

PLYMOUTH CAST
SCHEME OF DELEGATION

EFFECTIVE DATE: APRIL 2014

1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, Plymouth CAST (the “Company”) is governed by a Board of Directors (the “Directors”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. This Scheme of Delegation will apply to most of the academies for which the Company is responsible (the “Academies”) and details for each individual academy, e.g. name, location, whether primary or secondary, and any specific matters relating to that academy will be set out in Appendix 3 to this Scheme of Delegation. Any reference to “the Academy” in this Scheme of Delegation will be a reference to the Academies so named in Appendix 3.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission, the Department for Education and the Education Funding Agency (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice. As the Academy is a Catholic school, designated as such, the Directors are also accountable to the Bishop of the Roman Catholic Diocese of Plymouth (the “Bishop”) as set out in clause 2.
- 1.3 In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on a board (the “Local Governing Body”) which has been established to ensure the good governance of the Academy. The Bishop shall also have the right to appoint people (as Foundation Governors under clause 4.2.12) to form the majority of the Local Governing Body. Plymouth Roman Catholic Diocesan Trustees Registered or any other trustees who hold the land used by the Academy on trust (the “Trustees”) may also have the right to appoint people to the Local Governing Body for purposes which are consistent with the objects of their trust in circumstances

to be agreed with the Local Governing Body.

- 1.4 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the members of the Local Governing Body and their commitments to each other to ensure the success of the Academy.
- 1.5 This Scheme delegates various functions in accordance with clause 4 but the function of the Local Governing Body shall be to:
 - 1.5.1 determine and oversee an on-going strategic plan to ensure the Academy functions effectively to deliver the mission of the Catholic Church in its local context;
 - 1.5.2 monitor the key operational aspects of the Academy in accordance with its strategic plan - in particular:
 - 1.5.2.1 the Catholic life of the Academy;
 - 1.5.2.2 academic standards;
 - 1.5.2.3 pastoral care of pupils and staff; and
 - 1.5.2.4 financial management;
 - 1.5.3 consider budget monitoring information and make recommendations to the head teacher of the Academy (“the Principal”) and the Local Governing Body in relation to annual budget proposals and any potential overspend;
 - 1.5.4 govern admissions and form a committee to apply admissions criteria in accordance with the Admissions Code and with due regard to any locally agreed fair access protocols, and to appoint the Principal and another governor as proposers in any admissions appeals;
 - 1.5.5 govern exclusions in accordance with appropriate regulations;
 - 1.5.6 support the Principal in recruitment and selection, grievance, disciplinary and processes in relation to staff, where appropriate;

- 1.5.7 liaise with the Area Adviser to produce reports on Academy standards for the relevant Area Council and the Board of Directors as from time to time agreed;
 - 1.5.8 through the Principal, liaise and co-operate with the appropriate Area Council for the common good of the Academies in that Academy Area; and
 - 1.5.9 where appropriate, set their own policy and procedures.
- 1.6 This Scheme of Delegation has been put in place by the Directors from the Effective Date in accordance with the provisions of Articles of Association (the "Articles") and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles and definitions in the Articles apply in this Scheme unless the context requires otherwise.

2. **ETHOS AND MISSION**

- 2.1 As part of the Catholic Church, the Directors and the Local Governing Body are accountable to the Bishop to ensure that the Academy is conducted as a Catholic school in accordance with the canon law and teachings of the Catholic Church so that at all times the Academy may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The Directors and the Local Governing Body acknowledge that, where land used by the Academy is held by the Trustees, such use is also subject to the observance of the terms of the trusts upon which the land is held.

Ecclesiology

- 2.2 The Company is 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 Company all Governors, Directors and members of the Company recognise the Bishop as the Vicar of Christ, Chief Teacher and focus of unity in the Diocese of Plymouth 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 Company will be conducted

in accordance with the core focus of Catholic social teaching – the dignity of the individual – and the three principles that flow from that focus, namely subsidiarity, solidarity and support for the common good.

Subsidiarity

- 2.3 Decisions are to be taken at the level nearest to those affected by those decisions which is compatible with the principles of solidarity and support for the common good. Accordingly the Local Governing Body is established to conduct the Academy and to ensure its good governance. This Scheme of Delegation therefore aims to entrust to the Local Governing Body those functions customarily entrusted to a Governing Body of a Catholic voluntary aided school. The Local Governing Body shall be the “Advisory Body” for the Academy as required by the Funding Agreement entered into between the Company and the Secretary of State for Education (the “Secretary of State”) governing the affairs of the Company (the “Funding Agreement”).

Solidarity

- 2.4 The Directors and the Local Governing Body share a particular commitment to the mutual support of all Academies for whom the Company is responsible, especially those that are in need of assistance at any particular time. Accordingly, this Scheme of Delegation recognises the obligation on all Academies to collaborate to ensure the best possible educational experience for all children and families served by the Company’s Academies, wherever their location and the role of the Area Councils in particular in pursuit of this goal.

The Common Good

- 2.5 The Directors and the Local Governing Body recognise their responsibility towards the common good, not just of the Academies for whom the Company is responsible and the Diocesan family of schools, but of all of the families and communities in the areas served by the Company. In light of the principle of the common good, while protecting the devolved budgets of individual Academies the Directors and the Area Councils shall seek together to ensure that central resources are available to support Academies when the need arises.

3. **DIRECTORS' POWERS AND RESPONSIBILITIES**

- 3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools and in particular the Academy as a Catholic school. This is largely exercised through high level monitoring of all Academies' performance and finance, effective business planning for the Company as a whole and ensuring the effective operation of the shared infrastructure services provided for the Company's Academies. The Company shall, without affecting a Local Governing Body's ability to set its own policies and procedures where appropriate, ensure compliance with agreed policies and procedures designed to safeguard the security and effectiveness of all the Academies. The Directors have the power to direct change where required.
- 3.2 The Directors have a duty to act in the fulfilment of the Company's objects. The Directors also have a duty to the Bishop to uphold the object of the Company and to have regard to any advice of Bishop and to follow any directives issued by him.
- 3.3 The Directors must appoint separate committees to be known as Area Councils to take responsibility for co-ordinating development proposals for their constituent Academies in accordance with the Object of the Company.
- 3.3.1. Directors will have regard to the interests of the other academies for which the Company is responsible and the views of the Area Council or the Area Adviser in deciding and implementing any policy or exercising any authority in respect of the Academy.
- 3.3.2 The number of Area Councils (and, for each, its constituent Academies) shall be determined by the Directors in accordance with the views (or majority view) of the Local Governing Bodies.
- 3.3.3 The Area Council voting members shall be the Principals of the constituent Academies together with its Area Adviser and, where the Academy Area contains a Joint Church school, a person nominated by the Bishop of Exeter or the Bishop of Salisbury as the case may be.

- 3.3.4 In addition, the Area Council members may invite any number of other non-voting members to provide support in the discharge of the Area Council's functions.
- 3.3.5 The Principals will collaboratively review standards across the constituent Academies within their Academy Area and allocate funds to agreed school development projects.
- 3.4 Each Area Council shall be chaired by the relevant Area Adviser (although no executive powers are given to the Area Adviser under this or any other clause). In the absence of the Area Adviser, the members shall appoint from among their number a replacement chairperson.
- 3.5 Article 101 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. In further recognition of the Directors' power to delegate under Articles 102 and 105, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Local Governing Body of the Academy.
- 3.6 The constitution, membership and proceedings of the Local Governing Body is determined as in the Articles and in this Scheme of Delegation (subject to the Bishop's right to appoint Foundation Governors in accordance with clause 4.2.12 below) which also acknowledges the authority delegated to the Local Governing Body in order to enable the Local Governing Body to run the Academy and fulfil the Academy's mission.

4. CONSTITUTION OF THE LOCAL GOVERNING BODY

4.1 Members of the Local Governing Body

- 4.1.1 The number of people who shall sit on the Local Governing Body shall be not less than three but, shall be subject to such maximum number as may be determined by the Directors in consultation with the Local Governing Body from time to time.
- 4.1.2 The Local Governing Body shall have the following members:

- 4.1.2.1 5 Foundation Governors appointed under clause 4.2.12 or such greater number so that at all times the number of Foundation Governors shall exceed the number of other members serving on the Local Governing Body (including any “Co-opted” members under clause 4.3) by at least 2;
 - 4.1.2.2 Up to 3 community members, appointed under clause 4.2.1;
 - 4.1.2.3 at least one staff member, appointed under clause 4.2.2;
 - 4.1.2.4 at least 2 parent members elected or appointed under clause 4.2.5; and
 - 4.1.2.5 the Principal.
- 4.1.3 The Local Governing Body may also have co-opted members appointed under clause 4.3.
 - 4.1.4 The Directors (all or any of them) shall also be entitled to serve on the Local Governing Body and attend any meetings of the Local Governing Body. Any Director attending a meeting of the Local Governing Body with the consent and at the direction of the Directors 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 Body.
 - 4.1.5 The Area Adviser may attend but not vote at meetings of the Local Governing Body.
 - 4.1.6 All persons appointed or elected to the Local Governing Body shall give a written undertaking to the Company and the Bishop to uphold the object of the Company.

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

- 4.2.1 The Local Governing Body may appoint up to 3 persons to serve on the Local Governing Body as community members, having regard to any recommendations and views of the Area Councils and Directors

in relation to ensuring that the people serving on the Local Governing Body between them have an appropriate range of skills and experience and due attention is given to succession planning.

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

Local Governing Body which is contested shall be held by secret ballot.

- 4.2.7 The arrangements made for the election of the parent members of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.
- 4.2.8 Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the Local Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 4.2.9 The number of parent members of the Local Governing Body required shall be made up by persons appointed by the Local Governing Body if the number of parents standing for election is less than the number of vacancies.
- 4.2.10 In appointing a person to be a parent member of the Local Governing Body pursuant to clause 4.2.9, the Local Governing Body shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 4.2.11 The first parent and staff members of the Local Governing Body shall be those people who filled those positions on the Governing Body of the predecessor voluntary aided school at its closure (provided they remain eligible under this Scheme of Delegation), who shall serve on the Local Governing Body for the remainder of the terms of office for which they were elected to the predecessor Governing Body.
- 4.2.12 Subject to all relevant checks being made in connection with such appointees, the Bishop shall appoint as many Foundation Governors as necessary to retain a majority on the Local Governing Body from

persons recommended by the Episcopal Vicar for Formation, who shall consult the priest in whose parish the Academy is located and any other priests nominated by the Bishop to serve the school. In addition the Episcopal Vicar for Formation shall consult the Principal and the Chair of the Local Governing Body.

4.3 Co-opted members of the Local Governing Body

4.3.1 The Local Governing Body may appoint up to 3 persons (“Co-opted” members) to serve on the Local Governing Body without having been otherwise appointed or elected to serve on the Local Governing Body. The Local Governing Body may not co-opt a person who is employed at the Academy if thereby the number of persons employed at the Academy serving on the Local Governing Body would exceed one third of the total number of persons serving on the Local Governing Body (including the Principal).

4.3.2 The Directors will liaise with each Local Governing Body and the Vicariate for Formation so as to ensure that the Trustees, the Company and each Academy retains an up-to-date record of the make-up of each Local Governing Body (including the names of each governor, categories of governors and term of office and the name of the chair). This record must initially be created within one month of the conversion of the Academy to academy status and thereafter updated within one month of any subsequent appointment or resignation.

4.4 Term of office

4.4.1 The term of office for any person serving on the Local Governing Body shall be 4 years (or such shorter period as the Bishop shall notify in the case of a Foundation Governor), save that this time limit shall not apply to the Principal who shall serve as long as they remain in office and “Co-Opted” members who shall serve for 1 year. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected (including being “Co-opted” again) to the Local Governing Body.

- 4.4.2 A Foundation Governor may only serve a maximum of 2 consecutive 4 year terms except with the consent of the Bishop.

4.5 **Resignation and removal**

- 4.5.1 A person serving on the Local Governing Body shall cease to hold office if he resigns his office by notice to the Local Governing Body (but only if at least three persons will remain in office when the notice of resignation is to take effect).
- 4.5.2 A person serving on the Local Governing Body shall cease to hold office if he is removed by the person or persons who appointed him. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Body by a person or persons who appointed him, any failure to uphold the values of the Company and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation will be taken into account. A person (except a Foundation Governor) may also be removed by the Directors but only after the Directors have given due regard to any representations by the Local Governing Body. This clause does not apply in respect of a person who is serving as a parent member on the Local Governing Body.
- 4.5.3 If any person who serves on the Local Governing Body in his capacity as an employee at the Academy ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the Local Governing Body automatically on termination of his work at the Academy.
- 4.5.4 Where a persons who serves on the Local Governing Body resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Local Governing Body who shall inform the Directors and the Bishop and the Trustees.

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

- 4.6.1 No person shall be qualified to serve on the Local Governing Body unless he is aged 18 or over at the date of his election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body.
- 4.6.2 A person serving on the Local Governing Body shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- 4.6.3 A person serving on the Local Governing Body shall cease to hold office if he is absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his office be vacated.
- 4.6.4 A person shall be disqualified from serving on the Local Governing Body if:
- 4.6.4.1 his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
- 4.6.4.2 he is the subject of a bankruptcy restrictions order or an interim order.
- 4.6.5 A person shall be disqualified from serving on the Local Governing Body at any time when he is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).
- 4.6.6 A person serving on the Local Governing Body shall cease to hold office if he would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

- 4.6.7 A person shall be disqualified from serving on the Local Governing Body if he has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.
- 4.6.8 A person shall be disqualified from serving on the Local Governing Body at any time when he is:
- 4.6.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 4.6.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - 4.6.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.6.9 A person shall be disqualified from serving on the Local Governing Body if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 4.6.10 A person shall be disqualified from serving on the Local Governing Body where he has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 4.6.11 After the Academy has opened, a person shall be disqualified from serving on the Local Governing Body if he has not provided to the

chairman of the Local Governing Body a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman or the Principal confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.

4.6.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Body; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Directors and the Bishop.

4.6.13 This clause 4.6 and paragraph 2 of Appendix 1 – Functioning of the Local Governing Body shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

5. DELEGATED POWERS

5.1 General Provisions

5.1.1 Subject to provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution or any directives issued by the Bishop, the management of the business of the Academy shall be delegated to the Local Governing Body who may exercise all the powers of the Company in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation.

5.1.2 No alteration of the Articles and no such direction shall invalidate any prior act of the Local Governing Body which would have been valid if that alteration had not been made or that direction had not been given.

- 5.1.3 Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Local Governing Body by this Scheme of Delegation and a meeting of the Local Governing Body at which a quorum is present may exercise all the powers so delegated.
- 5.1.4 In general terms, the day-to-day direction and running of the Academy is devolved to the Local Governing Body and the Academy's senior management. However, the Directors remain responsible to the Bishop, PRC DTR, the Secretary of State for Education and other external bodies for the Academy's religious character, its academic standards and its financial health. Therefore, notwithstanding the principle of subsidiarity, in certain circumstances the Directors may deem it necessary to direct the Local Governing Body in matters of local strategy and even day-to-day management. Such circumstances include where:
- 5.1.4.1 the fundamental religious character of the Academy is failing to meet the requirements of the Bishop;
 - 5.1.4.2 standards and performance are low and likely remain so without intervention;
 - 5.1.4.3 there has been a serious breakdown in management or governance which is prejudicial to the standards of performance or breaches the Company's policies and procedures;
 - 5.1.4.4 the safety of pupils and staff is threatened; or
 - 5.1.4.5 safeguarding procedures are inadequate.
- 5.1.5 If in consultation with the Academy's Local Governing Body and Area Council, the Directors are persuaded to make an intervention as envisaged under this Scheme of Delegation as in 5.1.4 (above), such action will be taken in accordance with Appendix 2 of this Scheme.

Otherwise, responsibility for matters identified in the paragraphs of 5.1.4 shall be that of the Local Governing Body.

- 5.1.6 The following matters shall not be delegated to the Local Governing Body:-
- 5.1.6.1 ensuring compliance with the Company's duties under company law and charity law and agreements made with the Department for Education (including the Funding Agreement and Supplemental Agreement);
 - 5.1.6.2 the determination of educational character, religious ethos and the mission of the Academy and the Company;
 - 5.1.6.3 ensuring the solvency of the Company, safeguarding its assets and delivering its charitable outcomes;
 - 5.1.6.4 ensuring the continued charitable status of the Company;
 - 5.1.6.5 the determination of the establishment, constitution, membership, proceedings and delegated powers and functions of any Local Governing Body and committee and their annual review and revision;
 - 5.1.6.6 the approval of the Company's and the Academy's policies, which for the avoidance of doubt shall not restrict each Local Governing Body's ability to set its own policy and procedures where appropriate;
 - 5.1.6.7 selling or otherwise disposing of any asset which is of a value in excess of 10% of the total net book value of all assets held for the Academy;
 - 5.1.6.8 creating or allowing to come into being any third party interest (other than a lien created in the ordinary course of business);
 - 5.1.6.9 giving any guarantee or indemnity other than in the ordinary course of business, the value of which exceeds £1,000;

- 5.1.6.10 any lending;
 - 5.1.6.11 varying the standard terms and conditions of employment as set out in the Company's agreed policies;
 - 5.1.6.12 establishing or amending any pension scheme or granting any pension rights to any director, officer, employee or former directors, officer or employees.
- 5.1.7 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Local Governing Body and without detracting from the generality of the powers delegated, the Local Governing Body shall have the following powers, namely:
- 5.1.7.1 to expend certain funds of the Company as permitted by clause 5.3 in such manner as the Local Governing Body shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy and to invest in the name of the Company such part of the funds of the Company for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
 - 5.1.7.2 to enter into contracts on behalf of the Company in so far as they relate to the Academy.
- 5.1.8 In the exercise of its powers and functions, the Local Governing Body may consider any advice given by the Principal the Area Adviser and any other executive officer as well as the Directors and the Bishop.
- 5.1.9 Any bank account in which any money of the Company in so far as it relates to the Academy is deposited shall be operated by the Local Governing Body in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Local Governing Body except where expenditure exceeds £150,000 in which case one

of those signatories shall be either the chairman of the Directors or in his or her absence the vice-chairman of the Directors.

5.2 Ethos and Values

5.2.1 Whilst the Local Governing Body shall be responsible for ensuring that the Academy is conducted in accordance with its ethos and values referred to in clause 2, the determination of the Academy's ethos and mission statement shall be the responsibility of the Directors who shall not make any alteration to the religious character of the Academy or the conduct of the Academy as a Catholic school without the consent of the Bishop.

5.2.2 At all times, the Directors and the Local Governing Body shall ensure that the Academy is conducted in accordance with the object of the Company, the terms of the trust governing the use of the land which is used for the purposes of the Academy and any agreement entered into with the Secretary of State for the funding of the Academy.

5.3 Finance

5.3.1. In acknowledgement of the receipt by the Directors of funds in relation to the Academy provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Directors delegate to the Local Governing Body the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy less an amount to be determined each year by the Directors acting reasonably in accordance with the following principles:

5.3.1.1. The Local Governing Body acknowledges the role, and the need for funding of, each Area Council so that it will be best able to direct resources to the Academies in its Academy Area according to needs identified by the Area Council with support from its Area Adviser, without detracting from the funding previously available to the Academy.

- 5.3.1.2. The Local Governing Body acknowledges the support provided by the Directors and that certain costs will be incurred by the Company in undertaking its functions and meeting its responsibilities, in particular in relation to:
- 5.3.1.2.1. the production of corporate accounts for the Company and the auditing of those accounts;
 - 5.3.1.2.2. ensuring appropriate insurances are in place and implementing a suitable risk management strategy; and
 - 5.3.1.2.3. the functions of the Company Secretary and Responsible Officer (required for the purposes of the Funding Agreement) and the Area Advisers.
- 5.3.1.3. There may be other services provided by the Directors on either an optional or a non-discretionary basis and these will be agreed with the Local Governing Body and the Area Council. In light of this, the Local Governing Body will be expected to meet a proportion of the costs incurred by the Directors, which shall be determined by the Directors on annual basis.
- 5.3.1.4. The Directors will on request make available to the Local Governing Body full details of the expenditure incurred by the Directors and will at the start of each academic year circulate a draft budget for the Directors for discussion with the Local Governing Body.
- 5.3.1.5. In light of the principle of subsidiarity but recognising the duties and responsibilities of the Directors, the Directors are committed to ensuring that decisions are made having regard to the need to achieve value for money so as to keep to a minimum the levy for central support and functions.

- 5.3.2 Whilst the Local Governing Body shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy pursuant to clause 5.1.3, the Local Governing Body shall first obtain the written consent of the Directors to any contracts or expenditure for any single matter above £150,000 (or such other amount as shall be notified by the Directors to the Academy from time to time).
- 5.3.3 The accounts of the Company shall be the responsibility of the Directors but the Local Governing Body shall provide such information about the finances of the Academy as often and in such format as agreed from time to time. The Local Governing Body acknowledges the need of the Directors to co-ordinate the financial information of each Academy and in order to achieve efficiencies and to minimise the cost and risk of auditing, the Local Governing Body commits to supporting the long term aim of the Directors to harmonise the financial management information systems adopted by the Academies. Without prejudice to the above, the Local Governing Body shall inform the Directors immediately of any materially adverse financial issues affecting the Academy and provide a full report of such issue to the next meeting of the Directors
- 5.3.4 The Local Governing Body shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State as well as the Bishop and the Trustees. For the avoidance of doubt the Directors and the Local Governing Body acknowledge the restriction on borrowing contained in the Funding Agreement.
- 5.3.5 The Local Governing Body shall submit its annual budget to the Directors at the agreed times and will have regard to any views of the Directors as to the appropriateness of such budget. The Local Governing Body shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Area Council (and

the Directors where appropriate) options for identifying available funding.

5.3.6 The Local Governing Body shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the Academy in order to ensure the long term sustainability of the Academy. The Local Governing Body shall comply with any risk management policy adopted by the Company. The Local Governing Body shall nominate one member of the Local Governing Body to fulfil the functions of the Responsible Officer in so far as it affects the Academy and such person will liaise with the Company's Responsible Officer in order to ensure consistent financial risk management procedures are being adopted across all Academies.

5.3.7 The Directors acknowledges the Governing Body's right and intention to use any voluntary (i.e. non grant) funds (including any restricted funds) raised by the Governing Body for the purposes for which they have been raised and otherwise solely at the discretion of the Governing Body provided that this is within the objects of the Company. Proper accounts will be kept by the Governing Body showing the receipt and use of such funds and the extent to which such funds are restricted, in the light of the obligation on the Company to note these funds separately in the accounts of the Company.

5.3.8 Both the Directors and the Local Governing Body acknowledge that the Bishop and the Trustees have no financial responsibility for the Company or the Academy in any situation.

5.4 Premises

5.4.1 Subject to and without prejudice to clauses 5.3.2 and 5.4.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Body, who shall have regard at all times to the safety of the users of the buildings and

the facilities and the legal responsibilities of the Directors (and/or any others as Trustees) as owners of such buildings and facilities.

- 5.4.2 The Local Governing Body shall in conjunction with the Area Council and Directors develop a 5 year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Local Governing Body's responsibility to ensure the buildings and facilities are maintained to a good standard.
- 5.4.3 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Directors and the Trustees.
- 5.4.4 Insuring the land and buildings used by the Academy will be the responsibility of the Trustees and the Directors who shall recover the cost from the budget delegated to the Local Governing Body .to the extent the same is not otherwise reclaimed directly from the Education Funding Agency (or any successor body).
- 5.4.5 The Local Governing Body will notify the Directors as soon as reasonably practicable following the occurrence of an event in respect of which insurance has been obtained. The responsibility for notifying the insurers is that of the Local Governing Body. The Directors and the Local Governing Body will provide each other with all necessary information and assistance as may be helpful in the management of any insurance claims.

5.5 **Resources**

5.5.1 **Principal**

- 5.5.1.1 The Local Governing Body shall appoint the Principal subject to having first obtained the consent of the Bishop. The Bishop's consent is deemed to have been gained by liaising on all appointments of Principals with the Director of RE and/or the Episcopal Vicar for Formation who must be informed as soon as a Local Governing Body is aware of the need to appoint a Principal.

- 5.5.1.2 The Local Governing Body may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and the Local Governing Body and for the direction of the teaching and curriculum at the Academy)
- 5.5.1.3 The Local Governing Body (with the Principal) shall appoint the deputy head teacher and (in the case of a secondary school) the Head of Religious Education and (in the case of a primary school) the Religious Education Co-ordinator or Subject Leader.
- 5.5.1.4 The Directors shall ensure that the Principal and Deputy Head Teacher is a practising Catholic in full communion with the Catholic Church.

5.5.2 **Other Staff**

- 5.5.2.1 The Local Governing Body shall be responsible for the appointment and management of all other staff to be employed at the Academy provided that the Local Governing Body shall:
 - 5.5.2.1.1 comply with all policies dealing with staff agreed with the Company from time to time;
 - 5.5.2.1.2 take account of any pay terms agreed with the Company;
 - 5.5.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff agreed with the Company;
 - 5.5.2.1.4 adopt appropriate and transparent procedures for the recruitment of staff; and

5.5.2.1.5 manage any claims and disputes with staff members having regard to and implementing where appropriate any advice and recommendations given by the Directors.

5.5.2.2 The Local Governing Body shall carry out or delegate to either the Principal and/or an appropriate committee (as appropriate) the performance management of all staff (including the Principal) and shall put in place procedures for the proper professional and personal development of staff.

5.6 Curriculum and Standards

5.6.1 The Local Governing Body shall be responsible for the development and review of the curriculum but shall have regard to any views of the Directors in recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum.

5.6.2 The Local Governing Body shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Directors as they might issue from time to time. The Directors will monitor standards and achievements.

5.6.3 In order to fulfil the Company's objectives and ensure that every child receives the best possible Catholic education, the Academy must successfully address any performance issues, by self-assessment, support from within the Company and support from other sources identified by the Directors with the agreement of the Trustees and the Bishop. Interaction will range from monitoring where performance is outstanding to significant support and intervention where the Company has concern about performance as set out in Appendix 2 - The Role of the Company in Raising Standards.

5.6.4 Each Local Governing Body shall submit reports to the Directors and to the relevant Area Council in relation to standards in frequencies to be determined by the Directors, but at least on an annual basis.

- 5.6.5 The Local Governing Body shall provide opportunity for regular collective worship in accordance with the rites and tenets of the Catholic Church.
- 5.6.6 Religious Education shall constitute 10% of the weekly timetable of the Academy and shall be taught in accordance with the teachings, doctrines, discipline, tenets and norms of the Catholic Church, both as a core subject and integrated into other subject areas.
- 5.6.7 The Academy's daily act of religious worship shall be in accordance with the rites, practices, disciplines and liturgical norms of the Catholic Church.
- 5.6.8 Sex and Relationships Education shall be taught:
 - 5.6.8.1 in accordance with the social and moral teachings of the Catholic Church;
 - 5.6.8.2 having all due regard to any policies and/or guidance issued by the Bishop and/or the Trustees; and
 - 5.6.8.3 in consultation with the parents of the pupils at the Academy.

5.7 **Admissions and Appeals**

- 5.7.1 The Local Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no change will be made to the admissions criteria without consultation with the Directors and the Bishop and without the Local Governing Body fulfilling any statutory requirement for consultation.
- 5.7.2 The Local Governing Body shall also nominate their chair and the Principal (or if such persons are not available such other person approved by the Directors) to present the Academy's statement to any relevant admission appeals body and shall seek the advice of the Area Adviser in connection with such appeals.

5.7.3 Any decision to expand the Academy shall be that of the Directors and the Trustees but who shall have regard to the views of the Local Governing Body, other local Catholic schools and of the Bishop.

5.8 Extended Schools and Business Activities

5.8.1 Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda", or any activities designed to generate business income, would be the responsibility of the Local Governing Body, this shall only be undertaken in a manner consistent with any policy set by the Directors and subject to any directions of the Bishop and (in so far as the land is affected) the Trustees) and having regard to the viability of such activities, the impact on the Academy's activities and any financial implications, such as the threat of taxation in light of the Company's charitable objects and any threat to funding provided by the Secretary of State.

5.9 Regulatory Matters

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

6. OPERATIONAL MATTERS

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

6.2 The Local Governing Body will adopt and will comply with all agreed policies of the Company communicated to the Local Governing Body from time to time.

6.3 Both the Directors and all members of the Local Governing Body have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be

prepared to justify those decisions except in so far as any matter may be considered confidential.

- 6.4 The Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Directors and Area Councils from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 6.5 The Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors or the Area Council may require from time to time.
- 6.6 The Local Governing Body shall make arrangements for any inspections pursuant to section 48 of the Education Act 2005 and any additional canonical inspections and visitations of the Bishop and any person appointed by him for the purpose of ensuring that the Academy is being conducted in accordance with canon law and is following the practices and teachings of the Catholic Church and in order to allow the Bishop to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.

INTERVENTION AND REMOVAL OF DELEGATED RESPONSIBILITY

- 6.7 The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors or the Area Council in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the Local Governing Body under this Scheme of Delegation in such circumstances.
- 6.8 Notwithstanding the above, the Directors and the Local Governing Body acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Company and the impact this may have on the ability of the Directors to react when standards are falling and/or there is evidence of financial imprudence exposing the Local Governing Body and possibly more widely the Company itself to a threat of intervention. The Directors and the Local Governing Body in such circumstances make the following commitments to each other:

- 6.8.1 to discuss openly any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State;
- 6.8.2 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;
- 6.8.3 to allow each other the opportunity to effect improvements at the Academy through directions to be issued to persons appointed either by the Local Governing Body (including the Principal) or the Bishop (as the case may be) in relation to the governance of the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each or the religious character of the Academy;
- 6.8.4 not to remove or deny delegated authority without first agreeing to put in place for an appropriate period of time an interim executive board whose responsibility it will be to address the issues culminating in the threat of intervention, such interim executive board will be made up of an equal number of persons appointed by both the Directors and the Local Governing Body and shall have power to act subject only to the guiding principles set out in clause 1 and the fulfilment of the object of the Company.

7. ANNUAL REVIEW

- 7.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy. Where applicable, it will be based on the framework Scheme of Delegation that will have been put in place on the incorporation of the Company and will have been attached to Company's first Articles of Association.
- 7.2 Notwithstanding this being the first Scheme of Delegation to apply in respect of the Academy, the Directors will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it with the prior written consent of the Bishop.

- 7.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will give due consideration to any views of the Local Governing Body.

APPENDIX 1

FUNCTIONING OF THE LOCAL GOVERNING BODY

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

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

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

2. CONFLICTS OF INTEREST

- 2.1 Any member of the Local Governing Body who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal

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

- 2.2 For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 2.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.4 Any disagreement between the members of the Local Governing Body and the Principal or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.

3. **THE MINUTES**

- 3.1 The minutes of the proceedings of a meeting of the Local Governing Body shall be drawn up by the person authorised to keep the minutes of the Local Governing Body; and shall be signed (subject to the approval of the members of the Local Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
 - 3.1.1 all appointments of officers made by the Local Governing Body; and
 - 3.1.2 all proceedings at meetings of the Local Governing Body and of committees of the Local Governing Body including the names of all persons present at each such meeting.

- 3.2 The chairman shall ensure that copies of minutes of all meeting of the Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be kept at the Academy and made available to the Directors and the Bishop on request.

4. **COMMITTEES**

- 4.1 Subject to this Scheme of Delegation, the Local Governing Body may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Body but having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body. The Local Governing Body may determine that some or all of the members of a subcommittee who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present serve on the Local Governing Body.

5. **DELEGATION**

- 5.1 Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, committee, the Principal or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the Local Governing Body may impose and may be revoked or altered.
- 5.2 Where any power or function of the Directors or the Local Governing Body is exercised by any subcommittee, any Director or member of the Local Governing Body, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Body in respect of any action taken or decision made with respect to the exercise of that power or

function at the meeting of the Local Governing Body immediately following the taking of the action or the making of the decision.

6. MEETINGS OF THE LOCAL GOVERNING BODY

6.1 Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as the members of the Local Governing Body think fit.

6.2 The Local Governing Body shall meet at least three times in every school year. Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing Body appointed under paragraph 7. In exercising his functions under this Scheme of Delegation the Clerk shall comply with any direction:

6.2.1 given by the Local Governing Body; or

6.2.2 given by the chairman of the Local Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.

6.3 Any three members of the Local Governing Body may, by notice in writing given to the Clerk, requisition a meeting of the Local Governing Body; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

6.4 The Clerk shall provide to each member of the Local Governing Body at least seven clear days before the date of a meeting:

6.4.1 notice in writing thereof, signed by the Clerk, and sent to each member of the Local Governing Body at the address provided by each member from time to time;

6.4.2 all reports or other papers to be considered at the meeting; and

6.4.3 a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, so determines on the

ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

- 6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.
- 6.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Body shall not be proposed at a meeting of the Local Governing Body unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7 A meeting of the Local Governing Body shall be terminated forthwith if:
- 6.7.1 the members of the Local Governing Body so resolve; or
 - 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.8 Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.9 Where the Local Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members

of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting.

6.11 The Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

6.12 The quorum for the purposes of:

6.12.1 appointing a parent member;

6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;

6.12.3 any vote on the removal of the chairman of the Local Governing Body;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters .

6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote.

6.14 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.

6.15 The proceedings of the Local Governing Body shall not be invalidated by

6.15.1 any vacancy on the Local Governing Body; or

6.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body (other than the obligation for the chair and vice chair to be appointed by the Foundation Governors).

- 6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18, the Local Governing Body shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the Local Governing Body;
 - 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - 6.17.3 the signed minutes of every such meeting; and
 - 6.17.4 any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.
- 6.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.17, any material relating to:
- 6.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;
 - 6.18.2 a named pupil at, or candidate for admission to, the Academy; and
 - 6.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.19 Any member of the Local Governing Body shall be able to participate in

meetings of the Local Governing Body by telephone or video conference provided that:

- 6.19.1 he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
- 6.19.2 the Local Governing Body has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

7. CLERK

- 7.1 Each Local Governing Body must appoint a clerk (the “Clerk”) (who must not be the Principal) and may remove the Clerk from office at any time. The Clerk needs to work effectively with the chair of governors, the other governors and the Principal to support the Local Governing Body. The Clerk must have the necessary knowledge and skill to guide the Local Governing Body and ensure that it complies with its statutory and legal duties (and so far as applicable under this Scheme those of the Directors and the Company), along with procedural matters.
- 7.2 In the absence of the Clerk from a Local Governing Body meeting, a Local Governing Body may appoint any one of the Governors to act as Clerk for the purposes of that meeting to carry out the task at 7.3.2 below.
- 7.3. The Clerk must:
 - 7.3.1 convene meetings of the Local Governing Body;
 - 7.3.2 attend meetings of the Local Governing Body and ensure that minutes of the proceedings are drawn up; and
 - 7.3.3 perform any other functions determined by the Local Governing Body.

8. NOTICES

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

9. **INDEMNITY**

- 9.1 Subject to the provisions of the Companies Act 2006 every member of the

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

APPENDIX 2

PROTOCOL FOR DIRECTORS' INTERVENTION IN UNDER-PERFORMING SCHOOLS

1. PURPOSE

- 1.1 This Scheme of Delegation reflects the Company's principle of subsidiarity and details accordingly the procedures to ensure that, wherever possible, decisions are taken at the closest point within the Company to where such decisions will have their impact. However, paragraphs 5.1.4 of the Scheme identify exemplar circumstances in which the Directors might be required to intervene at an Academy in the interests of that Academy or the wider Company. This Appendix 2 summarises the process of any such intervention, notwithstanding the principles summarised in Clauses 2 and 3.

2. PRINCIPLES

The following principles direct the way in which the Company will work with Academies to support continuous improvement:-

- 2.1 each Academy holds the responsibility for the achievements of its pupils;
- 2.2 each Academy is itself at the heart of the improvement process and in control of its own improvement;
- 2.3 effective governance is critical to the process of continuous improvement;
- 2.4 collaboration within each Area Council will identify development needs and shape appropriate responses increasing the capacity for effective operation for each Academy;
- 2.5 recognition, acknowledgment and dissemination of good practice promote improvement;
- 2.6 transparency, objectivity and flexibility are necessary qualities to promote improvement;
- 2.7 well informed, decisive and urgent action ensures that children's and young people's life chances are safeguarded;

2.8 effective safeguarding procedures are paramount; and

2.9 each Academy is presumed to have earned autonomy in accordance with paragraph 3 unless circumstances dictate otherwise

3. EARNED AUTONOMY

Unless the Secretary of State (in accordance with clauses 6.7-6.11) or the Directors (in accordance with clause 5.1) determine that there is a need for higher level intervention, each Local Governing Body is assumed to have earned autonomy and continues to manage its own Academy or Academies collaboratively but without intervention from the Directors in respect of the formulation of local improvement strategy or day-to-day operation of the Academy or Academies.

4. MANAGING INTERVENTION

4.1 When, in accordance with clause 5.1, the Directors determine that an intervention is required it will appoint an intervention group. consisting of between 3 and 5 members selected on the basis of their experience, expertise and availability relevant to the needs that have led to the intervention (“Intervention Group”). Members of the Intervention Group may be Directors, governors or Principals from other Company Academies or other specialists from outside the Company. Unless there is specific reason not to do so, an Intervention Group will always include the relevant Area Adviser. The role of the Intervention Group is to:

4.1.1 arrange to meet as soon as possible with the relevant Local Governing Body and the Academy’s senior management team;

4.1.2 in discussion with the relevant governors and staff of the Academy and with the relevant Area Council, determine a strategy to resolve as effectively as possible the issue which gave rise to the intervention;

4.1.3 in discussion with the Academy, the Area Council and the Directors, to secure the resources required for the determined intervention strategy and, where appropriate, identify any external partner or organisation who might provide all or part of the intervention;

4.1.4 give a full report as soon as possible to the Directors about the goal(s) and details of the intervention strategy, the process by which its success

will be monitored, an analysis of any risks associated either with the original concern or with the intervention itself and the likely timescale to return the Academy to earned autonomy status;

- 4.1.5 on behalf of the Directors, monitor the intervention in accordance with the strategy and make a recommendation to the Directors when the intervention should be considered to have been completed and the Academy returned to earned autonomy; and
 - 4.1.6 on occasion the Directors may terminate an intervention under the terms of this Appendix 2 on the assurance that the Area Council, Area Adviser or other appropriate person or body continues to perform some specific additional monitoring for an agreed period post termination.
- 4.2 For the period of any Directors' intervention in accordance with this protocol, the Intervention Group must work closely with the Local Governing Body to ensure that it is aware of all the key actions that are taking place in the Academy and allow it, therefore, to continue to manage those aspects of the Academy not subject to the intervention.
- 4.3 For the period of the intervention, the Local Governing Body must follow any specific direction given to it by the Directors or by the Intervention Group. This does not preclude the right of the Local Governing Body to make representations (directly or via the Area Council) to the Directors if for any reason it has any concerns about any aspect of the determined intervention strategy.

APPENDIX 3

LIST OF ACADEMIES TO WHICH THIS SCHEME APPLIES

Name	Location	Status	Local Authority	Other	Date added
St Nicholas Catholic Primary School, Exeter	Ringswell Avenue Exeter EX1 3EG	Primary	Devon		[1.4.2013]

Schedule

Academy Area 1

St Mary's Catholic Primary, Penzance
St Mary's Catholic Primary, Falmouth
St John's Catholic Primary, Camborne
St Mary's Catholic Primary, Bodmin
St Paul's Catholic Primary, Plymouth
Keyham Barton Catholic Primary, Plymouth
St Peter's Catholic Primary, Plymouth
Holy Cross Catholic Primary, Plymouth
St Joseph's Catholic Primary, Plymouth
Cathedral Catholic Primary of St Mary, Plymouth
Notre Dame Catholic Secondary, Plymouth
St Boniface's Catholic Secondary, Plymouth

Academy Area 2

Priory Catholic Primary, Torquay
Queensway Catholic Primary, Torquay
Sacred Heart Catholic Primary, Paignton
St Margaret Clitherow Catholic Primary, Brixham
St Cuthbert Mayne Anglican and Catholic Secondary, Torquay
St Mary's Catholic Primary, Buckfast
St John's Catholic Primary, Dartmouth
Our Lady and St Patrick Catholic Primary, Teignmouth
St Joseph's Catholic Primary, Newton Abbot
St Nicholas Catholic Primary, Exeter
St Joseph's Catholic Primary, Exmouth
St John's Catholic Primary, Tiverton
Our Lady's Catholic Primary, Barnstaple

Academy Area 3

St Mary's Catholic Primary, Axminster
St Catherine's Catholic Primary, Bridport
St Mary's Catholic First, Dorchester

St Augustine's Catholic Primary, Weymouth
St Mary's Catholic First, Wool
St Mary's Catholic First, Swanage
St Catherine's Catholic Primary, Wimborne
St Mary's Catholic Primary, Marnhull
St Joseph's Catholic Combined, Poole
St Mary's Catholic Combined, Poole
St Edward's Anglican and Catholic Secondary, Poole
Christ the King Catholic Primary, Kinson