



**THE GOOD SHEPHERD CATHOLIC TRUST**

**SCHEME OF DELEGATION**

**EFFECTIVE DATE: JUNE 2018**

**Winckworth**  
Sherwood

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## 1. INTRODUCTION AND EXECUTIVE SUMMARY

### 1.1 Introduction

- 1.1.1 The Good Shepherd Catholic Trust (referred to herein as the “**Trust**”) was established on 7<sup>th</sup> July 2011 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 Brentwood (the “**Academies**”). The Academies shall at all times remain Catholic schools, conducted in conformity with any trust deed governing the use of land used by the Trust and in conformity with canon law and with the teachings of the Catholic Church. Both the Trust and the Academies must comply with any advice or directive issued by or on behalf of the Diocesan Bishop.
- 1.1.2 The Trust is both a company limited by guarantee, registered at Companies House (Company Number 07696155) and, by virtue of its charitable object “to.... advance the Catholic religion in the Diocese by such means as the Bishop may think fit and proper by establishing Catholic schools ....and with the approval of the Bishop other Academies” (i.e. schools which are not Catholic schools) is a charity. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
- 1.1.3 The Trust’s constitution is set out in its **Articles of Association** and this Scheme of Delegation has been put in place in accordance with the provisions of the Articles and should be read in the light of them. This includes the **Diocesan Memorandum of Understanding**, referenced at Appendix 1, which must be observed and complied with.
- 1.1.4 The purpose of this Scheme of Delegation is to provide clarity as to the role and responsibilities of those who contribute to the governance of the Academies and the Trust itself. All those with governance and management responsibilities must be familiar with this Scheme of Delegation so that appropriate steps can be taken to ensure there is sufficient and proper challenge of those with leadership responsibilities, to ensure that senior leaders are held to account for

the performance of the Academies and that there is financial stability within the Trust.

- 1.1.5 This Scheme of Delegation will apply to each of the Academies.
- 1.1.6 The Effective Date of this Scheme of Delegation is June 2018 and it will be reviewed in the Autumn term 2018/19 and every two years thereafter, on the recommendation of and/or in consultation with the Leadership Group and the Diocesan Education Service.

## 1.2 **Executive Summary**

- 1.2.1 This Scheme of Delegation identifies those with governance and leadership responsibilities and seeks to articulate the principles of governance within the Trust and how decisions are made (and overseen).
- 1.2.2 The Members of the Trust are the Bishop of Brentwood, the Brentwood Roman Catholic Diocesan Trust (often referred to as “the corporate trustee”) and the Episcopal Vicar for Schools and Colleges. Where the Trust operates a religious order school or schools, a representative of the relevant religious order will be invited by the Bishop to be a Member. The Members oversee and hold the Trust Board to account and will ensure that the values of the Trust are upheld including the schools’ religious character and distinctiveness.
- 1.2.3 The Trust Board is made up of Foundation Directors appointed by the Bishop. Its key responsibilities are to develop the vision and values of the Trust, provide strategic leadership, hold leadership to account and to ensure the financial viability of the Trust and each of its schools. The Trust Board is the accountable body, answerable in part to the Secretary of State for Education as well as the Bishop.
- 1.2.4 The Trust Board delegates some governance decision making and the day to day oversight of school leadership to a Local Governing Committee.
- 1.2.5 To ensure effective collaboration and the dissemination of good practice, headteachers meet as a leadership group and some strategic decision making responsibility is vested in this group. It is

intended that this group meet regularly and Chairs of Local Governing Committees will be invited to attend two of these meetings a year to provide an opportunity to consider the impact of the Trust as a whole and how it is meeting the needs of its communities with the view to supporting the Trust Board in making strategic decisions about the future priorities for the Trust and its schools.

- 1.2.6 To aid swift decision making a summary of key decision making responsibilities is set out in Appendix 3 entitled **Leadership and Governance Decision Planner**.

## 2. VISION AND VALUES

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:

### 2.2.1 Catholic Ecclesiology

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

### 2.2.2 Equal Partners

The Academies are equal partners within the Trust and at all times the partners will strive for consensus in decision making, recognising that each Academy has both strengths and weaknesses. The Academies

will seek to preserve and protect each other's distinctiveness and will be respectful of each Academies' respective ethos and mission. The Academies will work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil the Trust's mission, vision and values.

### 2.2.3 **Transparency**

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

### 2.2.4 **Subsidiarity**

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

### 2.2.5 **Solidarity**

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

### 2.2.6 **The Common Good**

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

### 3. ACCOUNTABILITY: GOVERNANCE AND MANAGEMENT STRUCTURES

#### 3.1 Overall Structure

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

assessing the performance of the Academies and establishing and reviewing the policies and practices governing the life of the Academies, at all times being supported and working with both the Leadership Group and the Local Governing Committees.

- 3.1.5 Article 101 of the Articles of Association provides for the appointment by the Directors of committees or working groups to whom the Trust Board may delegate certain functions and responsibilities. The Trust Board has established “**Local Governing Committees**” for each of the Academies and their power is derived from the Trust Board. Like the Directors on the Trust Board, the individuals (the “**Governors**”) serving on a Local Governing Committee are also responsible for fulfilling a largely strategic, governance role in the conduct of the Academies in conjunction with the **Headteacher** (executive headteacher, principal or head of school, as the case may be), who is responsible for the internal organisation, management and control of the Academy (or Academies where schools are federated or an executive arrangement is in place). The Trust Board will also delegate management responsibility directly to the Headteachers, who will report primarily to the Local Governing Committee but subject to the oversight exercised by the Trust Board.
- 3.1.6 The Trust Board has also set up a committee, the “**Leadership Group**” of representatives of the Academies to provide a focus for the setting of policy and to develop the strategic vision of the Trust. The Leadership Group will both support and advise the Trust Board and will facilitate communication between the Trust Board and the Local Governing Committees as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working. All head teachers and Chairs of the Local Governing Committees will be invited to participate in the Leadership Group. 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. Headteachers will meet twice a term and the full Leadership Group (i.e. including Chairs of the Local Governing Committees) will meet twice a year; in November and July. The agenda for the Headteacher meetings will be flexible and adapted to need. It is expected that the focus for the full Leadership Group meetings will be as follows:

Focus for November meeting	Focus for July meeting
<p>Collaboration</p> <p>Governor Skills Training and Development</p> <p>Cross MAT Governance Support</p> <p>Admissions/Need</p> <p>Curriculum Priorities/Work Planning</p>	<p>Strategy</p> <p>Vision</p> <p>Protecting Catholic Education</p> <p>Review of Year/ Planning Forward</p>

A representative of the Trust Board may be asked to attend at the invitation of the Chair of the Leadership Group. The Members will be informed of the dates for the meetings of the full Leadership Group on the expectation that periodically a representative of the Members may attend. The Trust Board recognises the important role played by the Leadership Group and commits to keeping the Leadership Group informed and to have regard to any advice or guidance provided by the Leadership Group on any matter affecting the Trust or the Academies. Further detail is set out in section 3.5 below.

### 3.2 Role of the Members and the Diocesan Education Service

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

- 3.2.2 The Members' key responsibilities are:
- 3.2.2.1 to secure Catholic education and ensure the Trust remains true to its vision and values;
  - 3.2.2.2 to ensure the Objects of the Trust are met;
  - 3.2.2.3 to determine the Trust's constitution i.e. the Articles and approve of the governance structure; and
  - 3.2.2.4 to support the Bishop in appointing and removing Directors.
- 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. Each of the Members, Directors and Governors are required to observe any directions issued by the Bishop and to follow any advice and guidance issued by the Diocesan Education Service on behalf of the Bishop.

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

- 3.3.1 The Directors have overall responsibility and ultimate decision making authority for the work of the Trust, including the running of the Academies and the growth and development of the Trust. The Directors have the power to direct change where required.
- 3.3.2 As trustees of a charity, the Directors have a fiduciary duty to act in good faith in the best interests of the Trust. This duty includes a responsibility to do the following:
- 3.3.2.1 to ensure compliance with any legal obligations;
  - 3.3.2.2 to report on the Trust's activities (the Trust must prepare accounts in accordance with the relevant Statement of Recommended Practice for Charities, the so called "**Charity SORP**");
  - 3.3.2.3 to fulfil the charitable object of the Trust as set out in the constitution (i.e. the **Articles of Association**) and to act in a

way which is compliant with the rules of the Trust contained in the Articles;

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

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

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

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

3.3.3 The Directors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Director to serve on the Trust Board, this will include a conflict of loyalty where there is no obvious benefit involved, as well as a conflict of interest. The Trust Board has adopted a formal **Conflict of Interest Policy**, attached to this Scheme of Delegation as Appendix 3, in order to assist all those involved in the running of the Trust at every level to avoid and manage potential conflicts. Specific attention must be given to any arrangement whereby a Member or Director will personally benefit from an arrangement and the Conflict of Interest Policy makes reference to the ESFA's guidance on "related party transactions" which all those involved in the running of the Trust must have regard to. This does recognise however the unique relationship between the Diocese and the Trust which is reflected in the Articles. Directors must comply with the **Director Code of Conduct**, appended at Appendix 9.

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

3.3.4.1 to determine and fulfil the shared vision and ethos of the Trust and the Academies, acknowledging the uniqueness of each

individual Academy and the needs of the communities they serve;

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

3.3.4.3 to develop and support strategic partnerships with other bodies and organisations, including service providers and government agencies, which will further the Trust's strategic plan;

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

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

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

3.3.4.6 to work with the Leadership Group 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 to support and monitor the individual Academy budgets (acknowledging the principle of full delegation of the Academy's budget to the Local Governing Committee as set out in this Scheme of Delegation);
- 3.3.4.9 to monitor and evaluate the delivery of the central or shared services and functions provided by any 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 Local Governing Committees ensuring there is collaboration not just within a region but across the whole Trust, emphasising and facilitating the benefits of such collaboration.
- 3.3.5 The organisation of the Trust Board is set out in the Articles of Association, which determine meeting frequency, quorum and the appointment of a Chair and Vice Chair. The Trust Board is required to meet at least 3 times a year and the quorum for any meeting is the greater of 3 and a third of the Directors appointed at any one time.
- 3.3.6 The following are the core competencies and skills expected of all Directors (as further noted in the Director Code of Conduct):
- 3.3.6.1 to work as a team;
  - 3.3.6.2 to attend meetings and be prepared to contribute to discussions;
  - 3.3.6.3 to be respectful of the views of others and to be open to new ideas and thoughts;
  - 3.3.6.4 to treat all confidential information confidentially;
  - 3.3.6.5 to develop a deep understanding of the vision and ethos of the Trust, in particular its Catholic purpose, and its Academies and the roles played by all individuals in fulfilment of the Trust and the Church's mission;
  - 3.3.6.6 to understand the policies and procedures of the Trust and how these flow down to the Academies;

3.3.6.7 to support the Trust and the Academies in public and act as an ambassador of Catholic education;

3.3.6.8 to commit to training and skills development

3.3.6.9 to be ready to ask questions;

3.3.6.10 to be focussed on problem solving and be ready to learn from past experiences.

3.3.7 Specific skills may be needed if a Director is to take responsibility for and lead on a specific area. A periodic skills audit will be undertaken and Directors should expect to be able to articulate to the Members and to each other their contribution to the success of the Trust and the Academies.

#### 3.4 **Executive Functions**

3.4.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive functions. For the most part, this responsibility will fall on the Headteachers of the Academies, supported by the school 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**”.

3.4.2 The need for and size of the Executive Team will be determined by the Trust Board, in consultation with the Leadership Group. Where possible, resources will be drawn from the Academies themselves rather than the use of external consultants or through recruitment. This will include the identification of persons who will fulfil the roles of the “**Accounting Officer**” and “**Chief Financial Officer**” as required by the Academies Financial Handbook. For more information on these roles please see the Trust’s Financial Regulations Manual.

3.4.3 The likely key functions of the 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 Diocesan Education Service, the Regional School Commissioner, the relevant Local Authority and the Trust’s solicitors, will manage the associated legal processes;

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

3.4.3.3 to provide operational and management support to the Headteachers and senior 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 to support any Trust wide projects;

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

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

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

3.4.4 The cost of the functions undertaken by the 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 “**Partnership Contribution**”). This contribution will be set each year against a budget for the shared costs approved by the Trust Board in consultation with the Leadership Group. 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 Partnership Contribution required from the Academies.

### 3.5 **Role of the Leadership Group**

- 3.5.1 The Trust operates across an area identified by the Diocese. Academies have been grouped within their Deaneries in order to promote shared working and to build leadership capacity and expertise, with an emphasis on standards and school improvement. Headteachers will meet once a twice a term and the full Leadership Group (i.e. including Chairs of the Local Governing Committees) will meet at least twice a year in November and July.
- 3.5.2 The Leadership Group will provide an important opportunity and forum for collaboration and school to school support. It may also provide an opportunity for benchmarking and peer to peer review. As well as delegating some decision making to the Leadership Group, the Trust Board is expected to consult regularly with the Leadership Group and have regard to any advice or views shared by the Leadership Group as to the threats and opportunities facing the Academies and the Trust more widely.
- 3.5.3 Terms of Reference for the operation of the Leadership Group 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 Leadership Group and its views taken into account and considered 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 trustees under charity law, nevertheless, the Governors are under a duty to act in good faith and in the best interests of the Academy and the Trust, which includes all the Academies. This duty includes a responsibility to do the following:
- 3.6.3.1 to ensure the Academy complies with its legal obligations;
  - 3.6.3.2 to fulfil the charitable object of the Trust;
  - 3.6.3.3 to act with integrity and to avoid any personal conflicts of interest and not to misuse any charitable funds or assets of the Academy or the Trust;
  - 3.6.3.4 to act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust at undue risk;

- 3.6.3.5 to exercise reasonable care and skill, using personal knowledge and experience to ensure the Academy is well run and efficient;
  - 3.6.3.6 to act responsibly, getting advice from others from within the Trust and if appropriate external professional advisors;
  - 3.6.3.7 to act as an ambassador of the Trust and in a way which is consistent with the vision and values of the Trust.
- 3.6.4 Governors must act independently and in the best interest of the Academy even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the Local Governing Committee. As with the Directors, the Governors must comply with the Trust's Conflict of Interest Policy.
- 3.6.5 The specific tasks and responsibilities of the Governors are as follows, with further detail set out in Section 4 of this Scheme of Delegation:
- 3.6.5.1 to fulfil the vision and ethos of the Trust in so far as it relates to the Academy, ensuring that the Academy achieves the aims and ambitions it has for its pupils, having regard in particular to the benefits of being part of a family of Catholic schools which stresses the importance of collaboration and mutual support;
  - 3.6.5.2 to implement and review from time to time the strategic plan for the Academy (including any initial Action Plan), focussing on the Academy's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Leadership Group ;
  - 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 Headteacher (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 Headteacher in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;

3.6.5.6 to support the Trust Board in its monitoring and evaluation of the delivery of any central or shared services and functions provided or procured by the Trust for the Academies, reporting any issues or concerns to the 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 ensuring that the Academy meets its responsibilities to the community and the Diocese and serves the community's needs in relation to the safeguarding and education of its pupils; and

3.6.5.9 to engage fully and openly with any inspection of the Academy, whether by the Trust Board, the Diocese, Ofsted or any other appropriate public body to whom the Academy is accountable.

3.6.6 Individual Governors may be given primary responsibility for particular functions such as standards, finance, premises and resources with the

view to matching skills and experience to functions. This will not affect collective and overall individual responsibility but Governors are expected to use their skills and experience in the fulfilment of their duties.

3.6.7 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Committee or other officer or auditor of the Trust acting in relation to the Academy shall be indemnified out of the assets of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he or she is acquitted (including where there has been an investigation but no formal charges brought) or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

3.6.8 As with the Directors, the following are the core competencies and skills expected of all Governors:

3.6.8.1 to work as a team;

3.6.8.2 to attend meetings and be prepared to contribute to discussions and commit to agreed actions;

3.6.8.3 to be respectful of the views of others and to be open to new ideas and thoughts;

3.6.8.4 to treat all confidential information confidentially;

3.6.8.5 to develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;

3.6.8.6 to understand the policies and procedures of the Trust and how these flow down to the Academy;

3.6.8.7 to support the Trust in public and act as an ambassador of the Trust and the Academy and Catholic education more generally;

3.6.8.8 to commit to training and skills development

3.6.8.9 to be ready to ask questions;

3.6.8.10 to be focussed on problem solving and be ready to learn from past experiences.

3.6.9 Specific skills may be needed if a Governor is to take responsibility for and lead on a specific area. A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Academy.

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

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

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

## 4.2 Finance and Audit

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

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

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

4.2.2 Each Academy will have its own bank account, opened by the Trust when the Academy joined the Trust, which shall be operated by the Academy. All cheques, BACS and other electronic orders for the payment of money from such account shall be signed by or authorised in accordance with the Trust's Financial Regulations Manual.

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

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

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

4.2.8.1 land, buildings and contents;

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

4.2.8.3 Directors' and Governors' liability and professional indemnity;

4.2.8.4 personal accident and school journeys;

4.2.8.5 terrorism and business interruption;

4.2.8.6 money and fidelity;

4.2.8.7 legal expenses, libel and slander;

4.2.8.8 engineering.

The Local Governing Committee will fulfil any requirements of the insurers and will notify the Trust Board as soon as reasonably practicable following the occurrence of an event where loss has been

suffered or is threatened. The responsibility for notifying the insurers or the ESFA (as the case may be) is the Headteacher's. The Executive Team and the Headteacher will provide each other with all necessary information and assistance as may be helpful in the management of any claims.

#### **4.3 Curriculum and Standards**

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

#### **4.4 Personnel**

##### **4.4.1 Executive Leadership**

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

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

<b>Member of staff</b>	<b>Responsibility for investigation</b>	<b>Decision maker in respect of sickness absence, capability, disciplinary action and/or dismissal</b>	<b>Person/body to whom there is a right of appeal</b>
	Headteacher/ Head of School		

#### 4.4.2 **Headteacher**

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

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

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

#### 4.4.3 **Other Staff**

4.4.3.1 The Local Governing Committee through the Headteacher shall be responsible for the appointment and management of

all other staff to be employed at the Academy provided that the Local Governing Committee and Headteacher shall:

- 4.4.3.1.1 implement and comply with all policies dealing with staff issued by the Trust Board from time to time;
- 4.4.3.1.2 take account of any pay terms set by the Trust Board;
- 4.4.3.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trust Board;
- 4.4.3.1.4 adopt appropriate and transparent procedures for the recruitment of staff;
- 4.4.3.1.5 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Executive Team and/or the Trust's insurers or the ESFA;
- 4.4.3.1.6 bring to the attention of the Chair of the Trust Board and, if required, the Trust's insurers and/or the ESFA without delay any claims or disputes with staff that may require a hearing by a panel of members of the Local Governing Committee where escalation is necessary;
- 4.4.3.1.7 seek the advice of the Trust Board where any significant cost is contemplated either in relation to the appointment or resignation of a member of staff, including in relation to ill health retirement or the settlement of any claims or grievances;
- 4.4.3.1.8 not make any appointment of any reserve post (e.g. Head of RE) without involving the Diocesan Education Service.

4.4.3.2 The Local Governing Committee shall carry out or delegate to either the Headteacher and/or an appropriate committee (as appropriate) the performance management of all staff and shall put in place procedures for the proper professional and personal development of staff taking into account any training and support available from or procured by the 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 and consider the views of the Trust Board and the Diocese Education Service where appropriate.

4.5.3 Any appeal against admissions shall be heard by an independent appeal panel established and authorised by the Local Governing Committee.

4.5.4 The Local Governing Committee shall consider any decision by the Headteacher to exclude any pupil and will be the appropriate body for reconsidering any decision to readmit required by any independent panel hearing.

#### 4.6 **Premises**

4.6.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Committee (with management responsibility being delegated to the Headteacher), who shall have regard at all times to the safety of the users of the buildings and the facilities and the obligations of the Trust to the Diocesan Trustee, as the legal owner of

such buildings and facilities under the Diocesan Memorandum of Understanding.

- 4.6.2 The Local Governing Committee shall work in collaboration with the Executive Team in developing a long term estate management strategy that will identify the suitability of buildings and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Trust's legal responsibility to ensure the buildings and facilities used by each Academy are maintained to a good standard.
- 4.6.3 Short term lettings and day to day uses of the school buildings and playing fields will be the responsibility of the Local Governing Committee who shall comply with any policy issued from time to time by the Diocesan Education Service regarding such uses.
- 4.6.4 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Trust Board, who must seek the approval of the Diocese.

#### **4.7 Community Activities and Community Engagement**

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

## 5. SUPERVISION AND INTERVENTION - RISK MANAGEMENT

### 5.1 Supervision and Reporting

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

5.1.2 Once per term in every school year (three times), the Trust Board will request and the Local Governing Committee (or Headteacher) will provide an “**Operational Risk Management Report**” in a format specified by the Trust Board.

5.1.3 The Local Governing Committee is appointed as a sub-committee of the Trust Board and as such has no separate legal status to that of the Trust or the Trust Board. Consequently, any act or omission of the Local Governing Committee or any officer of the Trust or the Academy that subsequently leads to prosecution or other litigation will be a liability of the Directors and any event in an Academy that might lead to public criticism or adverse publicity or damage to the reputation of the Trust will also be concern for the Trust Board. In such events and in order to minimise risk, the Chair of the Local Governing Committee or the Headteacher will as soon as reasonably practicable advise the Chair of the Trust Board (and if appropriate a member of the 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 person while on the Academy premises under any circumstances;

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

5.1.3.4 any event that requires a report to the 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 (including financial probity), particularly where areas of weakness have been identified by either the Diocesan Education Service or Ofsted.

5.2.2 In the event that intervention is either formally threatened or is carried out by the Secretary of State, the Trust Board expressly reserves the unfettered right to review or remove any power or responsibility conferred on the Local Governing Committee under this Scheme of Delegation in such circumstances. The Trust's Leadership and Governance Decision Planner (Appendix 3) indicates relevant decision making authority which may be temporarily removed from an Academy which is being formally supported by the Trust. Decisions as to whether an Academy is "effective" or to be formally "supported" (beyond the support which the Trust would normally provide or secure for its Academies) will be made by the Trust Board, who will have regard to any advice issued by the Diocesan Education Service. The Trust Board retains the right to dissolve any Local Governing Committee of an Academy which is the subject of formal intervention by Ofsted or the ESFA and if dissolved a transition board will be put in place, the details of which are referred to below.

5.2.3 Notwithstanding the above, the Trust Board and the Local Governing Committee acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Trust and the impact this may have on the ability of the Trust

Board or the Local Governing Committee to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of intervention. The Trust Board and the Local Governing Committee in such circumstances make the following commitments to each other:

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

## 6. FUNCTIONING OF THE LOCAL GOVERNING COMMITTEES

### 6.1 Constitution of the Local Governing Committee

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

6.1.1.1 the **Headteacher** 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 (or the relevant religious order where the Academy is a religious order school) to ensure that the Foundation Governors outnumber all other Governors (including any Co-opted Governors and Additional Governors) by at least 2;

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

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

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

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

## 6.2 **Term of office**

6.2.1 The term of office for any Governor (other than Co-opted Governors) shall be 4 years, except for any post which is held ex officio. Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the Local Governing Committee. Any Staff Governor who ceases to be employed at the Academy will be deemed to have resigned as a Governor.

6.2.2 A Governor shall serve for no more than 3 terms of office.

## 6.3 **Resignation and Removal of Governors**

6.3.1 A Governor shall cease to hold office if he or she resigns his or her office by notice to the Chair of the Local Governing Committee. Any vacancy on a Local Governing Committee will trigger an appropriate election or right of appointment. The Chair of the Local Governing Committee shall ensure that any vacancies and appointments are notified to the Diocesan Education Service and the Education & Skills Funding Agency as required by the Funding Agreement.

6.3.2 A Governor shall cease to hold office if he or she is removed by the person or persons who appointed him or her, i.e. the Bishop or the Local Governing Committee as the case may be, or in exceptional circumstances by the Trust Board (and in the case of a Foundation Governor only with the approval of the Diocesan Education Service). Whilst at the same time as acknowledging that no reasons need to be given for the removal of a Governor, any failure to uphold the values of the Trust or the Diocese and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation, including where the DfE have indicated any concerns as to the suitability of the Governor, will be taken into account.

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

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

#### 6.4 **Disqualification of Governors**

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

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

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

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

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

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

6.4.5 A person serving on the Local Governing Committee shall cease to hold office if he or she would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

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

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

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

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

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

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

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

6.5.2 The role of the Chair of the Local Governing Committee is an important one, demanding yet worthwhile. The Chair is elected by the Governors annually but because of the vital link and the importance of maintaining a strong and effective relationship between the Local Governing Committee and the Trust Board, the appointment following election is

subject to the approval of the Trust Board and subject to any further requirements of the Diocesan Education Service. The Chair must be approachable, readily accessible and ready to take issues and ideas raised by Governors seriously.

6.5.3 The Chair's specific duties are to:

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

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

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

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

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

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

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

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

## **6.6 Committees and Further Delegation**

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

## 6.7 Meetings

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

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

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

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

6.7.4.1 given by the Local Governing Committee; or

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

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

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

6.7.6.1 notice in writing thereof, signed by the 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 or a third of the Governors present and entitled to vote (whichever is the greater).

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

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

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

## **6.9 Notices**

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

## **APPENDIX 1**

### **DIOCESAN MEMORANDUM OF UNDERSTANDING**

### **DIOCESAN MEMORANDUM OF UNDERSTANDING**

**Please note: This document is under review, but the current version is attached for background.**

## **THE DIOCESE OF BRENTWOOD**

### **MEMORANDUM OF UNDERSTANDING**

#### **PURPOSE**

In light of the significant constitutional changes affecting Catholic schools in the Diocese and nationally brought about by the Academies Act 2010, the Bishop and the Diocesan Trustees together with the School have set out in this Memorandum of Understanding their commitments to each other to ensure that the School continues (irrespective of any change in status from voluntary aided to academy) to be conducted as a Catholic school in accordance with the canon law and teachings of the Roman Catholic Church so that at all times the School may serve as a witness to the Catholic faith in Our Lord Jesus Christ.

#### **RESTATEMENT OF THE PURPOSE OF THE TRUST AND CATHOLIC DISTINCTIVENESS**

- A. The School shall be conducted in accordance with the terms of the trust of the Diocese of Brentwood.
- B. The School is provided for the education of persons who are baptised members of the Catholic Church and the admittance of any other persons shall be made only in conformity with any direction of the Bishop of Brentwood.
- 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 Bishop of Brentwood.
- D. Land held by the Diocesan Trustees is used by the School at the discretion of the Bishop and must be used for purposes which are consistent with the objects of the trust.

#### **COMMITMENTS BY THE SCHOOL TO THE BISHOP**

##### **Catholic Character**

- 1. The School will maintain and develop the religious character of the School as a Catholic School and no alteration shall be made to the religious character of the School or conduct as a Catholic school without the consent of the Corporate Trustee of the Diocese and the Bishop.
- 2. The School will provide religious education in accordance with the teachings of the Catholic Church.
- 3. The School will provide opportunity for regular collective worship in accordance with the rites and tenets of the Catholic Church.
- 4. The School will submit to the canonical inspections and visitations of the Bishop of Brentwood and any person appointed by him for the purpose of ensuring that the School is being conducted in accordance with canon law and is following the practices and teachings of the Church and in order to allow the Bishop to assess how well the School is being managed in

light of the additional responsibilities and expectations of schools which are academies.

## **Governance**

5. The School will comply with all directives issued by the Bishop and this Memorandum of Understanding has the status of a directive issued by the Bishop.
6. The School will adopt and will comply with all policies of the Diocese and the Bishop communicated to the School from time to time.
7. All Governors of the School undertake to fulfil and observe the objects and purposes for which the School has been established.
8. All Governors have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the School and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
9. The School will review its policies and practices on a regular basis, having regard to recommendations made by Diocesan Schools' Commissioner, in order to ensure that the governance of the School is best able to adapt to the changing political and legal environment.
10. The School will consider on an ongoing basis the need for training and skills development of Governors as well as considering succession planning to ensure robust practices are maintained and supervised particularly in light of the increasing autonomy of schools, making recommendations to the Bishop with regard to the nomination of Foundation Governors as may be appropriate including ensuring that Foundation Governors are practicing Catholics in full communion with the Catholic Church.
11. At the request of the Diocesan School Commissioner, the Chair of Governors will meet annually with him and other schools in the Diocese to assess threats to schools generally and Catholic schools in particular and to share best practice.
12. The School will not implement any proposals for a change in status or for the expansion or contraction of the School without the written consent of the Bishop.
13. Unless the Bishop agrees in writing otherwise, Governors will either appoint the chair and vice chair from amongst the Foundation Governors or ensure such persons are practising Catholics in full communion with the Catholic Church.
14. Other than the principal or head teacher or parish priest, Governors will not seek re-election or reappointment as a Governor if to do so would mean that they will be entering a 4<sup>th</sup> term of office.

## **Financial Management**

15. The School acknowledges that the Corporate Trustee has no financial responsibility for the School in any situation.
16. The School will develop appropriate risk management strategies adopting financial prudence and will comply with both legal requirements and guidance issued by or on behalf of the Secretary of State for Education and any recommendations made by the Diocesan Schools' Commissioner.
17. The School will provide to the Diocesan Schools' Commissioner copies of any return provided

to the Department for Education (or anybody set up to oversee the finances of schools) including the Annual Report and Annual Return.

18. Whilst it is acknowledged that the Corporate Trustee has no responsibility for such matters, nevertheless, the School will notify the Corporate Trustee of any significant financial liability that the School is contemplating taking on (other than expenditure mentioned in paragraph 23 below, in respect of which separate conditions apply).
19. The School will inform and keep the Diocesan Schools' Commissioner informed of any matter which is likely to be a cause for concern to the Corporate Trustee and/or the Bishop (generally but not exclusively this will involve matters affecting the Catholic life of the School, matters affecting key personnel, financial matters, matters affecting buildings and the business plan for the School).
20. The School will inform the Diocesan Schools' Commissioner of any need for significant unplanned expenditure and will discuss with the Diocesan Schools' Commissioner options for identifying available funding.
21. The School will provide copies of minutes of all meetings of Governors including minutes of the meetings of the Finance and Premises sub-committees, and will share with the Diocesan Schools' Commissioner following a reasonable request any educational and financial data which the School has, including the use of any capital or revenue reserves.

### **Buildings Maintenance and Capital Expenditure**

22. The Governors will ensure that at all times any land used by the School will not be used for purposes which would not be consistent with the teachings and practices of the Catholic Church and that any lettings of School premises shall be in accordance with any policy issued from time to time by the Diocese.
23. The School will consult with the Diocesan Schools' Commissioner and share information about any planned significant maintenance and replacement of buildings and facilities used by the School and will not undertake any capital works to the buildings or any part of the School site without first obtaining the written consent of the Corporate Trustee.
24. The School shall develop in conjunction with the Corporate Trustee a 5 year estate management strategy that will identify the suitability of facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the School's responsibility to ensure the buildings are maintained to a good standard.
25. Whilst no endorsements are made, the School is advised that the Corporate Trustee uses as its insurer the Catholic Church Insurance Association and the School is advised to consider the CCIA policy or a commercially equivalent policy when putting in place insurance for the School. The School will obtain professional advice on the reinstatement value when such insurance is being renewed and will ensure that insurance is taken out (in joint names with the Corporate Trustee of the Diocese) in the full reinstatement value and will make up any shortfall from its own funds.

### **Admissions**

26. The School will not change its admissions criteria without the consent of the Diocesan Schools' Commissioner and the Bishop.

### **Employment of the Principal and Key Teaching Staff**

27. The head teacher or principal of the School as well as any deputy head teachers and the head or co-ordinator of religious education shall be practising Catholics in full communion with the Catholic Church.
28. It is the Bishop's expectation that the coordinator of pastoral care within the School shall (unless otherwise agreed in writing with the Diocesan Schools' Commissioner) be a practising Catholic in full communion with the Catholic Church.
29. Governors will ensure that the employment of staff in the School shall be consistent with the policies from time to time notified to Catholic schools by the Catholic Education Service and the Bishop.

### **Support for Other Schools**

30. The School is part of a family of Catholic schools and the Governors acknowledge that this means they have a responsibility which may extend beyond the School.
31. The School will work collaboratively with the other Catholic schools in the Diocese sharing resources and know how as may be appropriate with the following objectives in mind, to support each other to:
  - achieve consistently high standards of learning and teaching;
  - develop cost effective curriculum design and collaboration which optimises opportunities for students and provides added value progress for them;
  - provide support building upon individual specialisms and/or areas of identified strength between the schools to improve key aspects of performance;
  - achieve best value in service delivery especially where partnership working can add value.

## **COMMITMENTS BY THE DIOCESE**

### **Catholic Character**

1. The Bishop together with the Corporate Trustee acting through the Diocesan Schools' Commissioner will continue to support the development of a strong Catholic ethos in the School and in the community of Catholic schools, supporting a collective voice on national issues affecting the School and helping to communicate the School's concerns and needs to those with the responsibility for the funding and regulation of schools.
2. The Bishop will provide guidance on the teachings of the Catholic Church in order to support the teaching of others.

### **Governance**

3. The Bishop will ensure that any directive issued by him will be in writing and be clearly communicated to the School.
4. Recognising that education is about the formation of young people and creating an environment that enables the development of character and an approach to life in the Catholic faith, the Diocese will continue to provide support to the School in the pursuit of excellence and high quality education.

5. The Diocesan Schools' Commissioner will continue to support regular meetings of representatives of the Catholic schools in the Diocese to encourage the transfer of knowledge and the sharing of best practice and, to avoid any doubt, the head teacher is expected to attend Diocesan head teacher meetings.
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 Governors to the School and will conscientiously monitor the contribution made by such appointees and will remove Foundation Governors in the event of misconduct and/or a failure to support the high ideals of the School and the Bishop together.
7. Where the Diocesan Schools' Commissioner becomes aware of any matter of significant concern, including any matter which might lead to the Secretary of State exercising his intervention powers, the Diocesan Schools' Commissioner will discuss the matter with the Governors honestly and in good faith with the aim of formulating a plan to address such concern.

### **Buildings Maintenance and Capital Expenditure**

8. The Corporate Trustee will not unreasonably withhold permission for the School to improve or maintain the School site.
9. In so far as the Corporate Trustee feels is prudent given competing requests from other schools in the Diocese, the Corporate Trustee will support the School in any grant application to the Secretary of State and will provide advice and support in the procurement of capital works. No financial responsibility is assumed.

**Dated:** 1<sup>st</sup> January 2012

## APPENDIX 2

### FINANCIAL REGULATIONS MANUAL

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## **1. Introduction**

The purpose of these regulations is to ensure that the Trust maintains and develops systems of financial control, which conform to the requirements both of propriety and of good financial management.

It is essential that these systems operate properly to meet the requirements of our funding agreement with the Secretary of State for Education, through the Education & Skills Funding Agency (ESFA).

The Trust **must** comply with the principles of financial control outlined in the Academies Financial Handbook. This manual expands on that and provides detailed information on the academy's accounting procedures and system manual should be read by all staff involved with financial systems.

This manual serves as an adjunct to the scheme of delegation providing information on the day-to-day operations and practicalities forming from this financial regulation manual.

## **2. General**

The Trust will have one computerised financial system on which all financial transactions by the Trust or individual Academies **must** be entered.

The Trust will have one central payroll system.

The Trust will have one Human Resources provider.

The Trust will ensure there is adequate insurance cover (or risk protection) in place. The Trust may utilise the ESFA's Risk Protection Arrangement.

The Directors delegate the overall management of the budget for each Academy to its Local Governing Committee subject to exceptions contained in these regulations.

## **3. The Trust Board**

The Board of Directors is responsible for:

- Ensuring compliance with these financial regulations, the Companies Act 1985, Charity Commission requirements, the Academies Funding Agreements and other guidance from the Education & Skills Funding Agency (ESFA).
- For the approval of the annual budget plans in the forthcoming financial year.
- For the approval of the Trust's budget.
- Reviewing, annually, the delegation limits set out in these Financial Regulations and the Scheme of Delegation
- Appointing centralised suppliers directly, in consultation with the Executive Team as appropriate.

- Deciding the level of Partnership (PC) Contribution, in consultation with the Executive Team and the Leadership Group as appropriate.
- Approving capital expenditure, excluding formula capital income expenditure which is delegated to the LGC.
- Appointing external auditors.
- Forming an Internal audit committee and appointing an internal auditor.
- Appointing an Accounting Officer and a Chief Financial Officer.

#### **4. Local Governing Committees (LGC)**

An explanation of the role of the LGC can be found in the Scheme of Delegation..

The financial management delegated to the LGC includes:

- Recommendation to the Trust Board of the draft Academy budget plans.
- Reviewing the Academy's actual financial performance against the budgeted performance and take action when necessary. If action is required, this will be reported to the Trust Board
- Making decisions on expenditure as per limits laid down in the appendices 1a & 1b
- Making decisions, within the LGC's or appropriate committee delegated powers, as laid down in the appendices 1a & 1b, on virements on agreed budgets.
- Advising the Trust Board on the appropriateness, or otherwise, of virements to be made outside of the LGC's or appropriate committee's delegated powers.

#### **5. Accounting Officer (AO)**

The Accounting Officer undertakes the role of the "accounting officer", as referred to in the Education & Skills Funding Agency (EFSA) documentation for the management of Academy finances. The Accounting Officer will have full access to all accounting systems.

#### **6. Chief Financial Officer (CFO)**

The CFO undertakes the role of the Financial Officer, as referred to in the Education & Skills Funding Agency (EFSA) documentation for the management of the Academies' finances. The CFO will have full access to all accounting systems.

#### **7. Headteachers**

The Trust Board of Trustees delegates the day to day financial management of each Academy to the Headteacher subject to the exceptions contained in these regulations.

The Headteacher, while remaining responsible for the Academy's financial position, should delegate day to day financial management including assisting in budget preparation and the preparation of financial reports to the AFD or SBM.

Where the Headteacher wishes to permanently delegate certain financial matters or activities, then the level of that delegation shall be agreed by the Trust Board in writing.

The Headteacher is responsible for ensuring the Partnership Contribution is paid into the main Trust Board account by the 4<sup>th</sup> working day of each month from the individual Academy bank account.

In the absence of the Headteacher, the Deputy Head will have responsibility to fulfil the functions of the Headteacher and he or she will comply with all aspects of these regulations.

## **8. Internal Control**

It is the responsibility of the Headteacher to ensure that financial internal controls are in place and duties are properly segregated between individuals.

The objectives of Internal Control are to give management confidence that as far as reasonably possible; the accounting records are complete, genuine and achieve best value

Functions to be separated between staff include:

- a) Execution – the placing of an order, receipt of goods and services or charging and receipt of a fee;
- b) Authorisation – the authorisation of a transaction such as a purchase order or payment;
- c) Payment – the completion of batching procedures;
- d) Custody – the holding of goods and services;
- e) Recording – the completion of the accounting records;
- f) Post transaction management checking– reviewing previous transactions to identify errors or intentional manipulation:

### ***Examples of key internal control***

- internal checks – one person checking another person's work

- separation of duties – distributing the work so that key tasks are assigned to separate members of staff
- a system of authorisation – each transaction is authorised before passing on to the next stage of the process
- systems manuals – clear descriptions of how systems work, and who does what and when, and the systems of internal control
- An audit trail makes it clear who has been involved – this tracks all stages of a transaction, for example from copy order to invoice, to accounts, to cheque
- or other payment record. This can act as a control in its own right.

These controls are there to safeguard Directors, Executive Officers, Academy Governors and staff alike. They ensure that:

- payments are made only to genuine employees and suppliers
- payments are made for goods and services actually received
- income is recorded, collected and banked promptly
- cash transactions, whether income or petty cash expenditure, are secure in all respects
- proper records are kept for management information and for accountability purposes
- value for money is achieved

### **9. Academy Finance Director (AFD)/ School Business Manager (SBM)**

The AFD/SBM undertakes the role of financial management including the preparation of the annual budgets and financial reports as required by the Trust or the LGC.

They must inform the Headteacher, Accounting Officer & CFO of any financial concerns that could adversely affect the Trust or the Academy..

The AFD/SBM is responsible for maintaining the register of Business/ Financial interests.

The individual Academy's AFD/SBM report to the CFO on Financial Matters.

### **10. Register of Business Interests**

All staff and Members/Directors/Governors have a statutory responsibility to avoid any conflict between their business and/or personal interests and the affairs or interests of the Trust.

All Members/Directors/Governors are required to complete a Declaration of Business or Financial Interest form at least annually. Any Member/Director/Governor having direct or indirect

involvement in a business, which is providing goods or services to the Trust or any individual Academy, must declare his or her interest.

There must be an item on the agenda of every Trust Board, Board Committee and LGC meeting for such interests to be reviewed.

- All budget holders are required to complete a Declaration of Business or Financial Interest form at least annually or when taking up such responsibilities. Any budget holder having direct or indirect involvement in a business, which is providing goods or services to the Trust or any Academy, must declare his or her interest.
- Each budget holder is required to notify the AFD /SBM promptly of any relevant change to personal circumstances.
- A register of business interests must be maintained for all Members/Directors/Governors and all budget holders by each individual Academy's AFD /SBM. A central copy of all registers of interest to be held centrally by the trust and updates to be sent when changes occur to the Chief Financial officer of the Academy Trust. The register must be freely available for inspection by members/trustees/governors, auditors, staff, parents and the DfE. This register must include all business interests such as directorships, shareholdings and other appointments of influence within a business or other organisation that may have dealings with the academy. The disclosures should also include business interests of relatives or business partners and other individuals who may exert influence. Signed and dated, nil returns are also required.
- The existence of a register of business interests does not, of course, detract from the duties of Members/Directors/Governors and staff to declare interests when every they are relevant to matters being discussed by the Trust Board or an LGC or appropriate committee. Where an interest has been declared, Members/Directors/Governors and staff should not attend that part of any Trust Board/LGC/Committee or any other meeting.

## **11. Establishment of Bank and Investments Accounts**

The opening of all bank accounts must be authorised by the Trust Board, including the arrangements covering the operation of accounts and any transfers between accounts and cheque signing arrangements are contained within these regulations.

The operation of systems such as Bankers Automatic Clearing System (BACS) and other means of electronic transfer of funds must also be subject to the same level of control. Any changes to these details require referral back to the Trust Board.

The AFD /SBM of each individual Academy shall have oversight of the state of all bank accounts operated in the names of the academy and ensure monthly reconciliation of all accounts.

Investments must be made only in accordance with written procedures approved by the Trust Board.

It is a DfE requirement that investments can only be made following the Trust Board taking advice from an appointed financial expert.

All investments must be recorded in sufficient details to be identifiable and to enable the current market value to be calculated. The information required will normally be the date of purchase, the cost and description of the investment. Additional procedures may be required to ensure any income receivable from the investment is received.

### **Bank Accounts**

The Trust will appoint one bank for the Trust's normal financial transactions but may appoint separate investment banks as appropriate.

The Trust accounts will have the following minimum structure

#### **Main Trust Bank Account**

- Subsidiary Bank Accounts for each Academy, comprising:
  - Current Account
  - Deposit/savings Account
  - School Fund Account
  - Capital Account

All grants including any funds received from the Education & Skills Funding Agency (ESFA) will be paid directly into each individual Academy's subsidiary bank current account.

Transfers between accounts must be authorised by the Headteacher and AFD up to a limit of £15,000, above that they must be authorised by the Headteacher and the Trust's CFO.

### **12. The cheque signatories**

ANY two of the following: -

#### **The Main Trust Account**

- The Chair of Directors
- The Vice Chair of Directors or the Chair of the Finance Committee
- The Accounting Office
- The Chief Financial Officer.

## **The Subsidiary Individual Academy Bank Accounts**

### **All Accounts will include**

- The Chair of Directors
- The Accounting Officer

### **Signatories at individual Academies**

- Executive Headteacher/Headteacher
- Deputy headteachers
- AFD/SBM
- Chair of Governors
- Non Staff Governors

*Note: Any additional signatories must be agreed in advance by the trustees.*

### **The AFD/SBM must ensure that: -**

- All cheques are securely stored
- All cheques are entered correctly on the finance management system
- Spoiled cheques are marked as cancelled and retained
- All debit
- that all bank accounts in the name of the academy are regularly monitored and operate within the guidance of the Financial Regulations.
- that all prime records are retained for six financial years plus the current year and be labelled and secured
- that all income due to the delegated budget is banked promptly and intact to the approved account and that any errors or delays are promptly reported to the Headteacher, AO & CFO and are thoroughly investigated.
- That bank reconciliations are performed at least monthly on all accounts, any discrepancies that indicate fraudulent activities must be immediately reported to the Headteacher, AO & CFO and be thoroughly investigated.

The AFD /SBM is responsible for

- ensuring that appropriate levels of interest are recovered for available balances on the due date(s).
- ensuring bank charges are consistent with the banking terms and agreed between the Academy and the bank.
- ensuring that payment details on BACS payments are correct and that any changes are confirmed before payment is made.

The Academy will not operate an overdraft. This requires the approval of the Trust Board and the Secretary of State. If an account goes overdrawn the circumstances must be immediately reported to the Headteacher, AO & CFO.

The AFD /SBM is responsible for regularly examining samples of payments to monitor that: -

- Transactions have been properly authorised
- No payments have been made which could be classified as fee payments to individuals
- Taxation regulations regarding non-payroll contractors including the Construction Industry Tax Deduction Scheme (CITDS) has been complied with, where appropriate.

### **13. VAT**

The AFD /SBM is responsible for submitting the monthly VAT reports to the CFO who will consolidate them into one report to be sent to the HMRC.

### **14. BACS payments**

When the BACS payment is prepared by the finance team it is passed to two of the cheque signatories who are to check and ensure all details are correct and that bank sort codes and account numbers have been entered and then approves payment. For individual payments over £15,000 one of the signatories **must** be a non-staff Governor. *With the exception of payroll, pension & HMRC payments where one signatory may be the Headteacher or Deputy Head,*

The AFD/SBM is responsible for ensuring any changes in bank details are confirmed before being actioned. An annual review of all payment bank account details is to be made.

A record is to be kept of all checks and be available to internal audit on request.

Any cards or equipment used to authorise BACS payment by academy staff are to be kept in the Academy safe. Governors must ensure they keep the cards etc. secure.

### **15. Cheque Payments**

All cheques issued must be authorised by two cheque signatories. Individual payments in excess of £15,000 one signatory **must** be a non-staff Director/Governor.

## **16. Petty Cash**

Each Academy maintains a maximum cash balance as per the relevant appendix for the purchase of minor items, which is held in the safe and is the responsibility of the finance office.

Petty cash payments are limited to £30 and are only made on the production of a valid till receipt or other proof of payment and are subject to the same authorisation procedures as purchases from the main bank account

The petty cash float must not be used for

- Cashing personal cheques
- Paying staff loans

The petty cash float is maintained on the impress system and only reimbursed from the main bank account

The petty cash is maintained by the finance team and spot checked once a term by AFD /SBM or Headteacher if the SBM acts as cashier for petty cash.

## **17. Credit Cards**

The Trust will not sanction the use of credit cards.

## **18. Charge Card**

Charge cards are not considered to infringe the borrowing restrictions imposed on Academy's, providing any balance is cleared in full at the end of each month and as such the Academy may use them. A direct debit must be set up between the bank and charge card provider to clear the monthly balance in full.

All cards must be kept in the school safe when not in use

The SBM will administer the signing in and out of cards and who the authorised card holders are. The Academy charge card is only used when not practical to use the purchase order system. It is mostly used for internet purchases

Staff issued with cards and the limits for each card are set out in the appendices 1a & 1b

Any department wishing to make a purchase on the charge card must complete an order form and pass to the finance department. The order form must be signed by the budget holder

When the statement is received it will be reconciled against the signed order for each entry by the finance staff and entered onto the system

### **19. Value for Money**

The Academy should achieve the best value for money from its purchases.

This means that the correct quality, quantity and time is at the best price possible. A large proportion of purchases will be paid for with public funds and to maintain the integrity of these funds, Academies must follow the general principles of:

- Probity – it must be demonstrable that there is no corruption or private gain involved in the contractual relationships of each Academy;
- Accountability –each Academy is publicly accountable for its expenditure and the conduct of its affairs;
- Fairness – that all those dealt with by each Academy are dealt with on a fair and equitable basis.

### **20. Ordering**

The budget holders are responsible for raising orders for processing by the Finance Team. No telephone orders should be placed except by the Finance Team.

For the following areas a system of pre-approval of orders has been delegated to the Staff issued with cards and the limits for each card are set out in the relevant school appendices

It is the responsibility of the budget holder to manage the budget and to ensure that funds are not overspent

The financial management system is a commitment financial accounting system and therefore official orders will be raised and authorised to cover all expenditure (excluding petty cash) for which a financial commitment has been made. Thus, all budget monitoring reports will include actual as well as committed expenditure.

The official order is placed on the system, given a unique reference number, sent to the supplier and must be copied to the budget holder.

Orders are to be authorised as set out in the relevant appendix

The Academy is not obliged to accept the cheapest quotation for supply of goods, materials or services but must, instead, look for best value in all levels of ordering

For orders over £10,000 three quotes must be obtained

All transactions input to the accounting system must be authorised in accordance with the procedures on expenditure limits set out in the appendices.

A sequence of orders all within the limit to cover a larger order is not permitted

No good or services must be ordered to include any element of private use by staff members.

## **21. Finance Monitoring**

Budget holders will receive a monthly statement from the finance department to monitor their budget

The ADF/SBM will monitor actual spend against budget monthly and report to the Headteacher & CFO any significant variances.

Each Academy will produce a half termly report on the Academy's financial position for the Trust Board in a format as prescribed by the CFO.

Each Academy Headteacher must report any financial concerns to the AO/CFO immediately they are identified.

## **22. Payroll**

The Trust will use a centralised payroll system supplied by one provider as agreed by the Trust Board.

All staff are paid monthly through the payroll provider. A master file is created for each employee which records:

- Salary
- Bank Account Details
- Personal details
- Deductions or Allowances payable
- Other legal and relevant details

All notifications of appointments and promotion's must be notified to the AFD / SBM in writing and authorised by the Headteacher this can be delegated to the AFD in secondary schools. No changes to payments are to be made without written authorisation by the Headteacher or delegated person.

All personnel records are to be kept in a locked cabinet and only accessed by the following personnel

- The Headteacher
- The AFD / SBM
- The Headteacher's Secretary
- Personnel Officers

Only the Chair of Directors, AO, CFO, Chair of the LGC and the Clerk to the Governors of the LGC or Trust Board will have access to the paper records of Headteacher's. These files will be kept with the Governors' papers in a locked file.

Access to the computerised personnel records will only be granted to the staff mentioned above and they must ensure confidentiality of all such records. Personnel records are to be kept for 7 years after the individual has left.

Monthly payroll is to be reconciled to agree Salary, Income Tax, National Insurance, Superannuation and all other deductions.

All salary payments are made by BACS.

Each term the Headteacher/AFD will check the calculation of gross to net pay to ensure that the payroll system is operating correctly.

After the payroll has been processed the nominal ledger will be posted. Postings will be made to both the payroll control account and the individual cost centres and the balance of the payroll control should be NIL at the end of each month.

The internal auditor will carry out an annual check to confirm gross pay agrees with contracts of employment.

### **23. Overtime**

Overtime is recorded by the individual or line manager and submitted at the end of the month. No overtime claims should be submitted prior to the work having been undertaken

No payments for work undertaken will be made other than via the payroll system or without written authorisation.

#### **24. Gifts and Hospitality**

All gifts or hospitality received that is believed to be of the value of £25 or over must be declared. Declarations must be made in the record book held in the AFD/SBM's office.

#### **25. Severance Payments**

The Academy can self-approve the non-contractual element of severance payments up to £5,000, and only with the approval of the AO and CFO for any amounts between £5,000 and £50,000. A business case must be presented before agreeing a payment, using the form provided by the ESFA

Where the non-contractual element is on or over £50,000 prior approval from ESFA must be sought

The AO must sign off and review each business case. The Chair of Directors will authorise payment on receipt of approved business case.

#### **26. Ex-gratia payments**

Any ex-gratia payment must be submitted to the CFO and in turn the ESFA for prior approval.

#### **27. Directors/Governors Expenses**

Directors and Governors are entitled to claim actual costs which they incur only in accordance with the Academies Financial Handbook and the Trust's Articles of Association..

#### **28. Allowances payable to staff**

Subsistence and car mileage allowances are payable to all staff based on the current rates used by the Inland Revenue

#### **29. Income**

##### **ESFA Grants**

The main source of income for the Trust are grants from the ESFA. The receipt of these sums is monitored by the individual Academy AFD/SBM who is responsible for ensuring that all grants due to the Academy are collected

##### **Other Grants**

The receipt of these sums is monitored directly by AFD/SBM who is responsible for ensuring that all grants due to the Academy are collected

### **Other Income**

All monies should be paid directly to the finance office with receipts being issued for cash payments made.

All cash and cheques will be properly accounted for and banked promptly. Payments are not to be made from income received prior to banking.

The AFD/SBM is responsible for maintaining of records for lettings, taking all bookings and ensuring that all hirers have adequate insurance this may be delegated to the site manager, with adequate checks in place.

The finance department will raise the relevant invoices and be responsible for collecting any monies owed.

Personal cheques will not be cashed from money received or due to the Academy or Trust.

### **30. Bad Debts**

If a debt remains unrecoverable after 6 months or it becomes clear that the debt will not be repaid the headteacher is able to write off debts up to £500 debts over £500 must be referred to the CFO & the LGC.

### **31. Insurance**

The Trust reviews the insurance arrangements or risk protection cover annually. The Trust Board will ensure there is adequate cover in place.

The Trust may utilise the Risk Protection Arrangement if appropriate. The cover is expected to reflect the Diocesan ownership of the buildings and therefore the potential loss to the Diocesan Trustees in the event of damage or loss.

### **32. Academy Buildings**

The Diocesan Trustee retains ownership of all buildings and the land upon which the buildings are erected land (except where such is held by a Religious Order) and the Trust is responsible for their maintenance and upkeep.

### **33. Tendering**

**All capital projects in excess of £15,000 must be approved by the Trust Board before the tender process is started.**

All contracts for tendering over £10,000 must be approved by the LGC in advance.

All contracts for tendering over £15,000 must be approved by LGC & CFO in advance.

All contracts for tendering over £25,000 must be approved by the Trust Board in advance.

All tenders will be submitted to the Academy in specially marked envelopes.

All tenders submitted should be opened by the AFD/SBM at the same time and the tender details recorded.

Tenders under £14,999 will be opened by the AFD/SBM in the presence of the Headteacher or a senior leader within the Academy.

Tenders over £15,000 will be opened by the AFD/SBM in front of a non-staff LGC Governor & the CFO.

Tenders over £25,000 will be opened by the AFD/SBM in front of a Director & the CFO.

No contractor will be allowed to amend the tender after the date and time fixed for the receipt of tenders. However, if genuine and obvious errors are found in tenders, contractors will be allowed to withdraw, confirm or amend the tender as appropriate. Contractors may be requested to provide clarification of their tenders and to respond to any changes or clarification of requirements by the Trust/Academy.

The accepted tender should be the one that is economically most advantageous and provide value for money to the Academy/Trust. All parties are then informed of the decision.

### **34. Assets**

An Asset register must be kept on of all items purchased with a value of £5,000 or over. These will be capitalised, permanently marked and entered in the financial asset register.

A physical check must be undertaken at least once a year to ensure that the actual equipment and property of the Trust matches the Asset Register.

Any assets that need to be disposed of valued at £1,000 or more at the time of disposal will be subject to agreement of the LGC & CFO.

The date of disposal and any receipts obtained for such disposal must be recorded in the Asset Register.

**Note: Financial records must be retained for six years plus the current.**

**Appendix 1a - Delegation limits at Primary Academies**

<b>Expenditure Limits</b>	
Headteacher	£10,000 (excludes payroll)
Caretaker (in an emergency only)	£ 1,000
Local Governing Committee	between £15,001 and £20.000
Trust Board	Over £20,000

**Charge Card Limits**

Position	Limit
Headteacher	TBA
School Business Manager	
Site Manager	
Site Assistant	

<b>Virement Limits</b>	
Headteacher	£6,000 (excludes employees)
Local Governing Committee	£6,001 and £20,000
Trust Board	Over £20,000
<b>Writing off bad debts</b>	All require approval of Chief Finance Officer

<b>Disposal of Stocks, Stores Surplus Equipment and Materials</b>	
Headteacher	Up to £1,000
Local Governing Committee	Between £1,001 and £10,000

Trust Board	In excess of £10,000

<b>Ordering Procedures</b>	
Minor' Contracts up to £10,000	Two or more verbal or written quotes to obtain 'best value'.
Medium' Contracts between £10,001 to £15,000	Three written quotes.
Major' Contracts Threshold (a) £15,001 and over	Tender document  Tendering procedure, to be approved by AO & CFO

<b>Mileage Allowance</b>	HM Revenue & Customs approved rate
<b>Safe Cash Held Limit</b>	£1,500 Cash
<b>Petty Cash Imprest</b>	£250  (£50 per item in any week per individual)

**Appendix 2a - Delegation limits at Secondary Academies**

<b>Expenditure Limits</b>	
Headteacher	£15,000 (excludes Employees)
Director of Finance	up to £10,000    Secondary only
Finance Supervisor	up to £2,000
Caretaker (in an emergency only)	£ 1,000
Local Governing Committee	between £15,001 and £20.000
Trust Board	Over £20,000

**Charge Card Limits**

Position	Limit
Headteacher	£10,000
Director of Finance & Operations	£10,000
Finance Supervisor	£5,000
Site Manager	£500

Site Assistant	£500
Site Assistant / Driver	£500

<b>Virement Limits</b>	
Headteacher	£6,000 (excludes employees)
Local Governing Committee	£6,001 and £20,000
Trust Board	Over £20,000
<b>Writing off bad debts</b>	All require approval of Chief Finance Officer

<b>Disposal of Stocks, Stores Surplus Equipment and Materials</b>	
Headteacher	Up to £1,000
Local Governing Committee	Between £1,001 and £10,000
Trust Board	In excess of £10,000

<b>Mileage Allowance</b>	HM Revenue & Customs approved rate
<b>Safe Cash Held Limit</b>	£1,500 Cash
<b>Petty Cash</b>	£250  (£50 per item in any week per individual)

<b>Ordering Procedures</b>	
Minor Contracts up to £10,000	Two or more verbal or written quotes to obtain 'best value'.
Medium' Contracts between  £10,001 to £15,000	Three written quotes.

Major' Contract Threshold (a) £15,001 and over	Tender document  Tendering procedure, to be approved by AO & CFO
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## APPENDIX 3

### LEADERSHIP AND GOVERNANCE DECISION PLANNER

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

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

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

1. Trust Members ( the “**Members**”)
2. Trust Board of Directors (the “**Board**”)
3. Local Governing Committee (the “**LGB**”)
4. Trust Accounting Officer (or designated member of the Leadership Group) (“**AO**”)
5. Headteacher/Headteacher/Head of School (“**HT**”)

	Task	Members	Board	LGB		AO	HT
				Effective Academy	Supported Academy		
1.	<b>Governance and Vision</b>						
1.1.	Approve any changes to Trust Articles of Association	App	Pro				

	Task	Members	Board	LGB		AO	HT
				Effective Academy	Supported Academy		
1.2.	Approve any changes to Trust Scheme of Delegation	Con	App	Imp	Imp	Dev/Pro	Imp
1.3.	Establish or merge Local Governing Committees	Con	App			Pro	Con
1.4.	Establish Trust Committees and determine terms of reference		App			Pro	
1.5.	Establish LGB Committees (if required)		Mon	App	App	Con	Imp
1.6.	Appoint Chair of Trust Board	App	App				
1.7.	Appoint Trust Board	App	Pro				
1.8.	Remove Trust Board	App					
1.9.	Appoint Chair of LGB	App	Con	Pro	Con	Con	
1.10.	Remove Chair of LGB	App	Con	Con	Con	Con	
1.11.	Appoint LGB members	App	Con	Pro	Pro	Con	Con
1.12.	Remove LAB members	App	Pro/Con	Pro	Con	Con	Con
1.13.	Appoint (and remove) Clerk to Trust Board		App			Pro	

	Task	Members	Board	LGB		AO	HT
				Effective Academy	Supported Academy		
1.14.	Appoint (and remove) Clerk to LGB		Mon	App	App	Pro	
1.15.	Trustee skills audit and governance reviews	Con	App			Imp	
1.16.	Governor skills audit		Mon/App	App	Con	Mon	Imp
1.17.	Approve Directors Expenses Policy		App			Imp	
1.18.	Manage Conflicts of Interest		App				
2.	<b>Finance</b>						
2.1.	Trust & Academy Financial Regulations and Procedures		App	Imp	Imp	Dev/Pro	Con
2.2.	Appoint Trust auditors		App			Imp	
2.3.	Approve Trust Budget	Mon	App			Dev/Pro	Con
2.4.	Trust Annual Accounts	Mon	App			Imp	
2.5.	Annual Report	Mon	App			Con	Con
2.6.	Undertake financial efficiency review (across the Trust)	Mon	Mon			Imp	

	Task	Members	Board	LGB		AO	HT
				Effective Academy	Supported Academy		
2.7.	Undertake financial efficiency review (within the Academy)		Mon	Mon	Mon	Con	Imp
2.8.	Compile and review Trust Risk Register		App			Imp	Con
2.9.	Trust Academies Accounts Returns to EFA		App			Imp	
2.10.	Response to Auditor's Management Letter		App			Imp	
2.11.	Academy Budget Plan	Mon	Mon/App	App	Pro	Mon	Dev/Pro
2.12.	Academy Accounts Return to EFA		Mon/App	App	Pro	Mon	Imp
3.	<b>Strategy, Performance and Expansion</b>						
3.1.	Trust Strategic Plan	Mon	App	Con	Con	Dev/Pro	Con/Imp
3.2.	New, converter or sponsored academies joining MAT	App	App			Pro/Imp	
3.3.	Academy expansion and/or change in age	Con	App	Pro	Pro	Pro/Imp	Pro/Imp
3.4.	Determine overall effectiveness of Academy		App			Pro	
3.5.	Academy Performance Targets		Mon/App	App	Con	Pro/Con	Pro/Con

	Task	Members	Board	LGB		AO	HT
				Effective Academy	Supported Academy		
3.6.	Academy Development Plan		Mon/App	App	Con	Pro/Con	Pro/Imp
3.7.	Academy Action Plan/School Improvement Plan		Mon/App	App	Con	Pro/Con	Pro/Imp
3.8.	Intervention/Establish Interim Executive Board	App	Pro/App			Pro/Imp	Con
3.9.	EYFS Policy		Mon	App	App	Con	Pro/Imp
3.10.	EYFS Plan & Quality of Provision		Mon	App	App	Con	Pro/Imp
3.11.	SEN Policy		Mon	App	App	Con	Pro/Imp
3.12.	SEN Plan & Quality of Provision		Mon	App	App	Con	Pro/Imp
3.13.	Teaching & Learning Policy		Mon	App	App	Con	Pro/Imp
3.14.	Curriculum Policy		Mon	App	App	Con	Pro/Imp
3.15.	Sex Education policy		Mon	App	App	Con	Pro/Imp
3.16.	Religious Education policy	App	Pro	Con	Con	Con	Pro/Imp
4.	<b>Staffing</b>						

	Task	Members	Board	LGB		AO	HT
				Effective Academy	Supported Academy		
4.1.	Determine Trust executive staff structure and grades	Mon	App			Pro/Imp	
4.2.	Determine Academy staff structure and grades		Mon/App	App	Con	Con/Pro	Pro/Imp
4.3.	AO appointment	Con	Imp				
4.4.	Executive Team appointments		Mon			App	
4.5.	Academy Executive Headteacher/Headteacher/Head of School appointments	Con	Mon/App	App	Con	Con/Pro	
4.6.	Academy teaching and support staff appointments		Mon	Con	Con	Con	App
4.7.	Performance management of AO	Mon	Imp				
4.8.	Performance Management of Executive Headteacher/Headteacher/Head of School/SLT	Mon	Mon/App	App	Con	Con/Pro	
4.9.	Suspension of AO/Executive Team/Executive Headteacher/Headteacher/Head of School	Mon	App	Con	Con	Pro	
4.10.	Dismissal of AO/Executive Team/Executive Headteacher/Headteacher/Head of School	Con	App	Con	Con	Pro	
4.11.	Suspension and dismissal of other teaching and support staff		Mon	Mon	Mon	Con	App

	Task	Members	Board	LGB		AO	HT
				Effective Academy	Supported Academy		
4.12.	Redundancy of staff		App	Pro	Con	Pro/Con	Imp
4.13.	Restructuring of staff		App	Pro	Con	Pro/Con	Imp
5.	<b>Land and Contracts</b>						
5.1.	Asset Management Strategy and insurance	Con	Mon	App	App	Con	Pro/Dev
5.2.	Health & Safety plus safeguarding Policy & Review		Mon	App	App	Con	Pro/Dev
5.3.	Condition Surveys	Con	Mon	App	App	Con	Pro/Dev
5.4.	Expansion and Redevelopment Works	App	Pro/App	Pro	Pro	Imp	Con
5.5.	Leases	App/Imp	Pro	Pro	Pro	Imp	Con
5.6.	Lettings and shared use		Mon	Mon	Mon	Con	Imp
5.7.	Strategic support and shared services		App	Con	Con	Pro/Imp	Imp
6.	<b>HR and Policies</b>						
6.1.	Pay & Remuneration Policy	Con	App	Con	Con	Pro	Imp

	Task	Members	Board	LGB		AO	HT
				Effective Academy	Supported Academy		
6.2.	Job Role Salary & Grading Policy		App	Con	Con	Pro	Imp
6.3.	Changes to Employee Terms & Conditions or Collective Agreements (CES policies)	App	Pro/App	Con	Con	Pro	Imp
6.4.	Performance Management & Appraisal Review Policy	App	Pro/App	Con	Con	Pro	Imp
6.5.	Disciplinary Policy		App	Con	Con	Pro	Imp
6.6.	Grievance Policy		App	Con	Con	Pro	Imp
6.7.	Capability Policy		App	Con	Con	Pro	Imp
6.8.	Whistle-blowing Policy		App	Con	Con	Pro	Imp
6.9.	Re-structuring & Redundancy Policy		App	Con	Con	Pro	Imp
6.10.	Employee Health & Safety Policy		App	Con	Con	Pro	Imp
6.11.	Academy times, terms and holidays			App	App	Con	Pro/Imp
6.12.	Adoption and review of Non HR Statutory Policies		Mon	App	App	Con	Pro/Imp
6.13.	Exclusions			Mon/App	Mon/App		App

	Task	Members	Board	LGB		AO	HT
				Effective Academy	Supported Academy		
6.14.	Appeals against Permanent Exclusion			App	App		Imp
6.15.	Complaints		Mon	Mon	Mon	Mon	Imp

## APPENDIX 4

### RISK MANAGEMENT POLICY

#### 1. Background

The Risk Management Strategy aims to ensure that the Trust complies with risk management best practice and sets out the current processes and responsibilities for risk management in the Trust.

1.1 The requirements of the strategy can be summarised as:

- Directors, Governors and Headteachers acknowledge responsibility for the system of internal control
- An ongoing process is in place for identifying, evaluating and managing all significant risks
- An annual process is in place for reviewing the effectiveness of the system of internal control
- There is a system in place to deal with internal control aspects of any significant issues disclosed in the annual report and accounts

1.2 In assessing what constitutes a sound system of internal control, consideration should be given to:

- The nature and extent of the risks facing the organisation
- The extent and categories of risk which it regards as acceptable
- The likelihood of the risks concerned materialising
- The organisation's ability to reduce the incidence and impact of the risks that do materialise

#### 2. Risk Management objectives

The objectives for managing risk across the Trust are:

- To safeguard high quality and effective education of the young people in our Academies;
- To safeguard the reputation and ethos of the Trust and the Academies and the principles upon which the Trust was founded;
- To recognise the common good in terms of the interests of the families in the communities served by the Academies and the pupils of the future;
- To comply with risk management best practice;
- To ensure risks facing the Trust are identified and appropriately documented;
- To provide assurance to the Trust Board that risks are being adequately controlled, or identify areas for improvement;
- To ensure action is taken appropriately in relation to accepting, mitigating, avoiding and transferring risks; and

- To prioritise and protect the Scheme of Delegation and the balance struck between central management and local responsibility.

### **3. Risk Management strategy**

The strategy aims to:

- Outline the roles and responsibilities for risk management.
- Identify risk management processes to ensure that all risks are appropriately identified, controlled and monitored
- Ensure appropriate levels of awareness throughout the Trust and its Academies

#### ***3.1. Roles and responsibilities***

The Local Governing Committees of each Academy have the responsibility to implement, monitor and verify such policies and procedures to facilitate an annual statement of compliance on those risks identified by the Trust Board. The Headteacher with school leadership team have overall responsibility for managing risk in their Academies. The Trust Board has primary responsibility for risk management processes and has responsibility for maintaining the Trust-wide Risk Register. This responsibility includes:

- Monitoring the performance of risk management processes
- Ensuring that appropriate controls are in place to manage identified risks
- Preparation of periodic reports to both the Finance & Audit Committee

The Risk Register is formally reviewed each term by the Trust Board. The Risk Register is a standing item on the Trust Board's agenda and the Directors will monitor the identification and mitigation of risk within the Trust. The Local Governing Committee will review the individual Academy's Risk Register and this will form part of the Local Governing Committee's report to the Trust Board.

#### ***3.2. Identification of risks***

Risk identification should be approached in a methodical way to ensure that all significant activities have been identified and all the risks flowing from these activities have been defined.

Our approach to risk management is linked to six key aims:

- Aspire, Accomplish, Achieve
- Outstanding staff, leadership and management

- Outstanding infrastructure
- Financial strength
- Inspiring and supportive culture
- Strong community and partnerships

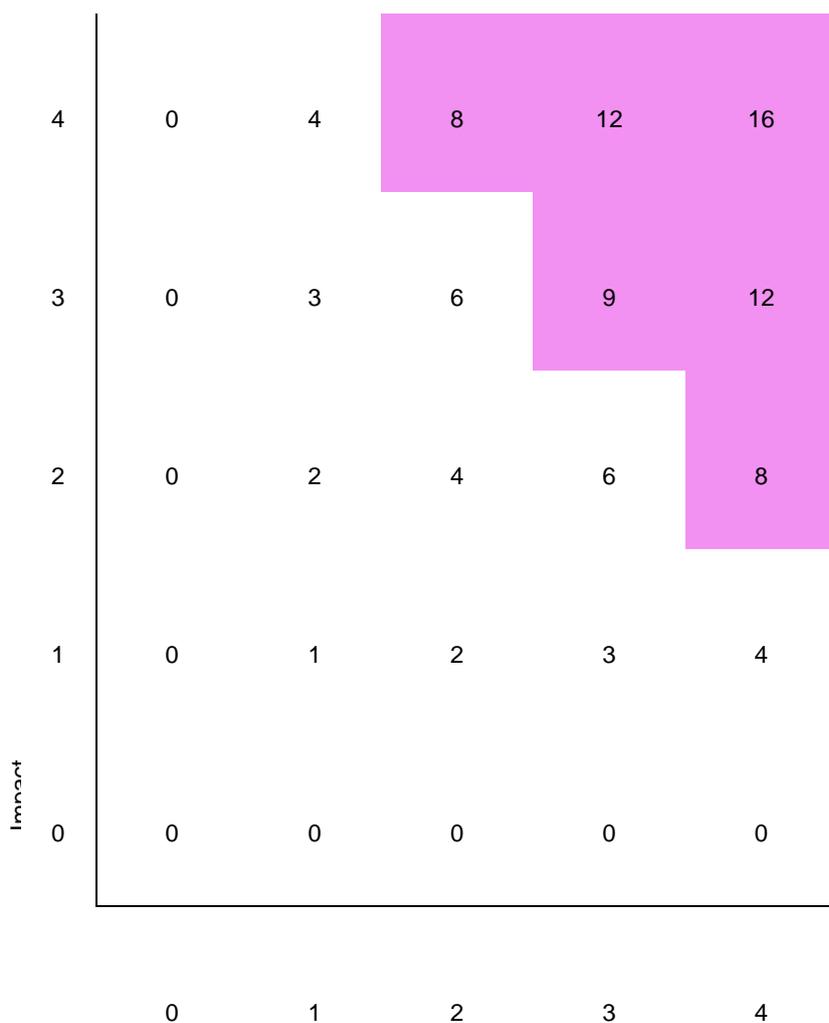
The structure and organisation of the Trust's risk register seeks to ensure that all significant objectives and activities have been identified and the risks associated with each area have been identified.

### **3.3. Evaluation of risks**

Risks should be evaluated against agreed criteria to make decisions about the significance of risks to the organisation.

The Trust uses a 5x5 matrix to assess impact and likelihood as illustrated in the diagram below:

The



Likelihood

**descriptors** for impact and probability can be expanded as follows:

***Impact of risk occurring***

Impact	Description
Critical (4)	The financial impact will be highly significant in excess of £100,000 Has a significant impact on both strategy and on teaching and learning Has significant stakeholder concern Can cause significant reputational damage to the Academy/Trust
Very High	The financial impact will be significant between £80,000 and £100,000 Has a significant impact on strategy or on teaching and learning Has significant stakeholder concern Can cause significant reputational damage to the Academy/Trust
High	The financial impact will be more than moderate between £50,00 and £80,000 Has more than a moderate impact on strategy or on teaching and learning

	Moderate to significant stakeholder concern Can cause reputational damage to the Academy/Trust
Medium	The financial impact will be moderate between £25,000 and £50,000 Has no more than a moderate impact on strategy or on teaching and learning Moderate stakeholder concern Can cause moderate reputational damage to the Academy/Trust
Low (0)	The financial impact is likely to be low below £25,000 Has a low impact on strategy or on teaching and learning Low stakeholder concern Is unlikely to cause any reputational damage to the Academy/Trust

### **Likelihood of risk occurring**

Likelihood	Description	Indicator
4	Likely to occur within the next 3 months	Potential of it occurring several times within a year period.  Has occurred recently
3	Likely in the next 6 months	Potential of it occurring several times within a 2 year period.  Some history of occurrence
2	Likely to occur within the next 12 months	Could occur more than once within a 3 year period.
1	Likely to occur within the next 3 years	Could occur but hasn't happened within the last 4 years
0	Likely in more than 3 years	Has not occurred  Is not likely to occur

### **3.4. Risk appetite**

The term risk appetite describes the Trust's readiness to accept risks and those risks it would seek to reduce. The Trust's risk threshold is the boundary delineated by the pink shaded area (represented by scores of 8 and above) in the risk matrix in paragraph 3.3. Above this threshold,

the Trust will actively seek to manage risks and will prioritise time and resources to reducing, avoiding or mitigating these risks.

### **3.5. Addressing risks**

When responding to risks, the Trust will seek to ensure that it is managed and does not develop into an issue where the potential threat materialises.

The Academy will adopt one of the 4 risk responses outlined below:

Treat	Counter measures are put in place that will either stop a problem or threat occurring or prevent it from having an impact on the business
Transfer	The risk is transferred to a third party, for example through an insurance policy.
Terminate	The response actions either reduce the likelihood of a risk developing, or limit the impact on the Trust to acceptable levels.
Tolerate	We accept the possibility that the event might occur, for example because the cost of the counter measures will outweigh the possible downside, or we believe there is only a remote probability of the event occurring.

## **4. Risk Reporting and Communication**

The aim of reporting risk is to provide assurance to the Directors, Governors, Headteachers and Auditors that the Trust is effectively managing its risks and has a robust system of internal controls.

### **4.1. Risk register**

The reporting mechanism will be the Trust's Risk Register. This will highlight the key risks facing the Trust, as well as a breakdown for each key strategic aim and individual academies contexts. The Risk Register will be monitored by the Trust Board on a termly basis.

Any significant changes in risk impact or probability, or the occurrence of an event which raises the profile of a risk will be recorded on the risk register as it occurs. Any new or increased risks identified by Directors, Governors, Headteachers or raised by any other member of staff will be evaluated and, if appropriate, recorded in the Risk Register.

### **4.2 Communicating Risks**

The Trust Board monitors the risk register each term. The Headteacher and their strategic senior team will ensure that any perceived new or increased risks or significant failure of risk management control measures are considered and reported to the Trust Board (or an officer designated by the

Trust Board, such as a member of the Trust's Executive Team) (and if appropriate any Audit and Risk Committee) along with a summary of actions taken.

Directors (or any designated officer) will endeavour to raise awareness that risk management is a part of the Trust's culture and seek to ensure that:

- individual members of staff are aware of their accountability for individual risks
- individuals report promptly to senior management any perceived new risks or failure of existing control measures.

#### **4.3 Annual risk review and assessment**

The Headteachers will review the risk reports and provide a termly assessment of the effectiveness of each Academy's management of risk.

The Executive Team will prepare an annual review of risk for the Trust Board annually. This will enable the Trust Board to consider:

- The significant risks facing the Trust holistically and each individual Academy
- The effectiveness of the risk management processes
- That the Trust has published a risk management strategy covering risk management philosophy and responsibilities

#### **5. Areas for improvement**

Any areas identified as being in need of improvement will be discussed and agreed each term at the Trust Board meeting.

## APPENDIX 5

### TERMS OF REFERENCE FOR THE FINANCE, AUDIT AND RISK COMMITTEES

#### 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 Headteachers 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 Headteachers 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 Headteachers 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 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 Headteachers 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 and the General Data Protection Regulation. 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 is 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 & Skills 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 spiritual guidance, oversight and regulatory function undertaken by the Bishop and the Diocesan Trustees in respect of the Trust and its Academies, acknowledging the Bishop's appointment of Directors and Governors and the contribution made by the Trust and its Academies to the costs of the Diocese in undertaking these functions.

## APPENDIX 7

### TERMS OF REFERENCE FOR THE LEADERSHIP GROUP

of the GOOD SHEPHERD CATHOLIC TRUST (“the Trust”)

TERMS OF REFERENCE FOR THE LEADERSHIP GROUP (“the Leadership Group”)

EFFECTIVE DATE JUNE 2018 REVIEW DATE AUTUMN TERM 2018/19

#### PURPOSE

The Leadership Group has been set up to provide a focus for discussion on policy and the strategic direction of the Trust. The Leadership Group will support the Trust Board and facilitate communication within the Trust, as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working.

#### MEMBERSHIP

All head teachers and Chairs of the Local Governing Committees will be invited to participate in the Leadership Group. Headteachers will meet twice a term and the full Leadership Group (i.e. including Chairs of the Local Governing Committees) will meet twice a year; in November and July.

Responsibility / Delegated Authority	Assessment
<b>Ethos and vision</b>	
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.	
Support the Trust Board in formulating 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.	

<b>Responsibility / Delegated Authority</b>	<b>Assessment</b>
<b>Strategic Leadership</b>	
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.	
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.	
<b>Curriculum and Standards</b>	
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.	
<b>Resources</b>	
Identify efficiencies through collaborative working.	

<b>Responsibility / Delegated Authority</b>	<b>Assessment</b>
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 TRANSITIONBOARD

[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 either be the Accounting Officer (or a person recommended by the Trust Board.

#### 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.

<b>Responsibility / Delegated Authority</b>	<b>Assessment</b>
<b>Ethos and vision</b>	
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, spiritual, 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.	
<b>Compliance and Leadership</b>	
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 ESFA Academy Financial Handbook in the performance of any duty.	
Ensure that at all times the Academy is meeting any legal requirements and duties.	
<b>Finance and Risk Management</b>	
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.	

<b>Responsibility / Delegated Authority</b>	<b>Assessment</b>
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 the systems of financial and risk reporting adopted by the Trust applicable 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.	
<b>Curriculum and Standards</b>	
<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"> <li>• any nationally recognised curriculum priorities and initiatives</li> <li>• the obligation to provide religious education, sex education and physical education</li> <li>• special educational needs</li> <li>• national testing and attainment targets, and</li> <li>• any teaching objectives and priorities adopted by the Trust Board for all Academies.</li> </ul>	
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.	
<b>Pupil Behaviour and Attendance</b>	

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.	
<b>Staff Recruitment</b>	
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 Headteacher/Headteacher and such other key leadership appointments as advised by the Trust Board.	
<b>Staff Appraisal and Performance Management</b>	
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 Headteacher/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 Headteachers/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 Headteacher/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.	
<b>Premises And Resources</b>	
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.	
<b>Delegation</b>	
The Intervention Board may delegate any powers and responsibilities to the Headteacher/Headteacher of the Academy, subject to any requirements of the Trust Board. The Intervention Board will ensure the gradual transfer of responsibility to the Headteacher/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.	

## APPENDIX 9

### THE GOOD SHEPHERD CATHOLIC TRUST

#### DIRECTOR CORE COMPETENCIES AND CODE OF CONDUCT

##### Introduction

As a charity and company limited by guarantee, The Good Shepherd Catholic Trust (the “Trust”) is governed by a Board of Directors (the “Directors”).

The Trust’s charitable purpose is the advancement of the Catholic religion and the Trust is accountable to the Bishop of Brentwood, the diocesan authority for the purposes of the academies and the religious authority for all matters. Notwithstanding whether a Director is appointed by the Bishop (i.e. as a Foundation Director) or by the Board of Directors, all Directors must comply with the wishes of the Bishop and fulfil the charitable object of the Trust. The Bishop is a Member of the Trust and appoints all other Members.

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

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

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

The Trust is an exempt charity whose Headteacher regulator is the Secretary of State for Education. Whilst this means the activities and constitution of the Trust are primarily determined by the Department for Education subject to the wishes of the Bishop, nevertheless the Trust is

subject to company law and charity law and occasionally the jurisdiction of the Charity Commission. The Directors therefore have both responsibilities as directors of a company and trustees of a charity.

### **Legal Duties of the Directors**

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

- To ensure compliance with any legal obligations;
- To report on the charity's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called Charity SORP);
- To fulfil the charitable object of the charity as set out in its constitution (the Articles of Association) and to act in a way which is compliant with the rules of the charity contained in the Articles;
- To act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- To act prudently in the financial management of the charity, avoiding putting any assets, funds or reputation of the charity at undue risk;
- To exercise reasonable care and skill, using personal knowledge and experience to ensure the charity is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

Under company law the Directors must avoid conflicts of interest and act prudently. There are specific legal duties where a company is insolvent or there is a threat of insolvency. More detail can be found in the [Academies Financial Handbook](#) and Directors must be especially careful where they may have a personal interest in a matter which involves the Trust. Directors must comply with the Trust's Conflict of Interest policy which will also address any specific requirements regarding trading with connected parties.

Directors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Directors to serve on the Board. Other than in relation to any Director who is employed by the Trust (not as a Director but to fulfil an executive function), the role of a Director is unpaid (except for the

reimbursement of reasonable expenses). No specific qualifications are required and Directors must be aged 18 or over.

Directors (other than Co-opted Directors) are appointed for a term of 4 years and can be reappointed on the expiry of such term provided that no Director is to be appointed for more than 3 terms of office.

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

The specific tasks and responsibilities of the Directors are as follows.

- To formulate the vision and ethos of the Trust, enhancing Catholic education, having regard in particular to the benefits of collaboration between the academies and the uniqueness of each as well as the needs of the communities they serve;
- To determine the Trust's strategic plan, having regard to the advice and recommendations of the Trust's executive officers and the needs of the academies articulated by the respective Local Governing Committees;
- To ensure that the Trust develops and regularly reviews a set of policies and procedures dealing with the following:
  - Human Resources/Employment
  - Audit & Risk Management
  - Governance/Scheme of Delegation
  - Health & Safety/Safeguarding
  - Operational Matters/Financial Management/Contingencies & Reserves
  - Data Control/Management
  - Complaints and Appeals
  - Legal Compliance
- To approve budgets for expenditure and to ensure there is transparency in any financial matters including reporting to regulatory bodies as required;
- To appoint and review the performance of the Trust's executive officers and academy

leaders and where responsibility for the latter is delegated to a senior executive officer to support he or she in appointing and managing all other leadership and executive posts;

- To monitor and evaluate the effectiveness of the Trust both in terms of systems and processes to support teaching and learning and to oversee the outcomes of teaching and learning across the Trust;
- To provide challenge and support to both executive officers and those with leadership responsibilities.

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

### **Core Competencies and Skills**

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

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

- To be ready to ask questions;
- To be focussed on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan [Seven Principles of Public Life](#).

### **Personal Qualities and Values**

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

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

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

### **Legal Requirements**

Individuals who are not able to make and to continue to make the following declarations may not serve as a Director and if appointed would then be automatically disqualified:

- I am not disqualified from acting as a charity trustee;
- I have not been convicted of an offence involving deception or dishonesty (ignoring any conviction that is legally regarded as “spent”);
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft;
- I have not used a tax avoidance scheme featuring charitable reliefs or using a charity to facilitate the avoidance;
- I am not an undischarged bankrupt;
- I have not made compositions or arrangements with my creditors from which I have not been discharged;
- I have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity;
- I have not been disqualified from serving as a company director or a governor of a school or to work with children;
- I am not included in the list of people considered by the Secretary of State for Education as unsuitable to work with children or young people;
- I am able to provide a valid Disclosure and Barring Service Certificate under the Protection of Freedoms Act 2012 which does not disclose any reason why I should be unsuitable for working with children.

### **Removal of a Director**

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

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

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

### **Review**

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

June 2018

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

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

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

### **Specific Duties**

The Chair's specific duties are to:

- Ensure the Bishop's wishes are fulfilled, liaising directly with the Diocesan Education Service and representatives of the Bishop;
- Provide a clear lead and direction for the Board in formulating and delivering the vision for the Trust;
- Build an effective team, attracting individuals to the Board with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to work of the Trust and driving school improvement across all academies;
- Ensure new Directors are properly introduced to the work of the Trust and the Board and to support their development as effective and valued members of the Board maximising their contribution to the Trust in doing so;
- Work closely with the Accounting Officer to ensure there is proper challenge and encouragement of Directors, executive officers and those with leadership responsibilities;
- Provide direct support to the Accounting Officer and take the lead in the recruitment and performance management of this role as well as the review of pay and conditions of service;
- Take a lead role in any decision to suspend or discipline the Accounting Officer;
- Ensure that school improvement is the focus of all policy and strategy for the Trust, reminding the Directors of this as often as necessary;
- Hold the Directors to account, ensuring the business of the Board is conducted efficiently

and effectively, chairing meetings ensuring all Directors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Board's effectiveness to the Members as required;

- Be available when there is a need to act quickly, taking, or supporting the Accounting Officer in taking, urgent action and making decisions, subject to subsequent ratification by the Board as necessary;
- Act a focal point and advocate for the Board, liaising as necessary with any regulatory body, the Local Governing Committee and those representing the wider community.

### **Specific Responsibilities**

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

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

the Accounting Officer are dealt with in a timely and effective manner.

### **Additional Skills**

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

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