions provided by any Executive Team, ensuring there is comprehensive support to the Academies and procuring any strategic third party services as determined appropriate;
- 3.3.4.10 to ensure there is a proper system for the internal audit of the accounts of the Trust (including the Academies) and the financial procedures followed by the Academies, facilitating the auditing of the Trust's accounts by the Trust's auditors, establishing a formal audit committee adopting the terms of reference set out in Appendix 5 which will be responsible for carrying out periodic internal audits of the Academies' financial processes, procedures and accounting records;
- 3.3.4.11 to act as the ultimate decision maker in relation to any appeals by staff following disciplinary or grievance procedures;
- 3.3.4.12 to ensure proper advice is available to the Trust and the Academies in relation to legal and compliance matters;
- 3.3.4.13 to ensure that insurance or risk protection cover is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and Director liability;
- 3.3.4.14 to liaise with and support the [Regional Advisory Committees] [Local Governing Committees] ensuring there is collaboration not just within a region but across the whole Trust, emphasising and facilitating the benefits of such collaboration.

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

- 3.3.5.1 to work as a team;
 - 3.3.5.2 to attend meetings and be prepared to contribute to discussions;
 - 3.3.5.3 to be respectful of the views of others and to be open to new ideas and thoughts;
 - 3.3.5.4 to treat all confidential information confidentially;
 - 3.3.5.5 to develop a deep understanding of the vision and ethos of the Trust, in particular its Catholic purpose, and its Academies and the roles played by all individuals in fulfilment of the Trust and the Church's mission;
 - 3.3.5.6 to understand the policies and procedures of the Trust and how these flow down to the Academies;
 - 3.3.5.7 to support the Trust and the Academies in public and act as an ambassador;
 - 3.3.5.8 to commit to training and skills development
 - 3.3.5.9 to be ready to ask questions;
 - 3.3.5.10 to be focussed on problem solving and be ready to learn from past experiences.
- 3.3.6 Specific skills may be needed if a Director is to take responsibility for and lead on a specific area. 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.

3.4 Executive Functions

- 3.4.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive functions. For the most part, this responsibility will fall on the Principals of the Academies, supported by the leadership teams. Certain functions relating to the management of the Trust itself or which relate to the activities of more than one Academy may be undertaken by an “**Executive Team**”, who may also fulfil a function in the Academies.

3.4.2 The need for and size of the Executive Team will be determined by the Trust Board, in consultation with the Heads & Chairs Advisory Forum. Where possible, resources will be drawn from the Academies themselves rather than the use of external consultants or through recruitment. This will include the identification of a person who will fulfil the roles of the “**Accounting Officer**” and “**Chief Financial Officer**” as required by the Academies Financial Handbook. For more information on these role please see the [Scheme of Financial Delegation].

3.4.3 The likely principal functions of the Executive Team are:

3.4.3.1 to manage the conversion of schools to Academies. Prior to a school’s conversion, the Executive Team will carry out relevant due diligence to establish the school’s position and identify any actions required to address areas of weakness or opportunities for improvement [(including the formulation of a 12 month strategic plan for the Academy (the “**Academy Action Plan**”))], and, in conjunction with the DfE, relevant Local Authority and the Trust’s solicitors, will manage the associated legal processes;

3.4.3.2 [following conversion and where appropriate, to assist with the development and implementation of the Academy Action Plan;]

3.4.3.3 to provide operational and management support to the Principals and senior leadership teams within the Academies (including assisting with budget setting);

3.4.3.4 to facilitate the production of management information on the Academies and to support the production of the Trust’s and the Academies’ financial accounts;

3.4.3.5 support any Trust wide projects;

3.4.3.6 to ensure that insurance or risk protection cover is put in place and maintained for all risk areas including damage to property, employer liability, public and third party liability and Director and governor liability;

Comment [A14]: More or less could be said now, but ultimately the executive functions will be determined by the desire and need to collaborate and should be reflected in the Trust’s business plan and budget for shared costs.

3.4.3.7 [to undertake the strategic management of the whole school estate, advising the Trust Board on areas of risk and assessing the Trust's overall safeguarding responsibilities, including assisting the Local Governing Committees in drawing up a long term estate plan which identifies areas in need of expansion and/or development and areas likely to be surplus to requirements; and]

3.4.3.8 [to take a lead on any capital bids and allocations, supporting the Academies' premises teams to carry out works safely and cost effectively.]

3.4.4 The cost of the functions undertaken by the Executive Team and the Trust Board are generally funded on a fair and equal basis by the Academies by the contribution of a percentage of the central government funding provided for each Academy the "**Support Cost Contribution**"). This contribution will be set each year against a budget for the shared costs approved by the Trust Board in consultation with the Heads & Chairs Advisory Forum. [The percentage may vary according to the level of activities undertaken and costed on a menu type basis.] Additional funding received by the Trust from other non Academy sources (such as other government grants) will contribute directly to the shared costs and will offset the Support Cost Contribution required from the Academies.

Comment [A15]: Optional but may be helpful as a way to concentrate resource and build expertise. Larger multi academy trusts have the option now to secure committed, regular, annual capital funding to be spent across the Trust, rather than individual academies submit bids through to the Academies Capital Maintenance Fund or Condition Improvement Fund. The decisions on allocation of funding will be a Trust Board responsibility.

Comment [A16]: There are a number of options in setting a policy for sharing costs. It is likely a fixed percentage will be set allowing for a reconciliation at the end of the year. It is important that a reserve or contingency is built up which will allow the Trust to react quickly if there are financial constraints or one off emergencies in any one of the Academies. The contribution of funds must be fair and transparent. The schools should avoid the temptation to set the contribution too low and the viability of the Trust will be looked at specifically by the EFA and Ofsted.

3.5 **Role of the [Heads & Chairs' Advisory Forum]**

3.5.1 The Trust operates across a wide area identified by the Diocese with an emphasis on the grouping Academies in a local cluster in order to promote shared working and to build leadership capacity and expertise, with an emphasis on standards and school improvement. Where a Heads & Chairs' Advisory Forum has been established, it shall meet at least 3 times per year to agree the regional strategic direction for the Academies in the Trust and the local priorities in so far as these relate to standards and school improvement targets.

3.5.2 The Heads & Chairs' Advisory Forum will also provide a forum and focus for performance benchmarking and will support the Local Governing Committees and the Trust Board, facilitating peer to peer review. It will advise the Trust Board on the agreed strategic focus for

the Academies, as well as the threats and opportunities facing the Academies.

3.5.3 [Terms of Reference for the operation of the [Heads & Chairs Advisory Forum] are attached to this Scheme of Delegation as Appendix 7.]

3.5.4 The Trust Board will have regard to the interests of all the Academies in deciding and implementing any policy or exercising any authority in respect of any one or all of the Academies for which it is responsible. Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any of the Academies are supported when the need arises. Where this may have a financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with the [Heads & Chairs' Advisory Forum] and its views taken into account in relation to the setting and implementation of any such policy.

3.6 The role of the Governors and the Local Governing Committees

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

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

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

Comment [A17]: Schools' existing Local Governing Committees will dissolve on conversion when the school joins the Trust. There is no automatic creation of a Local Governing Committee for an academy and no automatic transfer of governors from the current Local Governing Committee to the new Local Governing Committee created by the Trust Board. This Scheme of Delegation creates Local Governing Committees and empowers them to act.

- 3.6.3.1 to ensure the Academy complies with its legal obligations;
 - 3.6.3.2 to fulfil the charitable object of the Trust;
 - 3.6.3.3 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charitable funds or assets of the Academy or the Trust;
 - 3.6.3.4 to act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust at undue risk;
 - 3.6.3.5 to exercise reasonable care and skill, using personal knowledge and experience to ensure the Academy is well run and efficient;
 - 3.6.3.6 to act responsibly, getting advice from others from within the Trust and if appropriate external professional advisors;
 - 3.6.3.7 to act as an ambassador of the Trust and in a way which is consistent with the vision and ideals of the Trust.
- 3.6.4 Governors must act independently and in the best interest of the Academy even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the Local Governing Committee. As with the Directors, the Governors must comply with the Trust's Conflict of Interest Policy.
- 3.6.5 The specific tasks and responsibilities of the Governors are as follows, with further detail set out in Section 4 of this Scheme of Delegation:
- 3.6.5.1 to fulfil the vision and ethos of the Trust in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of schools which stresses the importance of collaboration and mutual support;
 - 3.6.5.2 to implement and review from time to time the strategic plan for the Academy (including any initial Action Plan), focussing on the Academy's performance and achieving sustained

school improvement [and having regard to any locally agreed priorities identified by the Heads & Chairs' Advisory Forum]:

- 3.6.5.3 to act as a critical friend to the Academy's senior leadership team, being ready to challenge and hold senior leaders to account for all aspects of the Academy's performance;
- 3.6.5.4 to oversee the management of the finances of the Academy, assessing the annual budget prepared by the Academy's Principal (with the support of the Academy's senior leadership team) and submitting such for approval by the Trust Board, ensuring that the Academy works within its budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices including in particular any adopted by the Trust Board for application across all the Academies;
- 3.6.5.5 to support the Academy's Principal in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
- 3.6.5.6 to support the Trust Board in its monitoring and evaluation of the delivery of any central or shared services and functions provided or procured by the Trust for the Academies, reporting any issues or concerns to the Executive Team and, if necessary, the Chair of the Trust Board;
- 3.6.5.7 to promote the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice;
- 3.6.5.8 to develop effective links within the Academy's community, communicating openly and frequently as appropriate and

Comment [A18]: The DfE will expect to see a clear plan for raising achievement in the schools. A larger Trust may look to establish local committees focusing on standards across a small group of academies. This function could be assumed by the Trust Board where the Trust is small and locally focussed.

ensuring that the Academy meets its responsibilities to the community and serves the community's needs in relation to the safeguarding and education of its pupils; and

- 3.6.5.9 to engage fully and openly with any inspection of the Academy, whether by the Trust Board, the Diocese, Ofsted or any other appropriate public body to whom the Academy is accountable.
- 3.6.6 Individual Governors may be given primary responsibility for particular functions such as standards, finance, premises and resources with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility but Governors are expected to use their skills and experience in the fulfilment of their duties.
- 3.6.7 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Committee or other officer or auditor of the Trust acting in relation to the Academy shall be indemnified out of the assets of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he or she is acquitted (including where there has been an investigation but no formal charges brought) or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.
- 3.6.8 As with the Directors, the following are the core competencies and skills expected of all Governors:
- 3.6.8.1 to work as a team;
- 3.6.8.2 to attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- 3.6.8.3 to be respectful of the views of others and to be open to new ideas and thoughts;
- 3.6.8.4 to treat all confidential information confidentially;

- 3.6.8.5 to develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
 - 3.6.8.6 to understand the policies and procedures of the Trust and how these flow down to the Academy;
 - 3.6.8.7 to support the Trust in public and act as an ambassador of the Trust;
 - 3.6.8.8 to commit to training and skills development
 - 3.6.8.9 to be ready to ask questions;
 - 3.6.8.10 to be focussed on problem solving and be ready to learn from past experiences.
- 3.6.9 Specific skills may be needed if a Governor is to take responsibility for and lead on a specific area. A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Academy.
- 3.6.10 The Trust Board also recognises the role that the Academies play in their communities and the Local Governing Committee is free to decide how such support and patronage is given. The Local Governing Committee shall ensure that any support is not inconsistent with the objects of the Trust and the restrictions on the use of its charitable resources and any advice or restriction placed on the Trust by either the Diocese or the Secretary of State (including the Charity Commission). The Local Governing Committee shall ensure that any formal collaboration or support with third parties, including with those with whom the Trust has a strategic partnership is appropriately documented and the details notified to the Audit Committee to assess effectiveness and where financial support is provided for accounting reasons.

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

4.1 **General Provisions**

- 4.1.1 The Trust Board reserves the right (subject to consultation with the Heads & Chairs' Advisory Forum and any guidance issued by the Diocesan Education Service or approval required from the Bishop and the Diocesan Trustees) to review and alter this Scheme of Delegation and the level of delegated responsibility at any time, noting that it is likely to be reviewed for its effectiveness at least every two years. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Directors to act freely and in the best interest of the Trust, in so far as the Directors are able they agree to abide by the provisions of it and will consult the Local Governing Committees on any significant changes.
- 4.1.2 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme is likely to lead to the Scheme being withdrawn. In the event of any serious disagreement between the Trust Board and a Local Governing Committee, which cannot be resolved by the Chair of the Local Governing Committee discussing the matter with the Chair of the Trust Board, will be referred to the Diocesan Education Service for guidance.
- 4.1.3 As a matter of general principle, the Local Governing Committee will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given. The Local Governing Committee will also comply with any requirements of the Diocese and adopt any guidance issued by it.
- 4.1.4 Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Members following a special resolution, the governance and management of an Academy shall be delegated by the Trust Board to the relevant Local Governing Committee. The

Governors shall exercise all the powers of the Trust Directors in so far as they relate to the Academy, only in accordance with the terms of this Scheme of Delegation, any Trust policy and specific agreement between the Trust Board and the Local Governing Committee. No alteration of the Articles or change to the Scheme shall invalidate any prior act of the Local Governing Committee which would have been valid if that alteration had not been made. Except as provided for in this Scheme of Delegation, the powers given by this Scheme shall not be limited by any special power given to the Directors by the Articles or to the Local Governing Committee by this Scheme of Delegation and a meeting of the Local Governing Committee at which a quorum is present may exercise all the powers so delegated.

4.2 Finance and Audit

4.2.1 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Committee and without detracting from the generality of the powers delegated, the Local Governing Committee shall have the following powers, namely:

4.2.1.1 to expend the funds of the Trust received in respect of the Academy in such manner as the Local Governing Committee shall consider most beneficial for the running of the Academy, acknowledging the responsibility of the Local Governing Committee to pay the Support Cost Contribution levied by the Trust; and

4.2.1.2 to enter into contracts on behalf of the Trust in so far as they relate to the Academy and are within the scope of the Local Governing Committee's responsibility as set out in this Scheme of Delegation, subject to the limits to act without specific authorisation as set out in the [**Financial Regulations Manual**] [**Scheme for Financial Delegation**] annexed to this Scheme of Delegation as **Appendix 2**.

4.2.2 Each Academy will have its own bank account, opened by the Trust when the Academy joined the Trust, which shall be operated by the

Comment [A19]: An example schedule of financial authorisations is provided to aid discussion.

Local Governing Committee. All cheques, BACS and other electronic orders for the payment of money from such account shall be signed by or authorised in accordance with the [Financial Regulations Manual] [Scheme of Financial Delegation].

- 4.2.3 No Trust monies (whether or not authority to expend has been devolved to the Local Governing Committee) shall be paid into any bank account other than a bank account authorised by the Trust Board.
- 4.2.4 The Trust's accounts shall be the responsibility of the Trust Board overseen by the Audit Committee but the Principal of the Academy shall provide such information about the Academy, as often and in such detail and format as the Audit Committee shall reasonably require, in order to carry out an internal audit of the Academies in accordance with the requirements of the Academies Financial Handbook. Without prejudice to the above, the Principal shall provide management accounts in an approved format to the Audit Committee at least once per term (three times per year) or as requested by the Audit Committee. These accounts may be shared with the Diocesan Education Service (or Diocesan finance office) at their request.
- 4.2.5 The Local Governing Committee shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook and the Funding Agreements are observed at all times as well as any requirements and recommendations of the Audit Committee and the Education Funding Agency. For the avoidance of doubt the Local Governing Committee acknowledges the restriction on borrowing contained in the Funding Agreements.
- 4.2.6 The Trust Board acknowledges the Local Governing Committee's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the Academies for the purposes for which they have been raised and otherwise solely at the discretion of the Local Governing Committee provided this is within the charitable object of the Trust. Proper accounts will be kept by the Principal showing the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Trust to note these funds separately in the Trust accounts.

4.2.7 The Trust Board also acknowledges that from time to time the Academies themselves may seek to generate additional funds by undertaking certain activities, such as: lettings, the provision of sporting and recreational facilities, running a nursery and/or providing childcare, teacher training, leadership support, school improvement, providing and supporting ICT and other administrative services. In some cases and particularly where such activities do not fall within the charitable object of the Trust, these may need to be channelled through a trading subsidiary, decisions about which will be made by the Trust Board. Any income generated from such Academy activities and/or gift aided by a trading subsidiary to the Trust in respect of a particular Academy's activities shall be delegated to the relevant Local Governing Committee. Such funds will however be noted separately in the accounts of the Academy and, like all Academies' funds, will be subject to any reserves policy operated by the Trust Board.

4.2.8 The Local Governing Committee shall make sufficient funds available to enable the Trust to place such insurance or risk protection cover as is necessary to protect the Academy and the Trust from loss and other risks that shall include (but shall not be limited to) the following, such insurance or risk protection cover to be placed either with the Diocese's own insurer (currently Zurich Municipal) or through the Education Funding Agency's Risk Protection Arrangement scheme as directed by the Trust Board and the Diocese:

4.2.8.1 land, buildings and contents;

4.2.8.2 public, employer's and hirer's liability;

4.2.8.3 Directors' and Governors' liability and professional indemnity;

4.2.8.4 personal accident and school journeys;

4.2.8.5 terrorism and business interruption;

4.2.8.6 money and fidelity;

4.2.8.7 legal expenses, libel and slander;

Comment [A20]: The accountants will advise what amounts to trading income and what is primary purpose. Trading income will be assessed across the whole Trust and when such income exceeds £55k annually, the Trust will be required to establish a trading subsidiary to avoid putting at risk the Trust's charitable assets. Academy generated income can be ring fenced for use by the Academy (whether trading or primary purpose). An inter-Academy charging policy might also be developed which will sit alongside the policy on the Support Cost Contribution. The general assumption is that services provided by schools to each other are charged at cost.

4.2.8.8 engineering.

The Local Governing Committee will fulfil any requirements of the insurers and will notify the Trust Board as soon as reasonably practicable following the occurrence of an event where loss has been suffered or is threatened. The responsibility for notifying the insurers or the EFA (as the case may be) is the Principal's. The Executive Team and the Principal will provide each other with all necessary information and assistance as may be helpful in the management of any claims.

4.3 Curriculum and Standards

- 4.3.1 The Local Governing Committee shall be responsible for the setting and review of the curriculum priorities for the Academy, but shall have regard to any views of the Trust Board in recognition of the Trust Board's obligation to the Secretary of State to provide a broad and balanced curriculum and to the Diocese in respect of the teaching of RE and more widely.
- 4.3.2 The Local Governing Committee shall be responsible for the standards achieved by the Academy and the pupils attending the Academy. The Local Governing Committee will support the Head Teacher in the development and implementation of any action plan or school development plan which is to address any weaknesses and areas for improvement of standards and overall attainment at the Academy, but in so doing shall have regard to any advice and recommendations of the Trust Board and the Diocese (including the Diocesan Academy Strategic Board) as they might issue from time to time, particularly in relation to benchmarking and target setting.
- 4.3.3 The Local Governing Committee will develop appropriate links with other local schools or education organisations to promote best practices in learning and development and to facilitate peer to peer review and support. The Local Governing Committee will also promote and develop links with local businesses and community organisations which are designed to enrich the school life of pupils and foster citizenship.

4.4 Personnel

4.4.1 Principal/Headteacher

4.4.1.1 [The formal power to appoint the Principal (or headteacher or head of school) of each Academy is vested in the Trust Board who must consult with the Diocese and the Local Governing Committee. Whenever an appointment is to be made, the Trust Board will establish an appointments committee made up of 3 persons appointed by the Trust Board (which will include the Chair of the Trust Board and may include a further independent and expert education adviser), 2 persons nominated by the Local Governing Committee and, at the discretion of the Diocesan Education Service, a person nominated by the Diocesan Bishop. The Trust Board is expected to follow the appointment committee's recommendation for appointment.]

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

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

Comment [a21]: A proposal has been made for the appointment and management of the Principal. Alternatives could be considered, but regard must be had to the requirement in the Articles that the Directors should appoint the Principals.

4.4.2 Other Staff

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

4.4.2.1.1 implement and comply with all policies dealing with staff issued by the Trust Board from time to time;

- 4.4.2.1.2 take account of any pay terms set by the Trust Board;
- 4.4.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trust Board;
- 4.4.2.1.4 adopt appropriate and transparent procedures for the recruitment of staff;
- 4.4.2.1.5 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Executive Team and/or the Trust's insurers or the EFA;
- 4.4.2.1.6 bring to the attention of the Chair of the Trust Board and, if required, the Trust's insurers and/or the EFA without delay any claims or disputes with staff that may require a hearing by a panel of members of the Local Governing Committee where escalation is necessary;
- 4.4.2.1.7 seek the advice of the Trust Board where any significant cost is contemplated either in relation to the appointment or resignation of a member of staff, including in relation to ill health retirement or the settlement of any claims or grievances.

4.4.2.2 The Local Governing Committee shall carry out or delegate to either the Principal and/or an appropriate committee (as appropriate) the performance management of all staff and shall put in place procedures for the proper professional and personal development of staff taking into account any training and support available from or procured by the Executive Team.

4.5 **Admissions and Exclusions**

4.5.1 The Local Governing Committee shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no material change will be made to the admissions

criteria without the approval of the Trust Board and the Diocese where relevant having regard to the statutory duties and responsibilities on the Trust and the Academy.

- 4.5.2 Any decision to expand the Academy shall be that of the Local Governing Committee but who shall have regard to the views of the Trust Board and the Diocese where appropriate.
- 4.5.3 Any appeal against admissions shall be heard by an independent appeal panel established and authorised by the Local Governing Committee.
- 4.5.4 The Local Governing Committee shall consider any decision by the Principal to exclude any pupil and will be the appropriate body for reconsidering any decision to readmit required by any independent panel hearing.

4.6 Premises

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

- 4.6.4 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Trust Board, who will seek the approval of the Diocese.

4.7 Community Activities and Community Engagement

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

5. SUPERVISION AND INTERVENTION - RISK MANAGEMENT

5.1 Supervision and Reporting

5.1.1 Notwithstanding the level of delegated responsibility, the Directors remain legally responsible for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.

5.1.2 Once per term in every school year (three times), the Trust Board will request and the Local Governing Committee (or Principal) will provide an ["**Operational Risk Management Report**"] in a format specified by the Trust Board. [The current form of report is annexed to this Scheme as Appendix 4.]

5.1.3 The Local Governing Committee is appointed as a sub-committee of the Trust Board and as such has no separate legal status to that of the Trust or the Trust Board. Consequently, any act or omission of the Local Governing Committee or any officer of the Trust or the Academy that subsequently leads to prosecution or other litigation will be a liability of the Directors and any event in an Academy that might lead to public criticism or adverse publicity or damage to the reputation of the Trust will also be concern for the Trust Board. In such events and in order to minimise risk, the Chair of the Local Governing Committee or the Principal will as soon as reasonably practicable advise the Chair of the Trust Board (and if appropriate a member of the Executive Team). These events will include the following (but shall not exclude any other event that falls within the generality of the circumstances described above):

5.1.3.1 any event leading to loss of life or critical injury on the premises of the academy or during an event off the premises organised or supervised by Academy staff;

5.1.3.2 any sexual or violent or illegal act against a child committed by any adult while on the premises of the Academy or by a member of staff under any circumstances;

Comment [A22]: A draft risk management policy is provided for ease, together with a form of termly risk report.

5.1.3.3 the suspension or summary dismissal of any member of staff;

5.1.3.4 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;

5.1.3.5 any event that requires a formal hearing by a panel of representatives of the Academy or that results in the service of a legal notice on the Academy alleging a breach of employment law or regulations.

5.2 Intervention and Removal of Delegated Responsibility

5.2.1 The Local Governing Committee shall work closely with and shall promptly implement any advice or recommendations made by the [Trust Board] in respect of standards and performance, particularly where areas of weakness have been identified by either the Diocese or Ofsted.

5.2.2 In the event that intervention is either formally threatened or is carried out by the Secretary of State, the Trust Board expressly reserves the unfettered right to review or remove any power or responsibility conferred on the Local Governing Committee under this Scheme of Delegation in such circumstances. Any Local Governing Committee of any Academy which is to be sponsored by the Trust will be dissolved and a transition board put in place, the details of which are referred to below.

5.2.3 Notwithstanding the above, the Trust Board and the Local Governing Committee acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Trust and the impact this may have on the ability of the Trust Board or the Local Governing Committee to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of intervention. The Trust Board and the Local Governing Committee in such circumstances make the following commitments to each other:

- 5.2.3.1 to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State;
- 5.2.3.2 to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures, including involving the Diocesan Academy Strategic Board who will support and advise on steps to be taken and facilitate additional support if needed;
- 5.2.3.3 to allow each other the opportunity to effect improvements at the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;
- 5.2.3.4 not to remove or deny delegated authority without first agreeing to put in place for an appropriate period of time a transition or improvement board whose responsibility it will be to address the areas of weakness, the terms of reference for such "**Intervention Board**" being set out in Appendix 8 to this Scheme;
- 5.2.3.5 not as the Trust Board to exercise any power to remove a Principal or to attend and vote at any meeting of the Local Governing Committee at which this is to be discussed without first discussing with the Chair of the Local Governing Committee the need to ensure that such power is being exercised appropriately and proportionately.

6. FUNCTIONING OF THE LOCAL GOVERNING COMMITTEES

6.1 Constitution of the Local Governing Committee

6.1.1 A Local Governing Committee shall be established for each of the Academies comprising at least 9 Governors as follows:

6.1.1.1 the **Principal** of the Academy;

6.1.1.2 up to 2 “**Staff Governors**”, elected or appointed through such process as the Local Governing Committee may determine;

6.1.1.3 at least 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;

6.1.1.4 such number of “**Foundation Governors**” appointed by the Diocesan Bishop to ensure that the number of Foundation Governors outnumbers all other Governors (including Co-opted Governors) by at least 2;

6.1.1.5 up to 2 “**Additional Governors**” appointed either by the Local Governing Committee or if required by the Trust Board appointed by the Directors.

6.1.2 All persons appointed or elected to the Local Governing Committee shall give a written undertaking to the Trust Board and the Diocese to uphold the object and mission of the Trust.

6.1.3 The Directors (all or any of them) shall also be entitled to attend any meetings of the Local Governing Committee but would not expect to do so except in exceptional circumstances. Any Director attending a meeting of the Local Governing Committee shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Local Governing Committee. However in such circumstances the quorum for the meeting will be increased by one for every Director who attends and at the start of the meeting expresses an intention to vote.

Comment [A23]: The provisions are intended to be flexible to allow the current Local Governing Committee to continue as currently constituted and to change in line with guidance from time to time.

- 6.1.4 The Governors may also appoint “**Co-opted Governors**” from time to time, who will be appointed to provide specific support to the Local Governing Committee and shall serve for a term of up to 3 years decided at the time of appointment.

6.2 **Term of office**

- 6.2.1 The term of office for any Governor shall be 4 years, except for any post which is held ex officio. Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the Local Governing Committee. Any Staff Governor who ceases to be employed at the Academy will resign as a Governor.
- 6.2.2 A Governor shall serve for no more than 2 terms of office, 3 by exception and only with the consent of the Diocesan Bishop and the Diocesan Director of Education, with special regard being made where a Governor's skills are deemed to be of special benefit to the Trust and/or the Academy.

6.3 **Resignation and Removal of Governors**

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

6.3.3 The removal of any Parent Governor or Staff Governor will be undertaken only in exceptional circumstances.

6.3.4 Where a Governor resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Local Governing Committee.

6.4 **Disqualification of Governors**

6.4.1 A person serving on the Local Governing Committee shall cease to hold office if he or she becomes incapable by reason of illness or injury of managing or administering his or her own affairs.

6.4.2 A person serving on the Local Governing Committee shall cease to hold office if he or she is absent without the permission of the Chair from all the meetings of the Local Governing Committee held within a period of six months and the Local Governing Committee resolves that his or her office be vacated. A Governor may be suspended from office at the discretion of the Local Governing Committee or the Trust Board.

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

6.4.3.1 his or her estate has been sequestered and the sequestration has not been discharged, annulled or reduced; or

6.4.3.2 he or she is the subject of a bankruptcy restrictions order or an interim order.

6.4.4 A person shall be disqualified from serving on the Local Governing Committee at any time when he or she is subject to a disqualification order or a disqualification undertaking under Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

6.4.5 A person serving on the Local Governing Committee shall cease to hold office if he or she would cease to be a Director by virtue of any

provision in the Companies Act 2006 or is disqualified from acting as a Director by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

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

6.4.6.1 he or she has been removed from the office of charity Director or director of a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he or she was responsible or to which he or she was privy, or which he or she by his or her conduct contributed to or facilitated;

6.4.6.2 or has been deemed unsuitable to be a governor or Director of an academy by the Secretary of State.

6.4.7 A person shall be disqualified from serving on the Local Governing Committee where he or she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

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

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

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

6.5.2 The role of the Chair of the Local Governing Committee is an important one, demanding yet worthwhile. The Chair is elected by the Governors annually but because of the vital link and the importance

of maintaining a strong and effective relationship between the Local Governing Committee and the Trust Board, the appointment following election is subject to the approval of the Trust Board and subject to any further requirements of the Diocese. The Chair must be approachable, readily accessible and ready to take issues and ideas raised by Governors seriously.

6.5.3 The Chair's specific duties are to:

6.5.3.1 provide a clear lead and direction for the Governors, understanding the aims of the Academy, the roles played by all those involved and the vision of the Trust in relation to its Academies;

6.5.3.2 build an effective team, attracting Governors with necessary skills and experience promoting equality and diversity and ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution;

6.5.3.3 work closely with the Principal and the Chair of the Trust Board to ensure there is proper challenge and encouragement;

6.5.3.4 ensure that school improvement is the focus of all policy and strategy for the Academy, reminding Governors of this as often as necessary;

6.5.3.5 hold Governors to account, ensuring the business of the Local Governing Committee is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.

6.5.4 The Chair or Vice-Chair may at any time resign his office by giving notice in writing to the Local Governing Committee. The Chair or Vice-Chair shall cease to hold office if:

6.5.4.1 he or she ceases to serve on the Local Governing Committee;

- 6.5.4.2 he or she is employed by the Trust whether or not at the Academy;
- 6.5.4.3 he or she is removed from office in accordance with this Scheme of Delegation; or
- 6.5.4.4 in the case of the Vice-Chair, he or she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of the Chair.
- 6.5.5 Where by reason of any of the matters referred to in paragraph 6.5.4, a vacancy arises in the office of Chair or Vice-Chair, the members of the Local Governing Committee shall at its next meeting elect one of their number to fill that vacancy.
- 6.5.6 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.
- 6.5.7 Where in the circumstances referred to in paragraph 6.5.6. the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the members of the Local Governing Committee shall elect one of their number to act as a chair for the purposes of that meeting.
- 6.5.8 The clerk to the Local Governing Committee shall act as chair during that part of any meeting at which the Chair is elected.
- 6.5.9 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 6.5.10 The Chair or Vice-Chair may be removed from office by the Trust Board at any time.

6.6 Committees and Further Delegation

- 6.6.1 Subject to this Scheme of Delegation, the Local Governing Committee may establish any subcommittee or working group to advise and inform the Governors to support them in their decision making.

- 6.6.2 Provided such power or function has been delegated to the Local Governing Committee, the Local Governing Committee may further delegate to the Principal or any other holder of an executive or leadership post, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions or requirements the Trust Board may impose and shall be consistent with any policy or statement of recommended practice issued from time to time by the Trust Board and may be revoked or altered by the Local Governing Committee or the Trust Board.
- 6.6.3 Where any power or function of the Trust Board or the Local Governing Committee is exercised by another, that person or body shall report as required to those delegating responsibility in respect of any action taken or decision made with respect to the exercise of that power.

6.7 Meetings

- 6.7.1 The minutes of the proceedings of a meeting of the Local Governing Committee shall be drawn up and entered into a book (electronic or otherwise) kept for the purpose by the person authorised to keep the minutes of the Local Governing Committee and shall be signed (subject to the approval of the members of the Local Governing Committee) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
- 6.7.1.1 all appointments of officers made by the Local Governing Committee; and
- 6.7.1.2 all proceedings at meetings of the Local Governing Committee and of committees of the Local Governing Committee including the names of all persons present at each such meeting.
- 6.7.2 The Chair shall ensure that copies of minutes of all meeting of the Local Governing Committee (and such of the subcommittees and working groups as the Local Governing Committee shall from time to time notify) shall be provided to the Chair of the Trust Board (and if

required to the Diocese) as soon as reasonably practicable after those minutes are approved.

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

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

6.7.4.1 given by the Local Governing Committee; or

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

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

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

6.7.6.1 notice in writing thereof, signed by the secretary, and sent to each Governor at the address provided by each member from time to time; and

6.7.6.2 a copy of the agenda for the meeting;

provided that where the chair or, in his absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

- 6.7.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.7.8 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Committee shall not be proposed at a meeting of the Local Governing Committee unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7.9 A meeting of the Local Governing Committee shall be terminated forthwith if:
- 6.7.9.1 the Governors so resolve; or
- 6.7.9.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Committee in accordance with paragraph 6.9, subject to paragraph 6.11.
- 6.7.10 Where in accordance with paragraph 6.7.9 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.7.11 Where the Local Governing Committee resolves in accordance with paragraph 6.7.10 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Committee shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

6.8 Quorum for meetings

- 6.8.1 Subject to paragraph 6.8.3, the quorum for a meeting of the Local Governing Committee, and any vote on any matter thereat, shall be three.

- 6.8.2 The Local Governing Committee may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a meeting to agree on a strategy for addressing such vacancies.
- 6.8.3 The quorum for the purposes of any vote on the removal of a person in accordance with this Scheme of Delegation shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on the matter.
- 6.8.4 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Committee shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every Governor shall have one vote.
- 6.8.5 Subject to paragraphs 6.8.6 – 6.8.8, where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.
- 6.8.6 The proceedings of the Local Governing Committee shall not be invalidated by:
- 6.8.6.1 any vacancy on the board; or
- 6.8.6.2 any defect in the election, appointment or nomination of any Governor.
- 6.8.7 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Committee, shall be valid and effective as if it had been passed at a meeting of the Local Governing Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Governors and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Committee in writing of the email address or addresses which the Governor will use.
- 6.8.8 Subject to paragraph 6.8.9, the Local Governing Committee shall ensure that a copy of:

- 6.8.8.1 the agenda for every meeting of the Local Governing Committee;
 - 6.8.8.2 the draft minutes of every such meeting, if they have been approved by the person acting as chair of that meeting;
 - 6.8.8.3 the signed minutes of every such meeting; and
 - 6.8.8.4 any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.8.9 There may be excluded from any item required to be made available in pursuance of paragraph 6.8.8, any material relating to:
- 6.8.9.1 a named teacher or other person employed, or proposed to be employed, at the Academy or the Trust;
 - 6.8.9.2 a named pupil at, or candidate for admission to, the Academy; and
 - 6.8.9.3 any matter which, by reason of its nature, the Local Governing Committee is satisfied should remain confidential.
- 6.8.10 Any Governor shall be able to participate in meetings of the Local Governing Committee by telephone or video conference provided that:
- 6.8.10.1 he or she has given notice of his intention to do so detailing the telephone number on which he or she can be reached and/or appropriate details of the video conference suite from which he or she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 6.8.10.2 the Local Governing Committee has access to the appropriate equipment, and

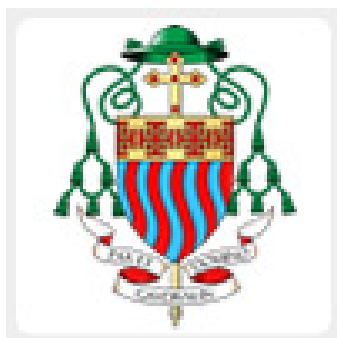
if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

6.9 Notices

- 6.9.1 Any notice or communication to be given to or by any person pursuant to this Scheme of Delegation shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice or communication. In this Scheme of Delegation, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 6.9.2 A Governor present, either in person or by proxy, at any meeting of the Local Governing Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 6.9.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice or communication contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

APPENDIX 1

DIOCESAN MEMORANDUM OF UNDERSTANDING



Diocese of Arundel & Brighton

Memorandum of Understanding – Cluster Multi Academy Trusts

5th November 2015

Background

The task of the Catholic school or academy “is fundamentally a synthesis of culture and faith, and a synthesis of faith and life: the first is reached by integrating all different aspects of human knowledge through the subjects taught, in the light of the Gospel; the second in the growth of the virtues characteristic of the Christian.”

(The Catholic School, Rome, 1977)

Within this context Catholic education is structured around three core principles:

1. The education of the whole child as a unique individual created in the image of God
2. The search for excellence as an integral part of the spiritual quest
3. The education of all with the particular duty to care for the poor and disadvantaged.

In light of the significant changes affecting Catholic schools in the Diocese and nationally brought about by the Academies Act 2010, the Bishop of Arundel & Brighton and the Diocesan Trustees together with the schools have set out in this Memorandum of Understanding their commitments to each other to ensure that the schools continue (irrespective of any change in status from voluntary aided to academy) to be conducted as Catholic schools. This means in accordance with the Code of Canon Law of the Latin Church from time to time and the doctrinal, social and moral teachings of the Catholic Church from time to time and following the directives and policies issued by the Diocesan Bishop to ensure that the formation, governance and education of the schools are based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in Our Lord Jesus Christ.

This Memorandum of Understanding serves as a restatement of the purpose of the Diocesan Trust and the schools' Catholic distinctiveness, acknowledging that:

- A. The schools shall be conducted in accordance with the terms of the trust of the Diocese of Arundel & Brighton.
- B. Each schools' admission policy must be subject to any and all statutory requirements and common law (as the same are in force from time to time) and comply with the Diocesan Policy on Admissions.
- C. The provision of religious education and collective worship will be undertaken in accordance with the teachings, rites and liturgical norms of the Catholic Church and will be subject to the authority and direction of the Diocesan Bishop as articulated from time to time by the Diocesan Education Service.
- D. Land held by the Diocesan Trustee is used by the schools at the discretion of the Bishop and must be used for purposes which are consistent with the objects of the Diocesan Trust.

Changes to this Memorandum of Understanding will be made by the Bishop at any time and at his discretion. It is issued as a directive of the Bishop and as such it is binding on the schools and any cluster multi academy trust established by the Bishop and must be complied with.

Section A: Purpose

This Memorandum of Understanding (MoU) sets out the understandings and conditions that apply to the formation of a cluster Multi Academy Trust (MAT). It identifies the catholic distinctiveness that must apply to the academies within the MAT and identifies the commitments that must be made to secure the success of the MAT and its constituent schools by the MAT Trust Board, the Diocesan Trustee and the Diocesan Academy Strategic Board, established by the Bishop to support the Diocesan Education Service in providing support and having the necessary oversight of the MATs established in the Diocese. All these organisations or bodies have a duty to operate within the guidance of the Bishop of Arundel & Brighton and it is acknowledged that the Bishop is the primary authority for determining the membership of the respective boards of governance.

In order to exemplify the respective roles and responsibilities of various parties associated with the successful operation of the MAT a 'Responsibility, Accountability, Consultation and Information (RACI) Chart' has been drawn up and is attached as Appendix A. All parties will be expected to commit its best endeavours to make sure that those aspects within its remit and control are delivered in a complete and timely manner.

Section B: Catholic Distinctiveness

Set out below are the characteristics of catholic distinctiveness which must be evident in any school that is within the responsibilities of the MAT, which characteristics are intended to mirror those applicable to voluntary aided Catholic schools.

1. Each school in the MAT must be conducted in accordance with the principles, practices and tenets of the Catholic Church and all Catholic canon law applying thereto including the terms of the trust of the Diocese of Arundel & Brighton, so that at all times the school may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The establishment of Catholic schools in the Diocese is a matter for the sole discretion of the Bishop of Arundel & Brighton.
2. Each school in the MAT (as with all Catholic schools in the Diocese) is primarily provided for the education of persons who are baptised members of the Catholic Church and the admittance of any other persons must be made only in conformity with the respective academy's admissions policy approved by the Bishop and any direction issued by the Bishop in respect of the same.
3. Each school in the MAT must provide religious education and collective worship in accordance with the teachings, rites and liturgical norms of the Catholic Church and will be subject to the authority and direction of the Bishop of Arundel & Brighton. The key areas of the distinctive nature of catholic education are recorded in 'Principles, Practices and Concerns' as supplemented by 'The Common Good in Education' (Bishops Conference 1996), focussing particularly on the search for excellence as an integral part of the spiritual quest within oneself and within the wider community.
4. The academy is part of a wider family of schools in the Diocese of Arundel & Brighton, with particular emphasis on the mutual support and protection of the schools within the cluster MAT.

Section C: Commitments made by the Bishop of Arundel & Brighton, the Arundel & Brighton Roman Catholic Diocesan Corporation (the corporate trustee representing the Diocesan Trustees) and the Diocesan Education Service

Catholic Character

1. The Bishop of Arundel & Brighton acting through the Diocesan Education Service will continue to support the development of a strong Catholic ethos within schools which are part of the cluster MAT, consistent with all schools in the Diocese. It will seek to encourage, promote and support a collective voice on national issues affecting all

schools in the Diocese and will help to communicate concerns and needs to the range of bodies with the responsibility for the funding and regulation of schools.

2. The Bishop of Arundel & Brighton acting through the Diocesan Education Service will provide guidance on the teachings of the Catholic Church in order to support the teaching of others.

Governance and Management Support

3. The Bishop will ensure that any directive issued by him will be in writing and be clearly communicated to the Chair of the MAT.
4. The Diocese will provide support to the MAT through its Diocesan Education Service. Care will always be taken to identify when such support is part of the intrinsic nature of the Diocesan Service and those occasions when the support is so specialist in its nature that the Diocese will seek a recovery of any costs incurred, which will not be unreasonable and wherever possible will be agreed in advance.
5. The Director of the Diocesan Education Service will continue to support regular meetings of representatives of all the Catholic schools in the Diocese to encourage the transfer of knowledge and the sharing of best practice.
6. The Bishop will seek in so far as he is able to ensure that high quality committed, skilled individuals are put forward as foundation directors of the MAT and governors of the local governing committees established for each of the academies in the cluster MAT. He will make sure there are arrangements to monitor the contribution made by such appointees and will remove individuals in the event of misconduct and/or a failure to support the high ideals of the MAT and the Bishop together.
7. The Diocesan Education Service can ask the MAT board for information in respect of the governance and management of the MAT and the academies for which the MAT is responsible. The Diocesan Director of Education will endeavour to make sure such requests are necessary and proportionate to the role and responsibilities of the Service as determined by the Bishop and the Diocesan Trustees. Where such requests are made on behalf of the Diocesan Academy Strategic Board (acknowledging in particular the Board's oversight role as noted in this Memorandum of Understanding), this will be made clear by the Director of Education (or his or her delegate).

Land, Buildings and Capital Expenditure

8. The land on which the schools that form part of the MAT operate is owned by the Arundel & Brighton Roman Catholic Diocesan Corporation (the Diocesan Trustee) and as such neither the land nor the buildings constructed thereon are formally assets of the MAT. The Church Supplemental Agreement, which is put in place when each school joins the MAT, recognises the occupation and use of the school site by the MAT for the particular

Catholic school as a bare licensee and that the right of the Diocesan Trustee to terminate the MAT's use of the site is subject only to the giving by the Diocesan Trustee of 2 years' notice. Both the Diocesan Trustee and the MAT will have regard to any guidance issued by the Catholic Education Service as to the question of whether the land and buildings should be recognised as an asset on the balance sheet of the MAT.

9. No significant capital works will be carried out on any school site by the MAT (or its schools) without the prior written consent of the Diocesan Trustee, which consent will not be unreasonably withheld provided that there is clear evidence that there are funds readily available to the MAT to undertake all of the work and that any capital works comply with any Diocesan policy on capital works to school sites issued from time to time. Confirmation of approval will be given by the Diocesan Director of Education after consulting with the Diocesan Financial Secretary.
10. In so far as the Diocesan Trust is able, taking into account other competing requests from schools in the Diocese, it will support the MAT in any specific grant application to the Secretary of State and will provide advice and support in the procurement of capital works. For the avoidance of doubt the Diocesan Trustee cannot be relied on to provide any form of financial guarantees or assume any financial responsibilities in respect of such works.

Section D: Oversight by the Bishop and the commitments made by the Diocesan Academy Strategic Board

Role and Responsibilities of the Diocesan Academy Strategic Board

1. The Bishop has established the Diocesan Academy Strategic Board ("Strategic Board") to support the work of the Diocesan Education Service and to provide support and challenge to the MATs. This is in recognition of the role of the Bishop as the appropriate diocesan authority in overseeing the Catholic schools in the Diocese reflected in canon law and recognised both in the Education Acts and the Church Supplemental Agreement. This role is wider than the role of the Bishop as the principal and founding Member of the MAT and is crucial to the preservation of the religious character of the schools and the fulfilment of the objects of the MAT.
2. The Strategic Board shall assist the Bishop, the Diocesan officials and the Diocesan Trustees in monitoring the educational and business management performance of all MATs in the Diocese. It will advise the Bishop, the Diocesan officials and the Diocesan Trustees of any concerns it may have about the performance of any cluster MAT and in particular the effectiveness of the MAT's Board of Directors (the "Trust Board").
3. Specifically the Strategic Board has the authority to seek from the MAT Trust Board any information it believes necessary and appropriate (about the MAT and/or the schools for

which the MAT is responsible) to undertake its role whether on a regular or random basis. The MAT Trust Board will provide to the Strategic Board regular, high-level reports regarding the educational and financial performance of the schools and any risks likely to affect the schools or the MAT as a whole to enable the Strategic Board to:

- a. measure the performance of the Catholic schools across the Diocese;
 - b. identify when additional support is needed by a MAT;
 - c. working with the Diocesan Education Service, facilitate the provision of support to a MAT or any of its schools whether from another MAT, another Catholic school in the Diocese or any third party agencies;
 - d. identify and share best practice across the Diocese, both in terms of school performance and the efficient and proper running of the MAT itself;
 - e. ensure that when the MAT is established the Directors of the MAT fully understand their responsibilities and together have the full range of skills and experience needed;
 - f. review on a periodic basis the skills and experience of the MAT Directors, advising the Bishop and making recommendations as may be necessary as to the appointment and in some cases replacement of those serving as foundation directors;
 - g. support the Diocesan Education Service in developing and delivering a programme of training for those who serve as foundation Directors where it has been identified that this might best be done on a diocesan wide basis rather than within an individual MAT.
4. The Strategic Board may seek from the MAT any assurances, supported by evidence if requested, it believes necessary and appropriate to undertake its role and responsibilities.
 5. Where the Strategic Board believes educational or business management standards within a MAT are below those that have been identified as consistent with the standards and aspirations identified by the Bishop and the Diocesan Trustees (with the support of the Diocesan Education Service and the Strategic Board), including as a minimum in circumstances when the Secretary of State for Education has identified serious weakness and an intention to serve a warning notice on the MAT or when a complaint has been received by the Bishop, the Strategic Board will make recommendations to the Bishop as to any action that should be taken including:
 - a. whether any matter needs further investigation or follow up;
 - b. whether any independent review is required;
 - c. whether the Bishop is advised to take direct action in relation to the MAT or any school; and

- d. whether any approach needs to be made to the Secretary of State under the terms of the Church Supplemental Agreement.

Principles and specifics of the relationship between the Strategic Board and the MAT Trust Board

6. Notwithstanding the high level oversight role undertaken by the Strategic Board, the relationship between the Strategic Board and the MAT Trust Board should be based on one of mutual respect and appropriate question and challenge in an open and transparent manner consistent with the Catholic nature of the organisations. It is expected that both boards will subscribe to the Seven Principles of Public Life identified by the Nolan Committee and detailed in Appendix B of this document.
7. Information provided to the Strategic Board by the MAT Trust Board will be acknowledged and the Strategic Board will share any advice it provides to the Bishop with the MAT Trust Board except in so far as the Strategic Board considers any such advice should be kept confidential.
8. The Strategic Board should be willing and able to provide advice and guidance to the MAT Trust Board outside of any formal reporting regime.
9. It is recognised that good practice would be for representatives of each MAT Trust Board, e.g. the Chair, to meet at least once annually to ensure there is both dialogue and data exchanged between them and the Diocesan Education Service will facilitate this.
10. Any costs properly incurred by the Bishop in the exercise of his role overseeing the MAT and the schools (whether or not at the request of the Strategic Board or the Diocesan Education Service and whether recovered on a pooled basis or as an individual contribution) will be met as an expense by the MAT, which will not be unreasonable and wherever possible will be agreed in advance.

Section E: Commitments made by the MAT Trust Board

Catholic Character

1. The MAT Trust Board will make sure both it and the local school governing committees maintain and develop the religious character as Catholic schools and no alteration shall be made to the religious character or conduct of the school without the consent of the Bishop of Arundel & Brighton, who shall be advised by the Diocesan Education Service.
2. The MAT Trust Board and the schools for which it is responsible will submit to the canonical inspections and visitations of the Bishop of Arundel & Brighton and any person appointed by him for the purpose of monitoring both the Catholic life of the MAT and its

schools and the way they operate, ensuring this is in accordance with canon law and are following the practices and teachings of the Catholic Church. The MAT Trust Board and the local governing committees are expected to observe good governance and promote a high quality education, particularly in the light of the additional responsibilities and freedoms afforded to academy trusts and the schools within their control by the State.

Governance and Management

3. The MAT Trust Board must comply with, and must ensure processes are in place to ensure all governors and employees of the MAT comply with, all directives issued by the Bishop of Arundel & Brighton including this Memorandum of Understanding, giving effect to the matters addressed within it.
4. The MAT Trust Board will adopt, in so far as they are legally able to, all policies and practices as communicated by the Diocesan Education Service on behalf of the Bishop from time to time. Any exception to this must be agreed in writing with the Diocesan Director of Education.
5. The MAT Trust Board should be open about decisions affecting the schools for which it is responsible and be prepared to justify those decisions except in so far as the Trust Board considers that such matter should be kept confidential. In the unlikely event of a conflict of loyalty, given the fundamental purpose for which the MAT has been established, guidance will be sought by the Bishop of Arundel & Brighton from the Archbishop of Westminster as head of the Catholic Church in England and Wales, with the support of the Catholic Education Service.
6. The MAT Trust Board will, along with any local governing committees, consider on an ongoing basis the need for training and skills development as well as considering succession planning. They shall work with the Diocesan Education Service and consider any advice or opinions of the Strategic Board with regard to leadership, governance and the standards of teaching and learning in particular. The MAT Trust Board acknowledges the Bishop of Arundel & Brighton's right to appoint Foundation Directors to the MAT Trust Board and Foundation Governors to any local governing committees. In so doing the Bishop will consider any recommendations made by the Strategic Board and the Diocesan Education Service, particularly where there is a need to secure specific skills on to those bodies.
7. The MAT Trust Board will not implement any proposals that affect the status or size of the MAT or its constituent schools without the written consent of the Bishop.
8. On incorporation, the MAT Trust Board will be expected to adopt the model Scheme of Delegation developed and issued by the Strategic Board from time to time dealing with the governance regime within the MAT. The MAT Trust Board must have the express

authority of the Bishop in writing to create a local governing committee for any school joining the MAT consistent with the Scheme of Delegation. Any material changes which the MAT Trust Board wish to make to the Scheme of Delegation shall first be discussed with the Strategic Board, whose approval must be obtained where any changes impact materially on the principles of delegation, the nature of the relationship between the MAT Trust Board and the local governing committees, the composition of the local governing committees (and the appointment of Foundation Governors by the Bishop) and the key responsibilities delegated to the local governing committees. The Strategic Board will have regard to any views of any local governing committee that is affected by a change.

9. The MAT Trust Board and any local governing committees shall provide the Diocesan Education Service with copies of all board/committee meetings should they be requested.
10. The MAT Trust Board shall provide the Diocesan Education Service with copies of any returns provided to the Education Funding Agency (or any other body set up by the Secretary of State to oversee the finances of schools).
11. The MAT Trust Board shall provide the Diocesan Education Service and the Chair of the Diocesan Academy Strategic Board with copies of any Annual Report and the audited Annual Accounts for the MAT.
12. The MAT Trust Board shall ensure that it has systems in place for the proper conduct and oversight of the management of the Trust and the leadership of the schools, having regard in particular to the Trust's legal responsibilities as a public and corporate body which is regulated by the Secretary of State for Education. The MAT is obliged under the Academies Financial Handbook to appoint persons who will fulfil the role of "Accounting Officer" and "Chief Financial Officer" (as defined within the Academies Financial Handbook) and the MAT Trust Board will consider carefully who is to fulfil these roles, ensuring that all legal requirements are satisfied and having regard to any advice offered generally or specifically by the Strategic Board. The Accounting Officer is expected to have experience of leadership of a Catholic school and the Chief Financial Officer must have an appropriate financial qualification (or be working towards one). The MAT Trust Board is also encouraged to appoint an appropriately qualified Company Secretary or Clerk who can advise them on corporate governance and compliance.

Financial Management

13. The MAT Trust Board has full responsibility for managing the financial affairs of the MAT including all the constituent schools. Whilst they may delegate day to day financial authority to the school's headteacher and governance oversight to the local governing committee, ultimate responsibility remains with the MAT Trust Board. In exercising this responsibility, they are expected to fully comply with any instructions, guidance and best practice identified from time to time by the Education Funding Agency and the

professional standards identified by the Accounting Standards bodies relevant to the MAT. No guarantees or assurances in respect of the financial affairs of the MAT will be provided by the Bishop or the Arundel & Brighton Roman Catholic Diocesan Corporation.

14. Whilst the overall strategic report of the MAT's activities to the Bishop (to be provided to the Strategic Board) will address financial risks, should the MAT Trust Board identify through its own regular monitoring of the work of the local governing committees that there is likely to be the need to address financial issues not previously identified in the schools' and MAT's annual budget and/or plan then it is expected to bring these matters to the attention of the Diocesan Education Service who will consult with the Strategic Board and the other Members of the MAT with the view to discussing with the MAT Trust Board what action will be taken to avoid any long term threat to the MAT and the schools for which it is responsible.

Land, Buildings and Capital Expenditure

15. In addition to the responsibilities that the MAT has to the Bishop and the Diocesan Trustee in respect of the land and buildings used by the schools outlined in this Memorandum of Understanding, the MAT Trust Board and the local governing committees will ensure that at all times any land and buildings used or occupied by the MAT (or its schools) is not used for purposes which would not be consistent with the teachings and practices of the Catholic Church and any lettings of land or buildings shall be in accordance with any policy issued from time to time by the Bishop.
16. The MAT Trust Board will develop an estate strategy in conjunction with the local governing committees and in consultation with the Diocesan Education Service that will identify the suitability of facilities on a school by school basis in the light of long term curriculum needs, estate condition and any other demands. This strategy should be appropriately reflected in the MAT business and financial plans and budgets.
17. The MAT Trust Board will comply with and will ensure compliance by its constituent schools with the obligations of the Church Supplemental Agreement and where insurance is not in fact put in place by the Diocesan Trustee, the MAT Trust Board will insure the school sites only with insurers approved by the Diocesan Financial Secretary on behalf of the Bishop, which may include the EFA's "Risk Protection Arrangements" scheme. The MAT Trust Board will obtain professional advice on the reinstatement value when such insurance is being renewed and will ensure that any insurance is taken out or risk protection cover arranged (in joint names with the Diocesan Trustee or ensuring that full cover is extended to the Diocesan Trustee) in the full reinstatement value and will make up any shortfall from its own funds.

Admissions

18. The MAT Trust Board will not determine any changes to the admissions criteria of any of its schools without the written consent of the Bishop of Arundel & Brighton.

Employment of Senior Staff and Key Teaching Staff

19. The MAT Trust Board (in conjunction with the local governing committees) will ensure that the Accounting Officer for the MAT, the headteachers and deputy headteachers for all schools, as well as any key teaching staff, responsible for co-ordinating religious education and any chaplain or reserved post, shall be practicing Catholics. Any departure from this must be approved in writing in advance by the Bishop and is to be reviewed on any future appointments.
20. The MAT Trust Board will make sure that the employment of all staff by the MAT shall be consistent with the policies from time to time notified to Catholic schools by the Bishop of Arundel & Brighton.

Appendix A

Cluster MAT - Responsibility, Accountability, Consultation, Information (RACI) Chart

Ref	Task	MAT	Diocesan Academy Strategic Board	Diocesan Education Service	Bishop of Arundel & Brighton
Governance and Management					
1	Appointing Foundation Directors under Article 50 (who must be in the majority by at least 2)	C	C	C	R
2	Recruiting and Appointing MAT Directors under Article 50A (i.e. by the MAT Trust Board)	R	C	C	I
3	Recruiting and Appointing reserve posts	R		C	
4	Religious Designation	A		C	R
5	Vision and Values	R	C	I	A
6	Strategy, Expansion and Leadership	R		C	
7	Strategic Organisation/Delegated Responsibilities	R		C	
8	Statutory Policies	R		I	
9	Risk Management Reviews	R	I	I	
10	Recruitment of non-reserve posts	R			
11	Staff Performance Management process	R			
12	Staff Professional Development	R			
13	Compliance with MOU	R	R	C	I
14	EFA Returns	R			
15	DfE intervention	R	C	C	
16	DfE/EFA approvals for significant changes (as per Diocesan Application Form)	R	C	I	A
17	Due Diligence of schools joining the MAT	R	C	C	
Education Achievements					
18	Admissions Policy	R		C	
19	Educational Standards	R	I	I	
Business Management					
20	Statutory Compliances (including Health and Safety)	R	I		
21	Compliance with Academies Financial Handbook	R	I		
22	Business Administration & Organisation	R			
23	Business Plan and Annual Budget Setting	R	I		
24	Estate Strategy/Capital Works	R	I	C	A

25	Pay and conditions of senior staff	R			
26	Insurance/Risk Protection Cover	R		I	A
27	Other returns required by the DASB	R	I		

R = The primary body responsible for the completion of the task

C = The primary body must consult with this body before completing the task

I = The primary body must inform this body once the task has been complete

A = The primary body must get formal approval for this task from this individual/organisation before it can be complete

Appendix B

Seven Principles of Public Life

These are:

Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

APPENDIX 2

[FINANCIAL REGULATIONS MANUAL] [FINANCIAL SCHEME OF DELEGATION]

Comment [A24]: A scheme for financial delegation has been set out here to provide a starting point for discussion. The cluster schools should discuss the detail and in particular the agreement being reached at the outset as to the funds being set aside for the shared costs.

The Local Governing Committee

The Local Governing Committee has wide discretion over its use of the Trust's funds received in respect of the Academy. It is responsible for the proper stewardship of those funds and for ensuring economy, efficiency and effectiveness in their use – the three key elements of value for money. It must also ensure that it uses its discretion reasonably, and takes into account any and all relevant guidance on accountability and propriety. It is accountable to the Trust Board who in turn is accountable to the Secretary of State for Education and Parliament.

It is specifically responsible for ensuring that the Trust's funds are used in accordance with: the law; the Trust's powers under the Funding Agreements, the Articles of Association, this Scheme of Delegation and the Academies Financial Handbook.

[The Finance Committee]

Comment [a25]: The function of the Finance Committee could be undertaken by the Trust Board itself if the number of academies in the Trust is low. It is envisaged that the Local Governing Committees may also have Finance Committees (or working groups) or equally may deal with finance matters in the main Governor meetings.

The Finance Committee is a committee of the [Local Governing Committee] [Trust]. The Finance Committee meets at least once a term but more frequent meetings can be arranged if necessary. The main responsibilities of the Finance Committee include:

- the initial review and authorisation of the annual budget [for the Academy] [for each Academy];
- [the regular monitoring and scrutiny of the Academy management accounts;]
- [reviewing any Trust Procurement Policy and the Scheme of Financial Delegation;]
- [reviewing and checking details of any contracts and purchases by the Academy;]
- [authorising the award of contracts and purchases;]

- liaising as necessary with the Trust's [Risk and] Audit Committee (or the Trust Board if appropriate) to ensure accountability and propriety and to manage the level of financial risk within the Trust as well as review the effectiveness of the financial procedures and controls.]

Accounting Officer

As required by the Academies Financial Handbook, the Trust has appointed an Accounting Officer who has overall responsibility for the Trust and each Academy's activities including financial activities. The Accounting Officer is personally responsible to Parliament and to the accounting officer of the EFA for the resources under the control of the Trust. The essence of the role is a personal responsibility for the propriety and regularity of the public finances for which they are answerable; for the keeping of proper accounts; for prudent and economical administration; for the avoidance of waste and extravagance; for ensuring value for money; and for the efficient and effective use of all the resources in their charge. Essentially accounting officers must be able to assure Parliament and the public of high standards of probity in the management of public funds.

Much of the financial responsibility of the Accounting Officer has been delegated to the Principal and School Business Manager of the Academy but the Accounting Officer still retains responsibility for:

- ensuring the annual accounts are produced in accordance with the requirements of the Companies Act 1985 and the EFA guidance issued to academies;
- completion of the accounting officer's statement on governance, regularity, propriety and compliance for inclusion in the Trust's annual report;
- establishing and reviewing the procedures for the authorising and entering into of contracts and legal commitments;
- overseeing expenditure and advising the Trust Board where significant expenditure is anticipated, and;
- where indicated in this [Financial Regulations Manual] [Scheme for Financial Delegation] signing cheques and authorising BACs payments in conjunction with the bank mandate.

Chief Financial Officer

As required by the Academies Financial Handbook, the Trust has appointed a Chief Financial Officer who is responsible for the development and implementation of the accounting and financial processes adopted by the Trust. The Chief Financial Officer plays both a technical and leadership role, including ensuring sound and appropriate financial governance and risk management arrangements are in place, preparing and monitoring of budgets, and ensuring the delivery of annual accounts. The Chief Financial Officer may also support in an administrative function, supporting the business management teams in the Academies and ensuring there is consistency in financial procedures across the Trust. The Chief Financial Officer will lead on any procurement of supplies and services to the Trust as a whole or any strategic procurement to be undertaken by an individual Academy.

Shared Costs

[Set out here the agreement reached regarding any MAT levy for shared costs and contingencies.]

Comment [a26]: The cluster schools should agree at the outset what the Trust will levy for shared costs and it is advisable for an indicative budget for these costs to be drawn up at the outset. This can be reviewed from time to time as it becomes cleared what costs are being shared and what the Trust's policy is on reserves and contingencies. Further guidance as to what might be appropriate can be obtained from the Diocesan Academy Strategic Board. Whilst the DfE/EFA have no particular interest in this and their approval to the arrangement is not required, the rule of thumb used by the DfE for MAT levies is between 3% and 8%, the higher amounts being typical where there is a great deal of administrative support being provided centrally, including school improvement, and the MAT is attempting to build up a healthy reserve in the early days.

Budgeting and Reporting

Role	Value	Delegated Authority	Method	Review Period
Budget setting process		Accounting Officer and Principal	Agree academy improvement priorities	Annual
		Academy Principal and Management team	Draft budget plan	Annual
		Accounting Officer and Principal	Agree budget plan	Annual
		Local Governing Committee	Approve budget plan for submission to the MAT	Annual
		Trust Board	<p>Approve or reject budget after applying the 2 Golden Rules Tests</p> <p>If the Trust Board require the Local Governing Committee to reconsider the budget then the Trust Board must provide a full explanation to the Local Governing Committee of its reasons and the timescales by which an alternative budget should be provided.</p> <p>If the Trust Board has lost confidence in the ability of the Local Governing Committee to set a budget that meets the 2 Golden Rules Tests', it will provide a full written explanation to the Local Governing Committee for its judgement. Under these wholly exceptional circumstances, the Accounting Officer will take responsibility for recommending a budget plan to the Trust Board.</p>	Annual

Role	Value	Delegated Authority	Method	Review Period	
Budget holders responsibilities	As per the individual budgets set	Principal, SLT and other budget holders	Budget monitoring is the responsibility of the budget holder and must not be overspent at any time during the year unless through prior agreement from the appropriate authorisation level.	Monthly	
Role	Value	Delegated Authority	Method	Review Period	
Monthly Management Accounts		School business manager and Principal in conjunction with Finance Consultants	All transactions to be processed and reconciled by the academies finance staff for the timely checking and production of the monthly management accounts and governors reports as per the Financial Timetable.	Monthly	
Virements	Up to £10,000	Principal/Accounting Officer	Must be disclosed to the Finance Committee.	As necessary	
	Over £10,001	Finance Committee	Must be approved by the Finance committee.	As necessary	
EFA Reporting		Principal, Accounting Officer/Accounting Officer in conjunction with the Trust's Auditors and Financial Consultants	An annual Financial Reporting Timetable will be released by the EFA dates and requirements will be included on this timetable.	As necessary to ensure compliance	

Income

Role	Value	Delegated Authority	Method	Review Period
Collection and receipt of cash and cheques	Any	School business manager or delegated administration assistant	Cash must be receipted by the person with delegated authority and recorded in the appropriate ledger. All on site cash and cheques must be locked in the safe until banking	Daily
Sales invoices	Up to £15,000	Business Manager	All sales invoices must be processed through the financial management system, and issued in a timely manner.	As required
	£15,001 to £100,000	As above plus Principal	Principal to authorise the issuing of sales invoices above £15,001, and then as above.	As required
	Over £100,001	Finance Committee	Finance committee to approve the issuing of sales invoices above £100,001, and then as above	As required
Banking of cash and cheques	Any	School business manager or delegated administration assistant	Cash and cheques should be banked on a regular basis and should not be allowed to accumulate above £1,000. Banking should be checked and agreed by another member of staff before being banked and should relate back to receipts issued.	As required
Reconciliation of bank accounts		School business manager or delegated administration assistant or finance consultant	Bank accounts should be reconciled at least on a monthly basis by someone other than the person doing the banking. Bank reconciliations should then be signed dated and filed.	Monthly

Petty Cash		School business manager of delegated administration assistant	Petty cash should be kept in a locked tin and stored in the school safe. Petty cash payments should be kept below £25. Receipts must be provided for any claim. Pre approval from the appropriate budget holder must be obtained before any purchases take place. Period checks should take place by finance consultant or responsible officer	Weekly
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Purchases and Payments

Role	Value	Delegated Authority	Method	Review Period
Purchase orders	Up to £1,000	School business manager and budget holders	Orders should be placed with approved suppliers unless agree otherwise with school business manager. Orders should be written on approved purchase order pro forma and authorised before being processed in the financial management system, and before order is placed with supplier. Approved paper based orders should be entered into the financial management system by someone other than the person who approved the order.	Monthly
	£1,001 to £5,000	Principal, Deputy Principal and school business manager	As above and three quotes must be obtained. These can include both written and verbal.	Monthly
	£5,001 to £10,000	Principal and Deputy Principal	As above however minimum three quotes must be written	Monthly
	£10,001 to £25,000	Principal and Deputy Principal with notification to the Trust Board	As above however minimum three quotes must be written	Monthly
	Over £25,000	Trust Board	Formal tendering process, including advertising in OJEU if appropriate	Monthly
Payment by cheque or BACs	Up to £20,000	Two signatories required from either of the Principal, Deputy Principal or business manager	Individual payments to any supplier to the value of £20,000 need to be signed by two individual in the delegated authority column. Cheques or payment notifications must be accompanied by authorised supporting documentation	As necessary
	£20,001 to £100,000	Two signatories including one from the above list plus the Accounting Officer	Cheques or payment notification must be accompanied by authorised supporting documentation	As necessary

Role	Value	Delegated Authority	Method	Review Period	
	Above £100,000	Accounting Officer	Cheques or payment notification must be accompanied by authorised supporting documentation	As necessary	
Charge Card	Limited to £5k	Principal, business manager and finance consultant	Must be kept in the safe when not in use. All transactions must be supported by a receipt. Orders should be placed only by card holder. Reconciliation should be checked by someone other than the person who places the orders.	Monthly	
Standing orders and direct debits	As per limits for cheque of BACs payments	As per limits for cheque of BACs payments	As per limits for cheque of BACs payments	As necessary	
Liabilities and Write-Offs	1% of total annual income or £45,000 (whichever is smaller) per single transaction. Cumulatively, 2.5% of total annual income in any one financial year per category of transaction where notified by the Trust Board. Otherwise cumulatively, 5% of total annual income in any one financial year per category of transaction.	Principal/Accounting Officer	Anything above these limits must be approved by Secretary of State through the EFA	Annual	
Purchase or sale of any freehold property	Any	EFA approval required	Local Governing Committee to seek approval of Trust Board	Annual	
Granting any leasehold or tenancy agreement	Any	EFA approval required	Local Governing Committee to seek approval of Trust Board	Annual	
Taking up any leasehold or tenancy agreement for more than three years	Any	EFA approval required	Local Governing Committee to seek approval of Trust Board	Annual	

Wages and Salaries

Role	Value	Delegated Authority	Method	Review Period
Appointment of Staff	Up to senior leadership team	Principal		Annual
	Deputy Principal	Local Governing Committee		Annual
	Principal	[Trust Board] [on the recommendation of the Local Governing Committee] [following recommendation of the Principal Appointments Committee]		Annual
Payroll Processing		School business manager and Principal	School business manager to check monthly payroll and make any necessary changes or adjustments. Monthly payroll and any changes must be authorised and signed off on by the Principal. Payroll reports and payments made will be checked and agreed by the finance consultant on a monthly basis.	Monthly
Contracts of employment		School business manager or delegated administration assistant	All employee contracts need to be kept up to-date. Any contract changes need to be authorised by the appropriate authority level as per (Appointment of staff) authority and filed in the staff members file. These contracts will be periodically checked by the responsible officer and the auditors.	As required

One-off Payments (e.g. in settlement of claims, ill health retirements, bonuses and golden handshakes)	Any	Principal and Accounting Officer		
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Assets

Role	Value	Delegated Authority	Method	Review Period
Fixed asset register	£2,000	Business manager or on-site ICT staff member	All assets to the value of £2,000 either individually or as a group will need to be recorded in the asset register.	Monthly and annually

APPENDIX 3

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.

Key to Table:

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

1	Members	MEMBERS	
2	Trust Board of Directors	TRUST	Where the Trust Board is compelled to delegate to the Trust Audit Committee, TAC is shown. Where the Trust Board must seek the approval of the Bishop and the Members to implement the relevant responsibility, MA is shown.
3	Local Governing Committee	LGC	
4	[Head Teacher] [Principal]	HEAD	
5	[Chief Executive Officer/Accounting Officer]	CEO	
6	Heads and Chairs' Advisory Forum	HCAF	

- R** The primary body responsible for the task who will, where appropriate, recommended it to others and ensure the implementation of it.
- C** The primary body must consult with this body before completing the task.
- I** The primary body must inform this body once the task has been completed.
- A** This body is responsible for approving the action.

	Task	TRUST	LGC	HEAD	CEO	HCAF
1.	Governance					
1.1	Approve Trust Articles of Association	R MA A	I			C
1.1.	Approve Trust Board Terms of Reference	A	I			C
1.2.	Approve Trust Scheme of Delegation	A	I			C
1.3.	Approve new converter or sponsored academies joining MAT	A TAC A	I			C
1.4.	Establish Trust Committees	A	I			I
1.5.	Approve Trust Committee Terms of Reference	A	I			I
1.6.	Approve Local Governing Committee (LGC) Terms of Reference	A	C			
1.7.	Establish LGC working groups	I	A			
1.8.	Appoint Chair of Trust Board	A	I			C
1.9.	Appoint Chair of LGC	A	C	C		
1.10.	Remove Chair of LGC	A	C	C		
1.11.	Appoint (and remove) Vice Chair of LGC	C	A	C		
1.12.	Appoint (and remove) LGC members	C	A	C		
1.13.	Appoint (and remove) Chair(s) of Trust Committees/Working Groups	A	I			I
1.14.	Appoint (and remove) Trust Committee/Working Group members	A	I			I
1.15.	Appoint Board Advisors	A	I		C	I
1.16.	Appoint (and remove) Clerk to Trust Board	A	I			I
1.17.	Appoint (and remove) Clerk to LGC	I	A			

	Task	TRUST	LGC	HEAD	CEO	HCAF
1.18.	Organise calendar of Trust Board and LGC meetings	A	C			C
1.19.	Approve Directors' Expenses Policy	A TAC C	I			I
1.20.	Academy times, terms and holidays	I	A	C	C	C
1.21.	Change of Academy Age Range	A	C	I	I	C
1.22.	Expansion of Academy PAN	A	C	I	I	C
1.23.	Extension of Academy provision (EYFS)	A	C	I	I	C
2	Trust & School Performance, Curriculum and Teaching					
2.1.	Trust & Academy Financial Regulations	A TAC C	I	I	I	I
2.2.	Trust & Academy Financial Procedures	A TAC C	I	I	I	I
2.3.	Appoint Trust auditors	A TAC C	I			I
2.4.	Trust 3 year Budget Plan	A	I		C	C
2.5.	Trust 1 year Budget	A	I		C	C
2.6.	Trust Management Accounts	A TAC C	I		C	I
2.7.	Trust Annual Accounts	A TAC C	I		C	I
2.8.	Directors Report	A	I			I
2.9.	Trust Academies Accounts Return to EFA	A	I			

	Task	TRUST	LGC	HEAD	CEO	HCAF
		TAC C				
2.10.	Response to Auditor's Management Letter	A TAC C	I		I	
2.11.	Academy 3 year Budget Plan	A	A	C	C	
2.12.	Academy 1 year Budget	A	A	C	C	
2.15.	Academy Accounts Return to EFA	A	I		C	C
3	Staff Policies and Pay					
3.1.	Trust Strategic Plan	A	C	C	C	C
3.2.	Academic Performance Targets	A	A or C	C	C	C
3.3.	Academy Performance Review <i>e.g. Academy Action Plan</i>	I	A	C	C	C
3.4.	Academy 3 year plan	A	C		C	C
3.5.	Academy 1 Year Plan	A	C		C	C
4	Staff Management					
4.1.	Staff complement, structure and grades	A (senior)	A (junior)	C	C	
4.2.	CEO/Exec Headteacher appointment	A	C			C
4.3.	Trust leadership structure	A	C		C	C
4.4.	Headteacher appointment	A	C		C	
4.5.	Senior leadership appointments to reserved posts	C	A	C	C	
4.6.	Teaching and support staff appointments		A	C		
4.7.	Suspension of CEO/Exec Headteacher	A	I			I

	Task	TRUST	LGC	HEAD	CEO	HCAF
4.8.	Return of CEO/Exec Headteacher after suspension	A	I			I
4.9.	Dismissal of CEO/Exec Headteacher	A	I			I
4.10.	Suspension of Headteacher	A	C		C	I
4.11.	Return of Headteacher after suspension	A	C		C	I
4.12.	Dismissal of Headteacher	A	C		C	I
4.13.	Suspension of teaching and support staff	I	A	C	C	
4.14.	Return of teaching and support staff after suspension	I	A	C		
4.15.	Redundancy of staff	A (senior)	A (junior)	C	C	C
4.16.	Restructuring of staff	A	A	C	C	C
5.	Premises and Assets					
5.1.	Asset Management Policy	C	A			
5.2.	Health & Safety Policy	C	A			
5.3.	Commissioning of repairs or works up to £10,000	C	A			
5.4.	Commissioning of repairs or works from £10,000 to £49,999	A	C			
5.5.	Commissioning of repairs or works over £50,000	A	C			
6	Policies and Procedures					
	Curriculum					
6.1.	[EYFS Policy]	I	A			
6.2.	[EYFS Plan & Quality of Provision]	I	A			
6.3.	SEN Policy	I	A			

	Task	TRUST	LGC	HEAD	CEO	HCAF
6.4.	SEN Plan & Quality of Provision	I	A			
6.5.	Teaching & Learning Policy	I	A			
6.6.	Curriculum Policy	I	A			
6.7.	Sex Education policy	I	A			
6.8.	Religious Education policy	I	A			
	Personnel					
7.1.	Pay & Remuneration Policy	A	I			C
7.2.	Job Role Salary & Grading Policy	C	A			C
7.3.	Changes to Employee Terms & Conditions or Collective Agreements	A	C			C
7.4.	Adoption of Transferring Policies and Collective Agreements	A	C			C
7.5.	Teachers Annual Pay Award	I	A	C	C	
7.6.	Support Staff Annual Pay Award	I	A	C	C	
7.7.	Individual Performance Pay Awards	I	A	C	C	
7.8.	Performance Management & Appraisal Review Policy	A	C			
7.9.	Disciplinary Policy	A	C			
7.10.	Grievance Policy	A	C			
7.11.	Capability Policy	A	C			
7.12.	Whistle-blowing Policy	A	C			
7.13.	Re-structuring & Redundancy Policy	A	C			
7.14.	Employee Health & Safety Policy	A	C			

	Task	TRUST	LGC	HEAD	CEO	HCAF
	Child Welfare and Wellbeing					
8.1.	Child Welfare & Safeguarding Policy	I	A			
8.2.	Attendance Policy & Plan	I	A			
8.3.	Pupil Behaviour & Exclusions Policy	I	A			
8.4.	Community & Religious Ethos & Values Policy	I	A			
8.5.	Short-term Exclusion	I	C	A		
8.6.	Return after short-term exclusion	I	A	C		
8.7.	Permanent Exclusions	I	C	A		
8.8.	Appeals against Permanent Exclusion	I	A	C		
8.9.	Academy Trips Policy	I	A			
8.10.	Extended services on-site	I	A			
8.11.	Pupil Premium Policy	I	A			
8.12.	Pupil Premium Plan	I	A			
	Admissions					
9.1.	Admissions Policy	I	A			
9.2.	Allocation of places against Admissions Policy	I	A			
9.3.	Admissions Appeals	I	A			
	Other Policies					
10.1.	Complaints Policy	I	A			
10.2.	Complaints Appeals	I	A			

	Task	TRUST	LGC	HEAD	CEO	HCAF
10.3.	Academy prospectus	I	A			
10.4.	Academy website	C	A			
10.5.	Academy logo & branding	C	A			
10.6.	Academy uniform	I	A			

APPENDIX 4

RISK MANAGEMENT POLICY [AND FORM OF RISK REPORTS]

Principles

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

The Directors have delegated authority for the running of each of its Schools to a Local Governing Committee, who in turn fulfils a governance and oversight role in the conduct of the School, further delegating authority to the Principal and senior leadership team who are responsible for the internal organisation, management and control of the School on a day to day basis. The responsibilities of the Local Governing Committee are set out in the "Scheme of Delegation".

Risk management must prioritise and protect:

- The safeguarding of high quality and effective education of the young people in the Schools;
- The contribution made by staff to the success of the Trust and the Schools;
- The reputation and ethos of the Trust and the Schools and the principles upon which the Trust was founded;
- The common good in terms of the interests of the families in the communities served by the Schools and the pupils of the future; and
- The Scheme of Delegation and the balance struck between central management and local responsibility.

The responsibility of each Local Governing Committee

It is the responsibility of each Local Governing Committee (the Governors) to implement, monitor and verify such policies and procedures to facilitate an annual statement of compliance on those risks identified by the Board. The Governors should take such steps needed to meet their legal obligations including the requirements of the Department for Education (or any successor body) as they relate to the operation of the Schools. The Governors should provide resources to mitigate identified risks and declare any non-compliance to the Directors. The Governors should

commission on a regular basis external verification of internal systems so as to ensure the systems fitness for purpose and compliance to current standards.

The responsibilities of the Directors

It is the responsibility of the Directors to identify those risks which arise from academy status and membership of a multi-academy trust and develop policies and procedures which mitigate these risks (taking account of the principles identified above). To mitigate financial risk the Directors will require all Schools to use approved banking arrangements, audit arrangements, financial management systems, and premises insurance and building surveyors. Rigorous safeguarding policies are also a requirement for all Schools.

Beyond these areas the Directors should identify risks common to all Schools, set policy frameworks but seek not to impose specific control mechanisms for these risks as responsibility lies with the individual Local Governing Committees. The Directors should receive compliance reports from the Local Governing Committees (and declarations of non-compliance) and develop systems to support (having regard to the principles of subsidiarity and solidarity) individual Schools to mitigate risk to the Directors and the Trust generally.

Operation of the Risk Management Policy

To assist the Trust Board in fulfilling its function, the Directors may establish a "risk management committee" made up of appointed Directors, representatives of the Local Governing Committees and the Leadership Group, and others as may be required. The terms of reference should identify that a minimum of two Directors should serve on this committee, with one being present for the committee to be quorate. The risk management committee may be a function of the Audit Committee or work alongside it.

It is the duty of this committee to review the termly schedule of self-assessments made by individual Schools' Local Governing Committees, consider how to support Schools to mitigate identified risks and report to the Trust Board each term on the risks identified.

The Nature of the Risks

- **The safeguarding of those involved in the enterprise**

The Directors and Local Governing Committees will be required to have safeguarding (including safer recruitment and e-safety) policies which comply with the requirements of the appropriate Safeguarding Board.

- **The employment of those involved in the enterprise**

The Directors and individual Schools should have a suite of legally compliant and common personnel policies, supported by advice and insurance.

- **The stewardship of the premises and site and the health, safety and welfare of those who use the site**

The Directors reserve the right to direct individual Schools with regard to the insurances of Trust property (buildings, land and assets) and to approve and be kept informed of planned capital works. The School should develop comprehensive health, safety and welfare policies to include systems to monitor compliance with regulation and good practice and to externally assess these at a regular period.

- **The vision and values of the Trust and the academic standards attained**

The Directors and the Governors should seek at all times to preserve and fulfil the vision and values of the Trust, honouring the principles upon which the Trust was founded. The Governors should report to the Directors on any OFSTED or other inspections and reports. Equally the Directors should be informed of trends and actual academic outcomes and other key indicators identified by OFSTED (or any successor body) in order that the Directors may broker support and advice from within (or beyond) the Trust to minimise the possibility of the Secretary of State using his reserve powers in relation to one of the Schools for which the Trust is responsible.

- **The financial integrity of individual academies**

The Directors reserve the right to direct the Schools to bank with a named bank and to direct Schools to use the services of agreed auditors. The Trust Board reserves the right to have annual agreed budget plans, termly budget summaries and annual outturn statements reported to it. Schools will not be permitted to operate deficit budgets without specific approval from the Trust Board. The Governors will agree such policies as required to comply with DfE requirements on the operation of academies, including in relation to the procurement of goods and services. The Governors will appoint a suitably experienced “responsible officer” who will oversee the financial integrity of the School with a particular reference to levels of delegation and the avoidance of over-reliance upon key individuals.

- **The capacity of the Trust Board and the Local Governing Committees to discharge their duties**

The Trust Board and individual Local Governing Committees will be expected to make an annual self-assessment of the skills and experience they require and their capacity to fulfil those requirements. Plans to mitigate deficiencies should be passed to the relevant

Local Governing Committee and the Trust Board. All Directors and Governors are required to hold an enhanced Criminal Records Bureau certificate and to make a declaration of interests at the beginning of each meeting. The Company will operate a Conflicts of Interest policy. The Company will ensure that good quality legal advice is available to the Trust Board, the Schools and those responsible for running the Schools on a day to day basis.

APPENDIX 5

TERMS OF REFERENCE FOR THE [FINANCE AND] AUDIT [AND RISK] COMMITTEE

FINANCE

1. 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.
2. To receive proposals from the Local Governing Committees for budget recommendations, and to recommend the annual budget for the Trust and the Academies to the Trust Board for approval.
3. To receive reports from the Principals regarding the Trust's/Academies' finances. This will include reports on the monitoring of income against expenditure and proposals to revise forecasts for the year. The committee will work with the Trust and the Principals to make any recommendations to the Trust Board.
4. To monitor the production, timeliness and accuracy of key financial statements in response to both statutory and local requirements.
5. 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.
6. To support (recommending and advising) the Trust Board in developing and then implementing the Financial Regulations Manual and associated procurement policy.
7. 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.
8. 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 Principals to resolve breaches and to improve procedures as appropriate.
9. To support the Audit Committee in monitoring 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 Governing Committees as appropriate.

AUDIT

1. Advise and report to the Directors in relation any organisational risks which might impede the development and implementation of a long term strategy for the success of the Trust. The Directors shall consider any such advice given by the Audit Committee.
2. Support the Directors 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.
3. Support the Directors in the formulation of financial and risk management policies for the Trust and the Academies for achieving the aims and objectives set out in the Trust's Development Plan or long term strategic vision.
4. Advise the Directors on the adequacy and effectiveness of the Trust's systems of internal control and its arrangements for risk management, control and governance processes and securing economy, efficiency and effectiveness (value for money).
5. Regularly review the statement on internal control and make appropriate recommendation to the Directors and when appropriate communicate messages and advice to the Local Governing Committee, liaising as necessary with any responsible officer appointed by the Local Governing Committee to be responsible for financial oversight and risk management of the Academy's activities.
6. Support (and challenge when necessary) the Directors and in particular the [Chief Executive Officer/Accounting Officer] who from time to time assumes the role of "accounting officer" to ensure he or she satisfies his or her 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;
 - Keeping proper accounts;

7. Establish and implement a system of financial and risk reporting by the Academies to the Directors and to oversee that reporting to ensure that such a system complies with the Trust's legal obligations.
8. Review any financial and risk report submitted by the Academies and advising the Directors 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.
9. Advise on the formulation and implementation of a policy for the approval and signing of contracts, ensuring all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose the Academy to undue risk.
10. Advise the Directors on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal audit).
11. Monitor the effectiveness of auditors, including the use of auditor performance indicators.
12. Ensure effective coordination between auditors ensuring that a consistent method of audit is adopted across all Academies.
13. Ensure that additional services undertaken by auditors are compatible with the audit independence and objectivity.
14. Agree the work programme of internal audit including the checking of financial controls, systems, transactions and risks.
15. Consider the reports of the auditors and, when appropriate, advise the Directors and the Academies of material control issues.
16. Monitor the implementation of agreed audit recommendations.
17. Advise on policies for the securing of the funds and assets of the Trust including by the prevention of loss through fraud and irregularity.
18. Ensure that all allegations of fraud and irregularity are appropriately investigated and control weaknesses addressed, working with the Directors and the Principals of the Academies, as appropriate.
19. Recommend the annual financial statements to the Directors for approval.

APPENDIX 6

CONFLICT OF INTEREST POLICY

Why we have a Policy

Directors of a charity have a legal obligation to act in the best interests of the charity. For the purposes of charity law, the Directors are those people who are responsible for the general control and management of the administration of the charity. The Academy Trust is an “exempt” charity, the Principal Regulator being the Secretary of State for Education. The Articles of Association explain what the Directors must do to avoid situations where there may be a potential conflict of interest.

Conflicts of interests may arise where an individual's personal or family interests and/or loyalties conflict with those of the Trust. Such conflicts may create problems; they can:

- inhibit free discussion;
- result in decisions or actions that are not in the interests of the Trust; and
- risk the impression that the Trust has acted improperly.

The aim of this policy is to protect both the organisation and the individuals involved from any impropriety and/or any appearance of impropriety. This Policy operates without prejudice to any of the provisions in the Trust's Articles of Association relating to conflicts of interest.

The Declaration of Interests

Directors, Governors of the Local Governing Committees and all staff must declare their interests, and any gifts or hospitality received in connection with their role in the Trust. A declaration of interests form is provided for this purpose, listing the types of interest you should declare. All interests, including gifts of a value over £50, must be notified to the Trust Chair and a Register of Interests will be maintained by the Trust.

To be effective, the declaration of interests needs to be updated at least annually and also when any changes occur.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. If you would like to discuss this issue, please contact the Trust Chair for confidential guidance.

Data Protection

The information provided will be processed in accordance with data protection principles as set out in the Data Protection Act 1998. Data will be processed only to ensure that Directors, Governors and all staff act in the best interests of the Trust. The information provided will not be used for any other purpose.

What to do if you face a Conflict of Interest

If you have a direct or indirect interest in:

- a) a proposed transaction with the Trust; or
- b) any transaction or arrangement entered into by the Trust which has not previously been disclosed;

you must disclose the nature and extent of that interest, whether or not you receive any actual benefit as a consequence of the interest. You may have an indirect interest in a matter if a family member or friend has an interest in the matter.

As good practice, every Director and Governor should declare any private interest which he or she has in an item to be discussed at the beginning of every meeting, and certainly before any discussion of the item itself. You should not be involved in decisions in which it is possible that a conflict will arise. You should declare your interest at the earliest opportunity and withdraw from any subsequent discussion.

If you fail to declare an interest that is known to the Clerk and/or the Trust Chair or the Chair of the Local Governing Committee, the Clerk or Chair will declare that interest.

Decisions taken where a Director, Governor or Staff Member has an Interest

In the event of the Trust Board having to decide upon a question in which a Director, Governor or member of staff has an interest because of a duty or loyalty (however indirect) that they owe to another organisation, they will do so by vote, with a simple majority required. The conflicted individual may be present when the matter is discussed but must not take part in the discussion or vote on any matter relating to the discussion and a quorum must otherwise be present for the discussion and decision.

An individual will generally not have a conflict of interest or loyalty simply by virtue of the fact that he or she has been appointed or nominated to the Trust Board or to the Local Governing Committee by a third party and the Trust has dealings with that third party, but if any undue influence is exerted by that third party or the individual has an interest in the matter for a reason other than mere appointment or nomination, then the circumstances will need to be reconsidered.

All decisions made where there has been a declared conflict of interest will be recorded by the Clerk and reported in the minutes of the meeting. The report will record:

- the nature and extent of the conflict;
- an outline of the discussion;
- the actions taken to manage the conflict.

Where a Director benefits from the decision, this will be reported in the Annual Report and Accounts in accordance with the current Charities SORP making reference also to any potential conflict situation recognised in this Conflicts of Interest policy. All payments or benefits in kind to Directors will be reported in the Trust's Accounts and Annual Report, with amounts for each Director listed for the year in question.

Where a member of the Trust's staff are connected to a party involved in the supply of a service or product to the Trust, this information will also be fully disclosed in the Annual Report and Accounts again making reference also to any potential conflict situation recognised in this Conflicts of Interest policy. The Trust formally acknowledges the Education Funding Agency's guidance on "related party transactions".

Independent external moderation will be used where conflicts cannot be resolved through the usual procedures.

Managing Contracts

If you have a conflict of interest, you must not be involved in managing or monitoring a contract or transaction in which you have an interest. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

Notified Conflicts of Interest

Without prejudice to any of the obligations on individuals as expressed in this Policy, the Directors have identified the following matter where relevant individuals will have an interest in the matter and such interest has not been expressly authorised in the Articles of Association but is considered to be a matter which is in the best interest of the Trust and is authorised provided the principles of this policy are observed (particularly in relation to discussions, decisions and management of the matter where there is a genuine conflict):

- The appointment or nomination of individuals by the Local Governing Committee to serve on the Trust Board.

APPENDIX 7

TERMS OF REFERENCE FOR THE HEADS & CHAIRS' ADVISORY FORUM

Comment [a27]: These are sample terms of reference for a Heads and Chairs' Forum. These should be adapted to reflect what the schools in the Trust are seeking to achieve and how it is to be organised.

[NAME OF TRUST] ("the Trust")

TERMS OF REFERENCE FOR THE HEADS & CHAIRS' ADVISORY FORUM ("the Heads & Chairs' Forum")

EFFECTIVE DATE [] REVIEW DATE []

PURPOSE

The Heads & Chairs' Advisory Forum has been set up to provide a focus for the setting of policy and to develop the strategic vision of the Trust. The Heads & Chairs Advisory Forum will both support and challenge the Trust Board and will facilitate communication between the Trust Board and the Local Governing Committees as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working.

MEMBERSHIP

Whilst the membership of the Heads & Chairs' Advisory Forum is clearly the Head Teachers of the Academies and the Chairs of the Local Governing Committees, the Forum may be organised on a grouped basis if this will aid collaboration and ensure the Forum has meaningful impact, e.g. on a Deanery basis, within a locality or focussed on primary or secondary provision.

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Working in partnership with the Trust Board, develop a clear educational vision, ethos and direction for the Trust, which promotes learning and the moral, social and cultural development of pupils and assist with the communication of this vision to the Academies and the wider community.	
Ensure the Trust Board formulates policies and practices which support the Trust's overall vision and aims as well as recognise the uniqueness of each Academy and the contribution each makes to the collective.	
Strategic Leadership	

Responsibility / Delegated Authority	Assessment
The Heads and Chairs' Advisory Forum shall meet at least once a term and shall support the development of a strategic plan for the Trust, providing leadership vision and challenge to the Trust Board.	
Provide a perspective on the wider education community and the challenges facing state funded schools.	
Assist with the creation of a public face and external identity for the Trust, facilitating discussions with those who might be considered strategic partners of the Trust.	
Advise the Trust Board in relation to the development and implementation of a long term strategy for the success of the Trust and its Academies, identifying any threats and weaknesses as well as opportunities for growth and improvement.	
Where appropriate, undertake research on issues which might affect the Trust, ensuring best practice.	
Assist with the development of an action plan for each Academy, which identifies appropriate priorities and targets for improvement in the context of overall resource planning and the management and administration of each Academy and which supports the overall vision and aims of the Trust.	
Oversee the relationship between the Trust Board and the Local Governing Committees of the Academies, ensuring that strategic control by the Trust Board is proportionate and that any intervention by the Trust Board is undertaken respectfully.	
Ensure the needs of each Academy are communicated to and understood by the Trust Board.	
Seek to identify areas where greater collaboration between the Academies can support the Trust's business strategy.	
Advise on the impact of any proposed change to admissions in respect of any Academy.	
Curriculum and Standards	
<p>Advise the Trust Board and the Local Governing Committees on the development of a curriculum which meets each Academy's specific needs and has regard to:</p> <ul style="list-style-type: none"> • the national curriculum • the obligation to provide religious education, sex education and physical education • special educational needs 	

Responsibility / Delegated Authority	Assessment
<ul style="list-style-type: none"> national testing. 	
Advise the Trust Board and the Academies on the targets for relevant Key Stages and supports the leadership team in each Academy on action to be taken to maximise attainment and pupil progress and whilst doing so advise on the transition by pupils from one Key Stage to the next, whether that be to another Academy within the Trust or to another school.	
Facilitate school to school support.	
Provide a forum for discussion on the merits of any change to the curriculum and the impact of developments regionally and nationally.	
Resources	
Identify efficiencies through collaborative working.	
Provide support to each Academy's senior leadership team and any resource and recruitment committees.	
Support the Trust Board in the development of suitable HR policies and practices noting the need to achieve consistency across all Academies.	
Facilitate discussion with staff representative bodies, including the unions.	

APPENDIX 8

TERMS OF REFERENCE FOR THE [TRANSITION] [INTERVENTION] BOARD

[NAME OF ACADEMY] (the “Academy”)

EFFECTIVE DATE [] REVIEW DATE []

PURPOSE

The Intervention Board's primary role is to support the rapid turnaround of the Academy. The Intervention Board has been established by the Trust Board and may have been appointed before the School joined the Trust in order to support the conversion of the School. The Intervention Board shall meet at least twice a term, more if necessary.

The Intervention Board will ensure that the Strategic Plan for the Academy is being implemented and will advise on the development and review of the Plan, focussing on 4 key areas of action; leadership & governance, teaching & learning, facilities & resources and finance.

The Intervention Board will report to the Trust Board on progress, recommending further action as necessary.

MEMBERSHIP

Members of the Intervention Board have been drawn from the local community and have been appointed by the Trust Board, who will ensure the members have both the capacity and skills to work intensively within the Academy, providing support and challenge to the Academy's staff and building on existing links with the community. Board members must be able to demonstrate an understanding of the ethos and values of the Trust and a commitment to fulfilling the Trust's mission and objectives for the Academy, drawing on specialist skills where required. Whilst there is no limit on the numbers expected to serve on the Board, in most cases it is not anticipated that there will be more than 3, one of whom will be the [Accounting Officer].

REVIEW

Operating with an Intervention Board is not intended to be a long term arrangement and a target date has been identified for the review of the arrangement. Any initial period will not be greater than 12 months.

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Support the actions of the Trust Board in developing and sustaining a clear educational vision, ethos and direction for the Trust and the Academy, which promotes learning and the moral, social and cultural development of pupils.	
Assist with the communication of the Trust's vision within the Academy's community, reinforcing the Academy's identity as a school within the family of schools run by the Trust.	
Establish systems and procedures in the Academy which recognise and prioritise collaborative working within the Trust where possible.	
Support the Trust Board in the formulation of policies and practices which reinforce the Trust's overall vision and aims as well as recognise the uniqueness of the Academy and the contribution it makes to the Trust and to the community.	
Compliance and Leadership	
Take the lead in the development of a strategic plan for the Academy which is consistent with the Trust's overall strategic objectives and identifies appropriate priorities for the Academy, targets for improvement and specific actions to be taken.	
Advise and report to the Trust Board on the implementation of the strategic plan, identifying any financial, educational and organisational threats and weaknesses as well as opportunities for growth and improvement.	
Support the Trust Board, as well as the leadership team within the Academy, ensuring that there is sufficient challenge and feedback so that continuous improvements can be made and preparing the leadership team for the transition to full delegated responsibility.	
Have regard to the public sector equality duty in the performance of any duty.	
Act in accordance with the terms of the Trust's Master and Supplemental Funding Agreements, the Trust's Articles of Association and the current EFA Academy Financial Handbook in the performance of any duty.	
Ensure that at all times the Academy is meeting any legal requirements and duties.	
Finance and Risk Management	
Ensure that at all times any funds delegated to the Academy or otherwise held on behalf of the Academy are safeguarded, having regard to the duty of the Trustees as trustees of charitable assets and as recipients of public money.	

Responsibility / Delegated Authority	Assessment
Monitor, review and control the budget, expenditure and income of the Academy, acknowledging any amounts to be set aside for central costs and reserves, contributing to any discussions initiated by the Trust Board in relation to the budget of the Academy and the appropriate use of all funds available to the Academy.	
Support and introduce the systems of financial and risk reporting in respect of the Academy, reporting as required (including to any internal audit committee or to the external auditors) highlighting any specific risks which might jeopardise the fulfilment of the strategic plan for the Academy.	
Implement any Trust policy for the approval and signing of contracts, ensuring all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose either the Trust or the Academy to undue risk.	
Curriculum and Standards	
<p>Advise the Trust Board on the development of a curriculum which meets the Academy's specific needs and has regard to:</p> <ul style="list-style-type: none"> • any nationally recognised curriculum priorities and initiatives • the obligation to provide religious education, sex education and physical education • special educational needs • national testing and attainment targets, and • any teaching objectives and priorities adopted by the Trust Board for all Academies. 	
Advise and report to the Trust Board on the targets for relevant Key Stages in the Academy, supporting the leadership team in the Academy on action to be taken to maximise attainment and pupil progress and advising on the transition by pupils from one key stage to the next supporting the development of a personalised learning plan for each pupil.	
Carry out regular reviews of the standards of teaching and learning in the Academy and agree with the leadership team specific actions to be taken to address areas of weakness, facilitating the sharing of best practice and the development of a training programme for staff which draws on the strengths of the Academy and secures additional resources which meet needs.	
Pupil Behaviour and Attendance	

Responsibility / Delegated Authority	Assessment
Formulate and implement a pupil behaviour policy in accordance with guidance produced by the Department for Education and as advised by the Trust Board.	
Staff Recruitment	
In conjunction with the Trust Board (but having regard to the advice of the Academy's leadership team), develop a staffing structure for the Academy, identifying the number of staff required to be employed at the Academy, the levels of the posts and the role responsibilities of all staff employed and supporting, where appropriate, the sharing of resources between the Academies.	
Ensure the implementation of the HR policies adopted by the Trust Board.	
Having regard to any advice of the Trust Board and the Leadership Group, appoint all staff to work in the Academy, establishing an appointments committee in respect of the appointment of a Principal/Headteacher and such other key leadership appointments as advised by the Trust Board.	
Staff Appraisal and Performance Management	
Evaluate the standards of teaching and learning in the Academy and ensure that proper standards of professional performance are established and maintained.	
Implement any pay policy and performance management policy for all teaching and non-teaching staff employed at the Academy put in place by the Trust Board, ensuring all affected staff of the Academy are kept informed and consulted if necessary.	
Implement any written policy for the appraisal of all teaching and non-teaching staff who work in the Academy put in place by the Trust Board, having regard to the objectives of the Academy's strategic plan and ensuring all staff of the Academy are kept informed and consulted if necessary.	
Carry out the performance management and appraisal of the Principal/Headteacher, any deputies and other key leadership appointments in the Academy, supporting the Academy's leadership team in the performance management of all other staff, advising the Trust Board of any areas of weakness or where additional support and/or training is required.	
Advise the Trust Board on an appropriate programme for the training and professional development of all staff in the Academy, supporting and working with any Trust programme for the development of Principals/Headteachers and other key leadership appointments.	
Implement any written policy for staff disciplinary and grievance procedures put in place by the Trust Board and where appropriate advise on and support the Academy's leadership team on the implementation of the same.	

Responsibility / Delegated Authority	Assessment
Undertake any disciplinary or grievance procedure for the Principal/Headteacher and other members of the Academy's leadership team, reporting to the Trust Board.	
Facilitate discussion with staff representative bodies, including the unions, at both Trust Board level and within the Academy.	
Premises And Resources	
Formulate, implement and keep under review a policy for health and safety at the Academy, having regard to any advice issued by the Trust Board and/or the Leadership Group from time to time.	
Provide such advice and information as may be required to enable the Trust Board to take out and review the level of insurance cover for the Academy and at the request of the Trust Board undertake appropriate and regular risk assessments.	
Advise and report to the Trust Board on any estate management strategy for the premises and facilities used by the Academy, identifying any planned maintenance and any need for substantial works to meet the strategic aims of the Academy, including considering the availability of funding or the need to secure funding.	
No significant capital works will be undertaken or commissioned by the Intervention Board without the express written consent of the Trust Board.	
Ensure any works to the premises are carried out by appropriately qualified workmen, notifying the Trust's insurers as appropriate.	
Ensure any use of premises or facilities for community or income generating purposes are carried out in compliance with any policy issued by the Trust Board in relation to such matters (including any prepared on the advice of the Trust's accountants) and keeping a separate account of any income received so that this can be identified separately in the Academy's accounts.	
Delegation	
The Intervention Board may delegate any powers and responsibilities to the Principal/Headteacher of the Academy, subject to any requirements of the Trust Board. The Intervention Board will ensure the gradual transfer of responsibility to the Principal/Headteacher, the leadership team and the Local Advisory Body when established is done sensitively to help successfully deliver the Academy's long term strategic plan.	