



The Rosary Trust – A Catholic Multi Academy

SCHEME OF DELEGATION

EFFECTIVE DATE: 1 October 2023

Winckworth
Sherwood

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1. INTRODUCTION AND EXECUTIVE SUMMARY

1.1 Introduction

- 1.1.1 The Rosary Trust – A Catholic Multi Academy (referred to herein as the “**Trust**”) was established on 1 September 2019 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 806852) and, by virtue of its charitable object “to.... advance the Catholic religion in the Diocese by such means as the Bishop may think fit and proper by establishing Catholic schoolsand with the approval of the Bishop other Academies” (i.e. schools which are not Catholic schools) is a charity. The Trust is not a registered charity but an “exempt” charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
- 1.1.3 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 1 October 2023 and it will be reviewed every two years, 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

The Trust aims to build a network of schools that will work together to provide a quality first Catholic education for all pupils.

The Trust will form a collaborative non-hierarchical model of organisation where leadership is distributed and schools form an equal partnership.

The individual character and uniqueness of each organisation within the Trust will be preserved with each school continuing to run with its own Principal, Head teacher or Head of School working closely with its own Local Governing Body.

This will be strengthened by the formation of a Leadership Group where leaders will engage deeply with, learn from and support each other.

Through collaboration the schools will benefit from opportunities such as: economies of scale, cross-school expertise, tailored support, being part of a larger community, school improvement, recruitment and retention, ITT, shared CPD and workforce development.

Pupils will be at the heart of all that we do.

- 2.1 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:

2.1.1 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.

2.1.2 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.

2.1.3 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.

2.1.4 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.

2.1.5 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.

2.1.6 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 “**Principal**” (executive headteacher, headteacher or head of school, as the case may be), who is responsible for the internal organisation, management and control of the Academy (or Academies where schools are federated or an executive arrangement is in place). The Trust Board will also delegate management responsibility directly to the Principals, who will report primarily to the Local Governing Committee but subject to the oversight exercised by the Trust Board.
- 3.1.6 The Trust Board has also set up a committee, the “**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 with sub groups being established on a location basis. 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. Principals will meet at least twice a term and the full Leadership Group (i.e. including Chairs of the Local Governing Committees) will meet twice a year; in the

autumn and in the summer. The agenda for the Principal 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 autumn meeting	Focus for summer meeting
<p>Collaboration</p> <p>Governor Skills Training and Development</p> <p>Cross MAT Governance Support</p> <p>Admissions/Need</p> <p>Curriculum</p> <p>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 Principals 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 may be determined by the Trust Board at a later stage, 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 principal functions of the Executive Team are:

- 3.4.3.1 to manage the conversion of schools to Academies. Prior to a school's conversion, the Executive Team will carry out relevant due diligence to establish the school's position and identify any actions required to address areas of weakness or opportunities for improvement (including the formulation of a 12 month strategic plan for the Academy (the "**Academy Action Plan**")), and, in conjunction with the 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 Principals and senior leadership teams within the Academies (including assisting with budget setting);
- 3.4.3.4 to facilitate the production of management information on the Academies and to support the production of the Trust's and the Academies' financial accounts;
- 3.4.3.5 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 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. The Trust will not be setting 'a top slice' but will share genuine expenditure.

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. Principals will meet 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 autumn and summer.

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 Principal (with the support of the Academy's senior leadership team) and submitting such for approval by the Trust Board, ensuring that the Academy works within its budget and the Academy's senior leadership team adopts and implements appropriate risk and financial management policies and practices including in particular any adopted by the Trust Board for application across all the Academies;
- 3.6.5.5 to support the Academy's Principal in the development and review (from time to time) of an appropriate staffing structure for the Academy, ensuring there is robust and accountable monitoring of the performance of staff and implementing all and any policies relating to staff adopted by the Trust Board;
- 3.6.5.6 to support the Trust Board in its monitoring and evaluation of the delivery of any central or shared services and functions provided or procured by the Trust for the Academies, reporting any issues or concerns to the Executive Team and, if necessary, the Chair of the Trust Board;
- 3.6.5.7 to promote the benefits of collaboration with the other Academies and to actively seek opportunities to work together either with the aim of improving economic efficiencies within the Academies or identifying and implementing best practice;
- 3.6.5.8 to develop effective links within the Academy's community, communicating openly and frequently as appropriate and 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 Principal of the Academy shall provide such information about the Academy, as often and in such detail and format as the Audit Committee shall reasonably require, in order to carry out an internal audit of the Academies in accordance with the requirements of the Academies Financial Handbook. Without prejudice to the above, the Principal shall provide management accounts in an approved format as requested by the Audit Committee. Currently the Government requires that these are created monthly. 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 Principal showing the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Trust to note these funds separately in the Trust accounts.

- 4.2.7 The Trust Board also acknowledges that from time to time the Academies themselves may seek to generate additional funds by undertaking certain activities, such as: lettings, the provision of sporting and recreational facilities, running a nursery and/or providing childcare, teacher training, leadership support, school improvement, providing and supporting ICT and other administrative services. In some cases and particularly where such activities do not fall within the charitable object of the Trust, these may need to be channelled through a trading subsidiary, decisions about which will be made by the Trust Board. Any income generated from such Academy activities (and/or gift aided by a trading subsidiary 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 Principal's. The Trust Board and the Principal will provide each other with all necessary information and assistance as may be helpful in the management of any claims.

4.3 Curriculum and Standards

- 4.3.1 The Local Governing Committee shall be responsible for the setting and review of the curriculum priorities for the Academy, but shall have regard to any views of the Trust Board in recognition of the Trust Board's obligation to the Secretary of State to provide a broad and balanced curriculum and to the Diocese in respect of the teaching of RE, 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 Principal 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 Principals 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:

Member of staff	Responsibility for investigation	Decision maker in respect of sickness absence, capability, disciplinary action and/or dismissal	Person/body to whom there is a right of appeal
Chief Executive Officer/ Strategic Lead/ Accounting Officer	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
Member of Trust Executive Team	Chief Executive Officer/ Strategic Lead/ Accounting Officer or nominee	Chief Executive Officer/ Strategic Lead/ Accounting Officer (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
Principal/ Headteacher/ Head of School	Chief Executive Officer/ Strategic Lead/ Accounting Officer or nominee with the involvement of the Diocesan Education Service and the Chair of the Local Governing Committee	Chief Executive Officer/ Strategic Lead/ Accounting Officer (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
Member of	Principal/	Chief Executive	Appeal Panel

Member of staff	Responsibility for investigation	Decision maker in respect of sickness absence, capability, disciplinary action and/or dismissal	Person/body to whom there is a right of appeal
School Leadership Team or School Business Manager	Headteacher/ Head of School	Officer/ Strategic Lead/ Accounting Officer	put in place by Trust Board, with involvement of Chair of Local Governing Committee
Any other member of staff	Senior officer nominated by Principal/ Headteacher/ Head of School	Principal/ Headteacher/ Head of School	Local Governing Committee

4.4.2 **Principal/Headteacher**

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

4.4.2.2 The appraisal and performance management of the Principals will be undertaken by the Local Governing Body. 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 Principal for the internal organisation, management and control of the Academy

including the implementation of all policies approved by the Trust Board.

4.4.2.4 Other Staff

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

- 4.4.2.5.1 implement and comply with all policies dealing with staff issued by the Trust Board from time to time;
- 4.4.2.5.2 take account of any pay terms set by the Trust Board;
- 4.4.2.5.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Trust Board;
- 4.4.2.5.4 adopt appropriate and transparent procedures for the recruitment of staff;
- 4.4.2.5.5 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;
- 4.4.2.5.6 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;
- 4.4.2.5.7 seek the advice of the Trust Board where any significant cost is contemplated either in relation to the appointment or resignation of a member of staff, including in relation to ill health retirement or the settlement of any claims or grievances;

4.4.2.5.8 not make any appointment of any reserve post (e.g. Head of RE) without involving the Diocesan Education Service.

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

4.5 Admissions and Exclusions

4.5.1 The Local Governing Committee shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no material change will be made to the admissions criteria without the approval of the Trust Board and the Diocese where relevant having regard to the statutory duties and responsibilities on the Trust and the Academy.

4.5.2 Any decision to expand the Academy shall be that of the Local Governing Committee but who shall have regard to 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 Principal to exclude any pupil and will be the appropriate body for reconsidering any decision to readmit required by any independent panel hearing.

4.6 Premises

4.6.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Committee (with management responsibility being

delegated to the Principal), who shall have regard at all times to the safety of the users of the buildings and the facilities and the obligations of the Trust to the Diocesan Trustee, as the legal owner of such buildings and facilities under the Diocesan Memorandum of Understanding.

- 4.6.2 The Local Governing Body shall work in collaboration with the Leadership Group 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 Principal will provide an [**Operational Risk Management Report**] in a format specified by the Trust Board. The current form of report is annexed to this Scheme as Appendix 4. The FRAC will update the Trust Risk Register at each meeting, at least termly and report to the Strategic 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 Principal will as soon as reasonably practicable advise the Chair of the Trust Board (and if appropriate a member of the Executive Team). These events will include the following (but shall not exclude any other event that falls within the generality of the circumstances described above):
- 5.1.3.1 any event leading to loss of life or critical injury on the premises of the academy or during an event off the premises organised or supervised by Academy staff;
- 5.1.3.2 any sexual or violent or illegal act against a child committed by any 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 Principal 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 **Principal** of the Academy;

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

6.1.1.3 at least 2 “**Parent Governors**”, elected by parents or carers of registered pupils at the Academy and being a parent or carer of a pupil at the Academy at the time when elected;

6.1.1.4 such number of “**Foundation Governors**” appointed by the Diocesan Bishop (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 sequestrated 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 Principal and the Chair of the Trust Board to ensure there is proper challenge and encouragement;

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

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

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

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

6.5.4.2 he or she is employed by the Trust whether or not at the Academy;

6.5.4.3 he or she is removed from office in accordance with this Scheme of Delegation; or

6.5.4.4 in the case of the Vice-Chair, he or she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of the Chair.

6.5.5 Where by reason of any of the matters referred to in paragraph 6.5.4, a vacancy arises in the office of Chair or Vice-Chair, the members of the Local Governing Committee shall at its next meeting elect one of their number to fill that vacancy.

6.5.6 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair shall act as the Chair for the purposes of the meeting.

6.5.7 Where in the circumstances referred to in paragraph 6.5.6. the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the members of the Local Governing Committee shall elect one of their number to act as a chair for the purposes of that meeting.

6.5.8 The clerk to the Local Governing Committee shall act as chair during that part of any meeting at which the Chair is elected.

6.5.9 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.

6.5.10 The Chair or Vice-Chair may be removed from office by the Trust Board at any time.

6.6 Committees and Further Delegation

6.6.1 Subject to this Scheme of Delegation, the Local Governing Committee may establish any subcommittee or working group to

advise and inform the Governors to support them in their decision making.

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

6.7 **Meetings**

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

working groups as the Local Governing Committee shall from time to time notify) shall be provided to the Chair of the Trust Board (and if required to the Diocese) as soon as reasonably practicable after those minutes are approved.

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

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

6.7.4.1 given by the Local Governing Committee; or

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

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

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

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

6.7.6.2 a copy of the agenda for the meeting;

provided that where the chair or, in his absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it

shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

- 6.7.7 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.7.8 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Committee shall not be proposed at a meeting of the Local Governing Committee unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7.9 A meeting of the Local Governing Committee shall be terminated forthwith if:
 - 6.7.9.1 the Governors so resolve; or
 - 6.7.9.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Committee in accordance with paragraph 6.9, subject to paragraph 6.11.
- 6.7.10 Where in accordance with paragraph 6.7.9 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the 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.
- 6.7.11 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 4th 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: 1st January 2012

Appendix 2



The Rosary Trust Financial Regulations & Financial Scheme of Delegation 2023-24

Document Detail	
Category:	Financial Management
Authorised By:	Finance, Risk & Audit Committee
Status:	Pending Approval
Chair of Trust Signature:	
Date Approved:	

Issue Date:	September 2023
Next Review Date:	September 2024

Summary of Changes September 2023

Section	Summary of Change
Authorisation and approval summary – approval of returns section	Updated to show there is just one budget forecast return to be completed each year and that this must be approved prior to submission by the board of trustees
2.23	Increased limit from £20k to £40k for when a related party transaction requires ESFA prior approval. This was a change in the Academy Trust Handbook 2023. Ensure authorisation and approval summary is updated as well
5.7	Added that the external auditor performance report which trustees must prepare for members could also give the recommendation of retendering as well as reappointing and dismissal
5.10	Taken out the suggestion that passwords to accounting systems could be changed termly as no longer considered best practice. Instead, best practice is to set a strong password

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Financial Scheme of Delegation/Authorisation & Approval Summary

Expenditure Limits/Ordering Procedures

If approval for a contract that spans more than one year, the limits below apply to the total value over the life of the contract not the per annum cost.

Process	Value	Delegated Authority
Order Approval	Up to £250	Finance Assistant
Order Approval	£251 to £500	School Business Manager/Bursar
Order Approval	£501 to £5,000	Deputy Head Teacher
Order Approval	£5,001 to £10,000	Head Teacher
Order Approval	£10,001 to £15,000	Local Governing Body
Order Approval	£15,001 to £20,000	Finance, Risk & Audit Committee
3 competitive quotations	£20,001 to £50,000	Trust Board
Formal Tender Process required	Over £50,000	Trust Board would usually oversee process in conjunction with a specialist
Find A Tender Procedure	Supplies and Services - £138,760 Works - £5,336,937	
Related Party Transactions	Over £40,000	ESFA approval required prior to entering into transaction. All related party transactions, regardless of value, must be reported to the ESFA

Cheque/Standing Order/Direct Debit/BACS Signatories

Value	Delegated Authority	Additional Guidance
To be completed with details as per the trust bank mandate – each school should amend		Ensure bank mandate is complied with

accordingly		
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Virement Approval

Value	Delegated Authority	Additional Guidance
Up to £10,000	Head Teacher	All virements must be recorded on a sequential numbered virement form and reported to the Full Governing body
Over £10,000	Local Governing Body	

Disposal of Surplus Stock, Stores & Assets

Value	Delegated Authority	Additional Guidance
Up to £500	Head Teacher	
£501 to £1,000	Local Governing Body	
£1,001 to £5,000	Trust Board	
Any value for freehold land and buildings or heritage assets	ESFA Approval/Notification	

Write off of Bad Debts

Value	Delegated Authority	Additional Guidance
Up to £100	Finance Officer	
£101 to £250	Head Teacher	
£251 to £1,000	Local Governing Body	
£1,001 to £45,000	Trust Board of Directors	
Over £45,000 or 1% of annual income, whichever is smaller	ESFA Approval	

Approval of Returns & Reconciliations

Return	Delegated Authority	Additional Guidance
VAT 126 Return or VAT return if registered	Chief Financial Officer	One VAT return must be prepared centrally for the whole trust
Bank Reconciliations	Head Teacher	To be prepared at least

		monthly
Funding Reconciliation	Finance Officer to prepare, Head Teacher to review	To be prepared at least monthly
Budget Forecast Return Outturn Budget Forecast Return 3Y	Chief Financial Officer to oversee, Chief Accounting Officer to approve	
Risk Register	Local Governing Body to prepare and review. Trust Board to monitor and review	
Register of Business Interests	Trust Board for Trust/Local Governing Body for schools	
Gifts and Hospitality Register	Trust Board for Trust/Local Governing Body for schools	
Business Continuity Plan	Trust Board for Trust/Local Governing Body for schools	
Schools Resource Management Self-Assessment Tool	Trust Board	

Other Monetary Limits

	Limit	Additional Guidance
Mileage Allowance	HM Revenue and Customs approved rate	
Petty Cash Imprest	£250	
Safe Cash/Cheque Limits	£5,000 Cash £250,000 cheques and other certificates, bonds, stamps as detailed in RPA rules £5,000 monetary not in a locked safe eg in transit or at an authorised employee's home	Put in details as per school insurance policy

Inventory Register	Items that are portable and attractive over £250	
Asset Register	Capitalisation limit £ 1,000	

The finance policies listed below should be read in conjunction with the trust's other financial management related policies and the government's Academy Trust Handbook;

- Accounting Policy
- Gifts and Hospitality Policy
- Reserves Policy
- Anti-Fraud and Irregularity Policy
- Risk Management Policy
- Investment Management Policy
- Whistle Blowing Policy
- Lettings Policy
- Trustees, Governors and Staff Expense Policy
- Bad Debt Policy
- Conflicts of Interest Policy

1.0 INTRODUCTION

- 1.1 The Rosary Trust Academy Trust Board of Directors (The Board) is the legal entity which is responsible for all the trusts academies. It is their duty to ensure that each academy operates efficiently, legally, judiciously and safely.
- 1.2 The purpose of these regulations is to ensure that the academy 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 The Trust's funding agreement with the Department for Education (DfE).
- 1.3 The academy trust must comply with the principles of financial control outlined in the Academy Trust Handbook published by the DfE. These regulations expand on that and provide detailed information on the trust's accounting procedures and systems and should be read by all staff and trustees involved with financial systems.
- 1.4 The general conditions that follow are subject to annual review and consideration by the Trust Board of Directors, whom must formally minute both the review and any subsequent amendments and approval each year.
- 1.5 The Trust Board of Directors confirms that failure to observe these conditions is considered a serious matter and might involve disciplinary procedures being taken against the individual concerned.

2.0 ORGANISATION

- 2.1 The academy trust has defined the responsibilities of each person involved in the administration of academy finances to avoid the duplication or omission of functions and to provide a framework of accountability for trustees, governors and staff. The financial reporting structure is illustrated below:

The Members

- 2.2 The members have a similar role to shareholders of a company. Their role is to be kept informed about trust business and should be 'eyes on and hands off'.
- 2.3 Members must not be employees of the trust or carry out any unpaid staff roles on a voluntary basis. There should be significant separation between individuals that are members and those who are trustees.

The Trust Board of Directors (The Board)

- 2.4 The Board have overall responsibility for the administration of the trust's finances and for maintaining the trust as a going concern. The main responsibilities of The Board are prescribed in the Funding Agreement between the trust and the DfE and in the academy's scheme of delegation. The responsibilities of The Board are as outlined in the scheme of delegation, terms of reference and also in the Academy Trust Handbook.
- 2.5 The trust board meets at least 6 times per year in accordance with the Academy Trust Handbook **or**
- 2.6 The trust board meets at least 3 times per year which is the minimum required by the ESFA.

The Finance, Audit and Risk Committee

- 2.7 The Finance, Audit and Risk Committee is a committee of The Board. The committee meets at least once per term, but more frequent meetings can be arranged if necessary. The main responsibilities of the Finance, Audit and Risk Committee are detailed in the written terms of reference which have been authorised by the board.

Accounting Officer

- 2.8 The academy trust has designated the Chief Executive Office as its Chief Accounting Officer. Whilst the Chief Accounting Officer has responsibility, under the board's guidance, for the trust's overall management and staffing, their appointment as Chief Accounting Officer confers specific responsibilities for financial matters. In particular, the Chief Accounting Officer is personally responsible to Parliament, and to the Accounting Officer of the ESFA, for the resources under their control, and must be able to assure Parliament and the public of high standards of probity in the management of public funds.
- 2.9 The essence of the role is a personal responsibility for:
- regularity – dealing with all items of income and expenditure in accordance with legislation, the terms of the trust's funding agreement and these regulations, and compliance with internal trust procedures. This includes spending public money for the purposes intended by Parliament;
 - propriety – the requirement that expenditure and receipts should be dealt with in accordance with Parliament's intentions and the principles of Parliamentary control. This covers standards of conduct, behaviour and corporate governance;
 - value for money – this is about achieving the best possible educational and wider societal outcomes through the economic, efficient and effective use of all the resources in the trust's charge, the avoidance of waste and extravagance, and prudent and economical administration. A key objective is to achieve value for money not only for the academy trust but for taxpayers more generally.

The Chief Accounting Officer also has responsibilities for keeping proper financial records and accounts, and for the management of opportunities and risks.

- 2.10 Whilst the Chief Accounting Officer is accountable for the academy trust's financial affairs, the delivery of the trust's detailed accounting processes will be delegated to the Chief Financial Officer.
- 2.11 The Chief Accounting Officer must advise The Board in writing if, at any time, in her opinion, any action or policy under consideration by them is incompatible with the terms of the Academy Trust Handbook or Funding Agreement (FA). Similarly, the Chief Accounting Officer must advise the board in writing if the board appears to be failing to act where required to do so by the terms and conditions of the Academy Trust Handbook or FA. Where The Board is minded to proceed, despite the advice of the Chief Accounting Officer, the Chief Accounting Officer must consider the reasons the board gives for its decision. If, after considering the reasons given by the board, the Chief Accounting Officer still considers that the action proposed by the board is in breach of the Academy Trust Handbook or FA, the Chief Accounting Officer must advise the ESFA's Accounting Officer of the position in writing.

Chief Financial Officer

- 2.12 The Chief Financial Officer works in close collaboration with the Chief Accounting Officer through whom she is responsible. The Chief Financial Officer also has direct access to the Directors via the Finance, Audit and Risk Committee. The main responsibilities of the Chief Financial Officer are as outlined in the post holder job description.

Local Governing Body (LGB)

- 2.13 Each academy will have an LGB who will work in close collaboration with the board and the academy trust's central staff. The LGB's responsibilities are as set out in the scheme of delegation and include the following:
- Review the annual budget before sending for approval to The Board
 - Determining the academy's financial priorities through the School Development Plan (SDP) and the Asset Management Plan (AMP)
 - Receiving monthly management reports, to facilitate the monitoring of the school's actual financial performance compared with budgeted priorities and cash flow, and to take remedial action as necessary
 - Making decisions on expenditure within the LGB delegated powers

- Making decisions on virements within agreed budgets, within the LGB delegated powers, and authorising any budgetary adjustments made.
- Ensuring the local Register of Business Interests is kept up to date and published on the school website
- Ensuring the gift and hospitality register is kept up to date
- Annually reviewing all on-going contracts
- Monitoring all spending and income received in the academy
- Ensuring that funding from the ESFA, Local Authority and other sources is used only in accordance with any conditions attached
- Receiving and commenting on the content of any audit report and monitoring the implementation of the agreed action plan
- Agreeing and determining appropriate charges for lettings of the premises, in line with the school's lettings policy
- Ensuring the school adheres to the policies and procedures as specified by The Board
- Ensuring the school has appropriate internal financial controls in place
- Reviewing and monitoring of budget projections / medium term financial plans to ensure the school's budget is realistic and any financial decisions are sustainable
- Declaring any connected party transactions or business interests
- Regularly updating and monitoring the local risk register and ensuring the implementation of any mitigating actions
- Ensuring the school has an up to date business continuity plan

- 2.14 The LGB confirms that the day-to-day financial management of the academy is delegated to the Head Teacher, subject to exceptions contained in these regulations. Throughout these conditions, delegation to the Head Teacher shall imply further delegation to the Deputy Head Teacher when the Head Teacher is not on the school site. Where the Head Teacher wishes to permanently delegate certain financial matters or activities, then the level of that delegation shall be notified in writing to the individual(s) concerned, reported to the LGB in writing and incorporated into these conditions.

Finance Officer (this is the key finance person operating in each school within the MAT)

- 2.15 For the purposes of this document the term Finance Officer (FO) refers to the person responsible for the day to day management of each individual academy's financial operations. Each academy should employ a suitably experienced FO to support the Head Teacher and LGB to manage and protect resources appropriately or alternatively make use of the support services provided by the academy trust.
- 2.16 The FO will work with the Head Teacher and Senior Leadership Team to ensure the academy's financial processes and finance policies are followed. They will be responsible

for the effective use of resources within their organisation and will notify the Head Teacher of any issues.

The Governance Professional (Clerk to the Board)

- 2.17 The academy trust will appoint a suitably qualified governance professional/clerk to the board who is someone other than a trustee, head teacher or CAO of the trust.

General Requirement

- 2.18 All employees of the academy are expected to act professionally and with integrity and follow the internal control framework and financial policies of the academy. All staff with financial management responsibilities should have access to the information and training required to perform their financial duties.

Register of Interests

- 2.19 It is important for anyone involved in spending public money to demonstrate that they do not benefit personally from the decisions they make. To avoid any misunderstanding that might arise all academy governors and staff with significant financial or spending powers are required to declare any financial interests they have in companies or individuals from which the academy may purchase goods or services. The register is open to public inspection.

The register should include all business interests such as directorships or shareholdings. The disclosures should also include business interests of relatives such as a parent or spouse or business partner where influence could be exerted over a governor or a member of staff by that person.

The existence of a register of business interests does not, of course, detract from the duties of governors and staff to declare interests whenever they are relevant to matters being discussed by the governing body or a committee. Where an interest has been declared, governors and staff should withdraw from that part of any committee or other meeting.

All Governors and academy staff must be given the opportunity to verbally declare previously undeclared interests, and any previously declared interests that may be relevant to the agenda, at every committee and Governing Body meeting.

In accordance with the Academy Trust Handbook the business interests of the trust's directors will be published on the academy's website and will be kept up to date at all times.

Trading with Connected Parties

- 2.20 In accordance with the Academy Trust Handbook, the following will apply to goods or services provided by individuals or organisations connected to the academy trust:

The trust must pay no more than 'cost' for goods or services provided by a connected party as defined by the Academy Trust Handbook.

The academy must ensure that any agreement with a connected party is procured through an open and fair process and is supported by a statement of assurance from the individual or organisation to the trust confirming that their charges do not exceed the cost of goods or services.

The 'at cost' requirement applies to any transactions for goods or services exceeding £2,500 cumulatively in a financial year.

Related Party Transactions

- 2.21 Trustees must ensure they avoid conflicts of interest, do not accept benefits from third parties and declare interests in proposed transactions and arrangements. No member, trustee, local governor, employee or related individual or organisation may use their connections for personal gain and no payments can be made to trustees unless permitted by the articles or by authority from the Charity Commission.
- 2.22 Trustees must report all transaction to related parties to the ESFA in advance of the transaction taking place, using the ESFA's on-line form.
- 2.23 Trustees must obtain ESFA's approval for related party transactions that are;
- novel, contentious and or/repercussive
 - the contract exceeds £40,000
 - a contract of any value that would take the total value of contracts with the related party beyond £40,000 in the same financial year

3.0 DAY-TO-DAY DELEGATION OF AUTHORITY

Expenditure Limits

- 3.1 The Head Teacher can authorise expenditure up to £10,000 on goods and services. Avoidance of obtaining higher authority by raising a sequence of smaller orders in place of one large order is not permitted.

The Head Teacher may also authorise higher levels of expenditure for utility charges provided the value authorised has been clearly documented and approved by The Board in the academy budget.

If the value to be authorised exceeds the Head Teacher's limit for goods and services, or the value set aside for utilities in the academy budget, then a higher level of approval is required, as specified below.

Authorisation for expenditure that is between the values of £10,001 and £15,000 must be referred to the LGB. The Chair of the LGB has authority to approve all such expenditure on behalf of the LGB.

Authorisation for expenditure above £15,000 must be referred to The Board.

Funding

- 3.2 The Finance, Audit and Risk Committee will ensure that information submitted to the DfE and ESFA that affects funding is accurate and complete.
- 3.3 The board of trustees will challenge pupil number projections and review these termly.
- 3.4 The FO at each school is responsible for reconciling the trust's funding budget entered on the academy's financial accounting system with the monthly funding information provided by the ESFA and other government agencies. This reconciliation should be completed on a monthly basis and reviewed by the Head Teacher.

Bad Debts

- 3.5 The write-off of debts owed to the school, can be approved as follows;

Up to £100 – Finance Officer

£101 to £250 – Head Teacher

£251 to £1,000 – Local Governing Body

£1,001 to £45,000 – Trust Board

£45,000 or 1% of total annual income – ESFA approval required

A sequence of smaller write offs, all within the above limits, to cover a larger write off is not permitted.

Write offs exceeding £1,000 must be reported to The Board.

Disposal of Assets or Adjustments to Academy Inventory

- 3.6 The Head Teacher can authorise the disposal / adjustment of recorded school inventory items up to the value of £250. Authority for disposals / adjustments above this amount but below £1,000 must be approved by the LGB. Disposals/adjustments above £1,001 must be referred to The Board. Any disposals of freehold land or buildings or heritage assets must be approved by the ESFA.

All disposals / adjustments must be formally recorded in the minutes of the meeting at which they were reported and discussed.

Mileage Allowances and Subsistence Claims

3.7 The academy will reimburse mileage expenses to individuals for business journeys at a rate in accordance with the limitations set out by HM Revenue & Customs. The claimant is entitled to be notified of this rate in advance of commencing their journey. The claimant must have suitable insurance in place to cover both the vehicle and passengers. A VAT registered fuel receipt must accompany every mileage claim, indicating that duty has been paid on sufficient fuel for the distance covered in order for the academy to be able to reclaim VAT.

- All expense claims are to be authorised by the Head Teacher
- The LGB or Trust Board must authorise all claims relating to the Head Teacher
- All expense claims are to be supported by VAT receipts (or other appropriate evidence of expenditure) which must be attached to the claim. Claims for subsistence can only be claimed to the maximum stated below
- Rates of subsistence will be paid at the rate and within the conditions that adhere to the Academy Trusts policy on travel and subsistence allowances

Breakfast	£5.00
Lunch	£7.50
Evening Meal	£15.00

- Claims for the purchase of alcohol will not be reimbursed
- The academy may not reclaim VAT without a proper VAT receipt

Receiving of Goods / Acknowledgement of Service

3.8 The person accepting the goods will be responsible for signing the delivery note to confirm the correct goods have been received. This will then be processed on the system by the FO who will record on the financial accounting system who has checked the goods.

Staff Appointments/Terminations

3.9 The Trust Board of Directors have approved a personnel establishment for the trust. Changes can only be made to the establishment with the express approval of the The Board who will also ensure that adequate budgetary provision exists for any changes.

3.10 The approval required for the appointment of staff or changes to contract is as follows:

Head Teacher Appointment	The Trust Board
All other staff	Head Teacher subject to the agreed establishment and budget constraints and in accordance with the Trusts recruitment and appointment policy
Chief Financial Officer	The Trust Board

3.11 All relevant forms and paperwork with regard to the appointment of, or amendment to contracts of staff should be sourced from the Catholic Education Service. All personnel pre-employment checks should be completed, and relevant clearances obtained for all staff before they start their employment.

3.12 The Board has authority to approve individual staff severance payments and compensation payments as per section 5.8 of the Academy Trust Handbook, providing the non-statutory/ non contractual element is under £50,000. Above £50,000 prior approval must be sought for the non-contractual element from the ESFA.

Payment of Additional Hours

3.13 With regard to staff overtime etc, the Head Teacher is authorised to incur expenditure up to the level agreed within the annual budget. Beyond this limit, authorisation can only be made by the LGB. No overtime should be undertaken without the prior approval of the Head Teacher.

Monitoring Salary Payments

3.14 It is the responsibility of the Finance Officer to ensure that systems are in place to record all staff contract details and that they are regularly updated to take account of new appointments, amendments and terminations of employment. This will ensure that all information on the academy's financial accounting system is correct and will avoid distortion of financial information.

Any payroll transactions relating to the Head Teacher will be authorised by the Trust Board.

Supply Staff

3.15

- a) All supply staff will be appointed by the Head Teacher or as otherwise directed by the Head Teacher. At the same time the appropriate commitment for the estimated costs incurred will be entered on to the academy finance system. It is the responsibility of the FO to ensure this is done.
- b) It is the responsibility of the individual member of staff to agree with their line manager the hours worked in the particular payment period. The line manager will then authorise the claim and forward it to the Finance Officer. If a dispute arises over hours claimed, the Head Teacher will be informed immediately.

Contract Approval

- 3.16 Any contractual commitment with a term of longer than 12 months, including lease agreements, will require the approval of The Board.

By law an operating lease is the only type of lease available to schools. These leases involve the school paying a rental for the hire of an asset for a period of time and have the character of a rental agreement. No other lease, such as finance leases or hire purchase, may be entered into by the school as this is a form of borrowing.

Insurance

- 3.17 Insurance cover for the academy will be arranged at Trust Board level. Insurance will cover will include:

Public Liability

Buildings and Contents

Terrorism

Business Interruption

Employer Liability

Hirers Liability

Governors Liability

Academy Journey

Personal Accident

Motor

Engineering

Cyber Security

If maternity or sick pay insurance is required, this will be arranged at local school level. Business continuity plans should be established in each school by the Head Teacher and FO and reviewed annually.

4.0 FINANCIAL PLANNING AND REVIEW

Budget Planning / Setting

- 4.1 The school's overall budget plans (both one year annual and multiyear forward financial plans) will be prepared by the Head Teacher and FO in consultation with the LGB. The budget will be prepared having regard to all known needs of the school including the School Improvement / Development Plan and the Asset Management Plan. It is the responsibility of the FO to ensure that all the required budgeting paperwork is signed by the LGB and submitted to The Board in accordance with the published timetable.
- 4.2 Detailed records will be kept of all information used in preparing the budget, including estimations of staffing requirements and calculations of all costs, cross referenced to the assumptions made.

- 4.3 The Chief Financial Officer and Finance Officers will be responsible for ensuring that the school has budget business plans in place for all trading activities e.g. catering, uniform sales, lettings etc. The business plan should clearly show the anticipated operating surplus or deficit. If a subsidy is required from the Delegated Fund to cover a budgeted deficit, then this must be formally approved by the LGB and recorded in the minutes of the meeting at which it was discussed and agreed. All budgeted business plans should be clearly linked to the School Development Plan.
- 4.4 The school budget will be reviewed by the LGB and submitted to The Board for final approval.
- 4.5 The approved budget should be promptly loaded onto the school's financial accounting system.
- 4.6 A copy of the signed budget plan is to be placed in the local minute file and a further copy retained by the Head Teacher.

Budget Monitoring

- 4.7 The FO will be responsible for monitoring actual income and expenditure against budget for each line item and producing and circulating appropriate reports to the LGB and Trust on a monthly basis. Urgent budget issues will be reported to the LGB immediately.
- 4.8 The FO will circulate monthly management accounts, including income and expenditure reports on an accruals basis, cash flow forecasts and balance sheets to the LGB and CFO, together with a written explanation of significant variances against budget, and with a projection of income and expenditure to the year-end.
- 4.9 The FO will prepare medium term financial forecasts, which will be consolidated by the CFO and presented to the board as least twice a year.

Resource Management

- 4.10 The trust will ensure that it manages its resources effectively. To support with fulfilling this responsibility they will ensure that the following is carried out;
- Carrying out regular benchmarking with other trusts in a similar context
 - Annually completing the Schools Resource Management Self Assessment Tool and preparing an action plan. The completed tool must be submitted to the ESFA by their required deadline
 - Engaging with the DfE's approved frameworks when procuring goods and services

- Ensuring each school's curriculum is integrated with the trusts financial planning strategy
- Ensuring each school's staffing structure is reviewing regularly and is integrated with the trusts financial planning strategy
- Ensuring the trust has an estate vision, strategy and asset management plan with appropriate provision in its budget to support this

Financial Returns

- 4.11 The CFO will be responsible for preparing all the financial returns required by the Education Skills Funding Agency. All returns will be completed in the required timescales.
- 4.12 In order to give a true and fair view the financial statements for the annual accounts must be prepared according to the requirements of the Companies Act 2006 and Regulations made under the Act, and applicable United Kingdom accounting standards. Academy Trusts must also prepare their accounts in accordance with the Statement of Recommended Practice - Accounting and Reporting by Charities (revised) ('the SORP'). They must also be prepared in accordance with the accounting policies agreed by The Board. A copy of the SORP together with accompanying information sheets, other Charity Commission guidance and legislation are available to view and download from the Charity Commission website at:
- http://www.charitycommission.gov.uk/Charity_requirements_guidance/Accounting_and_reporting/Preparing_charity_accounts/
- 4.13 The Trust Board is responsible for approving the academy's annual accounts and annual report and ensuring the annual accounts are audited and submitted to the Education Skills Funding Agency by the required deadlines. Details of the financial information required are as set out in the latest Accounts Direction for the year being reported.
- 4.14 In addition to submitting accounts to the Education Skills Funding Agency, under section 442 (2a) of the Companies Act 2006, accounts must be filed with Companies House within 9 months of the end of the accounting period.
- 4.15 The ESFA require the Academy to publish its Annual Accounts and Annual Report by 31st January. This will be done via the academy trust's website.
- 4.16 The trust's audited accounts must be provided to the members.

5.0 INTERNAL CONTROL

The objectives of Internal Control are to give the academy trust confidence that as far as is reasonably possible:

- a) the academy's accounting records are accurate and complete
- b) the financial procedures in operation minimise the risks of misappropriation of funds and assets
- c) the trust achieves best value

- 5.1 The Finance Officers are responsible for carrying out monthly bank statement reconciliations for all bank accounts within one week of receipt. All discrepancies are to be investigated immediately and reported to the Head Teacher and, if appropriate, the bank.
- 5.2 The Finance Officers are responsible for ensuring that VAT transactions are recorded accurately, and the VAT control accounts reconciled to support in the preparation of a central trust VAT return.
- 5.3 The trust board are responsible for ensuring that internal scrutiny audits take place to provide assurance that the internal controls are robust. The Board will commission an external provider to carry out audit internal scrutiny audits. The Board and the Local Governing Bodies will ensure that an action plan is drawn up to address any weaknesses identified and will review this on a regular basis. All internal audit reports will be reviewed by The Board.
- 5.4 The trust board or a delegated committee will approve the scope of the internal scrutiny work to be conducted per financial year. This will include financial and non-financial controls and a regular external review of governance.
- 5.5 The trust board must submit to the ESFA an annual summary of the internal scrutiny work that has been completed which includes areas reviewed, key findings, recommendations and conclusions by 31st December.
- 5.6 It is a legal requirement for the academy trust to prepare audited, consolidated accounts. The CAO and CFO will be required to ensure that up to date and accurate accounts are available and that year end processes are followed. The CFO and CAO will need to be available to support the statutory auditors in conducting their work.
- 5.7 The trustees will prepare an annual report that evaluates the performance of the external auditors, in accordance with the Academy Trust Handbook and makes a recommendation for the reappointment, retendering or dismissal of the auditors. Members are responsible for the appointment or removal of external auditors. The re-tender of external auditing services will take place at least every 5 years.

Separation of duties

- 5.8 It is the responsibility of the Head Teacher to ensure that key financial duties are properly separated between individuals. Functions to be separated between staff will include:
- a) Execution – the placing of an order and receipt of goods and services, and the charging and receipt of a fee
 - b) Authorisation – the authorisation of a transaction such as a purchase order and the payment
 - c) Payment – the raising of cheques / BACS and cheque / BACS signatories
 - 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

Accounting Arrangements

- 5.9 The financial transactions of the academy must be recorded in accordance with the academy trust's approved accounting policies and recorded on the accounting system. All transactions input into the accounting system must be authorised in accordance with the procedures specified in this manual.
- 5.10 Entry to the accounting system is password restricted.
- 5.11 Access to the component parts of the accounting system can be restricted and the CFO is responsible for determining access levels for all members of staff using the system.
- 5.12 The academy trust will have a standard chart of accounts which will be used by the individual schools. Requests to set up new ledger codes need to be made to the CFO. The FO can maintain their own cost centres to suit their own individual internal budget monitoring requirements.
- 5.13 The CFO is responsible for ensuring there is effective back up procedures for the accounting system.
- 5.14 The FO is responsible for ensuring the following reconciliations are carried out on a monthly basis and account balances reviewed.
- Debtor control accounts
 - Creditor control accounts
 - VAT control accounts
 - Payroll control accounts

- Bank
- Sundry creditors/accruals
- Sundry debtors/prepayment
- Suspense accounts
- Intra-company accounts
- Fixed asset accounts
- Any other balance sheet accounts as appropriate

Any unusual or long standing reconciling items should be brought to the attention of the
Chief Finance Officer.

6.0 ASSETS AND INVENTORY

6.1 The FO should ensure that all items which have a useful life and value lasting more than one year and which is above the de minimis level set in the trust's accounting policies (currently £1,000) are recorded on a fixed asset register and capitalised in the accounting system. The asset register should include the following information.

- asset description
- asset number
- serial number
- date of acquisition
- asset cost
- source of funding
- expected useful economic life
- depreciation
- current book value
- location
- supplier
- warranty information

Condition of the items should be reviewed annually, and adjustments made to the register if required.

Inventory

6.2 Each school in the trust will keep an inventory to:-

- Ensure proper physical control of academy equipment
- Provide a basis for insurance cover and claims if equipment is damaged or destroyed
- Provide an up-to-date record of the equipment available for teaching purposes
- Help the academy plan its equipment replacement programme

All portable items of equipment will be security marked with the name and postcode of the academy. If the academy chooses to use an invisible form of marking, then the item of equipment must carry a visible reference to the fact that the equipment has been security marked. Items not security marked are potentially not covered by insurance.

The following categories of inventory will be entered in the inventory register at the time of acquisition by the school:-

- All items valued at £250 or more at the time of acquisition or purchase, either individually or as a set
- Items below the value noted in (i) above but which are considered attractive and portable

- Items considered by the Head Teacher as being worthy of inclusion
- Items hired to or leased by the school, that match any of the above criteria
- will be included but identified accordingly

The inventory register will record the following information;

- Item description
- Serial number or asset reference number
- Date acquired
- Acquisition cost
- Asset location
- If item has been security marked
- Date of last physical check

The FO is responsible for maintaining the inventory register.

All inventory items recorded in the register will be checked annually by the Head Teacher or designated governor and certified as correct. Any adjustments arising from the physical check must be authorised as laid down in 3.5 above. Evidence of the annual check taking place will be by date and signature of the person responsible for the check on the inventory sheets used for the check. These sheets will be retained on file for at least 24 months to provide an audit trail for changes made to the register as a result of the check.

All authorised disposal of school inventory must be recorded, showing the method of disposal and the authority for such action (see Section 3.5).

A separate 'Off Site Register' shall be kept for all items loaned to members of staff and pupils. In the event of any items not being on site when the inventory is checked, reference shall be made to this on the documentation used for the inventory check.

7.0 BANKING ARRANGEMENTS

- 7.1 All decisions with regard to choice of banking service provider and subsequent banking arrangements will be made by The Board.
- 7.2 The LGB must ensure that the school bank accounts never become overdrawn. Any concerns regarding cash flow should be reported to the CFO.
- 7.3 The FO is responsible for carrying out monthly bank statement reconciliations for all bank accounts within two weeks of receipt. Any un-reconciled payments older than six months,

and unreconciled receipts older than one month, must be investigated and appropriate action taken.

7.4 Governors will wish to maximise income as far as possible and, where appropriate, a high interest or deposit account will be maintained, in addition to the normal current account. The LGB need to ensure compliance with the Trusts Investment Management Policy.

7.5 Direct Debit or Standing Order payment arrangements must be authorised by two of the following authorised signatories and retained on file for reference.

List in accordance with the bank mandate

A current bank mandate must be retained on file and the mandated signatories should be consistent with those detailed above.

7.6 A school may use BACS facilities to replace cheques. The principles and authorisation remain the same as for cheque payments.

7.7 BACS procedures and control are as follows:

- On initial set up the finance Officer will contact the supplier for written confirmation of their bank details, signed by 2 members of the company on their company headed paper
- On receipt of their bank details (or subsequent changes thereto) the Finance Officer will telephone the company to verify their bank details and will write/sign on the letter that this has been completed
- The bank details are then input into the Financial Accounting System and are double checked and signed off by the Head Teacher. This signed evidence of independent checking is to be retained for audit purposes
- On a monthly basis an audit trail report will be generated to show any suppliers bank details that have changed- all changes on this report are to be checked off against bank details provided by the supplier and authorised by the Head Teacher. This signed evidence is to be retained for audit purposes.
- All BACS payments generated on the accounting system, together with supporting invoices, will be signed individually by 2 approved signatures, in accordance with the bank mandate and the financial regulations, to confirm authorisation for payment.
- The BACS bureau procedures will be completed, ensuring the separation of duties are maintained. Payment advices are to be sent to each supplier.

7.8 When banking money received (either cash or cheques) the bank paying in slips will be completed in full, clearly showing the split between cash and cheques, and each cheque will be listed separately.

8.0 CONTRACT MANAGEMENT, PURCHASING AND PAYMENT PROCEDURES

- 8.1 A contract register will be maintained that details the contracts, service level agreements and any indemnities that each school has in place. Trustees will have oversight of the register(s) and be given the opportunity to challenge each school's plans for replacing goods and services that are due to expire shortly.
- 8.2 The trust is able to enter into indemnities which are within the normal course of business. Any indemnities which are not within the normal course of business will require ESFA approval. The trust will risk assess any indemnity clauses within contracts prior to entering into the contracts and will record details of these in the contract register(s).
- 8.3 Budget holders will be responsible for requesting the purchase of items or services from their own budgets and in accordance with their delegated limits.
- This will be done by the completion of an Internal Order Form which will be sent to the Finance Officer
- 8.4 On receipt of an order form a check will be carried out to determine that the appropriate budget has sufficient funds to meet the order. Where sufficient budgeted funds are identified the Finance Officer will raise an official sequentially numbered Purchase Order to send to the supplier/contractor. Reference will be made as appropriate to the procurement standards laid down by the academy trust.
- 8.5 Orders are to be authorised in accordance with the 'Authorisation Limits' set out in the front of these Regulations and section 3.1 of these Regulations.
- 8.6 If an order is placed verbally due to urgency an order form should be used to ensure that a commitment is promptly raised on the financial accounting system. It is not acceptable to wait until the invoice/ delivery note is received before entering a commitment onto the financial accounting system.
- 8.7 All invoices received will be checked against the original order for accuracy (and delivery notes where appropriate) and entered promptly on the academy's financial system.
- 8.8 The cheque signatories are any two from the following:-
input bank authorisation requirements as per mandate
- 8.9 The FO is designated to control cheques / BACS and must ensure that:

- a) A current bank mandate is kept on file and that the mandated signatories are consistent with those noted in 7.5 above
 - b) Cheque / BACS run / remittance reports are kept on file and are signed by at least one cheque signatory confirming an unbroken sequence of cheque number.
 - c) Spoiled cheques are cancelled on the financial system, defaced and retained on file to confirm that all cheques have been accounted for
 - d) All blank cheques are securely stored and properly accounted for
 - e) Blank cheques are not pre-signed
 - f) Where continuous cheque stationery is used, the approved format is complied with, in accordance with trust guidance
 - g) All raised cheques / BACS are entered correctly on the financial accounting system
 - h) Minimum remaining cheque levels are established with the bank
- 8.10 The Head Teacher must ensure that all prime financial records are retained for six financial years plus the current year and are stored in a secure and logical manner.
- 8.11 Cheques / BACS payments will be issued in accordance with the trading terms of the individual contractor or supplier since due regard must be taken of the 'Late Payment of Commercial Debts Regulations 2002'.
- 8.12 If discounts are available for prompt payment, then payments can be made immediately, having taken into account any loss of interest that might arise.
- 8.13 A copy of the computer-generated remittance advice relating to the cheque / BACS payment will be affixed to the original invoice.
- 8.14 Original invoices must be marked as paid to ensure duplicate payments are not made, together with details of the cheque number.
- 8.15 Copy invoices are not to be paid unless verified that payment has not previously been made. References back to the original order are to be made in every case. Once the checks have been made, the invoice should be signed to confirm this and endorsed "copy invoice not previously passed for payment".
- 8.16 Under no circumstances are payments to be paid against statements.
- 8.17 Where appropriate, adequate checks are to be made that the contractors employed for buildings work have Public Liability Insurance Cover, minimum value £5,000,000. It is the responsibility of the Headteacher/Principal to ensure that this is complied with.
- 8.18 For any order or purchase which is estimated to be less than £5,000 in value, for the supply of goods, materials or services, the budget holder must ensure value for money is obtained.

Orders and purchases between £5,001 and £50,000, will be subject to the receipt of at least 3 competitive quotations, documentary evidence of the various quotations must be obtained and attached to the purchase order and appropriately authorised. Where a quotation other than the lowest is accepted authorisation from the Local Governing Body is required. The trust will check the DfE's approved frameworks when carrying out procurement activity.

In accordance with agreed procurement standards, approval of contracts over £50,000 will only be made after following the tendering procedure. The Board will oversee all tendering processes on behalf of the trust.

Internet Purchases

- 8.19 At all times, the same rigour of internal control must be placed on internet purchases as is normally applied to standard procurement with regard to separation of duties, authorisation controls and independent management checking.
- 8.20 The Finance Officer will be authorised to place online purchases. The internet order must be raised in the name of the academy with the academy's address, not to an individual.
- 8.21 Requests should be made to the Finance Officer from the budget holder in the normal manner (section 8.4), an official order should be raised on the financial accounting system and authorised as specified (section 8.4). Where possible the official order number should be quoted on the internet order as a cross reference.
- 8.22 It is the responsibility of the FO to ensure the internet is the most appropriate means for procurement.
- 8.23 The preferred method of payment for internet purchases will be the request of an invoice from the supplier, which can be paid via the school's normal payment route.
- 8.24 Payment by an individual's personal credit card should only be considered when the above options have been exhaustively attempted and failed. The correct authorisation procedure for purchases should still be adhered to (section 8.4), and the academy retains the right to refuse to reimburse the individual if the school's procedures are not followed.
- 8.25 Reimbursement to individuals should be made in the normal manner upon production of an original invoice / receipt.
- 8.26 Supplier invoices, delivery notes and all relevant documentation should be obtained for all internet purchases and retained within the normal filing system (section 8.4). This is especially important if the school is to recover any VAT element.

- 8.27 All purchases should only be made from secure websites that the AFL has gained reassurance are safe and free from fraudulent activity. The use of online auction websites is not recommended.

Purchase Cards

- 8.28 Purchase cards may be issued by the academy to key staff members to purchase items for the school instead of using petty cash.

- Cards are issued in the academy's name
- Cards are held by the Head Teacher. The Head Teacher is authorised to use cards for online payments as detailed above
- Cards are kept in the academy safes when not in use
- Card purchases are subject to the academy's purchase/expenditure limits/procedures as detailed above
- Personal use is not permitted
- Prime documents will be retained for 6 years + current
- Internet purchase limits are detailed above
- Monthly statements are authorised by the Head Teacher. Any purchase card in the name of the Head Teacher will be signed by the Chair of Governors
- Misuse of purchase card by individuals must be reported to the Head Teacher or Chair of Local Governors

Tendering Procedures

Introduction to Tendering

- 8.29 Approval of contracts over £50,000 will only be made following the academy's tendering procedure. If the academy undertakes a high-value or EU-Qualifying purchase an Invitation to Tender will need to be issued as part of the process. An Invitation to Tender (ITT) is a pack of documents sent out to potential suppliers inviting them to submit a bid.
- 8.30 For more specialist or complex works and purchases, the academy may choose to appoint a professional third party to carry out the tender process on their behalf i.e. consultant, architect etc.). If a third party is used, it is expected to apply these regulations with the same rigour and ensure that the principles of the Office of Government Commerce (OGC) Procurement Policy and Standards Framework are adhered to.

Forms of Tenders

- 8.31 There are three forms of tender procedure: open, restricted and negotiated and the circumstances in which each procedure should be used are described below.

Open Tender: This is where all potential suppliers are invited to tender. The budget holder must discuss and agree with the Finance Officer how best to advertise for suppliers e.g. general press, trade journals or to identify all potential suppliers and contact directly if practical. This is the preferred method of tendering, as it is most conducive to competition and the propriety of public funds.

Restricted Tender: This is where suppliers are specifically invited to tender. Restricted tenders are appropriate where:

- there is a need to maintain a balance between the contract value and administrative costs
- a large number of suppliers would come forward or because the nature of the goods are such that only specific suppliers can be expected to supply the academy's requirements
- the costs of publicity and advertising are likely to outweigh the potential benefits of open tendering

Negotiated Tender: The terms of the contract may be negotiated with one or more chosen suppliers. This is appropriate in specific circumstances:

- the above methods have resulted in either no or unacceptable tenders
- only one or very few suppliers are available
- extreme urgency exists
- additional deliveries by the existing supplier are justified

Preparation for Tender

- 8.32 Full consideration should be given to the objective of project, overall requirements, technical skills required, after sales service requirements and form of contract. It may be useful after all requirements have been established to rank requirements (e.g. mandatory, desirable and additional) and award marks to suppliers on fulfilment of these requirements to help reach an overall decision.

Invitation to Tender

- 8.33 If a restricted tender is to be used then an invitation to tender must be issued. If an open tender is used an invitation to tender may be issued in response to an initial enquiry.

An invitation to tender should include the following:

- introduction/background to the project
- scope and objectives of the project

- technical requirements
- implementation of the project
- terms and conditions of tender
- form of response

8.34 **Aspects to Consider**

Financial

- Like should be compared with like and if a lower price means a reduced service or lower quality this must be borne in mind when reaching a decision
- Care should be taken to ensure that the tender price is the total price and that there are no hidden or extra costs
- Is there scope for negotiation?

Technical/Suitability

- Qualifications of the contractor
- Relevant experience of the contractor
- Descriptions of technical and service facilities
- Certificates of quality/conformity with standards
- Quality control procedures
- Details of previous sales and references from past customers

Other Considerations

- Pre sales demonstrations
- After sales service, warranties
- Financial status of supplier. Suppliers in financial difficulty may have problems completing contracts and in the provision of after sales service. It may be appropriate to have an accountant or similarly qualified person examine audited accounts etc

Tender Instructions

- 8.35 The invitation to tender should state the date and time by which the completed tender document should be received by the academy. Tenders should be submitted in plain envelopes clearly marked to indicate they contain tender documents. The envelopes should be time and date stamped on receipt and stored in a secure place prior to tender opening. Tenders received after the submission deadline should not normally be accepted.

Tender Opening Procedures

- 8.36 All tenders submitted should be opened at the same time and the tender details recorded. A separate record should be established to record the names of the firms

submitting tenders and the amount tendered. This record must be signed by both people present at the tender opening.

Two people should be present for the opening of tenders as follows:

Chair of the Trust Board and the Head Teacher.

Tendering Evaluation and Acceptance

- 8.37 The Board has set a minimum requirement of 3 tenders for fair evaluation purposes and in the interest of achieving best value. In any consideration of less than that number being received, The Board should consider whether this is sufficient and consider re tendering. Decisions to go ahead should fully document the justification.
- 8.38 The evaluation process should involve at least two people. Those involved should disclose all interests, business and otherwise, that might impact upon their objectivity. If there is a potential conflict of interest, then that person must withdraw from the tendering process.
- 8.39 Those involved in making a decision must take care not to accept gifts or hospitality from potential suppliers that could compromise or be seen to compromise their independence.
- 8.40 Full records should be kept of all criteria used for evaluation and a report should be prepared for the trust board highlighting the relevant issues and recommending a decision.
- 8.41 Where required by the conditions attached to a specific grant from the DfE / ESFA, their approval must be obtained before the acceptance of a tender.
- 8.42 The accepted tender should normally be the one that is economically most advantageous in terms of best value to the academy that meets all the requirements. All parties should then be informed of the decision. Where a tender other than the lowest has been accepted, the reasons for its acceptance must be documented and reported to the trust board. All decisions made must be justified and recorded as such in the minutes of that meeting for future reference.
- 8.43 A copy of the tender documentation should be held on site for easy reference as required.

- 8.44 Acceptance of any tender will be confirmed to the contractor in writing and no work shall be started until this has been done.
- 8.45 Any contracts awarded will include a paragraph to the effect that any contractor will be prohibited from transferring or assigning, directly or indirectly, any portion of the contract to any other person or contractor, without the written permission of the trust board.

9.0 PETTY CASH

- 9.1 Minor items of expenditure can be paid for or reimbursed to staff through the school's own petty cash system. The amount to be held (imprest) for petty cash disbursements should be agreed by the LGB but must not exceed £250.
- 9.2 Expenditure paid through petty cash should not exceed £25 on any one item, and not exceed £40 in any one week to one individual. Requests for amounts above this limit can only be authorised by the Head Teacher.
- 9.3 All purchases made through petty cash, regardless of size, should be pre-authorised by the Head Teacher. Purchases made by the Head Teacher must be pre-authorised by the Chair of Governors/Chair of Trust Board.
- 9.4 All payments made must be supported by a VAT receipt for the goods purchased, along with an appropriate voucher signed by the member of staff receiving the cash.

In order for the VAT to be recovered the VAT receipt needs to be scanned and attached to the journal entry to support in the completion of the central VAT return. In the absence of a scanned VAT receipt the expenditure needs to be coded as out of scope for VAT purposes.

- 9.5 All petty cash will be kept in a locked box in the safe and the Finance Officer will be responsible for its security.
- 9.6 The amount of petty cash held in the academy must be kept to a minimum and should never exceed £250 at any one time. The maximum amount of cash held in the school at any time must never exceed the insured limit for the safe as set by the school's insurance cover.
- 9.7 The Finance Officer will be responsible for the prompt entry of transactions onto the accounting system. The Finance Officer will be responsible for the monthly reconciliation of the petty cash. Expenditure plus cash in hand should equal the imprest. Documented reconciliations will be signed by the Head Teacher.

10.0 PAYROLL AND PERSONNEL PROCEDURES

- 10.1 All staff appointments, amendments to an employee's terms of employment and terminations of employment are to be made in accordance with the arrangements laid down in 3.9.
- 10.2 Neither the Head Teacher nor the Deputy Head Teacher can authorise amendments concerning their own pay and contract conditions. Changes to the Head Teacher's pay and contract conditions must be authorised The Board.
- 10.3 The board of trustees must ensure its decisions around executive pay follow a robust evidence-based process and are reflective of an individual's role and responsibilities. As per the Academy Trust Handbook the following process should be followed;
- The procedure for determining executive pay is agreed by The Board in advance and documented
 - Decisions around executive pay reflect independence and objective scrutiny and conflicts of interest are avoided
 - Factors in determining the level of pay are clear
 - Benchmarking has been carried out to ensure the level of pay reflects value for money and is relative to the public sector market
 - The process and rationale are all clearly documented.
- 10.4 The trust will publish on its website, in a separate readily accessible form, the number of employees whose benefits exceeded £100k, in £10k bandings, as an extract from the disclosure in its financial statements for the previous year ended 31 August.
- 10.5 The FO has responsibility for checking and reconciling actual monthly payroll payments and deductions to those expected and committed.
- 10.6 Payments made each month to the Payroll Service Provider and payments made to outside staff agencies are to be debited against the relevant budgets and credited to the payroll control accounts. After the appropriate BACS transfers and the corresponding entries in the payroll control accounts and the academy bank accounts have been made, any balance remaining in the payroll control accounts must be reconciled, and appropriate explanations documented. It is the responsibility of the FO to ensure that this is done.
- 10.7 Each month the FO will reconcile back to the bank statement all payments for salaries, BACS, and other salary related payments.
- 10.8 Each month the FO will check a sample of the personnel records maintained by the academy to the payments actually made by the Payroll Service Provider. It is expected that over the course of a year, every member of staff would have had his/her salary

payment checked against personnel records at least once. It is the responsibility of the CFO to ensure this is done.

- 10.9 Copies of all individual notifications to the Payroll Service Provider will be filed by the Finance Officer in the personal file of the staff member concerned and kept secure.

11.0 INCOME

General

- 11.1 It is the responsibility of the Finance Officers to ensure that all income due to the academy has been received, banked and that all income due to the academy is collected and reconciled to its financial accounting system.
- 11.2 All income received should be recorded immediately on the academy's daily record books and entered onto the academy's financial accounting system. The collection record should contain the amount received, the name of the person / organisation making the payment, the date the payment is received, and the method, i.e. cash or cheque.
- 11.3 All income received by the academy should be banked at a minimum weekly and in full. The insurance policy cover for cash and cheques held on site must not be exceeded. However, if a high level of income is expected e.g. proceeds from a fete, the insurer must be informed to obtain additional short term cover, and the income must then be banked as soon as is practicable.
- 11.4 Personal cheques should not be cashed.
- 11.5 When income is banked the collection record must be totalled in value in order to provide a clear cross reference to the value entered on the bank paying in slip. The bank paying in slip number should then be entered onto the income collection record to assist in providing a clear and simple audit trail.
- 11.6 When banking money received (either cash or cheques) the bank paying in slips will be completed in full, clearly showing the split between cash and cheques, and each cheque will be listed separately, either on the bank paying in slip, or the Cash Analysis Sheet.
- 11.7 Income received by the academy will be acknowledged to the payer by either i) issue of a receipt when the value of the payment exceeds £50 or, ii) by the collector signing an official collection record i.e. Residential Trip Payment Card. No category of income

should be excluded from the issue of a receipt e.g. academy meals. Copies of receipts issued should be retained for future reference, e.g. to resolve a dispute over payment.

Custody

- 11.8 Where required, official, pre-numbered academy receipts should be issued for all cash and cheques received where no other formal documentation exists. All cash and cheques must be kept in the safe prior to banking.
- 11.9 Monies collected must be banked in their entirety (intact) in the appropriate bank account. The Finance Officer is responsible for preparing reconciliations between the sums collected, the sums deposited at the bank and the sums posted to the accounting system and related system generated reports. The reconciliations must be prepared promptly after each banking and must be reviewed and certified by the Head Teacher.

Automated On- Line Payments

- 11.10 When setting up a contract with a new supplier for provision of an on-line payment system, consideration should be given to the following areas:
- i) Basis of fees payable to the company
 - ii) Complete audit trail and facility of income reconciliation of totals received
 - iii)) Reminder facilities to chase up overdue amounts

Any contract for the services of an online parental payment system Service Provider will be reviewed regularly to ensure that the academy is getting value for money and that the provider is giving an adequate service. A copy of the contract should be held in academy.

12.0 RISK MANAGEMENT

- 12.1 The trust board has overall responsibility for risk management and must not delegate overall responsibility to a committee. The trust board must maintain a risk register. The Local Governing Body will support the trust's risk management strategy by ensuring that they prepare a local risk register which is regularly maintained and submitted for monitoring to The Board. It should identify significant risks and the member of staff responsible for managing it. A copy of the register should be presented to the LGB at every meeting. Termly a copy should be forwarded to The Board.

- 12.2 Where risks arise that threaten the reputation of the academy trust or the financial viability of the academy, they should be notified to The Board immediately.

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 Chief Executive Officer/Strategic Lead/Accounting Officer (or designated member of the Leadership Group) (**“CEO”**)
5. Principal/Headteacher/Head of School (**“HT”**)

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

	Task	Members	Board	LGB		CEO	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		CEO	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.	Finance						
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		CEO	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.	Strategy, Performance and Expansion						
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		CEO	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.	Staffing						

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
4.1.	Determine Trust executive staff structure and grades	Mon	App			Pro/Imp	
4.2.	Determine Academy staff structure and grades		Mon/App	App	Con	Con/Pro	Pro/Imp
4.3.	CEO 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 CEO	Mon	Imp				
4.8.	Performance Management of Executive Headteacher/Principal/Headteacher/Head of School/SLT	Mon	Mon/App	App	Con	Con/Pro	
4.9.	Suspension of CEO/Executive Team/Executive Headteacher/Principal/Headteacher/Head of School	Mon	App	Con	Con	Pro	
4.10.	Dismissal of CEO/Executive Team/Executive Headteacher/Principal/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
4.12.	Redundancy of staff		App	Pro	Con	Pro/Con	Imp

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
4.13.	Restructuring of staff		App	Pro	Con	Pro/Con	Imp
5.	Land and Contracts						
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.	HR and Policies						
6.1.	Pay & Remuneration Policy	Con	App	Con	Con	Pro	Imp
6.2.	Job Role Salary & Grading Policy		App	Con	Con	Pro	Imp

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
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
6.14.	Appeals against Permanent Exclusion			App	App		Imp

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
6.15.	Complaints		Mon	Mon	Mon	Mon	Imp

Appendix 4



The Rosary Trust A Catholic Education Trust

Risk Management Policy

Document Detail	
Category:	Financial Management
Authorised By:	Financial Risk and Audit Committee
Status:	Pending approval
Chair of FRAC Signature	
Date Approved:	

Issue Date:	October 2023
Next review date:	October 2024

Summary of Changes October 2023

Section	Summary of Change
Authorised by	Updated to Financial Risk and Audit Committee from Strategic Board.

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6	System of Internal Control	5
7	The Board of Trustees Annual Review of Effectiveness	5

1. Introduction

- 1.1 The Risk Management Policy explains The Rosary Trust's (The Trust) underlying approach to risk management. It sets out the key aspects of the risk management process and identifies the main reporting procedures. The policy is reviewed and amended, if appropriate, on an annual basis by the Board of Trustees.

2. Purpose

- 2.1 This Risk Management Policy forms part of The Trust's internal control and governance arrangements.
- 2.2 The policy explains The Trust's underlying approach to risk management. It sets out key aspects of the risk management process and identifies the main reporting procedures.
- 2.3 It describes the process the Board of Trustees will use to evaluate the effectiveness of the Academy's internal control procedures.

3. Approach to Risk Management

- 3.1 The following key principles outline The Trust's approach to risk management:
- As the principal executive and policy-making body, the Board of Trustees is responsible for risk management.
 - The Board of Trustees is responsible for maintaining a sound system of internal control that supports the achievement of policies, aims and objectives, while safeguarding the public and other funds and assets for which it is responsible, in accordance with the Funding Agreement and the Academies Financial Handbook issued by the Department for Education.
 - There should be an open and receptive approach to resolving risk issues.
 - The Trust committees, and Local Governing Bodies will have risk management as a standard agenda item and will escalate any risk management issues to the Board of Trustees as required.
 - The Trust makes conservative and prudent recognition and disclosure of the financial and non-financial implications of risks.
 - All members of the Board of Trustees, Local Governing Bodies and Academy Leadership & Management Teams are responsible for encouraging and implementing good risk management practice within their establishments.

- Early warning mechanisms will be put in place and monitored to alert the Board of Trustees to any risk events or near misses so that suitable remedial action can be taken to manage such risk positions.

4. Role of the Board of Trustees

4.1 The Board of Trustees has a significant role to play in the management of risk. Its role is to:

- Set the tone and influence the culture of risk management within The Trust. This includes:
 - Determining whether The Trust is 'risk taking' or 'risk averse' as a whole or on any relevant individual issue.
 - Determining what types of risk are acceptable and which are not.
 - Setting the standards and expectations of employees with respect to conduct and probity through defined policies and procedures.
- Determine the appropriate risk appetite or level of exposure for The Trust.
- Determine The Trust's risk prioritisation protocol through the application of risk assessment criteria by review of the key risk report/grid.
- Approve major decisions affecting The Trust's risk profile or exposure.
- Monitor the management of key risks.
- To be satisfied that other risks are being actively managed, with the appropriate level of controls in place and operating effectively.
- Review annually the Academy Trust's approach to risk management and approve changes or improvements to key elements of its processes and procedures.

5. Role of Local Governing Bodies

5.1 Key roles of the Local Governing Bodies are to;

- Implement policies on risk management and internal control.
- Identify, evaluate and mitigate the key risks faced by each Academy.

- Provide adequate information in a timely manner to the Board of Trustees on the status of risks and controls.
- Assist the Board of Trustees to undertake an annual review of risk management and the effectiveness of the system of internal control.
- Embed risk management as part of the system of internal control.

6. System of Internal Control

6.1 The system of internal control incorporates risk management. It encompasses a number of elements that together facilitate an effective and efficient operation, enabling The Trust to respond to a variety of risks. These elements include:

- **Policies and Procedures**
To enable management of key risks there are a series of policies that underpin the internal control process. These policies are set by the Board of Trustees. Written procedures support the policies where appropriate.
- **Development Planning and Budgeting**
The development planning and budgeting process is used to set objectives, agree action plans, and allocate resources. Progress towards meeting development plan objectives is monitored regularly.
- **Risk & Control Reporting**
Key risk reporting is compiled and helps to identify, assess and monitor risks significant to The Trust. The Key Risk Report is formally reviewed as a minimum termly but emerging risks are added as required and improvement actions are monitored regularly.
- **External Audit**
External audit informs the Finance, Risk and Audit Committee on the operation of the internal financial controls reviewed as part of the annual audit.
- **Internal Audit**
The Board of Trustees will ensure that internal audit work is carried out every year. The programme of works will be agreed by the Finance, Risk and Audit Committee and will be informed by external audit reports, the risk register, other external consultant reports and information from the Chief Finance Officer.

7. The Board of Trustees Annual Review of Effectiveness

7.1 The Board of Trustees will undertake an Annual Review to consider:

- Whether risk management continues to be linked to the achievement of The Trust's objectives;
- The appropriate risk appetite or level of exposure for The Trust as a whole;
- Whether risk review procedures cover fundamental strategic and reputational, operational, compliance, financial and other risks to achieving The Trust's objectives;
- Whether risk assessment and risk-based internal control are embedded in ongoing operations and form part of its culture;
- Changes in the nature and extent of fundamental risks and The Trust's ability to respond to changes in its internal and external environment since the last assessment;
- The scope and quality of management's on-going process of monitoring the system of internal control including such elements as the effectiveness of assurance functions;
- The extent and frequency of reports on internal control to the Board of Trustees and whether this is sufficient for the Trust Board to build up a cumulative assessment of the state of control and effectiveness of risk management;
- The incidence of any fundamental control failings (risk events) or weaknesses identified at any point within the year (near misses) and the impact that they have had or could have on financial results;
- The effectiveness of The Trust's public reporting processes;
- The effectiveness of the overall approach and policy to risk management and whether changes or improvements to processes and procedures are necessary.

The Rosary Trust

Finance, Risk & Audit Committee

Change Log:

Date	Amendment	Author
February 2021	TOR created.	Sarah Hale
14 January 2022	Addition of CAO as permanent guest. Change log added.	Gina Turnbull
30 January 2023	Addendum added detailing Trust policies the FRAC is responsible for	Gina Turnbull
2 October 2023	The membership of the Committee shall be four people – instead of five.	Gina Turnbull

Appendix 5

The Rosary Trust

Finance, Risk and Audit Committee

Terms of Reference

1. POWERS OF THE BOARD OF TRUSTEES

- 1.1. THE TRUSTEES SHALL ESTABLISH THE FINANCE, RISK AND AUDIT COMMITTEE AS A TRUST COMMITTEE AS EMPOWERED BY THE TRUST'S ARTICLES OF ASSOCIATION.
- 1.2. THE TRUSTEES SHALL DETERMINE AND APPROVE THE COMMITTEE TERMS OF REFERENCE AND SHALL REVIEW THE TERMS AT THE START OF EACH ACADEMIC YEAR.
- 1.3. THE TRUSTEES SHALL DETERMINE AND APPROVE THE DELEGATION OF POWERS, RESPONSIBILITIES AND DUTIES TO THE COMMITTEE AND SHALL REVIEW THIS SCHEME OF DELEGATION AT THE START OF EACH ACADEMIC YEAR.
- 1.4. THE TRUSTEES SHALL HAVE THE RIGHT TO INTERVENE IN THE GOVERNANCE OF AN INDIVIDUAL ACADEMY WITH THE TRUST WHERE IT HAS SERIOUS CAUSE FOR CONCERN THAT THERE IS FINANCIAL MISMANAGEMENT OR FAILURE TO OPERATE WITHIN BUDGET.
- 1.5. THE TRUST SCHEME OF DELEGATION SETS OUT THE DELEGATED POWERS OF THE FINANCE, RISK AND AUDIT COMMITTEE.

2. FUNCTIONS OF THE FINANCE, RISK AND AUDIT COMMITTEE

The Committee shall exercise the powers, responsibilities and duties delegated by the Trust Board as set out in the Terms of Reference and Scheme of Delegation, and in particular:

Finance Terms of Reference

- 2.1. to ensure the trust remains a going concern and monitor its longer-term financial stability by reviewing medium term financial plans
- 2.2. to monitor the trust's financial position by reviewing the monthly management accounts
- 2.3. to review financial benchmarking data and ensure action is taken where appropriate
- 2.4. to prepare and recommend to the Trust Board the Trust Financial Regulations
- 2.5. to comply with relevant statute and regulation, the Trust's Scheme of Delegation, and the decisions of the Trustees
- 2.6. to review and recommend for approval to the Trust Board the annual budget with a specific responsibility to ensure that budgets do not go into deficit

- 2.7. to identify and propose to the Trust Board opportunities for the Trust to achieve financial and resource efficiencies to include the approval of contracts and purchases over the limit set in the financial regulations
- 2.8. to support in the appointment of the trust's Chief Financial Officer
- 2.9. to prepare and approve policies relating to the Trust's financial governance and operation
- 2.10. to approve the budget forecast return outturn and budget forecast return 3 year prior to submission to the ESFA
- 2.11. to ensure compliance with the Schools Resource Management Self Evaluation Assessment
- 2.12. to ensure adequate financial due diligence has been carried out for any schools who may be considering joining the Trust

- 2.13. to ensure the Register of Business Interest is kept up to date with notification of changes and through an annual review, including broader business interests held by senior executives, and that any payments to executives in relation to such interests meet the transparency requirements in the academy accounts direction
- 2.14. to maintain oversight of the management of declared interests and ensure compliance in respect of any transactions that may cause a conflict of interest, or perceived conflict of interest in respect of any third party or related party transactions.

Audit and Risk Terms of Reference

- 2.15. to prepare a report on the performance of the external auditors for the Trust Board and Members recommending their appointment, dismissal or a retender process
- 2.16. to plan and oversee the statutory audit of the Annual Accounts for the Trust
- 2.17. to review and recommend to the Trust Board the audited Annual Accounts and Financial Statements in accordance with relevant statute and regulation
- 2.18. to review and recommend to the Trust Board the Trustees Report that accompanies the annual accounts
- 2.19. to prepare and recommend to the Trust Board and implement the Trust action plan in response to the auditor's management letter
- 2.20. to approve the Trust's internal auditor and scope of internal scrutiny checks to be carried out
- 2.21. to receive internal audit reports and monitor action plans to ensure any control weaknesses are addressed
- 2.22. to review the annual internal audit summary report prior to its submission to the ESFA
- 2.23. to monitor the key risks of the Trust, both financial and non-financial, and ensure action is taken to manage and mitigate risks as appropriate.

3. COMPOSITION AND APPOINTMENT OF THE FINANCE, AUDIT AND RISK COMMITTEE

- 3.1. THE COMPOSITION OF THE FINANCE, RISK AND AUDIT COMMITTEE SHALL BE AS FOLLOWS;
 - 3.1.1. Trustees with relevant knowledge, skills, and expertise in areas such as finance, accountancy, compliance, procurement and auditing
 - 3.1.2. Employees may be members of the committee but should not participate as members when audit matters are discussed, they may remain in attendance to provide information and participate in discussions.
- 3.2. The membership of the Committee shall be four people.
- 3.3. The Chief Accounting Officer shall be a non-voting permanent guest at the Committee.

4. Term of Office and Responsibilities of Committee Members

- 4.1. The Term of Office for all committee members is 4 years.

- 4.2. On appointment committee members are each required to familiarise themselves and to agree to comply with;
 - 4.2.1. Trust Articles of Association,
 - 4.2.2. Trust Master and Supplementary Funding Agreements
 - 4.2.3. Trust Financial Regulations,
 - 4.2.4. Academies Finance Handbook,
 - 4.2.5. these Terms,
 - 4.2.6. current relevant financial legislation and guidance for academies.
- 4.3 There is an expectation that committee members will access any required training to ensure they have the skills required to fulfil the responsibilities of the committee.
- 4.4 Annually the committee will review of the effectiveness of the committee on a self-assessment basis and implement any improvement actions as appropriate.

5. MEETINGS OF THE COMMITTEE

- 5.1. THE COMMITTEE SHALL MEET AT LEAST ONCE PER TERM AND IN PARTICULAR;
 - 5.1.1. THE COMMITTEE SHALL MEET AT THE APPROPRIATE TIMES SET OUT IN THE TRUST GOVERNANCE PLANNING CALENDAR.
 - 5.1.2. THE COMMITTEE WILL RECEIVE NOTICE OF EACH MEETING SEVEN (7) CLEAR DAYS BEFORE THE DATE OF THE MEETING.
 - 5.1.3. Minutes will be signed by the Committee Chair at the next meeting to verify that the minutes are a true record.
- 5.2. Quorum for a meeting of the Committee will be three.
- 5.3. Each question to be decided at a meeting of the Committee shall be determined by a majority of votes of members present and eligible to vote on the question. The Chair shall have the casting vote in the case of equal votes for and against the decision.
- 5.4. Members will note that their attendance at meetings is required to be disclosed in the Trust's annual accounts and financial statements.

6. APPOINTMENT OF THE COMMITTEE CHAIR

- 6.1. THE TRUST BOARD SHALL APPOINT THE CHAIR, NOTING ANY RECOMMENDATION FROM THE COMMITTEE. THE CHAIR OF FINANCE, RISK AND AUDIT COMMITTEE MUST NOT ALSO BE THE CHAIR OF THE BOARD.
- 6.2. THE TRUST BOARD SHALL HAVE THE RIGHT TO REMOVE THE CHAIR AND/OR VICE CHAIR OF THE COMMITTEE, SPECIFICALLY IN CIRCUMSTANCES WHERE THEY HAVE CAUSE FOR CONCERN THAT THERE IS FINANCIAL MISMANAGEMENT WITHIN THE TRUST.
- 6.3. THE TERM OF OFFICE FOR CHAIR AND VICE-CHAIR OF THE COMMITTEE WILL BE 1 YEAR AND THEY SHALL BE APPOINTED AT THE FIRST MEETING OF THE TRUST BOARD EACH SCHOOL YEAR.

7. Appointment of a Clerk

- 7.1. The Trust Board shall appoint a Clerk to the Committee.

Addendum – FRAC Policies

Policy	Date last approved	Next review date	Author
Accounting Policy	8 th February 2023	February 2024	
Bad Debt and Redundant Equipment Policy	15 th May 2023	May 2024	
Capitalisation Depreciation Policy	8 th February 2023	May 2024	
Financial Regulations Policy	2 nd October 2023	October 2024	
Gifts and Hospitality Policy	15 th May 2023	May 2024	
Governors Allowances Policy	15 th May 2023	May 2024	
Internal Hospitality policy	2 nd October 2023	October 2024	
Investment Management Policy	15 th May 2023	May 2024	
Procurement Policy	26 th June 2023	June 2024	
Reserves Policy	15 th May 2023	May 2024	
Risk Management Policy	11 th October 2023	October 2024	

Appendix 6 to be updated

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

[NAME OF TRUST] ("the Trust")

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

EFFECTIVE DATE [] REVIEW DATE []

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 [with sub groups being established on a [phase basis] [location basis].] Principals will meet [once a month] [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.

Kommentar [a1]: These are sample terms of reference for a Heads and Chairs' Forum. These should be adapted to reflect what the schools in the Trust are seeking to achieve and how it is to be organised.

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Working in partnership with the Trust Board, develop a clear educational vision, ethos and direction for the Trust, which promotes learning and the moral, social and cultural development of pupils and assist with the communication of this vision to the Academies and the wider community.	
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.	

Responsibility / Delegated Authority	Assessment
Strategic Leadership	
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.	
Curriculum and Standards	
Advise the Trust Board and the Academies on the targets for relevant Key Stages and supports the leadership team in each Academy on action to be taken to maximise attainment and pupil progress and whilst doing so advise on the transition by pupils from one Key Stage to the next, whether that be to another Academy within the Trust or to another school.	
Facilitate school to school support.	
Provide a forum for discussion on the merits of any change to the curriculum and the impact of developments regionally and nationally.	
Resources	
Identify efficiencies through collaborative working.	

Responsibility / Delegated Authority	Assessment
Provide support to each Academy's senior leadership team and any resource and recruitment committees.	
Support the Trust Board in the development of suitable HR policies and practices noting the need to achieve consistency across all Academies.	
Facilitate discussion with staff representative bodies, including the unions.	

Appendix 8

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

[NAME OF ACADEMY] (the “Academy”)

EFFECTIVE DATE [] REVIEW DATE []

PURPOSE

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

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

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

MEMBERSHIP

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

Responsibility / Delegated Authority	Assessment
Ethos and vision	
Support the actions of the Trust Board in developing and sustaining a clear educational vision, ethos and direction for the Trust and the Academy, which promotes learning and the moral, 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.	
Compliance and Leadership	
Take the lead in the development of a strategic plan for the Academy which is consistent with the Trust's overall strategic objectives and identifies appropriate priorities for the Academy, targets for improvement and specific actions to be taken.	
Advise and report to the Trust Board on the implementation of the strategic plan, identifying any financial, educational and organisational threats and weaknesses as well as opportunities for growth and improvement.	
Support the Trust Board, as well as the leadership team within the Academy, ensuring that there is sufficient challenge and feedback so that continuous improvements can be made and preparing the leadership team for the transition to full delegated responsibility.	
Have regard to the public sector equality duty in the performance of any duty.	
Act in accordance with the terms of the Trust's Master and Supplemental Funding Agreements, the Trust's Articles of Association and the current ESFA Academy Financial Handbook in the performance of any duty.	
Ensure that at all times the Academy is meeting any legal requirements and duties.	
Finance and Risk Management	
Ensure that at all times any funds delegated to the Academy or otherwise held on behalf of the Academy are safeguarded, having regard to the duty of the Trustees as trustees of charitable assets and as recipients of public money.	
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	

Responsibility / Delegated Authority	Assessment
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.	
Curriculum and Standards	
<p>Advise the Trust Board on the development of a curriculum which meets the Academy's specific needs and has regard to:</p> <ul style="list-style-type: none"> • any nationally recognised curriculum priorities and initiatives • the obligation to provide religious education, sex education and physical education • special educational needs • national testing and attainment targets, and • any teaching objectives and priorities adopted by the Trust Board for all Academies. 	
Advise and report to the Trust Board on the targets for relevant Key Stages in the Academy, supporting the leadership team in the Academy on action to be taken to maximise attainment and pupil progress and advising on the transition by pupils from one key stage to the next supporting the development of a personalised learning plan for each pupil.	
Carry out regular reviews of the standards of teaching and learning in the Academy and agree with the leadership team specific actions to be taken to address areas of weakness, facilitating the sharing of best practice and the development of a training programme for staff which draws on the strengths of the Academy and secures additional resources which meet needs.	
Pupil Behaviour and Attendance	
Formulate and implement a pupil behaviour policy in accordance with guidance produced by the Department for Education and as advised by the Trust Board.	

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

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

Appendix 9

[NAME OF TRUST]

DIRECTOR CORE COMPETENCIES AND CODE OF CONDUCT

Introduction

As a charity and company limited by guarantee, [name of the academy trust] (the “Trust”) is governed by a Board of Directors (the “Directors”).

The Trust’s charitable purpose is the advancement of the Catholic religion and the Trust is accountable to the Bishop of 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 principal regulator is the Secretary of State for Education. Whilst this means the activities and constitution of the Trust are primarily determined by the Department for Education subject to the wishes of the Bishop, nevertheless the Trust is subject

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

Legal Duties of the Directors

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

- To ensure compliance with any legal obligations;
- To report on the charity's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called Charity SORP);
- To fulfil the charitable object of the charity as set out in its constitution (the Articles of Association) and to act in a way which is compliant with the rules of the charity contained in the Articles;
- 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.

[Date Adopted]

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 senior or chief executive officer to ensure there is proper challenge and encouragement of Directors, executive officers and those with leadership responsibilities;
- Provide direct support to the senior or chief executive officer and take the lead in the recruitment and performance management of this role as well as the review of pay and conditions of service;
- Take a lead role in any decision to suspend or discipline the senior or chief executive officer;
- Ensure that school improvement is the focus of all policy and strategy for the Trust, reminding the Directors of this as often as necessary;

- Hold the Directors to account, ensuring the business of the Board is conducted efficiently and effectively, chairing meetings ensuring all Directors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Board's effectiveness to the Members as required;
- Be available when there is a need to act quickly, taking, or supporting the senior or chief executive officer in taking, urgent action and making decisions, subject to subsequent ratification by the Board as necessary;
- Act a focal point and advocate for the Board, liaising as necessary with any regulatory body, the Local 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 senior or chief executive officer are dealt with in a timely and effective manner.

Additional Skills

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

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