



DIOCESE OF NORTHAMPTON
NORES - OFFICE FOR RELIGIOUS EDUCATION,
EVANGELISATION, CATECHESIS AND SCHOOLS



Catholic Multi-Academy Model

[NAME OF THE MULTI-ACADEMY COMPANY]

SCHEME OF DELEGATION

EFFECTIVE DATE: []

CONTENTS

		Page
1.	Background	3
2.	Agreed Terms	4
3.	Mission	5
4.	Directors' Powers and Responsibilities	5
5.	The Academy Representatives	8
6.	Constitution of the Academy Committee	9
7.	Delegated Powers	14
8.	Operational Matters	21
9.	Review	22
Schedule 1	Company Directors /Academy Representatives – Undertaking to the Diocesan Bishop	25
Schedule 2	Functioning of the Academy Committee	23

1. **BACKGROUND**

- 1.1. As a charity and company limited by guarantee, [*name of multi-academy company*] (the “Company”) is run by a Board of Directors (the “Directors”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company (the “Academies”).
- 1.2. The Company, acting by its Directors, is accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education it provides and the Directors are required to have systems in place through which they can assure themselves of quality, safety and good practice.
- 1.3. As all of the Academies which are, or may become, part of the Company are Catholic schools, designated as such, the Directors are also accountable to the Diocesan Bishop and to the Founder Member to ensure that the Academy is conducted as a Catholic school 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 Academy is based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in Our Lord Jesus Christ. All those with responsibility for the running of the Company and/or the academies will observe the requirements and conditions of the Memorandum of Understanding issued and revised from time to time by the Diocesan Bishop (the “Diocesan Memorandum of Understanding”).
- 1.4. This document, known as a "Scheme of Delegation" and referred to throughout the rest of this document as "the Scheme", explains the ways in which the Directors and those to whom delegated responsibility is given, fulfil their responsibilities for the governance,

leadership and management of the Academies.

- 1.5. Except as expressly provided in this Scheme, words and expressions as defined in the Articles or in the Master Funding Agreement or in the Supplemental Agreement relevant to the Academy shall have the same meanings in this Scheme as is ascribed to them in those documents. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

2. AGREED TERMS

- 2.1. This Scheme is effective from the Effective Date stated on page one. It applies to all Academies and the persons appointed to each Academy Committee (the “Academy Representatives”) established by the Directors and to whom delegated authority has been given in accordance with this Scheme of Delegation.
- 2.2. This Scheme expresses the respective roles and responsibilities and the commitments of the Directors and the Academy Representatives to each other to ensure the success of the Academy. The Scheme has been put in place in accordance with the provisions of the Company’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles and having regard to the commitments expected by the Diocesan Bishop as set out in the Diocesan Memorandum of Understanding.
- 2.3. Each of the Academy Representatives hereby acknowledges that they have been provided with, have read and understood the terms of:
- 2.3.1. The Articles;
 - 2.3.2. The Master Funding Agreement;
 - 2.3.3. The Supplemental Funding Agreement applicable to the Academy;
 - 2.3.4. The Church Supplemental Agreement applicable to the Academy;
 - 2.3.5. The Diocesan Memorandum of Understanding; and

2.3.6. Any lease of the playing fields entered into by the Company as tenant with the appropriate Local Authority as landlord.

2.4. Each of the Academy Representatives agrees to comply with the terms of the documents listed in sub-clauses 2.3.1 to 2.3.6 inclusive and the Scheme throughout the term of their appointment to the Academy Committee and shall use all reasonable endeavours to carry out and comply with the policies (including all the policies referred to in clause 8.2 of this Scheme), and all directions and instructions issued by the Directors, the Founder Member and/or the Diocesan Bishop and not, whether by their acts or omissions, to do anything to put the Directors in breach of their obligations under these documents insofar as their terms are applicable to the Academy.

3. **MISSION**

3.1. The Academy's shared mission within the Company is to be part of the Church's mission, to make Christ known to all people, placing Christ and the teaching of the Catholic Church at the centre of people's lives.

3.2. By putting Christ and the teaching of the Catholic Church at the centre of the educational enterprise the Academy roots: pupils' spiritual, moral, social and cultural development; the quality of teaching and learning; and the formation of culture and of our society, in Him¹.

3.3. This educative mission is pursued through the Academy's interaction with all other academies in the communion, the local Church, families, the wider educational community and society at large.

3.4. The Academy shall collaborate with other academies in the Company and also co-operate with: other Catholic schools and academies; other local schools; charities; statutory bodies; and voluntary bodies based on the call of the Gospel, to serve those in need.

4. **DIRECTORS' POWERS AND RESPONSIBILITIES**

¹ Christ at the Centre by Rev Marcus Stock STL MA

- 4.1. The Directors have a duty to act in the fulfilment of the Company's objects. The Directors also have a duty to the Founder Member and the Diocesan Bishop to uphold the Object of the Company and to have regard to any advice of the Founder Member and/or the Diocesan Bishop and to follow any directives issued by them.
- 4.2. The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of the academies and in particular this Academy as a Catholic school. This is largely exercised through setting policy and strategic planning. It is managed through setting up a strategic framework for running, improving, building capacity and securing the future of the academies both collectively and individually by:
 - 4.2.1. Setting the aims and objectives for the academies;
 - 4.2.2. Setting policies to achieve those aims and objectives;
 - 4.2.3. Setting priorities for the key areas for improvement for the academies, which affects resourcing;
 - 4.2.4. Setting targets to achieve the aims and objectives and focus improvement for the academies;
 - 4.2.5. Setting the strategic improvement plan to meet the targets, to reflect the priorities, and in accordance with the policies achieve the aims and objectives for the academies;
 - 4.2.6. Reviewing the progress of the strategic improvement plan;
 - 4.2.7. Monitoring and evaluating the impact of the strategic plan towards achieving the aims and objectives for the academies;
 - 4.2.8. Reviewing the effectiveness of the strategic framework (i.e. the aims and objectives and whether or not the policies are effective and priorities and targets are achieved) in light of the progress and measurable outcomes in the academies.
- 4.3. The Directors have the power to direct change where required.

- 4.4. Article 100 provides for the Directors to establish one committee for several or all of the academies if they so wish and any committee that will contribute to the effective performance of the Company and/or any Academy.
- 4.5. The Directors will establish the number of core committees of Directors that they judge necessary to undertake the key strategic functions required for running all the academies in a collaborative manner. Article 101 allows for committees of Directors to include others but the Directors must be in the majority.
- 4.6. Through those core committees of Directors the Company will:
- 4.6.1. Secure the mission shared by all of the academies, drive strategy to provide quality Catholic education across the communities of each of the academies and, by working in communion, give witness to the Catholic faith in action;
- 4.6.2. Raise standards and improve provision across all the academies;
- 4.6.3. Achieve best value for money in the resources and services secured and deployed to meet the needs of all aspects of organisation, management and administration of the academies.
- 4.7. The Directors' core committees will focus on:
- 4.7.1. Securing the Catholic character; individual accountability, collective responsibility and collaborative action; self-evaluation and improvement planning; succession planning and leadership formation and development; admissions; standards and performance; data tracking and analysis; policies for curriculum, teaching, learning, assessment, monitoring, evaluation and review; strategic financial management of budgets, resources and services.
- 4.7.2. Also, through their manner of working, Directors will grow and develop a competitive collaborative culture in order to raise standards in all the academies.
- 4.8. Article 100 also provides for the Directors to appoint committees for

each of the academies ("Academy Committees") and Article 102 provides for the Directors to delegate responsibility to ensure there is local representation in the running of each Academy rooted within its specific local school, parental, parish and neighbourhood communities.

- 4.9. The constitution, membership and proceedings of any committee shall be determined by the Directors in consultation with the Diocesan Bishop and the Founder Member and this Scheme expresses such matters as well as acknowledging the authority delegated to the Academy Committee in order to enable the Academy Committee to contribute to the running of the Academy and fulfil the Academy's mission.
- 4.10. All Directors of any type shall prior to taking up his or her position as a Director and voting on any matter at a meeting of the Directors provide an undertaking to the Diocesan Bishop in the form set out in Schedule 2 (amended as appropriate).
- 4.11. All Foundation Directors shall comply with those procedures for appointment required by the Diocesan Bishop, acting through his agent, the office for Religious Education Evangelisation Catechesis and Schools ("NORES").

5. THE ACADEMY REPRESENTATIVES

- 5.1. The Diocesan Bishop has the right to appoint Foundation Directors and he also has the right to appoint Academy Foundation Representatives.
- 5.2. Through the appointment of Foundation Directors to the Board of Directors the Diocesan Bishop's purpose is to bind together all of the academy communities beyond their own boundaries to:
 - 5.2.1. secure the quality of Catholic education;
 - 5.2.2. strengthen the Church; and
 - 5.2.3. benefit the common good in accordance with the message of the

Gospel.

- 5.3. Through the appointment of Academy Foundation Representatives to the Academy Committee the Diocesan Bishop's purpose is to:
 - 5.3.1. strengthen the voice of the local Catholic community in determining the strategic direction of the Academy;
 - 5.3.2. build parental and parish commitment to the Academy;
 - 5.3.3. protect the history and traditions of the Academy in a changing educational landscape.
- 5.4. The Directors have the right to appoint Academy Representatives subject to this Scheme.

6. CONSTITUTION OF THE ACADEMY COMMITTEE

6.1. Members of the Academy Committee

- 6.1.1. The number of Academy Representatives who shall sit on the Academy Committee shall be not less than twelve (12) but, unless otherwise determined by the Directors, shall not be subject to any maximum.
- 6.1.2. The Academy Committee shall include the following types of Academy Representatives:
 - 6.1.2.1. a minimum of seven (7) Academy Foundation Representatives, appointed under clause 6.2.1 or such greater number as shall be appointed by the Diocesan Bishop so that at all times the number of Academy Foundation Representatives constitutes a majority of the Academy Representatives serving on the Academy Committee by at least two (2);
 - 6.1.2.2. up to two (2) Academy Staff Representatives, elected or appointed under clause 6.2.2;
 - 6.1.2.3. a maximum of two (2) Academy Parent Representatives elected or appointed under clause 6.2.4;

- 6.1.2.4. the Principal of the Academy; and
- 6.1.2.5. any other Academy Representatives appointed by the Directors from time to time ("Academy Additional Representatives").
- 6.1.3. The Directors (all or any of them) shall also be entitled to serve on the Academy Committee and attend any meetings of the Academy Committee. Any Director attending a meeting of the Academy 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 Academy Committee.
- 6.1.4. Each person appointed or elected to be an Academy Representative of any type shall prior to taking up his or her position as an Academy Representative and voting on any matter at a meeting of the Academy Committee provide an undertaking to the Diocesan Bishop in the form set out in Schedule 2 (amended as appropriate).
- 6.1.5. During his or her term as an Academy Representative any such Academy Representative may be appointed as a Director of the Company pursuant to the Articles.

6.2. Appointment of Members of the Academy Committee

- 6.2.1. The Diocesan Bishop shall appoint at least seven (7) persons to serve on the Academy Committee as Academy Foundation Representatives by written notice delivered to the clerk to the Academy Committee (the "Academy Clerk"), having regard to any recommendations and views of the Directors in relation to ensuring that the people serving on the Academy Committee between them have an appropriate range of skills and experience and due attention is given to succession planning.
- 6.2.2. The Academy Committee shall elect or appoint up to two staff members (excluding the Principal) to serve on the Academy Committee through such process as they may determine, provided that the total number of such persons (including the Principal) does not exceed one third of the total number of persons on the Academy

Committee. The positions held by those employed at the Academy (e.g. teaching and non-teaching) may be taken into account when considering nominations.

- 6.2.3. The Principal of the Academy shall be treated for all purposes as being an ex officio member of the Academy Committee. For all purposes under this Scheme of Delegation, references to “Principal” shall include any executive head teacher or head of school, as the case may be.
- 6.2.4. Subject to clause 6.2.8, each Academy Parent Representative to the Academy Committee shall be elected by parents of registered pupils at the Academy and must be a parent of a pupil at the Academy at the time when he is elected.
- 6.2.5. The Academy Committee shall make all necessary arrangements for, and determine all other matters relating to, an election of an Academy Parent Representative to the Academy Committee, including any question of whether a person is a parent of a registered pupil at the Academy and arrangements for elections of Academy Parent Representatives to the Academy Committee where the number of candidates exceeds the number of vacancies.
- 6.2.6. The arrangements made for the election of an Academy Parent Representative to the Academy Committee shall provide for every person who is entitled to vote in the election to have an opportunity to do so by returning his ballot paper by post or by hand to the secretary of the Academy Committee.
- 6.2.7. Where a vacancy for an Academy Parent Representative to the Academy Committee is required to be filled by election, the Academy Committee shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

- 6.2.8. The required number of Academy Parent Representatives to the Academy Committee shall be made up by persons appointed by the Academy Committee if the number of parents standing for election is less than the number of vacancies.

6.3. **Term of Office**

- 6.3.1. The term of office for any Academy Representative to serve on the Academy Committee shall be four (4) years save that this time limit shall not apply to the person who is an Academy Representative by virtue of him holding the office of Principal. Subject to remaining eligible to be a particular type of Academy Representative, any person may be re-appointed or re-elected as an Academy Representative and serve on the Academy Committee.

6.4. **Resignation and Removal**

- 6.4.1. A person serving on the Academy Committee shall cease to hold office if he resigns his office by notice to the Academy Clerk.
- 6.4.2. A person serving on the Academy Committee shall cease to hold office if he is removed by the person or persons who appointed him, i.e. either the Diocesan Bishop or the Directors as the case may be. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Academy Committee by a person or persons who appointed him, any failure to uphold the values of the Company and/or the Academy or to act in a way which is appropriate in light of this Scheme and the Diocesan Memorandum of Understanding will be taken into account. A person (except an Academy Foundation Representative) may also be removed by the Directors but only after the Directors have given due regard to any representations by the Academy Committee.
- 6.4.3. If any person who serves on the Academy Committee as an Academy Staff Representative ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the Academy Committee automatically on termination of his work at the Academy.

6.4.4. Where a person who serves on the Academy Committee resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Academy Clerk who shall inform the Directors and the Diocesan Bishop.

6.5. **Disqualification of Members of the Academy Committee**

6.5.1. No person shall be qualified to serve on the Academy Committee unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be entitled to serve on the Academy Committee.

6.5.2. A person serving on the Academy Committee shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

6.5.3. A person serving on the Academy Committee shall cease to hold office if he is absent without the permission of the chairman of the Academy Committee from all the meetings of the Academy Committee held within a period of six months and the Academy Committee resolves that his office be vacated.

6.5.4. A person shall be disqualified from serving on the Academy Committee if:

6.5.4.1. his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or

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

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

6.5.6. A person serving on the Academy Committee shall cease to hold

office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011.

- 6.5.7. A person shall be disqualified from serving on the Academy Committee where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 6.5.8. After the Academy has opened, a person shall be disqualified from serving on the Academy Committee if he has not provided to the chairman of the Academy Committee a criminal records certificate at an enhanced disclosure level under section 113 of the Police Act 1997. In the event that the certificate discloses any information which would, in the opinion of either the chairman or the Principal, confirm his unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 6.5.9. Where, by virtue of this Scheme, a person becomes disqualified from serving on the Academy Committee; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Academy Clerk who shall inform the Directors and the Diocesan Bishop.
- 6.5.10. This clause 6.5 and clause 6.1.4 shall also apply to any member of any committee of the Academy Committee who is not an Academy Representative.

7. DELEGATED POWERS

7.1. General Provisions

- 7.1.1. Subject to the provisions of the Companies Act 2006, the Articles and

to any directions given by the Members by special resolution, and/or to any Policies and/or directives issued by or on behalf of the Diocesan Bishop, the Directors may delegate functions to the Academy Committee who may exercise the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme. No alteration of the Articles and no such direction shall invalidate any prior act of the Academy Committee which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme, the powers given by this Scheme shall not be limited by any special power given to the Directors by the Articles or to the Academy Committee by this Scheme and a meeting of the Academy Committee at which a quorum is present may exercise all the powers so delegated.

7.1.2. In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to: set the strategic direction; determine the policy and procedures of the Academy; hold the Academy to account and provide challenge and support to the Principal. The Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances.

7.1.3. The Directors shall delegate functions to the Academy Committee that relate to:

7.1.3.1. the Catholic life;

7.1.3.2. the day-to-day life of the Academy; the health and safety arrangements; the implementation of the Academy's curriculum plans; the arrangements for teaching and learning;

7.1.3.3. the culture and traditions of the Academy as a unique community with a specific school, parish, community and locality, identity and history;

7.1.3.4. communication and the appropriate formation of relationships with parents of pupils attending the Academy to work with and support them in their role as primary educators of their children;

7.1.3.5. engagement with the parish priest and local Church and parish

community to work with and support them as they contribute to the religious, spiritual, moral, social and cultural formation of the pupils in the school;

7.1.3.6. relationships with other local schools, agencies and businesses, as well as the wider neighbourhood community, that enhances the quality of education provided by the Academy for its pupils;

7.1.3.7. providing evaluative feedback and supporting evidence to the Directors on the impact and effectiveness of both the Company's and the Academy's collective and individual: aims and objectives; policies; targets; and plans.

7.1.4. In the exercise of its powers and functions, the Academy Committee may consider any advice given by the Principal and the Directors and the Diocesan Bishop.

7.1.5. At all times, the Directors and the Academy Committee shall ensure that the Academy is conducted in accordance with the Object, the terms of the documents listed in sub-clauses 2.1.1 to 2.1.[5/6] inclusive, the Policies referred to in clause 8.2 of this Scheme and any other agreement entered into by the Directors with the Secretary of State for the funding of the Academy.

7.2. Finance

7.2.1. In acknowledgement of the receipt by the Company of funds in relation to the Academy, provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Directors delegate to the Academy Committee the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy less an amount to be determined each year by the Directors acting reasonably in order to benefit all the academies working collaboratively.

7.2.2. The accounts of the Company shall be the responsibility of the Directors but the Academy Committee shall provide such information relating to the finances and financial affairs of the Academy as often

and in such format as the Directors shall reasonably require. Without prejudice to the above, the Academy Committee shall provide monthly management accounts to the Directors.

- 7.2.3. The Academy Committee shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.
- 7.2.4. The Academy Committee shall inform the Directors and the Founder Member of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.
- 7.2.5. The Academy Committee shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the Academy.
- 7.2.6. Both the Company and the Academy Committee acknowledge that neither the Diocesan Bishop nor the Diocesan Trustees have any financial responsibility for the Company or the Academy in any situation and that the Founder Member's financial liability is limited in accordance with the Articles.

7.3. **Premises**

- 7.3.1. Subject to and without prejudice to clause 7.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Academy Committee, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Company (and/or any others) as tenant to the owners of such buildings and facilities.
- 7.3.2. The Academy Committee shall in conjunction with the Directors develop a 5 year estate management strategy to be submitted to the Diocesan Trustees for their approval 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 Academy Committee's responsibility to ensure the buildings and facilities are maintained to a good standard.

- 7.3.3. The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Company subject always to the approval of the Diocesan Trustees and in accordance with the provisions of the Master Funding Agreement.

7.4. Insurances/Risk Protection

- 7.4.1. Insuring or putting in place risk protection cover for the land and buildings used by the Academy will be the responsibility of the Company but subject to the direction and approval of the Diocesan Trustees. The Diocesan Trustees may at their discretion procure some or all such insurance on the Company's behalf but the Company is required to cover pursuant to the terms of the Church Supplemental Agreement the cost of such insurance (or risk protection) for the Academies and the Directors are entitled to deduct a proportion of such contribution relating to the Academy from the budget of the Academy.

- 7.4.2. The Directors shall provide to and use reasonable endeavours to procure for the Academy Committee a copy of each insurance policy or risk protection terms taken out by them or on their behalf which insures against any risks relating to the property, premises and activities of the Academy. The Academy Committee shall use all reasonable endeavours to ensure that none of the terms of any of those insurance policies or risk protection cover are breached and in the event of any event which will or may give rise to a breach of or claim under any applicable insurance policy or risk protection arrangements the Academy Representatives shall immediately notify the Directors.

7.5. Staff

- 7.5.1. The Company's Directors shall be responsible for appointing the Principal and Vice-Principal of the Academy and, where the Academy is a secondary school, the Head of Religious Education and the school Chaplain.
- 7.5.2. The Academy Committee shall be responsible for the process to appoint other staff and the management of all other staff employed at the Academy provided that the Academy Committee shall:
 - 7.5.2.1. comply with all policies dealing with staff issued by the Directors from time to time;
 - 7.5.2.2. take account of any pay terms set by the Directors;
 - 7.5.2.3. adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;
 - 7.5.2.4. manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.
- 7.5.3. To the fullest extent permitted by law from time to time in connection with the appointment provision or remuneration of teachers at the Academy regard will be made and preference may be given to persons:
 - 7.5.3.1. whose religious opinions are in accordance with the tenets of the Catholic faith; or
 - 7.5.3.2. who attend religious worship in accordance with the tenets of the Catholic faith; or
 - 7.5.3.3. who give or are willing to give religious education at the Academy in accordance with the tenets of the Catholic faith.
- 7.5.4. Regard may be had in connection with the termination of employment or engagement of any such teacher at the Academy to any conduct on his part which is incompatible with the precepts or with the upholding of the tenets of the Catholic faith.

7.5.5. To the fullest extent permitted by law from time to time in connection with the appointment, remuneration or promotion of all non-teaching staff in particular without limitation any Chaplain appointed by the Company for the Academy where being of the Catholic faith is an occupational requirement and the application of that requirement is a proportionate means of achieving a legitimate aim having regard to the Object and to the nature or context of the work to be carried out by the member of non-teaching staff in question, then preference may be given to a practising Catholic.

7.5.6. To the fullest extent permitted by law from time to time the contract of employment for teaching and other staff used by the Company shall include provisions aimed at securing the employee's commitment to the mission, purposes, aims and objectives of Catholic education and the Object and all employees will be required to have regard to, develop and maintain the Catholic character of the Academy and not do anything detrimental or prejudicial to the interests of the same. Subject to the same being complying with law in force from time to time the Academy's disciplinary procedures must take account of local model policies produced by the Diocesan Bishop.

7.5.7. The Academy Committee shall put in place procedures for the proper performance management, professional and personal development of staff, including the Principal, of the Academy.

7.6. **Extended Schools and Business Activities**

7.6.1. The undertaking of any activities which may be described as part of the Academy's "extended schools' agenda" or any activities designed to generate business income shall only be undertaken with the Directors' approval and in a manner consistent with any policy set by the Company for extended schools' activities but subject always to the overriding principle that at no time may any such activity carried on by the Academy or which uses any part of the Academy's premises or property or which in any way is connected with or associated with the Academy be contrary to the doctrinal, social or moral teachings of the Catholic Church.

- 7.6.2. The Academy Committee shall also have 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 Company's charitable objects and any threat to funding provided by the Secretary of State.

7.7. **Regulatory Matters**

- 7.7.1. The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Company but the Academy Committee shall do all such things as the Directors may specify as being necessary to ensure that the Company is meeting its legal obligations.

8. **OPERATIONAL MATTERS**

- 8.1. The Academy Committee shall comply with the obligations set out in Schedule 4 which deals with the day to day operation of the Academy Committee.
- 8.2. The Academy Committee will comply with all policies of the Company and the Diocesan Bishop including without limitation the Diocesan Memorandum of Understanding (collectively the "Policies") and with any amendments or additions to those Policies and with any additional policies communicated to the Academy Committee from time to time (which once communicated shall become one of the Policies).
- 8.3. All the Academy Representatives have a duty to act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 8.4. The Academy Committee shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.
- 8.5. The Academy Committee shall submit to any inspections by the Directors and any inspections pursuant to section 48 of the Education

Act 2005 and any additional canonical inspections and visitations of any person appointed by the Directors in consultation with the Diocesan Bishop for the purpose of ensuring that the Academy is being conducted in accordance with canon law and is following the practices and teachings of the Catholic Church and in order to allow the Diocesan Bishop to assess how well the Academy is being managed in light of the additional responsibilities and expectations of Catholic schools which are academies.

- 8.6. The Academy Committee shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that closure or termination of the relevant Funding Agreement is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Academy Committee under this Scheme in such circumstances.

9. **REVIEW**

- 9.1. This Scheme shall operate from the Effective Date in respect of the named Academy. The Directors will review the Scheme on a bi-annual basis.
- 9.2. The Scheme shall not be amended substantially unless the amendment is approved in writing by the Founder Member in its absolute discretion.

Schedule 1

COMPANY DIRECTORS/ACADEMY REPRESENTATIVES

UNDERTAKING TO THE DIOCESAN BISHOP

Name:

Address:

.....

I hereby recognise and confirm that:

- [I am a practising Catholic in full communion with the See of Rome, and I am not the subject of any canonical censure or penalty.] [*delete for those who are not Foundation Directors or Academy Foundation Representatives*]
- My appointment places a legal duty upon me to ensure that the religious character of the Academy is preserved and developed and that the Academy is conducted in accordance with the Object of the Multi-Academy Company [Article 4].
- My appointment requires me to comply with the provisions of Canon Law, the teachings of the Catholic Church and such determinations made by the Archbishop and his Trustees and their agent, the Diocesan Education Service, in respect of the Academy.
- I understand that I may be removed from office by the person or persons who have appointed me.
- I am willing to attend training during my course of service as requested by the Company and/or the Diocesan Education Service.

- I have read and understood the Scheme and the Diocesan Memorandum of Understanding and all annexed and appended documents.
- I understand that if any subsequent grounds for disqualification come to light, my appointment as [a Director] [an Academy Representative] will be terminated.
- For the good of the mission of the Catholic Church and of Catholic education in the Catholic Diocese of Northampton, I am willing to be called by His Grace the Bishop of Northampton to serve as [a Director] [an Academy Representative].

Signed:

Date:

Schedule 2

FUNCTIONING OF THE ACADEMY COMMITTEE

- 1. CHAIRMAN AND VICE-CHAIRMAN OF THE ACADEMY COMMITTEE**
 - 1.1. The Academy Representatives to the Academy Committee shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. The chairman's position shall always be held by an Academy Foundation Representative. An Academy Foundation Representative who is at the time of election already a Director of the Company shall be eligible for election as chairman or vice-chairman. The Principal of the Academy is not eligible to stand for election as chairman or vice-chairman.
 - 1.2. Subject to paragraph 1.4, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 1.
 - 1.3. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Academy Clerk who shall notify the Directors and the Founder Member. The chairman or vice-chairman shall cease to hold office if:
 - 1.3.1. he ceases to serve on the Academy Committee;
 - 1.3.2. he is employed by the Company whether or not at the Academy;
 - 1.3.3. he is removed from office in accordance with this Scheme; or
 - 1.3.4. in the case of the vice-chairman, he is elected in accordance with this Scheme to fill a vacancy in the office of chairman.
 - 1.4. Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chairman or vice-chairman, the Academy Representatives shall at the next meeting of the Academy Committee elect one of their number to fill that vacancy.

- 1.5. Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
- 1.6. Where in the circumstances referred to in paragraph 1.5 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the Academy Representatives shall elect one of their number to act as a chairman for the purposes of that meeting; the Principal may not be elected.
- 1.7. Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 1.8. The chairman or vice-chairman may only be removed from office by the Directors at any time or by the Academy Committee in accordance with this Scheme.
- 1.9. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Academy Committee shall not have effect unless:
- 1.9.1. it is confirmed by a resolution passed at a second meeting of the Academy Committee held not less than fourteen days after the first meeting; and
- 1.9.2. the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.10. Before a resolution is passed by the Academy Committee at the relevant meeting as to whether to confirm the previous resolution to remove the chairman or vice-chairman from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

2. CONFLICTS OF INTEREST

- 2.1. Any Academy Representative who has or can have any direct or

indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a member of the Academy Committee shall disclose that fact to the Academy Committee as soon as he becomes aware of it. An Academy Representative must absent himself from any discussions of the Academy Committee in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

2.2. For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.

2.3. In any conflict between any provisions of this Scheme and the Articles, the provision of the Articles shall prevail.

2.4. Any disagreement between the Principal and any of the other Academy Representatives shall be referred to the Directors for their determination.

3. **THE CLERK**

3.1. The Directors must appoint a clerk to each Academy Committee (the "Academy Clerk").

3.2. The Principal cannot be appointed Academy Clerk to the Academy Committee.

3.3. If the Academy Clerk does not attend an Academy Committee meeting the Academy Representatives can appoint a member of the committee (but not the Principal) to act as Academy Clerk for that meeting.

4. **THE MINUTES**

4.1. The minutes of the proceedings of a meeting of the Academy

Committee shall be drawn up and entered into a book kept for the purpose by the Academy Clerk or the person authorised to keep the minutes of the Academy Committee; and shall be signed (subject to the approval of the members of the Academy Committee) at the same or next subsequent meeting by the person acting as chairman thereof.

- 4.2. The chairman shall ensure that copies of minutes of all meeting of the Academy Committee shall be provided to the Directors and the Founder Member as soon as reasonably practicable after those minutes are approved.

5. **MEETINGS OF THE ACADEMY COMMITTEE**

- 5.1. Subject to this Scheme, the Academy Committee may regulate its proceedings as the Academy Representatives think fit.

- 5.2. The Academy Committee shall meet at least three times in every school year. Meetings of the Academy Committee shall be convened by the Academy Clerk to the Academy Committee. In exercising his functions under this Scheme the Academy Clerk shall comply with any direction:

- 5.2.1. given by the Directors or the Academy Committee; or

- 5.2.2. given by the chairman of the Academy Committee or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Academy Committee, so far as such direction is not inconsistent with any direction given as mentioned in paragraph 5.2.1 above.

- 5.3. Any three Academy Representatives may, by notice in writing given to the Academy Clerk, requisition a meeting of the Academy Committee; and it shall be the duty of the Academy Clerk to convene such a meeting as soon as is reasonably practicable.

- 5.4. Each Academy Representative shall be given at least seven clear days before the date of a meeting:

- 5.4.1. notice in writing thereof, signed by the Academy Clerk and sent to

each Academy Representative at the address provided by each Academy Representative from time to time; and

- 5.4.2. a copy of the agenda for the meeting;
- 5.4.2.1. provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 5.5. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 5.6. A resolution to rescind or vary a resolution carried at a previous meeting of the Academy Committee shall not be proposed at a meeting of the Academy Committee unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 5.7. A meeting of the Academy Committee shall be terminated forthwith if:
 - 5.7.1. the Academy Representatives so resolve; or
 - 5.7.2. the number of Academy Representatives present ceases to constitute a quorum for a meeting of the Academy Committee in accordance with paragraph 5.10, subject to paragraph 5.12.
- 5.8. Where in accordance with paragraph 5.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Academy Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 5.9. Where the Academy Committee resolves in accordance with paragraph 5.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Academy Committee shall

before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Academy Clerk to convene a meeting accordingly.

- 5.10. Subject to paragraph 5.12, the quorum for a meeting of the Academy Committee, and any vote on any matter thereat, shall be any one half (rounded up to a whole number) of the total number of Academy Representatives holding office at the date of the meeting. If the Directors have appointed any Additional Academy Representatives of the Academy Committee pursuant to clause 6.1.2.5 of this Scheme then a meeting will only be considered to be quorate if those Additional Academy Representatives are present.
- 5.11. The Academy Committee may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than three, the continuing persons may act only for the purpose of filling vacancies.
- 5.12. The quorum for the purposes of:
 - 5.12.1. any vote on the removal of a person in accordance with this Scheme;
 - 5.12.2. any vote on the removal of the chairman of the Academy Committee;
- 5.13. shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.
- 5.14. Subject to this Scheme, every question to be decided at a meeting of the Academy Committee shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Academy Committee shall have one vote.
- 5.15. Subject to paragraphs 5.10 and 5.12, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
- 5.16. The proceedings of the Academy Committee shall not be invalidated by

- 5.16.1. any vacancy on the Academy Committee; or
- 5.16.2. any defect in the election, appointment or nomination of any person serving on the Academy Committee.
- 5.17. A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Academy Committee, shall be valid and effective as if it had been passed at a meeting of the Academy Committee. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Academy Committee and may include an electronic communication by or on behalf of that member of the Academy Committee indicating his or her agreement to the form of resolution providing that the member has previously notified the Academy Committee in writing of the email address or addresses which the member will use.
- 5.18. Subject to paragraph 5.20, the Academy Committee shall ensure that a copy of:
 - 5.18.1. the agenda for every meeting of the Academy Committee;
 - 5.18.2. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - 5.18.3. the signed minutes of every such meeting; and
 - 5.18.4. 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.
- 5.19. The Academy Committee shall use all reasonable endeavours to ensure their advice is brought to the attention of the Directors.
- 5.20. There may be excluded from any item required to be made available in pursuance of paragraph 5.18, any material relating to:
 - 5.20.1. a named teacher or other person employed, or proposed to be employed, at the Academy;

- 5.20.2. a named pupil at, or candidate for admission to, the Academy; and
- 5.20.3. any matter which, by reason of its nature, the Academy Committee is satisfied should remain confidential.
- 5.21. Any Academy Representative shall be able to participate in meetings of the Academy Committee by telephone or video conference provided that:
 - 5.21.1. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 5.21.2. the Academy Committee has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

6. **NOTICES**

- 6.1. Any notice to be given to or by any person pursuant to this Scheme (other than a notice calling a meeting of the Academy Committee) shall be in writing or shall be given using electronic communications. In this Scheme, “address” in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 6.2. A notice may be given to an Academy Representative either personally or by sending it by post in a prepaid envelope addressed to the Academy Representative at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Academy Clerk by that Academy Representative. An Academy Representative whose registered address is not within the United Kingdom and who gives to the Academy Clerk an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices

given to him at that address, but otherwise no such Academy Representative shall be entitled to receive any notice from the Academy Committee or any other party to the Scheme.

- 6.3. A notice shall be deemed to have been given to the Academy Committee and each of the Academy Representatives if that notice is sent by post in a prepaid envelope addressed to the Academy Clerk or by giving it using electronic communications to an address for Academy Clerk for the time being notified to all the other parties to the Scheme by the Academy Clerk.
- 6.4. A notice shall be deemed to have been given to the Directors of the Company if that notice is sent by post in a prepaid envelope addressed to the Office or if left at the Office or by giving it using electronic communications to an address for the Office for the time being notified to all the other parties to the Scheme by the Clerk of the Company.
- 6.5. An Academy Representative present, either in person or by proxy, at any meeting of the Academy Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 6.6. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

7. INDEMNITY

- 7.1. Subject to the provisions of the Companies Act 2006, every Academy Representative or other officer or auditor of the Company acting in

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