

# THE DIOCESE OF WESTMINSTER ACADEMY TRUST

## SCHEME OF DELEGATION

EFFECTIVE DATE: 1<sup>st</sup> APRIL 2012

### 1. INTRODUCTION

#### 1.1 The Academy Trust

As a charity and company limited by guarantee, The Diocese of Westminster Academy Trust (the “Academy Trust”) is governed by a Board of Directors (the “Strategic Board”) who are responsible for, and oversee, the management and administration of the Academy Trust and the academies run by the Academy Trust. This Scheme of Delegation has been put in place by the Strategic Board from the Effective Date in accordance with the provisions of the Academy Trust’s Articles of Association (the “Articles”) and it should be read in conjunction with those Articles and any terms used in the Articles. This Scheme of Delegation will apply to all academies for which the Academy Trust is responsible (the “Academies”) and details for each individual academy, e.g. name, location, whether primary or secondary (or “all through”) and any specific matters relating to that academy will be set out in an Appendix to this Scheme of Delegation. Any reference to “the Academy” in this Scheme of Delegation will be a reference to the Academy so named in the relevant Appendix.

#### 1.2 Ecclesiology

The Academy 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 Academy Trust all governors directors and members of the Academy Trust recognise the Archbishop of Westminster as the Vicar of Christ, Chief Teacher and focus of unity in the Church of Westminster and will carry out those functions and responsibilities in full communion with him and in accord with the mind of the Church. Accordingly, the functions of the Academy Trust will be conducted in accordance with the following principles of subsidiarity, solidarity and support for the common good.

### 1.2.1 **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. Accordingly a local governing body (the “Governing Body”) is established to conduct each Academy (or federation of Academies) and to ensure its good governance. This Scheme of Delegation therefore aims to entrust to the Governing Body of each Academy (or, in the case of a federation, Academies) those functions customarily entrusted to a Governing Body of a Catholic voluntary aided school. The Governing Body shall be the “Advisory Body” for the Academy as required by the Master Funding Agreement entered into between the Academy Trust and the Secretary of State (the “Secretary of State”) governing the affairs of the Academy Trust (the “Master Funding Agreement”).

### 1.2.2 **Solidarity**

The Strategic Board and the Governing Bodies share a particular commitment to the mutual support of all Academies for whom the Academy 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 Strategic Board recognises and agrees to work in partnership with the consultative committee formed of representatives of each of the Academies (the “Academies Representative Body”), sharing experiences and working collaboratively for the benefit of all, whose purpose is to facilitate effective communication between the Strategic Board and the Academies and who shall be responsible for ensuring 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.

### 1.2.3 **The Common Good**

The Strategic Board and the Governing Bodies recognise their responsibility towards the common good, not just of the Academies for whom the Academy Trust is responsible and the Diocesan family of schools, but of all of the families and communities in the areas served by the Academy Trust. In light of the principle of common good, the Governing Body also acknowledges the desire and obligation on the Directors to put in place measures to ensure that

any Academy for whom the Academy Trust is responsible is supported when the need arises. Where this may have a financial impact on the Academies, any policy shall first be discussed with the Governing Bodies and their views taken into account in relation to the setting and implementation of any such policy.

### **1.3 Ethos and Mission**

As the Academies are Catholic schools, the Strategic Board and the Governing Bodies are accountable to the Archbishop of Westminster (the “Archbishop”) to ensure that each Academy is conducted as a Catholic school in accordance with the canon law and teachings of the Catholic Church so that at all times the Academy may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The Strategic Board and the Governing Bodies acknowledge that where land used by the Academy is held by the Diocesan Trustees, such use is also subject to the observance of the terms of the trusts upon which the land is held.

### **1.4 External Partnership**

The Directors serving from time to time on the Strategic Board are also accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice.

### **1.5 Levels of Responsibility**

1.5.1 This Scheme of Delegation explains the ways in which the Strategic Board fulfils its responsibilities as the board of trustees for the Academy Trust in relation to the strategic governance of the Academies. It sets out the respective roles and responsibilities of the Strategic Board and the Governing Bodies of the Academies and the commitments to each other to ensure the success of all the Academies for whom the Academy Trust is responsible.

1.5.2 The Governing Bodies are responsible for fulfilling a largely strategic role in the conduct of an Academy (or federation of Academies) in conjunction with a Principal (headteacher) who is responsible for the

internal organisation, management and control of the Academy (or federation of Academies).

- 1.5.3 The Strategic Board and the Governing Bodies facilitated by the Academies Representative Body will together determine how collective action and mutual support is to be organised and resourced.
- 1.5.4 The Governing Bodies of two or more Academies may decide to collaborate or pool resources to further the objects of the Academy Trust more efficiently, whether along Deanery lines or otherwise. The Strategic Board shall support and facilitate such collaboration. The Governing Bodies who are collaborating shall keep the Strategic Board informed of such collaboration in order to help the Strategic Board provide effective support.
- 1.5.5 The Strategic Board recognises the role that the Academies play in their communities and Governing Bodies are free to decide how such support and patronage is given. The Governing Body shall ensure that any support is not inconsistent with the objects of the Academy Trust and the restrictions on use of its charitable resources and any advice or restriction placed on the Academy Trust by the Secretary of State. The Governing Body shall ensure that any formal collaboration or support is appropriately documented and the details notified to the Strategic Board.

## **2. SCHEME OF DELEGATION AND ANNUAL REVIEW**

- 2.1 This Scheme of Delegation is to be reviewed on at least an annual basis and the Strategic Board may alter any provisions of it.
- 2.2 Before making changes to the framework Scheme of Delegation that applies to all Academies, the Strategic Board shall consult with the Academies Representative Body. In considering any material changes to the framework Scheme of Delegation, the Strategic Board will have regard to and give due consideration of any views of the Governing Bodies.
- 2.3 Any removal of the Scheme of Delegation for any individual Academy shall only be undertaken in accordance with the provisions of paragraph 7 headed "Intervention and Removal of Delegated Responsibility".

### 3. **DIRECTORS' POWERS AND RESPONSIBILITIES**

3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Academy Trust, including the establishing and running of schools and in particular the Academy as a Catholic school. This is largely exercised through strategic planning and the setting of policy. The performance of the Academies will be managed through business planning, the setting and monitoring of budgets, the monitoring of standards and the implementation of quality management and risk assessment processes. The Directors have the power to direct change where required.

3.2 The Directors have a duty to act in the fulfilment of the Academy Trust's objects. The Directors also have a duty to the Archbishop to uphold the object of the Academy Trust and to have regard to any advice of the Archbishop and to follow any directives issued by him.

### 4. **CONSTITUTION OF THE GOVERNING BODY**

#### 4.1 **Members of the Governing Body**

4.1.1 The number of people who shall sit on the Governing Body shall be not less than three but, unless otherwise determined by the Strategic Board, shall not be subject to any maximum.

4.1.2 The Governing Body shall have the following members:

4.1.2.1 foundation members, appointed under clause 4.2.12 the number of whom shall at all times exceed the number of other members serving on the Governing Body (including any co-opted members) by at least 2;

4.1.2.2 community members, appointed under clause 4.2.1;

4.1.2.3 staff members, elected or appointed under clause 4.2.2;

4.1.2.4 parent members, elected or appointed under clause 4.2.5;

4.1.2.5 the head teacher of the Academy (the "Principal"); and

4.1.2.6 any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the

“Secretary of State”) pursuant to clause 102c) of the Master Funding Agreement;

and the current composition of the Governing Body of the Academy shall be set out in the Appendix, a copy of which shall be lodged with the Strategic Board and the Director of Education of the Diocese as the Archbishop’s representative. No changes to the composition of the Governing Body shall be made without the consent of the Strategic Board and the Archbishop.

4.1.3 The Governing Body may also have co-opted members appointed under clause 4.3.

4.1.4 The Directors (all or any of them) shall also be entitled to serve on the Governing Body and attend any meetings of the Governing Body. Any Director attending a meeting of the Governing Body with the consent and at the direction of the Strategic Board shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Governing Body.

4.1.5 All persons appointed or elected to the Governing Body shall give a written undertaking to the Strategic Board and the Archbishop and the Diocesan Trustees to uphold the object of the Academy Trust.

## 4.2 **Appointment of members of the Governing Body**

4.2.1 The Governing Body may appoint persons to serve on the Governing Body as community members, having regard to:

4.2.1.1 any recommendations and views of the Strategic Board in relation to ensuring that the people serving on the Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning; and

4.2.1.2 if relevant, the nomination by any third party organisation from whom the Academy receives support or with whom it is working in partnership (ignoring for the avoidance of doubt the Diocese) of persons appointed to represent the views of such third party.

- 4.2.2 The Governing Body may appoint persons who are employed at the Academy to serve on the Governing Body through such process as they may determine, provided that the total number of such staff members (including the Principal) does not exceed one third of the total number of persons on the Governing Body. The positions held by those employed at the Academy (e.g. teaching and non teaching) may be taken into account when considering appointments.
- 4.2.3 Unless the Strategic Board agrees otherwise, in appointing persons to serve on the Governing Body who are employed at the Academy, the Governing Body shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services primarily to the Academy (excluding the Principal) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Governing Body.
- 4.2.4 The Principal shall be treated for all purposes as being an ex officio member of the Governing Body.
- 4.2.5 Subject to clause 4.2.9, the parent members of the Governing Body shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.
- 4.2.6 The Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of the Governing Body, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the Governing Body which is contested shall be held by secret ballot.
- 4.2.7 The arrangements made for the election of the parent members of the Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.

- 4.2.8 Where a vacancy for a parent member of the Governing Body is required to be filled by election, the Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 4.2.9 The number of parent members of the Governing Body required shall be made up by persons appointed by the Governing Body if the number of parents standing for election is less than the number of vacancies.
- 4.2.10 In appointing a person to be a parent member of the Governing Body pursuant to clause 4.2.9, the Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 4.2.11 The first parent and staff members of the Governing Body shall be those people who filled those positions on the Governing Body of the predecessor voluntary aided school at its closure (provided they remain eligible under this Scheme of Delegation), who shall serve on the Governing Body for the remainder of the terms of office for which they were elected to the predecessor Governing Body.
- 4.2.12 The foundation members shall be appointed by the Archbishop and in appointing foundation members the Archbishop shall have regard to the desirability of ensuring there is representation on the Governing Body from the parents of registered pupils at the Academy.

### 4.3 **Co-opted members of the Governing Body**

- 4.3.1 The Governing Body may appoint up to 3 persons to be “Co-opted” to the Governing Body. A person who shall be “Co-opted” to the Governing Body means a person who is to serve on the Governing Body without having been appointed or elected to serve on the Governing Body. The Governing Body may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the Governing Body would

exceed one third of the total number of persons serving on the Governing Body (including the Principal).

#### **4.4 Term of office**

4.4.1 The term of office for any person serving on the Governing Body shall be 4 years or such shorter period as the Archbishop shall notify in the case of any foundation member, save that this time limit shall not apply to the Principal who will serve for as long as he or she remains in office and persons who are “Co-Opted” to the Governing Body who shall serve for 1 year. Subject to clause 4.2.2 and to remaining eligible to be a particular type of member on the Governing Body, any person may be re-appointed or re-elected (including being “Co-opted” again) to the Governing Body.

4.4.2 A person shall serve for no more than 3 terms of office except with the consent of the Archbishop and the Diocesan Trustees.

#### **4.5 Resignation and removal**

4.5.1 A person serving on the Governing Body shall cease to hold office if he resigns his office by notice to the Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).

4.5.2 A person serving on the Governing Body shall cease to hold office if he is removed by the person or persons who appointed him. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Governing Body by a person or persons who appointed him, any failure to uphold the values of the Academy Trust and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account. A person (except a foundation member) may also be removed by the Strategic Board but only after the Strategic Board has given due regard to any representations by the Governing Body. This clause does not apply in respect of a person who is serving as a parent member on the Governing Body.

4.5.3 If any person who serves on the Governing Body in his capacity as an employee at the Academy ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the

Governing Body automatically on termination of his work at the Academy.

4.5.4 Where a persons who serves on the Governing Body resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Governing Body who shall inform the Strategic Board, the Archbishop and the Diocesan Trustees.

#### 4.6 **Disqualification of members of the Governing Body**

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

4.6.2 A person serving on the Governing Body shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

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

4.6.4 A person shall be disqualified from serving on the Governing Body if:

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

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

4.6.5 A person shall be disqualified from serving on the Governing Body at any time when he is subject to a disqualification order or a disqualification undertaking under the Academy Trust 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).

- 4.6.6 A person serving on the Governing Body shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 4.6.7 A person shall be disqualified from serving on the Governing Body if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 4.6.8 A person shall be disqualified from serving on the Governing Body at any time when he is:
- 4.6.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - 4.6.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
  - 4.6.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.6.9 A person shall be disqualified from serving on the Governing Body if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 4.6.10 A person shall be disqualified from serving on the Governing Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 72 of the Charities Act 1993.

- 4.6.11 After the Academy has opened, a person shall be disqualified from serving on the Governing Body if he has not provided to the chairman of the Governing Body a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Strategic Board to determine the matter. The determination of the Strategic Board shall be final.
- 4.6.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Governing Body; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Governing Body who shall inform the Strategic Board and the Archbishop.
- 4.6.13 This clause 4.6 and paragraph 2 of Schedule 1 shall also apply to any member of any committee of the Governing Body who is not a member of the Governing Body.

## **5. DELEGATED POWERS**

### **5.1 General Provisions**

- 5.1.1 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Academy Trust following a special resolution or any directives issued by the Archbishop, the management of the business of the Academy shall be delegated by the Directors to the Governing Body who may exercise all the powers of the Academy Trust in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation. No alteration of the Articles and no such direction shall invalidate any prior act of the Governing Body which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Governing Body by this Scheme of Delegation and a meeting of the

Governing Body at which a quorum is present may exercise all the powers so delegated.

- 5.1.2 In general terms, the responsibility of the Strategic Board in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy, including its religious character and designation as a Catholic school as determined by the Archbishop. The Strategic Board's responsibility is to consider and respond to strategic issues having regard to the principles of subsidiarity, solidarity and the common good. Whilst the Strategic Board is free to decide what constitutes a strategic issue, having regard to all the circumstances and the views of the Academies Representative Body, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors or the Strategic Board under this Scheme of Delegation, the responsibility for such matter will be that of the Governing Body.
- 5.1.3 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Governing Body and without detracting from the generality of the powers delegated, the Governing Body shall have the following powers, namely:
- 5.1.3.1 to expend certain funds of the Academy Trust as permitted by clause 5.3 in such manner as the Governing Body shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy and to invest in the name of the Academy Trust such part of the funds of the Academy Trust for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
- 5.1.3.2 to enter into contracts on behalf of the Academy Trust in so far as they relate to the Academy and are within the scope of the Governing Body's responsibility as set out in this Scheme of Delegation.

- 5.1.4 In the exercise of its powers and functions, the Governing Body may consider any advice given by the Principal and any other executive officer as well as the Strategic Board and the Archbishop.
- 5.1.5 Any bank account in which any money of the Academy Trust in so far as it relates to the Academy is deposited shall be operated by the Governing Body in the name of the Academy Trust. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Governing Body except where expenditure exceeds £150,000 in which case one of those signatories shall be either the Diocesan Financial Secretary or in his or her absence the chairman of the Directors.
- 5.1.6 No monies of the Academy Trust (whether or not authority to expend has been devolved to the Governing Body) shall be paid into any bank account other than a bank account authorised by the Strategic Board.

## 5.2 **Ethos and Values**

- 5.2.1 Whilst the Governing Body shall be responsible for ensuring that the Academy is conducted in accordance with its ethos and values referred to in clause 1, the determination of the Academy's ethos and mission statement shall be the responsibility of the Strategic Board who shall not make or permit the Governing Body to make any alteration to the religious character of the Academy or the conduct of the Academy as a Catholic school without the consent of the Archbishop and the Diocesan Trustees.
- 5.2.2 At all times, the Directors and the Governing Body shall ensure that the Academy is conducted in accordance with the object of the Academy Trust, the terms of the trust governing the use of the land which is used for the purposes of the Academy and any agreement entered into with the Secretary of State for the funding of the Academy.

## 5.3 **Finance**

- 5.3.1 In acknowledgement of the receipt by the Directors of funds in relation to the Academy; provided by the Secretary of State, donated to the company and generated from the activities of the Academy

Trust, the Strategic Board delegates to the Governing Body the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy. The Governing Body acknowledges the support provided by the Strategic Board and that certain costs will be incurred by it in undertaking its functions and meeting its responsibilities, in particular in relation to:

5.3.1.1 the production of corporate accounts for the Academy Trust and the auditing of those accounts;

5.3.1.2 ensuring appropriate insurances are in place and implementing a suitable risk management strategy; and

5.3.1.3 the functions of the Company Secretary and Responsible Officer (required for the purposes of the Master Funding Agreement).

There may be other services provided by the Strategic Board on either an optional or a non discretionary basis and these will be agreed with the Governing Body. In light of this, the Governing Body will be expected to meet a proportion of the costs incurred by the Strategic Board, which shall be determined by the Strategic Board on annual basis. The Strategic Board will on request make available to the Governing Bodies full details of the expenditure incurred by the Directors and will at the start of each academic year circulate a draft budget for the Strategic Board for discussion with the Governing Bodies. In light of the principle of subsidiarity but recognising the duties and responsibilities of the Directors, the Strategic Board is committed to keeping the levy for central support and functions to a minimum.

5.3.2 Whilst the Governing Body shall have the power to enter into contracts on behalf of the Academy Trust in so far as they relate to the Academy pursuant to clause 5.1.3, the Governing Body shall first obtain the written consent of the Strategic Board to any contracts or expenditure for any single matter above £150,000 (or such other amount as shall be notified by the Strategic Board to the Academy from time to time).

- 5.3.3 The accounts of the Academy Trust shall be the responsibility of the Strategic Board but the Governing Body shall provide such information about the finances of the Academy as often and in such format as the Directors shall reasonably require. The Governing Body acknowledges the need of the Strategic Board to co-ordinate the financial information of each of the Academies and in order to achieve efficiencies and to minimise the cost and risk of auditing, the Governing Body commits to supporting the long term aim of the Strategic Board to harmonise the financial management information systems adopted by the Academies.
- 5.3.4 The Governing Body 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 Master Funding Agreement are observed at all times as well as any requirements and recommendations of the Strategic Board and the Secretary of State as well as the Archbishop. For the avoidance of doubt the Strategic Board and the Governing Body acknowledge the restriction on borrowing contained in the Master Funding Agreement.
- 5.3.5 The Governing Body shall submit its annual budget to the Strategic Board at the times notified to it by the Strategic Board and will have regard to any views of the Strategic Board as to the appropriateness of such budget. The Governing Body shall inform the Strategic Board and the Archbishop and the Diocesan Trustees of any need for significant unplanned expenditure and will discuss with the Strategic Board (and others as the Strategic Board shall require) options for identifying available funding.
- 5.3.6 The Governing Body shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Academy Trust in so far as these relate to the Academy in order to ensure the long term sustainability of the Academy. The Governing Body shall comply with any risk management policy adopted by the Strategic Board and will provide such information about any areas of risk notified to the Strategic Board as the Strategic Board shall require from time to time. The Governing Body shall nominate one member of the Governing Body to fulfil the functions of the Responsible Officer in so far as it affects

the Academy and such person will liaise with the Academy Trust's Responsible Officer in order to ensure consistent financial risk management procedures are being adopted across all Academies.

5.3.7 The Strategic Board acknowledges the Governing Body's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the Governing Body for the purposes for which they have been raised and otherwise solely at the discretion of the Governing Body provided this is within the objects of the Academy Trust. Proper accounts will be kept by the Governing Body 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 Academy Trust to note these funds separately in the accounts of the Academy Trust.

5.3.8 Both the Strategic Board and the Governing Bodies acknowledge that the Archbishop and the Diocesan Trustees have no financial responsibility for the Academy Trust or any individual Academy in any situation.

#### 5.4 Premises

5.4.1 Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Governing Body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors and the Diocesan Trustees (as the case may be) as legal owners of such buildings and facilities.

5.4.2 The Governing Body shall in conjunction with the Strategic Board develop a 5 year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Governing Body's responsibility to ensure the buildings and facilities are maintained to a good standard.

5.4.3 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Strategic Board and the Diocesan Trustees.

5.4.4 Insuring the land and buildings used by the Academy will be the responsibility of the Strategic Board, who shall recover the cost from the budget delegated to the Governing Body to the extent the same is not otherwise reclaimed directly from the Education Funding Agency (or any successor body).

5.4.5 The Governing Body will notify the Strategic Board and the Diocesan Trustees as soon as reasonably practicable following the occurrence of an event in respect of which insurance has been obtained. The responsibility for notifying the insurers is the Governing Body. The Strategic Board and the Governing Body will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.

## 5.5 Resources

### 5.5.1 Principal

5.5.1.1 The Governing Body shall appoint the Principal any deputies and any reserve posts subject to first having obtained the consent of the Archbishop [and subject to the Directors subsequently ratifying such appointment – to be used for the geographical model only]. The Strategic Board and the Governing Body may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Strategic Board and the Governing Body and for the direction of the teaching and curriculum at the Academy).

5.5.1.2 The Governing Body shall ensure that the Principal is a practising Catholic in full communion with the Catholic Church.

### 5.5.2 Other Staff

5.5.2.1 The Governing Body shall be responsible for the appointment and management of all other staff to be employed at the Academy provided that the Governing Body shall:

- 5.5.2.1.1 comply with all policies dealing with staff issued by the Strategic Board from time to time;
  - 5.5.2.1.2 take account of any pay terms set by the Strategic Board;
  - 5.5.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Strategic Board;
  - 5.5.2.1.4 adopt appropriate and transparent procedures for the recruitment of staff;
  - 5.5.2.1.5 manage any claims and disputes with staff members having regard to and implementing where appropriate any advice and recommendations given by the Strategic Board or any insurer.
- 5.5.2.2 The Governing Body shall carry out or delegate to either the Principal and/or an appropriate committee (as appropriate) the performance management of all staff (including the Principal) and shall put in place procedures for the proper professional and personal development of staff.

## 5.6 Curriculum and Standards

- 5.6.1 The Governing Body shall be responsible for the development and review of the curriculum but shall have regard to any views of the Strategic Board in recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum. The Governing Body will provide opportunity for regular collective worship in accordance with the rites and tenets of the Catholic Church and will provide religious education in accordance with the teachings of the Catholic Church.
- 5.6.2 The Governing Body shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Strategic Board as they might issue from time to time. The Strategic Board shall monitor standards and achievements.

5.6.3 The Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no change will be made to the admissions criteria without the written consent of the Strategic Board and the Archbishop.

5.6.4 Any decision to expand or contract the Academy shall be that of the Strategic Board (subject to obtaining the written consent of the Archbishop) but who shall have regard to the views of the Governing Body.

## 5.7 **Business Activities**

5.7.1 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, would be the responsibility of the Governing Body, this shall only be undertaken in a manner consistent with any policy set by the Strategic Board (subject to any directions of the Archbishop and the obtaining of the consent of the Diocesan Trustees) 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 Academy Trust's charitable objects and any threat to funding provided by the Secretary of State.

## 5.8 **Regulatory Matters**

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

## 6. **OPERATIONAL MATTERS**

6.1 The Governing Body shall comply with the obligations set out in Schedule 1 which deals with the day to day operation of the Governing Body.

- 6.2 The Governing Body will adopt and will comply with all policies of the Strategic Board and the Archbishop communicated to the Governing Body from time to time.
- 6.3 Both the Directors and all members of the Governing Body 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 Academy Trust and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 6.4 The Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Strategic Board (and the Archbishop) from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 6.5 The Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Strategic Board may require from time to time.
- 6.6 The Governing Body shall submit to any inspections by the Directors and any inspections pursuant to section 48 of the Education Act 2005 and any additional canonical inspections and visitations of the Archbishop and any person appointed by him for the purpose of ensuring that the Academy is being conducted in accordance with canon law and is following the practices and teachings of the Catholic Church and in order to allow the Archbishop to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.

## **7. INTERVENTION AND REMOVAL OF DELEGATED RESPONSIBILITY**

- 7.1 The Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Strategic Board in the event that intervention is either formally threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Governing Body under this Scheme of Delegation in such circumstances.
- 7.2 Notwithstanding the above, the Strategic Board and the Governing Body acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Academy Trust and

the impact this may have on the ability of the Strategic Board to react when standards are falling and/or there is evidence of financial imprudence exposing the Governing Body and possibly more widely the Academy Trust itself to a threat of intervention. The Strategic Board and the Governing Body in such circumstances make the following commitments to each other:

- 7.2.1 to discuss openly any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State;
- 7.2.2 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;
- 7.2.3 to allow each other the opportunity to effect improvements at the Academy through directions to be issued to persons appointed either by the Governing Body (including the Principal) or the Archbishop (as the case may be) in relation to the governance of the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each or the religious character of the Academy;
- 7.2.4 not to remove or deny delegated authority without first agreeing to put in place for an appropriate period of time an interim executive board whose responsibility it will be to address the issues culminating in the threat of intervention, such interim executive board will be made up of an equal number of persons appointed by both the Strategic Board and the Governing Body and shall have power to act subject only to the guiding principles set out in the clause 1 and the fulfilment of the Object of the Academy Trust.
- 7.2.5 not as a Strategic Board to exercise any power to remove a Principal or to attend and vote at any meeting of the Governing Body at which this is to be discussed without first discussing the need to ensure that such power is being exercised appropriately and proportionately.

## SCHEDULE 1

### FUNCTIONING OF THE GOVERNING BODY

#### 1. CHAIRMAN AND VICE-CHAIRMAN OF THE GOVERNING BODY

- 1.1 The members of the Governing Body shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from among their number to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. Neither a person who is employed by the Academy Trust (whether or not at the Academy) nor a person who is at the time of election already a Director of the Academy Trust (except where such person is a Director by virtue of being the incumbent chairman) shall be eligible for election as chairman or vice-chairman, noting for the avoidance of doubt that once elected the chairman will be eligible to serve as a Director of the Academy Trust pursuant to the provisions of Articles 51 and 52.
- 1.2 Subject to paragraph 1.4, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 1.
- 1.3 The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Governing Body. The chairman or vice-chairman shall cease to hold office if:
- 1.3.1 he ceases to serve on the Governing Body;
  - 1.3.2 he is employed by the Academy Trust whether or not at the Academy;
  - 1.3.3 he is removed from office in accordance with this Scheme of Delegation; or
  - 1.3.4 in the case of the vice-chairman, he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chairman.
- 1.4 Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chairman or vice-chairman, the members of the Governing Body shall at its next meeting elect one of their number to fill that vacancy.
- 1.5 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair

for the purposes of the meeting.

- 1.6 Where in the circumstances referred to in paragraph 1.5 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of the Governing Body shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Academy Trust whether or not at the Academy nor a Director.
- 1.7 The clerk to the Governing Body shall act as chairman during that part of any meeting at which the chairman is elected.
- 1.8 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 1.9 The chairman or vice-chairman may only be removed from office by the Directors at any time or by the Governing Body in accordance with this Scheme of Delegation.
- 1.10 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Governing Body shall not have effect unless:
  - 1.10.1 it is confirmed by a resolution passed at a second meeting of the Governing Body held not less than fourteen days after the first meeting; and
  - 1.10.2 the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those meetings.
- 1.11 Before a resolution is passed by the Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the chairman or vice-chairman from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

## **2. CONFLICTS OF INTEREST**

- 2.1 Any member of the Governing Body who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a member of the Governing Body shall disclose that fact to the Governing Body as soon as he

becomes aware of it. A person must absent himself from any discussions of the Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).

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

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

2.4 Any disagreement between the members of the Governing Body and the Principal or any subcommittee of the Governing Body shall be referred to the Directors for their determination.

### **3. THE MINUTES**

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

3.1.1 all appointments of officers made by the Governing Body; and

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

3.2 The chairman shall ensure that copies of minutes of all meetings of the Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall promptly be provided to the Directors and the Archbishop when requested.

### **4. COMMITTEES**

4.1 Subject to this Scheme of Delegation, the Governing Body may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Governing Body but having regard to

any views of the Strategic Board. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Governing Body or Directors. The Governing Body may determine that some or all of the members of a subcommittee who are not Directors or who do not serve on the Governing Body shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present either are Directors or who serve on the Governing Body.

## **5. DELEGATION**

- 5.1 Provided such power or function has been delegated to the Governing Body, the Governing Body may further delegate to any person serving on the Governing Body, committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Governing Body may impose and may be revoked or altered. The terms of reference for any sub-committee of the Governing Body shall be consistent with any policy or statement of recommended practice issued from time to time by the Strategic Board.
- 5.2 Where any power or function of the Directors or the Governing Body is exercised by any subcommittee, any Director or member of the Governing Body, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Governing Body in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Governing Body immediately following the taking of the action or the making of the decision.

## **6. MEETINGS OF THE GOVERNING BODY**

- 6.1 Subject to this Scheme of Delegation, the Governing Body may regulate its proceedings as the members of the Governing Body think fit.
- 6.2 The Governing Body shall meet at least three times in every school year. Meetings of the Governing Body shall be convened by the clerk to the Governing Body. In exercising his functions under this Scheme of Delegation

the clerk shall comply with any direction:

- 6.2.1 given by the Directors or the Governing Body; or
  - 6.2.2 given by the chairman of the Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.
- 6.3 Any three members of the Governing Body may, by notice in writing given to the clerk, requisition a meeting of the Governing Body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 6.4 Each member of the Governing Body shall be given at least seven clear days before the date of a meeting:
- 6.4.1 notice in writing thereof, signed by the clerk, and sent to each member of the Governing Body at the address provided by each member from time to time; and
  - 6.4.2 a copy of the agenda for the meeting;
- provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.
- 6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Governing Body shall not be proposed at a meeting of the Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7 A meeting of the Governing Body shall be terminated forthwith if:
- 6.7.1 the members of the Governing Body so resolve; or
  - 6.7.2 the number of members present ceases to constitute a quorum for a

meeting of the Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.

- 6.8 Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.9 Where the Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the clerk to convene a meeting accordingly.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting of the Governing Body, and any vote on any matter thereat, shall be any three of the members of the Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Governing Body at the date of the meeting. If the Directors have appointed any additional members of the Governing Body pursuant to clause 4.1.2.5 of this Scheme of Delegation then a majority of the quorum must be made up of such persons.
- 6.11 The Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 6.12 The quorum for the purposes of:
- 6.12.1 appointing a parent member;
  - 6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;
  - 6.12.3 any vote on the removal of the chairman of the Governing Body;
- shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.

- 6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Governing Body shall have one vote.
- 6.14 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
- 6.15 The proceedings of the Governing Body shall not be invalidated by
- 6.15.1 any vacancy on the board; or
  - 6.15.2 any defect in the election, appointment or nomination of any person serving on the Governing Body.
- 6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Governing Body or of a subcommittee of the Governing Body, shall be valid and effective as if it had been passed at a meeting of the Governing Body or (as the case may be) a subcommittee of the Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Governing Body and may include an electronic communication by or on behalf of the Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Governing Body in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18, the Governing Body shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the Governing Body;
  - 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
  - 6.17.3 the signed minutes of every such meeting; and
  - 6.17.4 any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.18 There may be excluded from any item required to be made available in

pursuance of paragraph 6.17, any material relating to:

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

## **7. NOTICES**

- 7.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 7.2 A notice may be given by the Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such

member shall be entitled to receive any notice from the Governing Body.

7.3 A member of the Governing Body present, either in person or by proxy, at any meeting of the Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

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

## 8. **INDEMNITY**

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

## APPENDIX

### THE DIOCESE OF WESTMINSTER ACADEMY TRUST

#### THE GOVERNING BODY OF [NAME OF ACADEMY]

**Name of Academy**

**Address of Academy**

**Nature of Academy**

[Primary] [Secondary] [All Through]

**Local Authority**

**Details of any formal collaboration with another school**

[Sponsorship] [Federation]

**Composition of the Governing Body**

Principal

[ ] Foundation Members

[ ] Community Members

[ ] Parent Members

[ ] Staff Members

**Derogations from the Scheme of Delegation**