



**ST THOMAS CATHOLIC ACADEMIES TRUST**

**SCHEME OF DELEGATION**

**EFFECTIVE DATE:** 26 April 2021

**PART 1: INTRODUCTION AND EXECUTIVE SUMMARY: PURPOSE OF SCHEME OF DELEGATION**

## INTRODUCTION AND EXECUTIVE SUMMARY: PURPOSE OF SCHEME OF DELEGATION

1. **St Thomas Catholic Academies Trust**] (referred to herein as “**STCAT**” or the “**Trust**”) is a multi-academy trust, which has been established by the **Bishop of Northampton**. It is responsible for the running of a number of Catholic schools/academies (referred to as the “**Academies**”).
2. The Academies shall at all times remain Catholic schools, conducted in conformity with any trust deed governing the use of land and buildings 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 and observe any advice or directive issued by or on behalf of the Bishop. This includes the **Diocesan Memorandum of Understanding** and both this Scheme of Delegation and the Diocesan Memorandum of Understanding are consistent with (and should be read in the light of) the Catholic Education Service template [Scheme of Delegation](#) and the [CES model protocols](#) which have been adapted and adopted by the Diocese as the [Northampton Diocesan Protocols](#).
3. The Trust is a company limited by guarantee (Company Number 09660515) and a charity, whose objects are the advancement of the Catholic religion through the provision of a Catholic education. 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.
4. The Trust’s constitution is set out in its **Articles of Association**, which delegate responsibility for the governance and management of the Trust to the **Directors**.
5. The Directors have put in place this **Scheme of Delegation** to provide clarity as to the roles and responsibilities of those involved in the governance of the Academies and how decisions are made.
6. The purpose of good governance is to:
  - 6.1. determine the vision and values of the Trust;
  - 6.2. support leadership in determining and fulfilling the strategic direction of the Trust;
  - 6.3. hold leadership to account and ensure staff well-being; and
  - 6.4. oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.
7. An overview of the governance structure is set out in the attached structure chart.
8. The **Members** of the Trust oversee the Board of Directors (the “**Trust Board**”), holding the Directors to account and ensuring that the values and ethos of the Trust are upheld and the distinctiveness of the Academies is preserved.
9. The Members are:
  - 9.1. the Bishop of Northampton;
  - 9.2. Duns Scotus Trust;
  - 9.3. the Episcopal Vicar for Education and Formation;
10. The Trust Board is made up of both **Foundation Directors** appointed by the Bishop (who shall always be in the majority) and **Co-opted Directors** appointed by the Trust Board itself with the approval of the Diocese. Whilst Foundation Directors are appointed for a

term of 4 years, Co-opted Directors are appointed for a 1 year term. Although Co-opted Directors should be approved by the Diocese and, like Foundation Directors, must undertake to uphold the Catholic mission of the Trust, they are not expected to be practising Catholics<sup>1</sup>. Co-Opted Directors can be removed by both the Bishop and the Trust Board.

11. The Trust Board is the accountable body within the Trust and is responsible for the good governance of the Trust and its Academies.
12. The Trust Board delegates aspects of governance and the day to day oversight of school leadership to a local governing body (referred to as the “**Local Academy Committee**”).
13. The Trust Board will ensure the effective collaboration and the dissemination of good practice across the Trust. Headteachers, LAC Chairs, Link Directors, and Executive Officers, as appropriate, will meet regularly in various groupings within and across the MAT. The Chair of Directors may also attend the meetings. These meetings will provide a forum to develop and sustain a sense of the Trust as a family of schools working together and supporting each other as well as nourishing local relationships. It is intended that these groups consider the impact of the Trust as a whole and how it is meeting the needs of its communities, with a view to informing the Trust Board about local issues and possible future priorities for the Trust and its Academies.
14. A **Regional MAT Accountability Matrix** is attached to aid swift decision making.
15. This Scheme of Delegation applies to each Academy. Its effective date is noted on the first page and it will be reviewed from time to time by the Trust Board in discussion with NORES (the Northampton Religious Education Service). 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 inform the Local Academy Committees on any significant changes.

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<sup>1</sup> The Church’s general obligations for its members require that they strive to live lives of holiness by being faithful to the teaching of the Gospel, by trying to uphold the values proclaimed in the Beatitudes, by assisting in the Church’s mission to make Christ known to all peoples, by upholding privately and publicly the Church’s moral and social teaching, by endeavouring to follow an informed conscience and by making every effort to keep the precepts of the Church.

These are: attendance at Mass on Sundays and Holy Days of Obligation; reception of the Sacrament of Reconciliation at least once a year; reception of Holy Communion at least once a year during the Easter season; observing faithfully the prescribed days of fasting and abstinence; providing for the material needs of the Church, each according to their ability. Cf. *Catechism of the Catholic Church*, n.2041-2043.

*Christ at the Centre, Mgr Marcus Stock. CTS Publications, 2005, revised 2012.*

16. This Scheme of Delegation is formed of a number of component parts, effectively comprising a Trust governance and leadership handbook. By way of summary, it contains or references the following:
- 16.1. Part 1 - This Introduction and Executive Summary: Purpose of the Scheme of Delegation;
  - 16.2. Part 2 - The Trust's Governance Principles: Vision and Values
  - 16.3. Part 3 - Governance and Management Structure: Roles and Responsibilities
  - 16.4. Part 4 - Supervision and Intervention: Accountability
  - 16.5. Trust Structure Chart
  - 16.6. Regional MAT Accountability Matrix
  - 16.7. The Trust's Financial Regulations Manual/Finance Policy
  - 16.8. Committee Terms of Reference dealing with:
    - 16.8.1. Finance (including audit and risk)
    - 16.8.2. Resources (including estates, premises and IT)
    - 16.8.3. Standards (including performance and outcomes)
    - 16.8.4. Catholic Life
  - 16.9. Director and Governor Codes of Conduct
  - 16.10. Diocesan Memorandum of Understanding

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**PART 2: Maintaining a Catholic Character**

## 6. MAINTAINING A CATHOLIC CHARACTER

### A Core Values and Principles

The Core Principles and Values of Catholic education have been clearly stated by the Church in *The Catholic School on the threshold of the third millennium* (Rome 1998). In the Diocese of Northampton this means that each of our schools and academies will:

- a. impart a solid Christian formation in the Roman Catholic tradition;
- b. demonstrate that all human values find their fulfillment and unity in Christ;
- c. provide an education in which faith, culture and life are brought into harmony;
- d. show that knowledge, set in the context of faith, becomes wisdom and life vision;
- e. have as a fundamental principle that a Catholic school is a school for all, with special attention to those who are weakest;
- f. fulfil a public role by offering cultural and educational pluralism and the freedom of families to see that their children receive the sort of education they wish for them; and
- g. as an educating community be a place of complete formation through interpersonal relations.

These Core Principles and Values are also expressed in *Principles, Practices and Concerns* (Bishops' Conference 1996) which our schools and academies will promote:

- a. the search for excellence as an integral part of the spiritual quest;
- b. the uniqueness of the individual made in God's image and love by Him;
- c. the education of the whole person based on the belief that the human and divine are inseparable; and
- d. the education of all with the particular duty to care for the poor and disadvantaged.

In the light of the Church's social teaching Catholic academies must continue to promote social justice in every aspect of their enterprise so as to be coherent with their ecclesial nature.

The Directors of the Regional MATs are responsible for each of the academies in the MATs and provide the strategic direction to lead the communion of academies individually and collectively towards excellence.

The fundamental relationship that exists, which will be sustained and developed, is between the Bishop of Northampton and each Diocesan school. This relationship provides the source of the school's authentic ecclesial foundation within the Catholic Church and is core to:

- a. the concept of ecclesial communion;
- b. understanding why the Diocese provides schools;
- c. what they aim to achieve; and
- d. how they can best be effective.

The reasons why Catholic schools exist in the Diocese are:

- a. to assist parents in the education and religious formation of their children;
- b. to be of service to the local Church;
- c. to make Christ known to all people; and
- d. to be of service to society.

In general, a school may only '*bear the title*'<sup>2</sup> as a diocesan Catholic school (whether academy or VA) '*by the consent of the competent ecclesial authority*'<sup>3</sup> i.e. the Bishop of Northampton, and '*it must be under the control of*'<sup>4</sup> the Bishop, conducted as a '*Catholic school*' in accordance with the Code of Canon Law of the Latin Church and the teachings of the Catholic Church.

It must also be conducted in accordance with any general requirements in law.

A Diocesan Catholic school must be conducted in accordance with any/all advice and following any/all policies and directives issued by the Diocesan Bishop in accordance with the ecclesial authority of the Bishop concerning the general regulation of schools as provided by the Code of Canon Law of the Latin Church.

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<sup>2</sup> Code of Canon Law 803.3

<sup>3</sup> Code of Canon Law 803.1

<sup>4</sup> Ibid.

## **B Core Purpose/Object**

A Catholic school must offer a broad and balanced curriculum and be conducted as a Catholic school in accordance with the Code of Canon Law of the Latin Church from time to time and the doctrinal, social and moral teachings of the Catholic Church from time to time and following the directives and policies issued by the Diocesan Bishop to ensure that the formation, governance and education of the school is based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in our Lord Jesus Christ.

The purpose of a Diocesan Catholic school within this Diocese is to provide a broad and balanced Catholic education inspired by a vision of life with God the Creator at its heart as the source and destiny of all human life, and as expressed in the gospel of Jesus Christ, and inspired by the promptings of the Holy Spirit.

The Object of the Diocesan Regional MAT Articles of Association roots the school in its Catholic character and distinctiveness which gives rise to the fruits evidenced in the pupils' spiritual, moral, social and cultural growth and development, as well as their attainment and achievement as they grow and learn as a human person.

The Diocesan Regional MATs will also be required to work as an ecclesial communion, in harmonious relationship with other Catholic schools and academies and local schools, based on the call of the Gospel to serve those in need and contribute to the common good.



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**PART 3: GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES**

## GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES

### 1. Overall Structure

- 1.1 The nature of the Trust as a company running multiple Academies means there are many governance and management layers.
- 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 distribute profit to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10.
- 1.3 The Bishop, through the Northampton Religious Education, Evangelisation and Schools Service (NORES), 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 NORES on behalf of the Bishop.
- 1.4 This Scheme of Delegation is consistent with and incorporates the principles of delegation within a Catholic multi academy trust as advised by the [Catholic Education Service](#) and reflected in the CES model protocols that guide the relationship of Diocesan schools with their Diocese (adapted and adopted by the Diocese as the [Northampton Diocesan Protocols](#)). It accords with the [Memorandum of Understanding](#) put in place between the Secretary of State for Education and the Catholic Church.
- 1.5 Decision making and accountability rests with the “**Directors**”, who are Directors for charity law purposes and 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 education and the expenditure of public money. The Directors are required 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 (the “**Trust Board**”).
- 1.6 The Directors delegate aspects of governance and the day to day oversight of school leadership to a “local governing body” (referred to as the “**Local Academy Committee**”).
- 1.7 Other committees established by the Trust Board may be tasked with fulfilling particular functions or advising the Directors on strategic matters.
- 1.8 The Trust Board will ensure the effective collaboration and the dissemination of good practice across the Trust. Headteachers, LAC Chairs, Link Directors, and Executive Officers, as appropriate, will meet regularly in various groupings within and across the MATS. The Chair of Directors may also attend the meetings. These meetings will provide a forum to develop and sustain a sense of the Trust as a family of schools working together and supporting each other as nourishing local relationships. It is intended that these groups consider the impact of the Trust as a whole and how it is meeting the needs of its communities, with a view to informing the Trust Board about local issues and possible future priorities for the Trust and its Academies.

1.9 A summary of how key decisions are made (the “**Regional MAT Accountability Matrix**”) is attached.

## **2. Role of Members**

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 and a Catholic education is provided. In view of the overarching role of the Members, the Bishop of Northampton will be a Member and will appoint other Members from within the Diocese of Northampton.

2.2 The Members’ key responsibilities are:

2.2.1 to secure Catholic education and ensure the Trust remains true to its vision and values;

2.2.2 to ensure the charitable objects of the Trust are met;

2.2.3 to determine the Trust’s constitution i.e. the Articles and approve of the governance structure;

2.2.4 to support the Bishop in appointing and removing Directors; and

2.2.5 to receive the Trust’s audited annual accounts.

## **3. Role of Directors**

3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Academies. All significant changes including the opening or admission of new schools into the MAT, must go through the appropriate decision making protocols outlined in the Memorandum of Understanding.

3.2 There are no “terms of reference” for the Trust Board as the detail for the organisation of meetings of the Directors is set out in the Articles of Association. These determine meeting frequency, quorum and the appointment of a chair and vice chair. For ease of reference, the Trust Board is required to meet at least 3 times a year and quorum for any meeting is the greater of 3 and a third of the Directors appointed at any one time.

3.3 All Directors must comply with the **Director Code of Conduct** adopted by the Trust from time to time which, for ease of reference, is appended to this Scheme of Delegation.

## **4. Role of Local Academy Committee Governors**

4.1 The role of a Local Academy Committee Governor within the 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 Academy Committees for each of the Academies (or in groups where Academies are working closely together), for the most part made up of individuals drawn from the Academy’s community, both as elected and appointed members.

- 4.2 Those serving on the Local Academy Committee are accountable to the Directors and the Bishop and must ensure that at all times they act in good faith and in the best interests of the Academies and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience.
- 4.3 The Directors will work with the Diocese, having regard to any recommendations by NORES, in making or facilitating the making of suitable appointments of Local Academy Committee Governors and where removal is deemed in the best interest of the Trust and the Academy.
- 4.4 As a matter of general principle, the Local Academy 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.
- 4.5 For the purposes of contracting with third parties, the Local Academy Committee has authority to act to fulfil its responsibilities and make the decisions it is authorised to make as set out in the Regional MAT Accountability Matrix and the Trust's Financial Regulations Manual or Finance Policy (which will be compliant with the Education & Skills Funding Agency's [Academies Financial Handbook](#)).
- 4.6 All Governors must comply with the **Governor Code of Conduct** adopted by the Trust from time to time which, for ease of reference, is appended to this Scheme of Delegation.
- 4.7 Terms of Reference regulating the composition of the Local Academy Committee and how it conducts business are also appended to this Scheme.

## **5. Committees and Further Delegation**

- 5.1 Terms of Reference for the other committees established by the Directors are appended to this Scheme of Delegation.
- 5.2 The Local Academy Committees are not expected to establish any sub-committees but may form working groups to deliver specific projects if required, whether in conjunction with the Trust Board or alone, and subject to any guidance offered by the Trust Board from time to time.
- 5.3 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 and in particular the relevant Terms of Reference is likely to lead to a removal of delegated authority.
- 5.4 In the event of any serious disagreement between the Trust Board and a Local Academy Committee which cannot be resolved by the Chair of the Local Academy Committee discussing the matter with the Chair of the Trust Board will be referred to NORES for guidance.
- 5.5 No alteration of the Articles or change to the Scheme or removal of delegated authority shall invalidate any prior act of the Local Academy Committee (or other committee) which would have been valid if that alteration or withdrawal had not been made. So long as they were acting within delegated powers.
- 5.6 As a matter of general principle, the Local Academy Committee and the Academy more generally 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.

## 6. Executive Team

- 6.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive or management functions of the Trust. For the most part, this responsibility will fall on the Head teachers of the Academies, supported by the school leadership teams. Certain functions relating to the leadership and management of the Trust itself or which relate to the activities of more than one Academy will be undertaken by an “**Executive Team**”, led by the “**Strategic Executive Leader**” and supported by the “**Chief Financial Officer**” (a senior officer with overall responsibility for the Trust’s financial systems and procedures).
- 6.2 The Chief Executive Officer will be the “**Accounting Officer**” for the Trust, responsible to Parliament and to the Education & Skills Funding Agency’s accounting officer for the financial resources under the Trust’s control and to assuring Parliament of high standards of probity in the management of public funds, particularly regularity, propriety and value for money.
- 6.3 The need for and size of a Central Team will be determined by the Trust Board. Where possible, expertise will be drawn from the Academies themselves rather than the use of external consultants or through recruitment.
- 6.4 The cost of the functions undertaken by the Executive Team or actions at the request of 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. This contribution will be set each year against a budget for the shared costs approved by the Trust Board in consultation with the Head teachers and may vary according to the level of activities undertaken and costed on a menu type basis. Variations may also reflect any financial vulnerability from time to time, especially in relation to smaller schools.

## 7. Financial Delegation

- 7.1 ‘The Trust’s financial procedures and authorisations are set out in the “Financial Regulations Manual”. Subject to this Manual, which must be approved by the Board, budget responsibility (setting and monitoring budgets) is delegated to individual academies. Expenditure will be authorised (up to set levels), and the budget will be monitored, by the Local Academy Committee.
- 7.2 No Trust or Academy monies (whether or not authority to expend has been devolved to the Local Academy Committee) shall be paid into any bank account other than a bank account authorised by the Trust’s Chief Financial Officer.
- 7.3 The Trust is required to have in place systems to identify and properly manage risk. The Local Academy Committee is expected to comply with any policy or guidance issued by the Trust (and the Principal Regulator) and to ensure that proper procedures are put in place for the safeguarding of funds, including any voluntary funds or charitable funds obtained through fund raising activities.
- 7.4 The Local Academy Committee is expected to report to the Trust Board on the management of the funds which are its responsibility and will notify the Trust Board (or as directed) as soon as reasonably practicable of the occurrence of any event or happening of any circumstance which might expose the Trust or the Academy to any loss or claim, including but not limited to any event which might be covered by the ESFA’s **Risk Protection Arrangement** scheme (or equivalent).

7.5 The Trust Board will have regard to the interests of all the Academies in deciding and implementing any policy (including any reserves or contingency 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 and remain financially viable. Where this may have a significant financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with Head teachers, and their views taken into account and considered in relation to the setting and implementation of any such policy.

## **8. Personnel**

8.1 All staff employed by the Trust or in connection with any Academy or Academies are employees of the Trust.

8.2 The Trust is required to adopt and ensure the consistent implementation of a series of HR policies and practices, which are expected to mirror those issued from time to time by the Catholic Education Service. The responsibility for the appointment and performance management of staff is set out in the Regional MAT Accountability Matrix.

8.3 Any proposed changes to the staffing structure operated within an Academy must be approved first by the Trust Board, who may also require changes to be made, but who will consult first with the Local Academy Committee before consulting more widely on any proposal.

8.4 The Trust Board will appoint and ensure that the Chief Executive Officer for the MAT shall be a practising Catholic. NORES must be involved in any such appointment and consulted if any investigation into wrongdoing is to be carried out.

8.5 The Trust Board (in conjunction with the Local Academy Committee) will appoint the Head teacher and will ensure that Head teachers, Deputy Head teachers for all Academies, as well as any key teaching staff responsible for co-ordinating religious education and any chaplain or reserved post, shall be practising Catholics. NORES must be involved in any such appointment and consulted if any investigation into wrongdoing is to be carried out.

## **9. Premises**

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

9.2 The Trust is required to have and to keep under review a long term estate management strategy that will identify the suitability of buildings and facilities in light of anticipated curriculum needs and projected pupil numbers. The Local Academy Committee will advise the Trust Board of the need for and availability of any capital investment and will work with the Trust Board to agree any capital priorities and the delivery of any significant capital project.

9.3 No disposal or acquisition of land will be undertaken without the consent of the Diocesan Trustees and Trust Board. Temporary use and short term lettings will be managed by the Local Academy Committee, subject to any lettings policy issued by the Trust from time to time and observing any regulations issued by NORES.

**10. Regulatory Matters**

10.1 The responsibility to ensure that the Academy complies with all legal obligations and operates in accordance with any statutory guidance and any guidance issued by the Diocese is a shared responsibility of the Directors and the Governors, as well as leadership.

The Local Academy Committee has authority to determine any appeals against admission and any decision by the Headteacher to exclude any pupil.

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**PART 4: SUPERVISION AND INTERVENTION: ACCOUNTABILITY**



## **SUPERVISION AND INTERVENTION: ACCOUNTABILITY**

1. Notwithstanding the level of delegated responsibility to the Local Academy Committee and leadership, the Directors remain legally responsible and accountable 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.
2. Underpinning this accountability is a requirement for transparency and openness both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved, with reporting taking such format as the Trust Board and the Local Academy Committee shall agree from time to time.
3. As well as the legal or financial implications of any failure or wrongdoing, the reputational damage to the Trust and its Academies, as well as the Bishop and the Diocese of Northampton, is a significant risk and concern.
4. As the day to day responsibility for the running of the Academy is delegated to the Local Academy Committee (such responsibility being managed in practice by the Headteacher), the Directors are removed from the operational risks and thus require the Academy to notify them and NORES (or as directed) of the following:
  - 4.1. 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;
  - 4.2. any sexual or violent or illegal act committed by any person while on the Academy premises under any circumstances;
  - 4.3. the suspension or summary dismissal of any senior member of staff;
  - 4.4. 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;
  - 4.5. 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;
  - 4.6. notification of any Ofsted inspection;
  - 4.7. any suspected breach of the Academies Financial Handbook or communication received from the Education & Skills Funding Agency seeking to investigate any

complaint made in relation to the Academy.

5. Appropriate steps will then be taken to manage any situation, communicating as appropriate in the circumstances (having regard to the fundamental principle of transparency and openness).
6. The Local Academy Committee acknowledges the need for and submits to any inspection by the Directors, the Executive Team and NORES.
7. Where weaknesses are identified, either as a consequence of a fall in standards, a failure of governance and/or leadership or where there is any financial wrongdoing, the Trust Board expressly reserves the unfettered right to review or remove any (or indeed all) power or responsibility conferred on the Local Academy Committee under this Scheme of Delegation.
8. The Trust's Accountability Matrix and Financial Regulations Manual/Policy indicate relevant decision making authority within the Trust. These delegated responsibilities 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 Executive Team and NORES.
9. If the Directors resolve to suspend all delegated authority to a Local Academy Committee, an executive or management board will be established to undertake the responsibilities of the Local Academy Committee until such time as delegated authority can be restored. Any decision to do so and any appointments to the executive or management board will be that of the Trust Board, who shall seek the advice and support of the Members (and in particular NORES) if any external concerns are raised.
10. Notwithstanding the above, the Trust Board and the Local Academy 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 Academy 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 Academy Committee in such circumstances make the following commitments to each other:
  - 10.1. 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 for Education as the Principal Regulator;

- . 10.2. 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 NORES who will support and advise on steps to be taken and facilitate additional support if needed;
- . 10.3. 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;
- . 10.4. the Trust Board shall not exercise any power to suspend or remove the Headteacher without first discussing with the Chair of the Local Academy Committee and NORES, the need to ensure that such power is being exercised appropriately and proportionately.

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**COMMITTEE TERMS OF REFERENCE: LOCAL ACADEMY COMMITTEE**

## COMMITTEE TERMS OF REFERENCE: LOCAL ACADEMY COMMITTEE

### 1. Purpose

Decision making and accountability rests with the “**Directors**”, who are Directors for charity law purposes and 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 education and the expenditure of public money.

The Directors delegate aspects of governance and the day to day oversight of school leadership to a “local governing body” (referred to as the “**Local Academy Committee**”).

- 1.1 A Local Academy Committee (LAC) shall be established for each of the Academies, except where the Trust Board determines in a particular case that more than one Academy should be governed by the same LAC.
- 1.2 The purpose of the Local Academy Committee is to provide local accountability and day to day support and oversight of the Academy’s leadership team.
- 1.3 The roles and responsibilities of the Local Academy Committee is set out in the **Regional MAT Accountability Matrix**.

### 2. Constitution

- 2.1 A Local Academy Committee shall not have more than 12 Local Academy Committee Governors, appointed as follows:
  - 2.1.1 the **Head teacher** of the Academy (or Head teachers where the Academies are federated and there is no Executive Headteacher);
  - 2.1.2 up to 1 **Staff Governor**, elected or appointed through such process as the Local Academy Committee may determine;
  - 2.1.3 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;
  - 2.1.4 up to 7 **Foundation Governors** appointed by the Diocesan Bishop (or such number to ensure that the Foundation Governors outnumber all other Governors by at least 2);
  - 2.1.5 up to 2 **Additional Governors** appointed by the Trust Board (or if delegated to the Local Academy Committee from time to time, Local Academy Committee) in consultation with NORES.
- 2.2 There is no power to co-opt Governors to the Local Academy Committee but advisers (including other members of staff in the Academy) may attend meetings provided they do not take part in any decision making.
- 2.3 All Local Academy Committee Governors must undertake to uphold the object and mission of the Trust and must comply with the Governor Code of Conduct appended to the Scheme of Delegation.
- 2.4 Directors may attend Local Academy Committee meetings and have full voting rights and contribute to the quorum.

### **3. Term of Office**

- 3.1 The term of office for any Local Academy Committee Governor shall be 4 years (save that this time limit shall not apply to the Headteacher or any post which is held ex officio, who will serve for as long as he or she remains in office). Subject to remaining eligible to be a particular type of Local Academy Committee Governor, any person may be re-appointed or re-elected to the Local Academy Committee.
- 3.2 A Local Academy Committee Governor shall serve for no more than 3 terms of office.

### **4. Resignation and Removal of members of the Local Academy Committee**

- 4.1 A Local Academy Committee Governor shall cease to hold office if he or she resigns his or her office or is removed by the Bishop or in the case of any Local Academy Committee Governor who is not a Foundation Governor by the Trust Board (which the Directors reserve the power to do without the need to provide any reasons for removal). Any vacancy on a Local Academy Committee will trigger an appropriate appointment or election and must be notified to the Trust Board and NORES.
- 4.2 Any person who would not be eligible to be a Director in accordance with the Trust's Articles of Association will not be eligible for appointment or election to the Local Academy Committee and must resign from the Local Academy Committee if they become ineligible. Details of eligibility to serve as a Governor are set out in the Governor Code of Conduct.
- 4.3 If any Local Academy Committee Governor is also an employee of the Trust and ceases to be employed to work at the Academy or within the Trust, then he or she shall be deemed to have resigned from the Local Academy Committee and shall cease to serve on the Local Academy Committee automatically on termination of his or her employment.
- 4.4 Where a person who serves on the Local Academy Committee 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 Academy Committee, copied to the Clerk to the Local Academy Committee.

### **5. Appointment of the Chair and Vice-Chair**

- 5.1 Subject to any direction by the Trust Board, Local Academy Committee Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from amongst the Foundation Governors.
- 5.2 The Chair and Vice Chair will cease to hold office if they no longer serve as a Local Academy Committee Governor. The same person cannot hold more than one office.
- 5.3 The Clerk to the Local Academy Committee shall act as chair during that part of any meeting at which the Chair and Vice Chair are elected.
- 5.4 Any election of the Chair and Vice Chair which is contested shall be held by secret ballot.
- 5.5 More details as to the role and responsibilities of the Chair are set out in the Governor Code of Conduct.

## **6. Meetings**

- 6.1 The minutes of the proceedings of a meeting of the Local Academy 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 Academy Committee and shall be signed (subject to the approval of the members of the Local Academy Committee) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
  - 6.1.1 all appointments of officers made by the Local Academy Committee; and
  - 6.1.2 all proceedings at meetings of the Local Academy Committee and of committees of the Local Academy Committee including the names of all persons present at each such meeting.
- 6.2 The Clerk shall ensure that copies of minutes of all meeting of the Local Academy Committee shall be provided to the Strategic Executive Leader and supplied to NORES as requested.
- 6.3 Subject to this Scheme of Delegation, the Local Academy Committee may regulate its proceedings as Local Academy Committee Governors think fit, provided at all times that there is openness and transparency in matters relating to the Local Academy Committee. The Local Academy 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.
- 6.4 The Trust Board may direct the Local Academy Committee to allow either Directors, any member of the Trust's Executive Team or a Governor from another Local Academy Committee in the Trust to attend meetings of the Local Academy Committee and serve as a Local Academy Committee Governor for such period as the Trust Board shall direct and during such time contribute to the quorum and thereby shall be entitled to vote on any matter or resolution of the Local Academy Committee.
- 6.5 Meetings of the Local Academy Committee shall be convened by the clerk to the Local Academy Committee. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:
  - 6.5.1 given by the Local Academy Committee; or
  - 6.5.2 given by the Chair or, in his absence or where there is a vacancy in the office of chair, the Vice-Chair.
- 6.6 Any three Local Academy Committee Governors may, by notice in writing given to the clerk, requisition a meeting of the Local Academy Committee; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
- 6.7 Each Local Academy Committee Governor shall be given at least seven clear days before the date of a meeting:
  - 6.7.1 notice thereof and sent to each Local Academy Committee Governor at the email address provided by each Local Academy Committee Governor from time to time; and
  - 6.7.2 a copy of the agenda for the meeting;

provided that where the Chair or, in his or her 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 notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he or she directs.

- 6.8 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.
- 6.9 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Academy Committee shall not be proposed at a meeting of the Local Academy Committee unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.10 A meeting of the Local Academy Committee shall be terminated forthwith if:
  - 6.10.1 the Local Academy Committee Governors so resolve; or
  - 6.10.2 the number of Local Academy Committee Governors present ceases to constitute a quorum for a meeting of the Local Academy Committee in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.11 Where in accordance with paragraph 6.10.2 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.
- 6.12 Where the Local Academy Committee resolves in accordance with paragraph 6.10.1 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Academy Committee shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

## **7. Quorum**

- 7.1 The quorum for a meeting of the Local Academy Committee, and any vote on any matter thereat, shall be three to consist of at least 2 Foundation governors which can include Directors. The proceedings of the Local Academy Committee shall not be invalidated by any vacancy on the committee or any defect in the election, appointment or nomination of any Governor, providing the defect was not dishonestly made.
- 7.2 The Local Academy Committee may act notwithstanding any vacancies on its committee, 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.
- 7.3 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Academy 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.
- 7.4 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.



- 7.5 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Academy Committee, shall be valid and effective as if it had been passed at a meeting of the Local Academy 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 members of the Local Academy Committee 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 Academy Committee in writing of the email address or addresses which the Local Academy Committee Governor will use.
- 7.6 Minutes of meetings of the Local Academy Committee shall be published redacting any aspect which is confidential or it would not be appropriate to disclose in light of the Data Protection Act 2018.
- 7.7 Any Local Academy Committee Governor shall be able to participate in meetings of the Local Academy Committee by telephone or video conference provided that the Local Academy Committee Governor has indicated prior to the meeting a wish to do so and has provided appropriate details to enable this and the meeting has access to suitable equipment.

## **8. Notices**

- 8.1 Any notice to be given to or by any person pursuant to these Terms of Reference and more generally the Scheme of Delegation (including a notice calling a meeting of the Local Academy Committee) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, "address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 8.2 A notice may be given by the Local Academy Committee to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Academy Committee by the Local Academy Committee Governor. A member whose registered address is not within the United Kingdom and who gives to the Local Academy Committee an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Academy Committee.
- 8.3 A Local Academy Committee Governor present, either in person or by proxy, at any meeting of the Local Academy Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 8.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.