

Trust Board Scheme of Delegation 2022-23

Between

The Newman Catholic Educational Trust

and

Academy

Committee Terms of Reference and Delegated Authorities

Effective date: 1 March 2022

Contents

Scheme of delegation

Appendix 1 – MAT structure

Appendix 2 – Local Governing Committee Constitution

Appendix 3 - Table of Delegation/Acronyms

Appendix 4 – Articles of Association

Appendix 5 – Diocesan Protocols

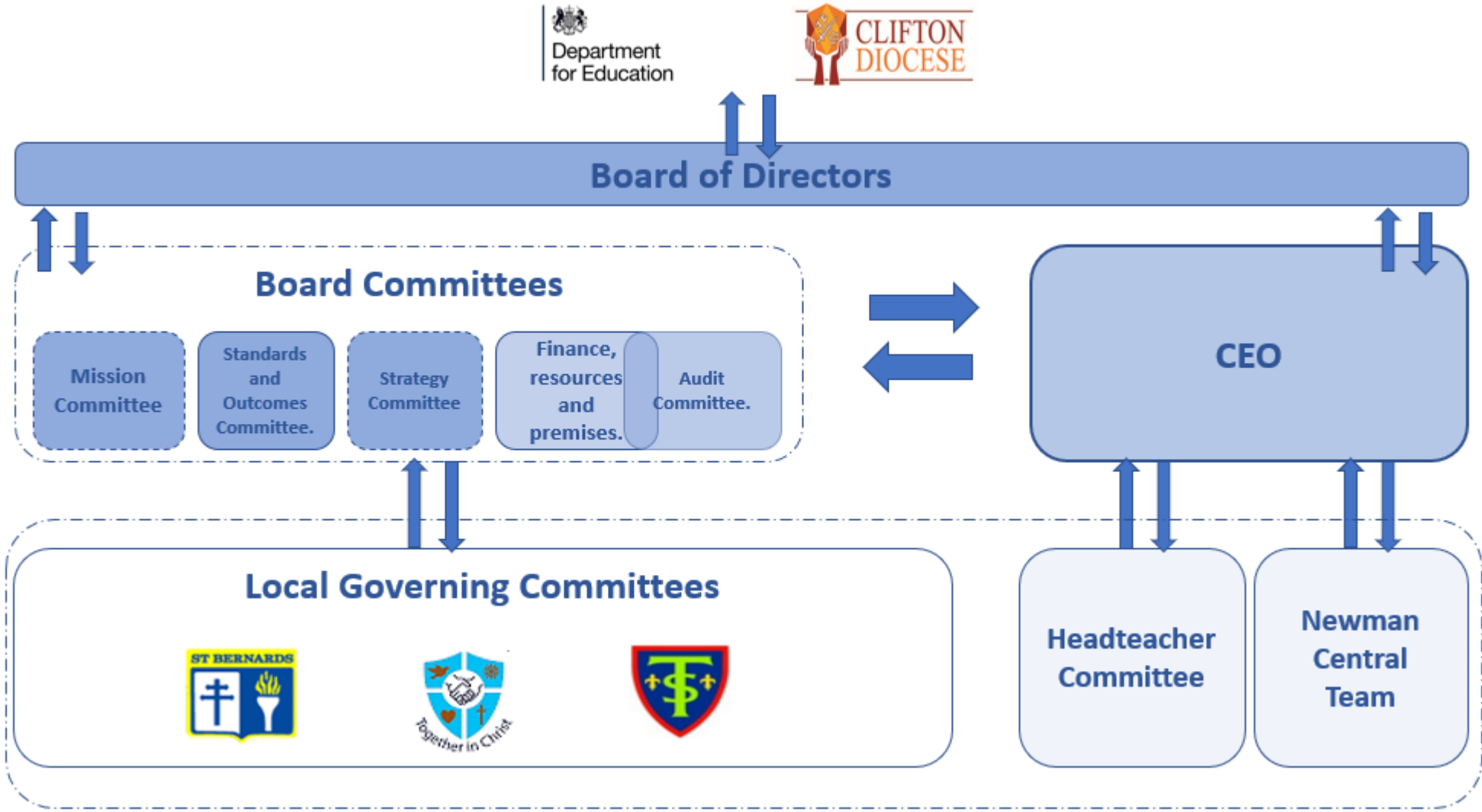
DEFINITIONS

In this Scheme of Delegation, the following terms shall have the following meanings:

- i. 'Academy' or 'Trust' means the academy named at the beginning of this Scheme of Delegation and includes all sites upon which the academy undertaking is, from time to time, being carried out;
- ii. 'Articles of Association' means the articles of association of the Multi-Academy Trust Company (to be based on the February 2019 agreed model articles of association available on the Department for Education website);
- iii. 'Bishop' means the Bishop of the Roman Catholic Diocese of Clifton in which the Academy Trust Company is situated (as defined in Canon law) and includes any person exercising Ordinary jurisdiction in his name (including Vicars General) and any person delegated by him, including officers of the Diocese;
- iv. 'Board of Directors' means the Board of Directors of the Multi-Academy Trust;
- v. 'Canon law' means the canon law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon law, this shall be determined exclusively by the Bishop;
- vi. 'Chair' means the chair of the Board of Directors or the chair to the Local Governing Committee of the Academy appointed from time to time, as appropriate;
- vii. 'CEO' means the Chief Executive Officer who is the appointed person responsible for the day to day operations of the Multi-Academy Trust including the performance of the Academy Trust Company's academies and the performance of the academy principals /headteachers
- viii. 'Clerk' means the clerk to the Board of Directors and/or the clerk to the Local Governing Committee of the Academy appointed from time to time, as appropriate, and includes a joint, assistant or deputy clerk;
- ix. 'Delegated Functions' means the functions delegated by the Multi-Academy Trust Company in accordance with the table at Appendix 3;
- x. 'Diocese' or 'Diocesan' means the education service provided by the Diocese, which may also be known, or referred to, as the Diocesan Department of Schools & Colleges or Diocesan Schools Commission;
- xi. 'Diocesan Trustee' means a Trustee of the Diocese appointed by the Bishop to safeguard the interests of the Catholic community as a whole in the Diocese and to serve its needs;
- xii. 'Directors' means directors appointed to the Board of the Multi-Academy Trust Company;
- xiii. 'Foundation Directors and Foundation Governors' means the directors or governors from time to time appointed by the Bishop to represent his Diocesan policy on the Board of the Academy Trust Company or the Local Governing Committee of the Academy, as appropriate;
- xiv. 'Governors' means the governors appointed and elected to the Local Governing Committee of the Academy, from time to time;

- xv. 'Local Governing Committee' means any committee established by the Directors pursuant to Article 100 of the Articles of Association to carry out specified functions in relation to the Academy as delegated by the Directors;
- xvi. 'Member' means a member of the Multi-Academy Trust Company appointed pursuant to Article 12 of the Articles of Association;
- xvii. 'Multi-Academy Trust' means the company responsible for the management of the Academy and, for all purposes, means the employer of staff at the Academy;
- xviii. 'Principal' means the headteacher or executive headteacher as the case may be and is the person named as the headteacher of the school for Ofsted purposes;
- xix. 'Protocol' means the document that outlines the committed working relationship between the Diocese and the Multi-Academy Trust Company;
- xx. 'Reserved Matters' means the matters that the Directors have determined will not be delegated and will be dealt with exclusively by them;
- xxi. 'Vice-Chair' means the vice-chair of the Board of Directors or the vice-chair of the Local Governing Committee of the Academy elected from time to time, as appropriate.

MULTI-ACADEMY TRUST COMPANY



Structure of the Board:

- **The Board committees will meet at least three times a year**
- **Committees can be arranged to coincide with Board meetings (as long as recorded, documented and minuted as separate committee meetings).**
- **Finance and Audit Committee members will be provided restricted access and viewing rights to the Trust's accounts in order to enable them to have oversight of daily finances. Thus, allowing for consistent monitoring and challenge and mean accounts, budgeting and finances are not only monitored and discussed at Committee or Board meetings.**
- **Headteachers will also be given access to finance and budgeting systems to further increase controls and inform planning/decision making.**
- **The Committee structure will be reviewed continuously alongside the needs of the MAT. The Diocesan plan to expand to 19 schools by 2025 requires the Board to evolve with the changing needs of the Trust.**

1. GOVERNANCE OF THE MULTI-ACADEMY TRUST COMPANY

1.1 This Scheme of Delegation has been adopted by the Directors from the Effective Date in accordance with the provisions of the Multi-Academy Trust Company's Articles and it should be read in conjunction with the Articles of Association. References in this Scheme of Delegation to numbered Articles are to the relevant clause of the Multi-Academy Trust Company's Articles of Association.

1.2 As a charity and company limited by guarantee the Multi-Academy Trust Company is governed by the Board of Directors who are responsible for, and oversee, the management and administration of the Multi-Academy Trust Company and the academies run by the Multi-Academy Trust Company, including the Academy. The Directors have overall responsibility and ultimate decision-making authority for all the work of the Multi-Academy Trust Company. These responsibilities are largely carried out through strategic planning and the setting of policy.

1.3 As the Academy is a Catholic school, designated as such, the Directors are accountable to the Bishop to ensure that the Academy is conducted as a Catholic school in accordance with Canon Law and the teachings of the Roman 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 are also accountable to external government agencies including the Charity Commission, the Department for Education and the Education & Skills Funding Agency (including any of their successor bodies). Both the Bishop and external government agencies hold the Multi-Academy Trust Company to account for the quality of the education, the financial propriety and the value they provide, and they require that the Multi-Academy Trust Company has systems in place through which they can assure themselves of such quality, safety and good practice.

1.4 In order to discharge these responsibilities people who are more locally based may be appointed by the Directors, except insofar as the Bishop appoints the Foundation Governors, to serve on a Local Governing Committee (or equivalent) which has been established to ensure the good governance of the Academy. In discharging their duties, the Local Governing Committee will comply with any relevant policies, protocols and procedures adopted by the Multi-Academy Trust Company which, in turn, reflect national and Diocesan directions and guidance, where required.

1.5 Foundation Directors and Foundation Governors are appointed by the Bishop, and the Foundation Director/Foundation Governor's obligations must be carried out in accordance with any Diocesan policy or protocol, the requirements outlined in the Multi-Academy Trust Company's Articles of Association, this Scheme of Delegation, the Protocol between the Diocese, the Multi-Academy Trust Company and the Academy and any other associated policies and protocols.

1.6 This Scheme of Delegation, particularly the table at Appendix 3, explains the ways in which Directors fulfil responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the Governors and their commitments to each other to ensure the success of the Trust. This Scheme of Delegation serves as the terms of reference for the delegation of powers and responsibilities by the Directors to the Local Governing Committee.

2. ETHOS AND MISSION STATEMENT

Our Mission

At the Newman Trust, the light of Christ leads us on our journey to pursue perfection and inspires us to create a community of faith built upon the foundations of family, service, duty and academic excellence.

Our values:

C – Courage: *At Newman, we show courage in our faith and when we learn – facing challenges and overcoming adversity.*

A – Attentive: *At Newman, we are attentive to the needs of others and respond with action. We are attentive to, and actively seek, the presence of God in all things.*

R – Respect: *At Newman. We show respect and concern for each other, our communities, our planet and all people.*

E – Excellence: *At Newman, we challenge our students to go beyond what is expected, seek excellence in all areas and strive for the greater glory of God.*

S – Stewardship: *At Newman, we believe that it is our duty to work amongst God’s people. This means active service, volunteering and working for social justice.*

Our root beliefs:

At Newman, we care! We care about:

- **Family Partnership** – All of our schools have a unique identity built on the firm foundations of their communities. We want to foster strong relationships with all of our parents, parishes and community members so that they are fully involved in the development of our collective family.
- **Spiritual Growth** – We aim to build a community of faith, as we exist to enrich the Catholic community and act as disciples of Jesus Christ.
- **Understanding and using our God-given gifts and talents**- We encourage all students towards excellence and to use their gifts and talents in service of others.
- **Living the teachings of the Church** - We provide a unique opportunity for students to experience the Gospel of Jesus Christ and to bring Catholic beliefs and values into their lives, learning and the community.
- **Fostering Respect** - Respect for each other and our collective purpose is the foundation of our Trust. Our teachings, behaviour and conduct must be deeply rooted in respect.
- **Leading by Example** - We are spiritually committed and professionally prepared so that we can be a leading organisation locally and nationally.
- **Expressing Concern for Others** - We have a special concern for the poor and disenfranchised and want our daily work to support the need of others.

2. MEMBERS’ POWERS AND RESPONSIBILITIES

The Members of the Multi-Academy Trust are the guardians of the governance of the Multi-Academy Trust. They are accountable to the Bishop (unless the Member is the Bishop) to ensure that the Multi-Academy Trust is being operated in accordance with the objects in the Articles of Association, which only they can vary.

3. DIRECTORS' POWERS AND RESPONSIBILITIES

- 3.1 The Directors have a duty to act in fulfilment of the Multi-Academy Trust Company's objects which are set out in the Articles of Association. The Directors also have a duty to the Bishop to uphold the objects of the Multi-Academy Trust Company and to comply with any directives, advice or guidance issued by the Bishop.
- 3.2 Directors will have regard to the interests of the other academies for which the Multi-Academy Trust Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.
- 3.3 Article 100 provides for the appointment by the Directors of committees, which may be known as Local Governing Bodies, to whom the Directors may delegate certain of their functions. The general power to delegate functions under Article 100 is limited in accordance with Articles 105A, 105AA and 105B.
- 3.4 The constitution, membership and proceedings of the Local Governing Committee is determined by the Directors and this Scheme of Delegation sets this out as well as acknowledging the authority delegated by the Directors to the Local Governing Committee to run the Academy and fulfil its mission.
- 3.5 Subject to the provisions of the Companies Act 2006, the Articles of Association and to any directions given by the Members of the Multi-Academy Trust Company following a special resolution, or any directives issued by the Bishop or the Diocese, and in accordance with the policies and protocols agreed by the Directors, the way that the business of the Academy is carried forward at a local level shall be delegated by the Directors to the Local Governing Committee in accordance with this Scheme of Delegation, more particularly the table at Appendix 3.

4. CONSTITUTION OF THE MULTI-ACADEMY TRUST COMPANY

- 4.1 The initial members of the Multi-Academy Trust Company are those named in the Memorandum of Association.
- 4.2 The requirements relating to the constitution of the board of the Directors of the Multi-Academy Trust Company are set out in the Articles of Association.
- 4.3 The requirements relating to the carrying out of the business of the Directors is set out in the Articles of Association.

5. CONSTITUTION OF THE LOCAL GOVERNING COMMITTEE

5.1 Membership

- 5.1.1 The members of the Local Governing Committee shall be known as Governors.
- 5.1.2 The number of people who shall sit on the Local Governing Committee shall be not less than 6 subject always to paragraph 6.2.1 and will consist of at least one member of staff (excluding the headteacher/principal who will be ex officio) and at least one parent governor – ideally two.
- 5.1.3 The constitution of the Local Governing Committee will be in accordance with Appendix 2. A different constitution may be adopted at any time by the Directors with prior written approval of the Diocese.
- 5.1.4 The Foundation Governors on the Local Governing Committee will be those appointed by the Bishop.
- 5.1.5 The Directors (all or any of them) shall be entitled to attend any meetings of the Local Governing Committee. Any Director attending a meeting of the Local Governing Committee shall count towards the quorum for the purposes of that meeting and shall be entitled to vote on any resolution being considered by the Local Governing Committee.
- 5.1.6 All persons appointed or elected to the Local Governing Committee shall give a written undertaking to the Directors, the Bishop and the Diocesan Trustees to uphold the objects of the Multi-Academy Trust. The Clerk shall be responsible for ensuring that this has been completed and that a copy has been sent to the Diocesan Department of Schools & Colleges.

5.2 Appointment of members of the Local Governing Committee

6.2.1 Foundation Governors

The Foundation Governors shall be appointed by the Bishop. They shall outnumber all the other members by two to ensure the preservation and development of the Catholic character of the Academy and the Multi-Academy Trust Company.

6.2.2 Staff Governors

- 6.2.2.1 Unless the headteacher/principal resigns from the Local Governing Committee, he/she shall be treated for all purposes as being an ex officio member of the Local Governing Committee.
- 6.2.2.2 The Local Governing Committee may appoint persons who are employed at the Academy to serve on the Local Governing Committee through such processes as the Directors may determine, provided that the total number of such persons (including the Principal) complies with the Local Governing Committee's constitution in force at the time.)
- 6.2.2.3 Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Committee, the Local Governing Committee shall invite nominations from all staff who are employed by the Multi-Academy Trust Company and who work at the Academy (excluding the headteacher/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 Directors.

6.2.3 Parent Governors

- 6.2.3.1 Subject to clause 6.2.3.5, the parent members of the Local Governing Committee shall be appointed after election 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.
- 6.2.3.2 The Local Governing Committee shall make all necessary arrangements for election of the parent members of the Local Governing Committee, 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 Committee which is contested shall be held by secret ballot.
- 6.2.3.3 The arrangements made for the election of the parent members of the Local Governing Committee 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/she prefers, by having his/her ballot paper returned to the Academy by a registered pupil at the Academy.
- 6.2.3.4 Where a vacancy for a parent member of the Local Governing Committee is required to be filled by election, the Local Governing Committee 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/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 6.2.3.5 The number of parent members of the Local Governing Committee required shall be made up by persons appointed by the Local Governing Committee if the number of parents standing for election is less than the number of vacancies.
- 6.2.3.6 In appointing a person to be a parent member of the Local Governing Committee pursuant to clause 6.2.3.5, the Local Governing Committee 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.
- 6.2.3.7 The first parent and staff members of the Local Governing Committee may be those people who filled those positions on the governing Committee of the predecessor school at its closure provided that they have the requisite skills as determined by the Directors. Parent and staff governors who do have the requisite skills shall serve on the Local Governing Committee for the remainder of the terms of office for which they were elected or appointed to the predecessor governing Committee provided that the minimum membership of the Local Governing Committee does not decrease following closure.

6.3 Term of office

The term of office for any person, other than a Foundation Governor, serving on the Local Governing Committee shall be 4 years unless otherwise specified at the time of appointment by the person or body appointing them, save that this time limit shall not apply to the headteacher/principal. Subject to remaining eligible to be a particular type of member on the Local Governing Committee, any person may be re-appointed or re-elected to the Local Governing Committee save that Foundation Governors may only serve a maximum of three consecutive four-year terms (other than with the consent of the Bishop).

6.4 Resignation and removal

- 6.4.1 Except in the case of a Foundation Governors, a person serving on the Local Governing Committee shall cease to hold office if he/she resigns his/her office by notice

to the relevant Local Governing Committee (but only if at least three persons will remain in office when the notice of resignation is to take effect). The Local Governing Committee must give a copy of the notice to the Directors. A Foundation Governor must resign his/her office by notice to the Bishop who appointed him/her and provide a copy of the notice to the Local Governing Committee who shall, in turn, provide that copy to the Directors.

- 6.4.2 A person serving on the Local Governing Committee shall cease to hold office if he/she is removed by the person or persons who appointed him/her. 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 Committee by a person or persons who appointed him, any failure to uphold the values of the Multi-Academy Trust Company and/or the Academy, or to preserve and develop the Catholic character, or to act in a way which is in breach of this Scheme of Delegation or the undertaking given pursuant to paragraph 6.1.6 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 relevant Local Governing Committee.
- 6.4.3 If any person who serves on the Local Governing Committee in his/her capacity as an employee at the Academy ceases to work at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the Local Governing Committee automatically on termination of his/her work at the Academy.
- 6.4.4 If any person who serves on the Local Governing Committee in his/her capacity as a parent ceases to be a parent of a child on roll at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the Local Governing Committee automatically at the end of that school term.
- 6.4.5 Where a person who serves on the Local Governing Committee is removed from office, those removing him/her, shall give written notice thereof to the Local Governing Committee, who shall, in turn, notify the Directors.

6.5 Disqualification of members of the Local Governing Committee

- 6.5.1 No person shall be qualified to serve on the Local Governing Committee unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Committee.
- 6.5.2 A person serving on the Local Governing Committee shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.
- 6.5.3 A person serving on the Local Governing Committee shall cease to hold office if he/she is absent without the permission of the Chair of the Local Governing Committee from all the meetings of the Local Governing Committee held within a period of six months and the Local Governing Committee resolves that his/her office be vacated.
- 6.5.4 A person shall be disqualified from serving on the Local Governing Committee if:
 - 6.5.4.1 His/her estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or
 - 6.5.4.2 He/she is the subject of a bankruptcy restrictions order or an interim order.
- 6.5.5 A person shall be disqualified from serving on the Local Governing Committee at any time when he/she 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).

- 6.5.6 A person serving on the Local Governing Committee shall cease to hold office if he/she would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 6.5.7 A person shall be disqualified from serving on the Local Governing Committee if he/she 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/she was responsible or to which he/she was privy, or which he/she by his conduct contributed to or facilitated.
- 6.5.8 A person shall be disqualified from serving on the Local Governing Committee at any time when he/she is:
- 6.5.8.1 subject to a direction of the Secretary of State under s.142 of the Education Act 2002 or any other disqualification, prohibition or restriction which takes effect as if contained in such a direction; or
 - 6.5.8.2 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 6.5.8.3 disqualified from working with children in accordance with Sections 28, 29 or 29A of the Criminal Justice and Court Services Act 2000; or
 - 6.5.8.4 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006); or
 - 6.5.8.5 disqualified from registration under Part 2 of the Children and Families (Wales) Measure 2010 or child minding or providing day care; or
 - 6.5.8.6 disqualified from registration under Part 3 of the Childcare Act 2006; or
 - 6.5.8.7 disqualified under the Childcare (Disqualification) Regulations 2009.
- 6.5.9 A person may be disqualified from serving on the Local Governing Committee if they have ever been:
- 6.5.9.1 convicted of an offence involving violence, dishonesty or deception, or any sexual offence which is not a protected offence; or
 - 6.5.9.2 convicted of causing a nuisance or disturbance on school and/or educational premises; or
 - 6.5.9.3 sentenced to imprisonment (whether suspended or not), in the UK or elsewhere, for a period of not less than three months.
- 6.5.10 A person shall be disqualified from serving on the Local Governing Committee where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.
- 6.5.11 A person shall be disqualified from serving on the Local Governing Committee if he/she has not provided to the Chair of the Board of Directors the proper criminal records certification as required by law and outlined by the Diocese and the Catholic Education Service. In the event that any such certification or checks disclose any information which would, in the opinion of either the Chair of the Board of Directors 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.
- 6.5.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Local Governing Committee and he/she was, or was proposed, to so serve, he/she shall upon becoming so disqualified give written notice of that fact to the Local Governing Committee who shall inform the Directors and the Bishop.

6.5.13 This clause 6.5 shall also apply to any member of any committee of the Local Governing Committee who is not a member of the Local Governing Committee.

6.6 Responsibilities of the Local Governing Committee

6.6.1 The responsibilities of the Local Governing Committee are outlined in this Scheme of Delegation, more particularly in the table at Appendix 3 and in the Accountability Structure - Appendix 1.

6.6.2 The Local Governing Committee will adopt and comply with all policies, protocols and procedures of the Multi-Academy Trust Company, the Bishop and the Diocesan Bishop as communicated to the Local Governing Committee from time to time.

6.7 Business/ proceedings of Local Governing Committee Meetings of the Local Governing Committee

6.7.1 Subject to this Scheme of Delegation, the Local Governing Committee may regulate its proceedings as its members see fit.

6.7.2 The Local Governing Committee shall meet at least once per term. Meetings of the Local Governing Committee shall be convened by the Clerk to the Local Governing Committee. In exercising his/her functions under this Scheme of Delegation, the Clerk shall comply with any direction:

6.7.2.1 given by the Directors or the Local Governing Committee; or

6.7.2.2 given by the Chair of the Local Governing Committee or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair of the Local Governing Committee, so far as such direction is not inconsistent with any direction given as mentioned in 6.7.2.1 above.

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

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

6.7.4.1 notice in writing thereof and sent to each member of the Local Governing Committee at the address (or email address) provided by each member from time to time;

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

6.7.4.3 a copy of the agenda for the meeting;

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

- 6.7.5 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.
- 6.7.6 A resolution to rescind or vary a resolution carried at a previous meeting of the Local Governing Committee shall not be proposed at a meeting of the Local Governing Committee unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
- 6.7.7 A meeting of the Local Governing Committee shall be terminated forthwith if:
- 6.7.7.1 the members of the Local Governing Committee so resolve; or
- 6.7.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Committee in accordance with paragraph 6.7.10, subject to paragraph 6.7.12.
- 6.7.8 Where in accordance with paragraph 6.7.7 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.
- 6.7.9 Where the Local Governing Committee resolves in accordance with paragraph 6.7.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Committee shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.
- 6.7.10 Subject to paragraph 6.7.12, the quorum for a meeting of the Local Governing Committee, and any vote on any matter thereat, shall be any three of the members of the Local Governing Committee, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Committee at the date of the meeting.
- 6.7.11 The Local Governing Committee may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.
- 6.7.12 The quorum for the purposes of:
- 6.7.12.1 appointing a parent member;
- 6.7.12.2 any vote on the removal of a person in accordance with this Scheme of ~~Delegation~~;
- 6.7.12.3 any vote on the removal of the Chair of the Local Governing Committee;
- 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.
- 6.7.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Committee shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Committee shall have one vote.
- 6.7.14 Subject to paragraphs 6.7.10 – 6.7.12, where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he/she may have.

- 6.7.15 The proceedings of the Local Governing Committee shall not be invalidated by
- 6.7.15.1 any vacancy on the board; or
 - 6.7.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Committee.
- 6.7.16 A resolution in writing, signed by the requisite majority of all the persons entitled to receive notice of a meeting of the Local Governing Committee or of a subcommittee of the Local Governing Committee, shall be valid and effective as if it had been passed at a meeting of the Local Governing Committee or (as the case may be) a subcommittee of the Local Governing Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Committee and may include an electronic communication by or on behalf of the Local Governing Committee indicating his/her agreement to the form of resolution providing that the member has previously notified the Local Governing Committee in writing of the email address or addresses which the member will use.
- 6.7.17 Subject to paragraph 6.7.18, the Local Governing Committee shall ensure that a copy of:
- 6.7.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;
 - 6.7.17.3 the signed minutes of every such meeting; and
 - 6.7.17.4 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.
- 6.7.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.7.17, any material relating to:
- 6.7.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;
 - 6.7.18.2 a named pupil at, or candidate for admission to, the Academy; and
 - 6.7.18.3 any matter which, by reason of its nature, the Local Governing Committee is satisfied should remain confidential.
- 6.7.19 Any member of the Local Governing Committee shall be able to participate in meetings of the Local Governing Committee by telephone or video conference provided that:
- 6.7.19.1 He/she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached and/or appropriate details of the video conference suite from which he/she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 6.7.19.2 the Local Governing Committee has access to the appropriate equipment; and
 - 6.7.19.3 he/she assures the Local Governing Committee that the telephone connection and the surrounding environment from which the call is to be made is secure and will comply with the requirement to maintain confidentiality of the business of the Local Governing Committee at all times; and
 - 6.7.19.4 he/she is able to hear all participants and fully take part in the discussions.

6.7.20 If, after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference pursuant to 6.7.19, the meeting may still proceed with its business provided it is otherwise quorate.

The Minutes

6.7.21 The minutes of the proceedings of a meeting of the Local Governing Committee shall be drawn up and kept for the purpose by the person authorised to keep the minutes of the Local Governing Committee and shall be signed (subject to the approval of the members of the Local Governing Committee) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:

6.7.21.1 all appointments of officers made by the Local Governing Committee; and

6.7.21.2 all proceedings at meetings of the Local Governing Committee and of committees of the Local Governing Committee including the names of all persons present at each such meeting.

6.7.22 The Chair shall ensure that copies of minutes of all meetings of the Local Governing Committee (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors, the Bishop and the Diocesan Trustees as soon as reasonably practicable after those minutes are approved.

Delegation

6.7.23 Provided such power or function has been delegated to the Local Governing Committee, the Local Governing Committee may further delegate to any person serving on the Local Governing Committee, 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 Committee may impose and may be revoked or altered.

6.7.24 Where any power or function of the Directors or the Local Governing Committee is exercised by any subcommittee, any Director or member of the Local Governing Committee, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Committee 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 Committee immediately following the taking of the action or the making of the decision.

Committees of the Local Governing Committee

6.7.25 Subject to this Scheme of Delegation, the Local Governing Committee may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Committee 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 Committee, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Committee or Directors.

Chair and Vice-Chair of the Local Governing Committee

- 6.7.26 The members of the Local Governing Committee shall, each school year at their first meeting in that year, elect a Chair and a Vice-Chair from amongst the Foundation Governors in their number to serve until a successor is appointed or a vacancy occurs pursuant to paragraph 6.7.28.
- 6.7.27 Subject to paragraph 6.7.30, the Chair or Vice-Chair shall hold office as such until his/her successor has been elected in accordance with paragraphs 6.7.26 - 6.7.37.
- 6.7.28 The Chair or Vice-Chair may at any time resign his/her office by giving notice in writing to the Local Governing Committee.
- 6.7.29 The Chair or Vice-Chair shall cease to hold office if:
- 6.7.29.1 He/she ceases to serve on the Local Governing Committee;
 - 6.7.29.2 He/she is employed by the Multi-Academy Trust Company whether or not at the Academy;
 - 6.7.29.3 He/she is removed from office in accordance with this Scheme of Delegation; or
 - 6.7.29.4 in the case of the Vice-Chair, he/she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of Chair.
- 6.7.30 Where by reason of any of the matters referred to in paragraph 6.7.29, a vacancy arises in the office of Chair or Vice-Chair, the members of the Local Governing Committee shall at its next meeting elect one of their number to fill that vacancy.
- 6.7.31 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair or his/her nominee shall act as the Chair for the purposes of the meeting.
- 6.7.32 Where in the circumstances referred to in paragraph 6.7.30, the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the members of the Local Governing Committee shall elect one of their number to act as a Chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Multi-Academy Trust Company whether or not at the Academy nor a Director.
- 6.7.33 A Director shall act as Chair during that part of any meeting at which the chair is elected.
- 6.7.34 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 6.7.35 The Chair or Vice-Chair may only be removed from office by the Directors at any time or by the Local Governing Committee in accordance with this Scheme of Delegation.
- 6.7.36 A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Local Governing Committee shall not have effect unless:
- 6.7.36.1 it is confirmed by a resolution passed at a second meeting of the Local Governing Committee held not less than fourteen days after the first meeting; and
 - 6.7.36.2 the matter of the Chair or Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings; and
 - 6.7.36.3 copies of the resolutions referred to at paragraph's 6.7.36 and 6.7.36.1 above are served on the Directors.

6.7.37 Before a resolution is passed by the Local Governing Committee at the relevant meeting as to whether to confirm the previous resolution to remove the Chair or Vice-Chair from office, the person or persons proposing his/her removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

Clerk

6.7.38 The Directors may appoint a Clerk (who must not be the headteacher/principle) to provide clerking services to the Local Governing Committee and may remove the Clerk from office at any time.

6.7.39 In the absence of the Clerk from a Local Governing Committee meeting, the Local Governing Committee may appoint any one of its members to act as Clerk for the purposes of that meeting.

6.7.40 The Clerk must:

6.7.40.1 convene meetings of the Local Governing Committee;

6.7.40.2 attend meetings of the Local Governing Committee;

6.7.40.3 advise the Local Governing Committee on the Academy's compliance with the Articles, the funding agreement, the scheme of delegation and the law;

6.7.40.4 ensure that minutes of the proceedings are drawn up; and

6.7.40.5 perform any other functions determined by the Local Governing Committee.

Conflicts of Interest

6.7.41 A conflict of interest/loyalty shall not be deemed to occur solely from the fact that any member of the Local Governing Committee is also a director, charity trustee or governor of any other Catholic school or schools or other educational institution(s), diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s). Any member of the Local Governing Committee 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/her duties as a member of the Local Governing Committee shall disclose that fact to the Local Governing Committee as soon as he/she becomes aware of it. Subject to Article 98A, a person is not permitted to attend any meeting of the Local Governing Committee or committee of the Local Governing Committee, or any part of any such meeting, where it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and the Multi-Academy Trust Company and any duty or personal interest (including but not limited to any Personal Financial Interest).

6.7.42 For the purpose of paragraph 6.7.42, a person has a Personal Financial Interest if he/she is in the employment of the Multi-Academy Trust Company or is in receipt of remuneration or the provision of any other benefit directly from the Multi-Academy Trust Company or in some other way is linked to the Multi-Academy Trust Company or the Academy.

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

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

Indemnity

6.7.45 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Committee or other officer or auditor of the Multi-Academy Trust Company acting in relation to the Academy shall be indemnified out of the assets of the Multi-Academy Trust Company against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Multi-Academy Trust Company, subject to the limitation of s.189 of the Companies Act 2011.

Notices

6.7.46 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 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.

6.7.47 A notice may be given by the Local Governing Committee to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his/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 Governing Committee by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Committee an address within the United Kingdom at which notices may be given to him/her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Committee.

6.7.48 A member of the Local Governing Committee present at any meeting of the Local Governing Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

6.7.49 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.

7 OPERATIONAL MATTERS AT MULTI-ACADEMY TRUST COMPANY AND LOCAL GOVERNING COMMITTEE LEVEL

7.1 The Local Governing Committee shall comply with the obligations set out in this Scheme of Delegation, particularly the relevant sections of the table at Appendix 3,

which deals with the day to day operations of the Local Governing Committee.

- 7.2 The Local Governing Committee will adopt and comply with all policies, protocols and procedures of the Multi-Academy Trust Company, the Bishop and the Diocese as communicated to the Local Governing Committee from time to time.
- 7.3 Except for the Foundation Directors and Foundation Governors, the other Directors and members of the Local Governing Committee have a duty to act independently and not to act as agents of those who may have appointed them. All Directors and members of the Local Governing Committee will act with integrity, objectivity and honesty in the best interests of the Multi-Academy Trust Company and the Academy and shall be open about decisions made and be prepared to justify those decisions except insofar as any matter may be considered confidential. Foundation Governors shall always act in furtherance of their undertaking to the Bishop and the Diocesan Trustees to preserve and develop the Catholic character of the Academy, and the Multi-Academy Trust Company, at all times.
- 7.4 The Local Governing Committee shall comply with any inspections by or on behalf of the Directors and any denominational 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.
- 7.5 If, in the view of the Directors, one of the following situations arises, then the Directors may resolve to remove some or all of the powers and obligations delegated to the Local Governing Committee by this Scheme of Delegation:
- 7.5.1 The Local Governing Committee, or one of more of its members, has acted, or allowed another to act, whether knowingly or recklessly, in such a way as to prejudice the Catholic character of the Multi-Academy Trust Company and the Academy;
 - 7.5.2 Standards and performance are low, are likely to be assessed as low and/or are likely to remain so without intervention.
 - 7.5.3 There are significant financial concerns linked to the management of the school's budget or financial procedure and processes and are likely to remain so without interventions.
 - 7.5.4 There has been a serious breakdown in management or governance which is prejudicial to standards of performance or breaches the Multi-Academy Trust Company's policies and procedures.
 - 7.5.5 The safety of pupils and staff is threatened; or
 - 7.5.6 Safeguarding procedures are inadequate.
- 7.6 The Local Governing Committee shall work closely with and shall promptly implement any advice or recommendations made by the directors 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 Committee under this Scheme of Delegation in such circumstances.

8 REVIEW OF THE SCHEME OF DELEGATION

- 8.1 This Scheme of Delegation shall operate from the Effective Date in respect of the Academy.
- 8.2 The Directors have the absolute discretion to review and amend this Scheme of Delegation at least annually and to alter any provisions of it with the prior written consent of the Bishop (on the advice of the Diocese).
- 8.3 In considering any material changes to this Scheme of Delegation the Directors shall have regard to and give due consideration to any views of the Local Governing Committee and shall comply with any guidance/requirements of the Bishop and consider any guidance published by the Catholic Education Service.

9 ROLE OF THE CHIEF EXECUTIVE OFFICER (CEO)

- 9.1 The CEO has the delegated responsibility for the day to day operation of the Multi Academy Trust including the performance of the Academy Trust academies and so the CEO will be responsible for managing the performance of each individual academy principal/headteacher with input from the Chair of the local governing Committee.
- 9.2 The CEO is the accounting officer has overall responsibility for the operation of the Multi- Academy Trust's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money
- 9.3 The CEO leads the executive management team of the Multi-Academy Trust. The CEO will delegate executive management functions to the executive management team and is accountable to the Board for the performance of the executive management team.

10. ROLE OF THE ACADEMY HEADTEACHER/PRINCIPAL

- 10.1 The academy headteacher/principal is responsible for the day to day management of the academy and is managed by the CEO but reports to the Local Governing Committee on matters which have been delegated to it including monitoring and scrutiny of the school development plan.

Appendix 1

Introduction

The Newman Catholic Educational Trust (NCET) is a charitable company and single entity and will be governed by the Trust Board who will have overall responsibility and ultimate decision-making authority for all of the work carried out by the Trust. It is accountable for all pupils, employees, schools, monies, assets and compliance and statutory duties. The Trust's core purpose is defined by the company 'object' in the articles of association, a copy can be found in Appendix 4.

The following schools are overseen by the trust:

1. St. Bernard's Roman Catholic Primary School
2. St. Francis Roman Catholic Primary School
3. St. Teresa's Roman Catholic Primary School

Governance Structure

In line with the Articles of Association, five Members will be appointed by the Bishop:

1. The Clifton Catholic Diocesan Education Foundation
2. The Diocesan Bishop
3. The Diocesan School Commissioner,
4. The Financial Secretary / Chief Operating Officer
5. Clifton Catholic Diocese

Also in line with the Articles of Association and Objects, Clifton Diocese will also appoint five skilled foundation directors to represent the Bishop and implement his vision. They must be in the majority by at least two, so three additional directors will be co-opted to ensure the trust board has the depth and breadth of skills, knowledge and expertise required to fulfil their statutory duties effectively and drive improvement across the trust. Using evidence-based challenge and data will enable directors to hold executive leaders to account for performance will ensure all pupils fulfil their potential and the trust is financially sustainable. The Trust Board is the single Governing Board and ultimately accountable for the educational and financial performance of all schools in the trust.

This Scheme of Delegation clarifies the lines of accountability between the trust board and its committees and executives.

Roles, responsibilities and accountability structure:

The Trust Board has opted to establish committees to carry out some of its governance functions. There are two types of committees: 1) trust committees have a trust wide remit e.g. finance, staffing, audit, risk, estates and their membership must be composed of a majority of directors, and 2) local governing committees (LGCs). Local Governing Committees usually have a single school oversight role, but could oversee more than one school, and their membership is composed of local governors. Their delegated remit is typically focused on holding the headteacher to account for the quality of standards and pupil outcomes, meeting the needs of the most vulnerable and disadvantaged pupils, including those with special educational needs and disabilities (SEND), ethos, wellbeing and spiritual development, attendance, safeguarding, health and safety, community engagement. The accountability structure of the Trust will be as follows:

Accountability	Action	By Whom	Frequency	Follow up Actions (if necessary)
School	Regularly monitor the effectiveness of teaching and learning by systematically planning the following: <ul style="list-style-type: none"> Lesson observations Work scrutiny Learning walks Pupil interviews 	Monitoring should be conducted by all members of staff with curriculum or wider responsibility, including: <ul style="list-style-type: none"> SLT Subject Leaders/SLEs Phase Leaders Heads of Department 	Weekly (minimum)	Constructive, honest feedback Further lesson observations Further scrutiny
	Ensure the school has a comprehensive programme of formative and summative assessment to routinely measure the progress of every child	Local Academy Committee Principal Class Teacher	Summative Assessment, MAT and school level reporting - at least termly Formative Assessment- every lesson	CPD / Training Action Plans for areas of concern Individual Support Programme Capability Procedures
	Hold rigorous pupil progress meetings which hold teachers to account for the progress of every child in their class	SLT & Class Teacher (to be supported by members of the LAC at least twice each year)	At least termly	
	Ensure a robust programme of Teacher Appraisal for all members of school staff, setting high expectations through the setting of aspirational targets Make the expectation of the MAT clear that all teaching must be at least good and much should be outstanding	Schools should be able to communicate clearly the professional lead for individual Appraisal. This could be: <ul style="list-style-type: none"> Head of Key Stage SLT Principals By an external advisor, LAC Chair, Link Director and Chair of the MAC 	All to be conducted annually with a mid-year review in the Spring Term	Targets set in the Autumn and reviewed in the Summer Term Performance and targets monitored at the mid-year review CPD / Training Individual Support Programme

	Regularly present performance data detailing the attainment and progress of all pupils to the LAC and to the Board of Directors	Principal SLT	Termly	LAC to investigate any areas of concern and notify the Standards Committee Action Plans to address areas of concern
	Regularly review pupil progress data and hold the school to account for any underperformance, ensuring the strategic priorities identified are consistent with outcomes for children	Chair of the LAC (may be delegated to other LAC members)	Termly	Monitor the impact of any agreed actions ensure issues raised are followed up by the LAC Communicate any concerns to the Standards Committee
Local Academy Committee	Evaluate the outcomes of Teacher Appraisal in relation to pay recommendations	Pay Committee	Annually	Inform the Board that Performance Management of all staff has been completed and keep a record of all pay decisions Ensure each member of staff is contacted in writing to inform them of pay decisions
	Set the strategic priorities for the school with the SLT	LAC	Termly	Agree a programme of activity to evaluate progress towards the identified priorities
	Carry out regular monitoring visits to the school to assess progress against the identified priorities	LAC	At least termly	Report back to the LAC on the outcome of any monitoring activity
	Report to the Board of Directors on current standards, improvement priorities and evaluative monitoring activity	Chair of the LAC via the MAC communication channels	Termly following each LAC meeting	Use communication channels to notify the Board of any Standards related issues
	Provide sufficient challenge and rigour to the school's SLT to ensure information provided is robust	LAC	Ongoing	Keep a thorough record of the LAC holding the SLT to account via high quality minutes
CEO	Oversee all key pupil progress meetings to ensure the board have a secure understanding of current standards and projected outcomes	CEO alongside the HTs/principals and SLT in the relevant school	Half termly	Agree actions at each meeting for the school carry out and monitor the impact at the following meeting

	Lead all significant change, ensuring the board have the right information on which to base strategic decisions and that the board's vision is clearly communicated	CEO in conjunction with the board of directors, LAC and SLT at the relevant school	As determined by the strategic decisions of the board	Agree a process for all change which will determine the series of actions required to ensure all significant change is managed effectively
	Attend LAC meetings and make recommendations to the strategy committee on how to continually improve the effectiveness of governance at a local level	CEO	Termly LAC meetings	CEO to routinely make recommendations to the board about changes that can be made to strengthen governance locally
	Develop consistency of documentation across the MAT to ensure that monitoring and evaluation is easily facilitated at all levels	CEO, working with principals and the strategy committee	Ongoing	Monitor the impact of the documentation and routinely make changes to improve their effectiveness
	Provide bespoke school support and challenge to address any identified weaknesses and to continually raise standards Ensure aspirational targets are set for all pupils and that teaching is effective in enabling the targets to be achieved	CEO with school SLT and any staff named in the school specific support plan CEO and school principal and SLT CEO to communicate an update on this data regularly to the standards committee	Update half termly Review and update half termly	Regularly report to the standards committee on the impact of support and next steps for all schools Regularly monitor progress towards targets and update the standards committee half termly
	Conduct routine monitoring and evaluation visits to all schools to support schools to improve whilst also providing the board with accurate information about current standards in every school	CEO working alongside the school SLT	Once each half term or more frequently where required	Report to the board on standards at each school and actions being taken to address any identified weaknesses

	Create opportunities for staff at all levels to develop professionally and plan strategically to deploy all staff to achieve the highest quality provision across the MAT	CEO, principals & strategy committee	Ongoing	Regularly discuss the strategic deployment of staff with principals and provide a report to the strategy committee following any agreed changes
	Oversee and lead on all matters relating to capability/ disciplinary in all MAT schools	CEO with school principals	As required	As required
	Ensure robust safeguarding procedures are in place at all MAT schools and regularly monitor their impact	CEO, DSLs and Principals Principal to routinely report on safeguarding to the LAC	Termly review	Report to strategy committee with any recommendations or concerns
	Carry out an annual pupil premium review and direct change based on the outcomes	CEO, Principal and other relevant staff Principal to share the report with the LAC and update them termly on the impact of PP spending	Annually	Report to standards on any agreed actions and the impact of changes
	Monitor the effectiveness of behaviour policies across all schools and be part of the LAC annual review	CEO, school SLT CEO to report to Board and make recommendations where relevant	Termly (as part of the monitoring and evaluation visits)	Report to Board any recommendations and carry out actions as directed by them
	Develop consistency of practice and approach across the MAT, ensuring that staff and pupils can smoothly transition from one school to another	CEO working with Principals CEO to report to strategy committee	Ongoing	Monitor the ongoing consistency across the MAT and work with principals to continually review way to improve this

	Be the main point of contact for trade unions where necessary and liaise effectively between the board, members and union representatives	CEO	As required	As required
	Lead on all standards related inspections, including Ofsted and DfE inspections, ensuring that Principals are well supported and that potential risks are minimised	CEO	As required	Ensure any actions identified during inspection are swiftly addressed and report to the standards committee on progress towards achieving actions
	Maintain and develop a MAT wide communication strategy ensuring that communication is consistent and effective	CEO, reporting to the strategy committee and routinely updating with Principals	Review termly	Continually monitor, evaluate and improve the strategy
	Continually monitor and develop the quality of the curriculum across the MAT, ensuring that all pupils within the MAT access equally high quality provision	CEO will broker relevant support to provide appropriate evaluation at each school	Ongoing	Report to standards and strategy on the effectiveness of the curriculum and use the information gathered about provision in each school to inform the content of the 'MAT Offer'
	Lead on monitoring, evaluating and continually improving the Catholic life across the MAT	CEO and Principals	Termly review alongside mission committee	Regularly report to the mission committee and support them in carrying out routine monitoring and evaluation of Catholic life
	Ensure regular reporting from the Standards Committee about the detailed work they have undertaken to monitor, evaluate and improve school performance	Chair of the Standards Committee	Half-termly	Instruct further scrutiny or inspection of T&L Meeting with LAC and Principals Review of Action Plans

Board	Ensure the Principals Committee is effective in maintaining a self-improving school system	Chair of Standards Committee Chair of Principals Committee Accounting Officer	Termly	Request feedback from the Principals Committee at all Board meetings, ensuring this report highlights the effectiveness of the school improvement activity the committee has undertaken
	Ensure a rigorous system is in place to measure the performance of each Principal and that performance is directly linked to pay and appraisal	Chair of Directors Link Director Chair of LAC	Annually (with an interim review)	Where underperformance of a Principal has been identified, be swift to seek the advice of the MAC HR/ legal advisors
	Set the strategic direction for all schools and maintain constant oversight of progress towards strategic priorities	Chair of Standards Committee Chair of Directors Accounting Officer	Termly	Continually monitor the effectiveness of the systems in place to measure performance and ensure communication between all those responsible for evaluating and improving performance is highly effective
	Continually monitor school and leadership performance across the company through School Improvement Visits, Performance Management and School/MAC evaluation.	Chair of Outcomes Committee Board of Directors SIP	Termly	Regularly monitor and evaluate school and leadership standards. Formally communicate updates, changes and procedures to head teachers and senior leaders. Commission SIP and engage with evaluations and reports, develop subsequent action plans and challenge.
	Develop consistency of practice and approach across the MAC, ensuring that staff and pupils work collaboratively from one school to another	Chair of Standards and Outcomes Committees Board of Directors SIP	Termly	Support MAC initiatives, issue formal communications to schools and communities. Actively engage with LAC committees. Report on MAC activity and collaborative training, support, activities and events.
	The board and the Finance and Audit Committees, must meet regularly to and take full responsibility for the academy trust's financial affairs and use resources efficiently to maximise outcomes for pupils.	Chair of Directors. Chair of Finance and Audit Committees. Finance and Audit Committees.	Minimum monthly (in current climate).	Formally report to LACs and current financial position and standards. Formally challenge and intervene when spends and practice are not in line with MAC policy.
	The academy trust must establish a robust control framework that includes: • ensuring delegated financial authorities are complied with • maintaining appropriate segregation of duties	Chair of Directors. Chair of Finance and Audit Committees. Finance and Audit Committees.	Minimum monthly (in current climate).	Hold Strategic Senior Leadership Team to account. Formally support and challenge schools when key practice in finance, offices or

	<ul style="list-style-type: none"> • co-ordinating the planning and budgeting process • applying discipline in financial management, including managing debtors, creditors, cash flow and monthly bank reconciliations • planning and oversight of any capital projects • management and oversight of assets • regularity, propriety and value for money in the organisation's activities <ul style="list-style-type: none"> • reducing the risk of fraud and theft • independent checking of financial controls, systems, transactions and risks 			<p>senior leadership does not meet MAC or national policy.</p> <p>Evaluate current practice and identify areas for development and change.</p> <p>Formally report changes and procedures to LAC and HTs when needed.</p>
	<p>Budget responsibilities</p> <p>The board must:</p> <ul style="list-style-type: none"> - approve a balanced budget for the financial year. - Monitor budgets, financial updates and reports monthly. - Submit a BFR and 3-year outturn. - Monitor the in-year spends and budget management by head teachers, ensuring there is rigour and scrutiny on management and spends. - Manage its cash position robustly. - Ensure operational procedures across all four schools secure financial rigour and policy compliancy. 	<p>Chair of Directors. Chair of Finance and Audit Committees. Finance and Audit Committees.</p>	<p>Minimum monthly (in current climate) for management. Returns and formal submissions – annually.</p>	<p>Hold Strategic Senior Leadership Team to account.</p> <p>Formally support and challenge schools when key practice in finance, offices or senior leadership does not meet MAC or national policy.</p> <p>Evaluate current practice and identify areas for development and change.</p> <p>Formally report changes and procedures to LAC and HTs when needed.</p>
	<p>Ratify key policies and decisions which ensure financial compliancy, regularity and efficiency across the MAC.</p>	<p>Chair of Directors. Chair of Finance, Pay Progression and Audit Committees. Finance, Pay Progression and Audit Committees.</p>	<p>As needed.</p>	<p>Record ratified decisions, action plan outcomes and follow up, formally disseminate and communicate across all schools.</p>

Appendix 2 Local Governing Committee Constitution (LGC)

The name of the academy is the

The academy is part of the Catholic Church and is to be conducted as a Catholic Academy in accordance with Canon Law and the teachings of the Roman Catholic Church and in accordance with the Trust Deed of the Diocese of Clifton and in particular:

- a) Religious education is to be in accordance with the teachings, doctrines, disciplines and general and particular norms of the Catholic Church
- b) Religious worship is to be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church; and
- c) At all times the academy is to serve as a witness to the Catholic faith in Our Lord Jesus Christ

The academy is a member of the Newman Catholic Educational Trust

Membership

Up to 10 governors recruited for their skills, knowledge and experience in the following categories:

Membership	Number	Term	Election Process
Foundation Governors	6	4 years	Appointed by the Bishop
Headteacher/Principal/Head of School	1	Ex-officio	
Staff	1	4 years	Elected by all staff
Parent	2	4 years	Elected by parents

The Bishop of Clifton shall have the right to appoint Foundation Governors who shall be appointed in accordance with Diocesan protocol.

The term of office for all governors, apart from the headteacher ex-officio, is 4 years

Key to the table of delegation

Key	
•	Decision
A	Provide advice and support to those responsible for decision making
< >	Direction of advice and support
M	Members
D	Directors
ET	Executive Team – CEO and CFO
LGC	Local Governing Committee
HT	Head Teacher
ND	Notional Duty

GOVERNANCE

No	Action	M	D	ET	LGC	HT
1	Attend Annual General Meeting	✓				
2	Review and amend the Articles of Association subject to the written consent of the Diocesan Bishop and the Diocesan/Religious Order Trustees	✓	<A			
3	Change the name of the MAT/ academies	✓				
4	Appoint and remove relevant directors	(ND)	(ND)			
	Appoint/remove local governors					
5	Appoint and remove local governors (subject to the Bishop's right to appoint/remove foundation governors)				✓	
5.1	Elect a chair and vice-chair from their number				✓	
5.2	Ensure there are governors with specific responsibilities for SEND, child protection, pupil premium and financial matters				✓	
5.3	Give notice of any removal of a local governor (other than a foundation governor) to the directors				✓	
5.4	Give notice of any resignation of a local governor to the directors				✓	
	Annual Report on the company's performance					
6	Receive annual report from Directors/ET	✓				
6.1	Submit and publish an annual report to members in respect of the company's performance		(ND)			
6.2	Assist the directors as required with the preparation of the annual report in respect of the company's performance			✓		
6.3	With the headteacher, prepare an annual report on the academy's performance to inform the company's annual report prepared by the ET				✓	✓
	Preserve and develop the religious and educational character, mission and ethos of the company					
7	Have oversight of the preservation and development of the religious and educational character, mission and ethos of the company and take action where there are shortcomings or any risk to the religious or educational character or the company's reputation	✓				
7.1	Preserve and develop the religious and educational character, mission and ethos of the company as determined by the Diocesan/Religious Order Trustees in accordance with the Articles of Association, and ensure that it is embedded in each academy		(ND)	✓		
7.2	Monitor the academies medium to long-term vision for their future viability as Catholic schools, ensuring that this is in accordance with the vision of the company, and that they each have a robust strategy in place for achieving their vision. Attend any diocesan, or other provider's, induction training as required by the Diocese			✓		
7.3	Deliver and oversee the delivery by the academies of public relations activities to ensure that they meet the company's requirements regarding preservation and development of the company and academies Catholic character in the wider community					✓
7.4	Preserve and develop the religious and educational character, mission and ethos of a particular academy in collaboration with the headteacher to ensure that it is embedded in the academy				✓	
7.5	Champion the company's vision, ethos and strategic direction in the academy				✓	
7.6	Ensure that the academy has a medium to long-term vision for its future viability as a Catholic school and that there is a robust strategy in place for achieving its vision				✓	

GOVERNANCE

No	Action	M	D	ET	LGC	HT
7.7	Implement the religious and educational character, mission and ethos of the particular academy					✓
7.8	Attend any diocesan, or other provider's, induction training as required by the Diocese		✓	✓	✓	✓
8	Carry out the three core functions: <ul style="list-style-type: none"> • Ensure clarity of vision, ethos and strategic direction. • Hold the headteachers/ET to account for the educational performance of the academies in the company and its pupils, and for the internal organisation, management and control of the academies including the performance management of staff. • Oversee the financial performance of the company and the academies within it and make sure that its money is well spent 		✓	<A	<A	<A
	Strategic oversight of governance					
9	Have strategic oversight of governance arrangements and their effectiveness across the company and the wider Diocese		✓			
9.1	Monitor governance arrangements and their effectiveness across the company and report to the directors to assist them with their duty to have strategic oversight			✓		
9.2	Assist the ET with its report on governance arrangements in the academies in the company				✓	
10	Prepare a succession plan		✓			
10.1	Advise the directors on succession planning and development of the senior executive leadership and take action as required by the directors Advise the LGC on leadership succession planning			✓		
10.3	Succession plan for local governance and senior leadership in conjunction with the wider company				✓	<A
	Reserved matters and business of the company					
11	Determine the directors' Reserved Matters i.e. non delegable functions and responsibilities Prepare an annual schedule of the directors' business		✓			
11.1	Prepare an annual schedule of the directors' business		✓			
11.2	Attend meetings of the directors and provide an Executive Report. Recommend and secure (where appropriate) professional advice on behalf of the directors as requested			✓		
11.3	Recommend and secure professional advice on behalf of the directors as requested			✓		
11.4	Prepare and advise the directors on the annual schedule of directors' business			✓		
11.5	Prepare an annual schedule of LGC business and advise the LGC on it			✓		
11.6	Support the ET to prepare an annual schedule of LGC business as appropriate				✓	
	Appointments of administrative nature					
12	Appoint/remove a suitably qualified company secretary.		✓			
12.1	Appoint/remove a suitably experienced and trained clerk to the directors and to support clerking arrangements to the LGCs, as appropriate		✓			
12.2	Support the appointment process for the company secretary and the clerk			✓		
	Compliance and/or administrative/company secretary					
13	Understand and comply with all duties and requirements of a charity trustee.		✓	<A		
13.1	Update Edubase as required by the Academies Trust Handbook		✓	<A		

13.2	Receive advice from the senior executive leadership regarding the establishment and publication on the company's website, of the registers relating to business and pecuniary interests for members/directors/committee members/governors/senior staff members and instruct the senior executive leadership as necessary		✓	<A		
GOVERNANCE						
No	Action	M	D	ET	LGC	HT
13.3	Ensure the preparation and filing of company registers e.g. members/directors/persons with significant control/secretaries etc		✓	<A		
13.4	Complete and return to the EFSA a financial management and governance self-assessment form for new academies joining the company		✓			
13.5	Ensure that the company's, as well as each individual academy's, governance details including their accounts, are published on the company's website along with any other details as required by the DfE, ESFA, Companies House or any other organisation as required		✓	<A	<A	
13.6	Pay the diocesan contribution per pupil as stipulated form time to time by the Bishop		✓			
13.7	Meet at least three times per year, once a term		✓		✓	
13.8	Ensure that the company is compliant with all relevant regulations including charity law and education law and report failings to the directors for action			✓		
13.9	Ensure that the academy is conducted in a way that is compliant with all relevant regulations including charity law, company law and education law and report any failings to the senior executive leadership for action				✓	
13.10	Conduct the academy in a way that is compliant with all relevant regulations including charity law, company law and education law and report any failings to the Local Governing Committee for action					✓
Documents, policies and procedures						
14	On an annual basis, review and amend (if appropriate), in line with Diocesan policy: <ul style="list-style-type: none"> ✓ the policies of the company. ✓ Code of Conduct. ✓ The terms of reference for the directors and their subcommittees. ✓ The constitution and terms of reference of the LGCs ✓ Terms of reference for delegation to the senior executive leadership ✓ Role descriptions for directors/chair to the directors/committee members ✓ This scheme of delegation and table of roles and functions. 		✓	<A	<A	<A>
14.1	Approve and adopt the terms of reference produced by the senior executive leadership for committees of directors and LGC		✓			
14.2	Prepare terms of reference for any committees of directors and LGC's			✓		
14.3	Adopt any specific company policies in the academy				✓	
14.4	Review and amend the policies of the academy in line with any company-wide policies				✓	
14.5	Tailor company-wide policies to the particular academy as recommended by the senior executive leadership				A>	✓

14.6	Implement any relevant policies in the academy and ensure that the academy is conducted in accordance with any such policies						✓
	Inspections						
15	Comply with any denominational inspections pursuant to s.48 and any additional canonical inspections, reviews and visitations of the bishop Comply with any other education inspections, e.g. s.5 as required by law		✓				

GOVERNANCE

No	Action	M	D	ET	LGC	HT
15.1	Support and assist the directors and/or the LGC to prepare for any inspections e.g. s.48, s.5 Ensure that any inspection outcomes are carried out in the academies and/or the company as appropriate			✓		
15.2	Ensure that any inspection outcomes are carried out in the academies and/or the company as appropriate			✓	✓	
15.3	Comply with any denominational inspections pursuant to s.48 and any additional canonical inspections and visitations of the bishop. Comply with any other education inspections, e.g. s.5 as required by law. Ensure that any actions arising from inspection outcomes are carried out in the academy		✓		✓	✓
15.4	Implement any actions arising from inspection outcomes in the academy					✓
School to school support						
16	In line with diocesan protocol, broker appropriate internal and external school-to-school support as necessary to facilitate excellent Catholic education across all the academies in the company		✓	✓		
16.1	Implement any school-to-school support opportunities as directed by the senior executive leadership and monitor any such arrangements, reporting back to the senior executive leadership at appropriate intervals or as required				✓	<A>
16.2	Implement school-to-school support opportunities in the academy as directed by the senior executive leadership					✓
Performance management of non executives						
17	Perform 360 review of the chair ND Carry out the annual self-evaluation of the directors to assess the contributions made by the directors'/committee members and report to the members for action, if appropriate		(ND)	<A		
17.1	Perform 360 review of the LGC chair			✓		
17.2	Carry out the annual self-evaluation of the LGC and report findings to the senior executive leadership/directors as appropriate				✓	
School level matters						
18	Instruct the senior executive leadership as appropriate in respect of any reports made by them relating to matters in the individual academies within the company		✓			
18.1	Monitor school life in the academies in the company and report any relevant findings to the directors for action as appropriate. As part of this, monitor Pupil, Parent and Staff Voice across the academies in the company			✓		
18.2	Ensure the spiritual wellbeing of pupils at the academy				✓	
18.3	Support the headteacher to develop a school development plan and oversee it carried out in practice				✓	
18.4	With the headteacher, establish and develop Pupil, Parent and Staff Voice and monitor the same, reporting any issues or other matters to the senior executive leadership/directors as appropriate				✓	
18.5	Establish and maintain relationships with the parish priest, local Church and parish community to work with them as they contribute to the Catholic formation of the pupils at the academy				✓	
18.6	Establish and maintain relationships with parents of pupils attending the academy to support them in their role as primary educators				✓	

GOVERNANCE

No	Action	M	D	ET	LGC	HT
1	Establish and maintain a relationship with members of the wider local community, including assisting the principal to build relationships with other schools, agencies and businesses in the community to enhance the quality of Catholic education provided for pupils				✓	
2	Support and work with other LGCs in the company				✓	
3	Generally, support and challenge the headteacher				✓	
4	Prepare a school development plan. Attend meetings of the LGC and provide a headteacher's report. Advise the LGC on its annual schedule of business. Build relationships with other local schools, agencies and businesses in the wider community to enhance the quality of education provided for pupils at the academy Assist the LGC to develop Pupil, Parent and Staff Voice					✓

FINANCE

No	Action	M	D	ET	LGC	HT
	Appointment of Auditors					
19	Receive annual accounts of the company	✓				
19.1	Appoint the external auditors and issue a letter of engagement for the external auditor's contract		✓			
19.2	Appoint an audit committee to inform the Governance Statement and to provide assurance, as far as possible, the company's external auditors		(ND)			
	Appointment of Finance Personnel					
20	Appoint an Accounting Officer		✓			
20.1	Appoint a chief financial officer (which can be the finance director, school business manager or equivalent) to lead on finance		✓			
20.2	Appoint a finance committee (as per the Academies Trust handbook)		✓			
20.3	CEO or designated senior executive to act as the Accounting Officer			✓		
20.4	Appoint a local governor(s) responsible for finance (where some financial matters have been delegated to the LGC)				✓	
	Budgeting and Financial Control					
21	Ensure compliance with the requirements in the Academies Trust Handbook		✓			

21.1	Approve and keep under review the financial scheme of delegation		(ND)			
21.2	Determine and communicate service charges to the LGCs relating to the provision of centralized functions OR agree service charge and all centralized services and what must be paid for separately by each academy in the company		✓			
21.3	Approve the annual balanced budget for the company and each academy in the company to include overall approval of management accounts for each individual academy (and minute it)		✓			
21.4	Budget plan on a 5-year rolling basis		✓	<A		
21.5	Consider monthly budget monitoring reports and take action as necessary		✓	<A		
FINANCE						
No	Action	M	D	ET	LGC	HT
21.6	Submit the budget forecast to the ESFA		✓	<A		
21.7	Approve any significant changes to the approved budget		✓	<A		
21.8	Monitor income, expenditure, cash flow and balance sheet of the company and take appropriate action where necessary to ensure appropriate use of funds and to balance the company's books		✓	<A		
21.9	Ensure proper financial controls are in place		✓	<A		
21.10	Ensure robustness of benchmarking in terms of company value for money		✓	<A		
21.11	Receive a report on the effectiveness of central services from the senior executive leadership and take action, as appropriate		✓	<A		
21.12	Ensure any company borrowing has received ESFA approval		✓			
21.13	Take action as required by the directors to meet all requirements of the Academies Trust Handbook			✓		
21.14	Prepare the financial scheme of delegation and take any action as determined by the directors following their review of it			✓		
21.15	Support the directors, and carry out any instructions from them, relating to their responsibilities for budget planning and ensuring the ongoing viability of the company and the academies within it			✓		
21.16	Monitor the income, expenditure, cash flow and balance sheet of the company and produce monthly budget monitoring reports for the directors highlighting any concerns or issues			✓		
21.17	Report to the directors on the financial performance of the company at least 3 times per year			✓		
21.18	Ensure proper financial controls are in place			✓		
21.19	Support the directors and LGC to ensure robustness of benchmarking in terms of value for money of the company and, also, the individual academies			✓		
21.20	Report to the directors on the effectiveness of central services, as appropriate, and take action as directed by them			✓		
21.21	Comply with the ESFA requirements in respect of borrowing by the company			✓		
21.22	Open bank accounts			✓		
21.23	Be mindful of the academy's annual budget and operate within it				✓	
21.24	Monitor the income, expenditure and cash flow of the academy and report any issues to the senior executive leadership/directors				✓	
21.25	Ensure any variances from the budget are reported to the Finance Committee/board of directors				✓	

21.26	Ensure proper financial controls are in place at the academy				✓	
21.27	Assist the senior executive leadership to produce a report on the effectiveness of central services, as may be required				✓	
21.28	Ensure the preparation of the annual budget for the academy with the assistance of relevant staff in line with any company wide policy or guidance					✓

FINANCE						
No	Action	M	D	ET	LGC	HT
21.29	Monitor the income, expenditure and cash flow of the academy and report any issues to the LGC/senior executive leadership					✓
21.30	Prepare monitoring reports for the LGC and summary reports for the Finance Committee to feed up to the board of directors as appropriate					✓
21.31	Ensure proper financial controls are in place at the academy					✓
	Accounting					
22	Ensure that the accounts are audited in accordance with the Diocesan/Religious Order Trustees' requirements relating to accounting for Church assets		✓			
22.1	Produce, submit and publish annual audited accounts and report including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money		✓			
22.2	Support and advise the directors in respect of the annual accounts and report			✓		
22.3	Support LGCs and head teachers in local academy monitoring and management of budgets and finances			✓		
22.4	Consider any variances on delegated budget reported by the LGCs			✓		
22.5	Ensure the academy keeps proper records and provide information to assist the company to prepare the annual accounts or any other accounting matter				✓	
22.6	Keep proper records and provide information to assist the company to prepare the annual accounts or any other accounting matters					✓
	Documents, policies and procedures					
23	Adopt and review all financial policies as required by the Academies Trust Handbook and/or as recommended by the auditors and ensure that they meet the company's charitable objects		✓			
23.1	Adopt and review the charging and remissions policy prepared by the senior executive leadership		✓			
23.2	Ensure a register of business and pecuniary interests is maintained for the company		✓			
23.3	Ensure that the company keeps all relevant financial records for at least 6 years after the end of the funding period to which they relate		✓			

23.4	Prepare all financial policies as required by the Academies Trust Handbook and/or as recommended by the auditors for adoption by the directors			✓		
23.5	Prepare a charging and remissions policy for adoption by the directors			✓		
23.6	Maintain a register of business and pecuniary interests for the company			✓		
23.7	Keep all relevant financial records for at least 6 years after the end of the funding period to ensure that retention meets data protection requirements			✓		
23.8	Maintain a register of business and pecuniary interests for the academy				✓	
Staffing						
24	Agree to pay for all headteachers, executive headteachers and senior executive leadership members, including CEO if appropriate		(ND)			
24.1	Support the directors to determine pay for all headteachers, executive headteachers and senior executive leadership members (taking into account that there may be a conflict of interest)			✓		
24.2	Set up and approve staff expenses for the senior executive leadership			✓		
24.3	Provide local intelligence to the directors/senior executive leadership to inform decisions relating to pay				✓	
24.4	Set up and approve staff expenses at the academy in accordance with any company-wide policy					✓
24.5	Submit expenses in accordance with company-wide policy					✓
School Level Matters						
25	Monitor the provision of free school meals across the company and follow up with LGC's where there are any issues			✓		
25.1	Monitor the provision of free school meals to those pupils meeting the criteria and follow up where there are any issues				✓	
25.2	Ensure provision of free school meals to those meeting the criteria					✓

CONTRACTS						
No	Action	M	D	ET	LGC	HT
Procurement						
26	Adopt a company-wide competitive tendering policy and ensure OJEU procurement thresholds are observed		(ND)			
26.1	Ensure transparency in relationships with connected parties		✓			
26.2	Prepare a company-wide competitive tendering policy for adoption by the directors			✓		
26.3	Develop company-wide procurement strategies and efficiency savings programmed (in line with the company-wide policy) and review opportunities for collaborative procurement			✓		
26.4	Support the directors in their monitoring and evaluation of the delivery of any central services and functions provided or procured by the company for the academy				✓	
Ethical Considerations						

27	Ensure the business of the company is conducted ethically and in line with corporate social responsibility indicators to ensure that all suppliers used take account of economic, social and environmental factors in so far as permitted by the Academies Trust Handbook		✓			
27.1	Conduct the business of the company ethically and in line with corporate social responsibility indicators to ensure that all suppliers used take account of economic, social and environmental factors insofar as permitted by the Academies Trust Handbook			✓		
27.2	Ensure the business of the academy is conducted ethically and in line with requirements set by the directors to ensure that all suppliers used take account of economic, social and environmental factors				✓	
27.3	Conduct the business of the academy ethically and in line with corporate social responsibility indicators to ensure that all suppliers used take account of economic, social and environmental factors insofar as permitted by the Academies Trust Handbook					✓
Entering into Contracts						
28	Approve any service contracts for directors of the company (subject to any policy on conflicts of interest/pecuniary interests/connected party transactions)		✓			
28.1	Set the delegated levels of authority for contracts		✓			
28.2	Approve contracts with a value above [£20,000]		✓			
28.3	Approve contracts which constitute related party transactions		✓			
28.4	Enter into contracts up to the limits of delegation and within an agreed budget			✓	✓	✓
Payments and expenses						
29	Set up and approve a directors' expenses policy in accordance with the company's conflicts of interest policy		✓			
29.1	Make payments within agreed financial limits with the company's financial regulation			✓	✓	✓
29.2	Act as a signatory of an academy specific bank account in accordance with the company's financial regulation					✓

STANDARDS						
No	Action	M	D	ET	LGC	HT
Monitoring and Reporting						
30	Receive an annual report from the CEO/senior executive leadership on standards		✓			
30.1	Receive a termly report from the senior executive leadership/standards committee and the headteachers regarding standards		✓			
30.2	Report any relevant information to the Bbop in order to provide assurances that standards across the academies in the company are being met		✓			
30.3	Intervene, in a timely manner, where standards fall below that which is expected of the academies within the company		✓			
30.4	Set company-wide performance management targets relating to standards, if necessary		✓			
30.5	Provide an annual report on standards to the directors			✓		
30.6	Provide a termly report to the directors (via standards committee possibly) regarding standards			✓		

	and raise concerns and provide strategies					
30.7	Generally, act effectively to ensure high standards, draw up and implement plans if standards are not rising, set up support strategies and alert the directors to any shortcomings or fall in standards before they become serious			✓		
30.8	Share external information and intelligence across the company from DfE/Ofsted etc relating to standards			✓		
30.9	Provide oversight of the target setting for pupil achievement and progress by the headteachers and monitor against targets			✓		
30.10	Monitor the KPI figures reported from the headteachers relating to standards and take up any issues with the LGC and report to the directors			✓		
30.11	Monitor the KPI figures reported from the headteacher relating to standards and report any issues to the senior executive leadership				✓	
CONTRACTS						
No	Action	M	D	ET	LGC	HT
30.12	Report bi-termly KPI figures to the senior executive leadership and the LGC relating to standards					✓
30.13	Set targets for pupil achievement and progress and monitor against targets and report findings to the LGC/senior executive leadership					✓
	Appointment of Committees					
31	Appoint a Standards and Performance Committee		✓			
31.1	Assist the directors as required with regard to any issue or matter raised by the standards committee					
31.2	Designate a member of the LGC as governor responsible for standards at the academy and ensure that such governor report to the senior executive leadership as appropriate]				✓	
31.3	[Report the on standards at the academy to the governor designated with responsibility for standards, as appropriate]					✓
	Ofsted					
32	Liaise with Ofsted and assist the academies with inspections		✓			
32.1	Direct senior executive leadership as appropriate where concerns are raised relating to inspections		✓			
32.2	Liaise with Ofsted as required by the directors			✓		
32.3	Prepare the company for inspection and manage the process where the impact of the company is under review			✓		
32.4	Support LGCs and principals/headteachers where there is an individual academy inspection			✓		
32.5	Advise LGCs where any concerns are raised relating to inspections and report to the directors for any further action			✓		
32.6	Ensure the academy is prepared for an inspection and support the principal/headteacher				✓	
32.7	Report any concerns relating to the inspection to the ET				✓	
32.8	Report any concerns relating to inspection to the LGC/senior executive leadership					✓

32.9	Prepare and brief staff and appropriate personnel ready for inspection					✓
	School Matters					
33	Support the LGC and headteachers to develop an academy development plan			✓		
33.1	Develop and approve the academy development plan and monitor its impact, reporting any issues to the senior executive leadership/directors				✓	
33.2	In conjunction with the LGC and senior executive leadership, prepare a draft academy development plan for approval by the LGC					✓

CURRICULUM						
No	Action	M	D	ET	LGC	HT
	Curriculum					
34	Set KPIs and ensure that the Standards and Performance Committee enforces these		✓	<A		
34.1	Review the contents and delivery of the curriculum across the academies including compliance with any funding agreement requirements and take action where there are any shortcomings			✓		
34.2	Approve the curriculum proposed by the headteacher (to the extent that it is consistent with the company-wide policy)				✓	
34.3	Ensure that the curriculum of the school, including all the subjects of the National Curriculum, is taught in the light of the Gospel values and actively promotes the spiritual and moral development of its pupils				✓	✓
34.4	Ensure that RE is in accordance with the Curriculum Directory and the bishop's policy and that it constitutes 10% of the weekly timetable in the academy in accordance with the tenets and norms of the Catholic church (or 5% for KS5)				✓	✓
34.5	Ensure that the headteacher is complying with the requirement to provide a daily collective act of worship in accordance with the rites, practices, disciplines and liturgical norms of the Catholic church and take action to address any issues, as appropriate				✓	
34.6	Ensure that relationships and sex education is taught in accordance with the social and moral teachings of the Catholic Church having regard to any company-wide policy				✓	
34.7	Monitor the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the academy and take action where any issues arise				✓	
34.8	Ensure the curriculum is appropriately delivered at the academy					✓
34.9	Ensure that religious education is in accordance with the teachings, doctrines, discipline and norms of the Catholic church, both as a core subject and integrated into other subject areas					✓
34.10	Make provision for a daily collective act of worship in accordance with the rites, practices, disciplines and liturgical norms of the Catholic church					✓
	Policies and procedures					
35	Determine a company-wide curriculum policy to ensure provision of a balanced and broadly based curriculum.		(ND)			

35.1	Ensuring that the Catholic character of company permeates the curriculum and life at each of the academies in the company		✓			
35.2	Ensuring that every pupil is well-equipped to follow their vocation as active citizens in service to the world the curriculum, extra-curricular activities and ethos will prepare pupils for life in modern Britain		✓			
35.3	A written policy on relationships and sex education, in accordance with any diocesan policy and/or CES policy, which shall be taught in accordance with the social and moral teachings of the Catholic church		✓			
35.4	Determine a company-wide policy on religious education and collective acts of worship in accordance with the Bishops' Conference Curriculum Directory and the tenets and norms of the Catholic church		✓			
35.5	Ensure effective processes are in place for monitoring the quality assurance of teaching and learning, the curriculum, inclusion and the sharing of good practice across the academies in the company		✓			
35.6	Prepare and oversee the implementation of a company-wide curriculum policy, particularly that each academy in the company preserves and develops its Catholic character through the curriculum			✓		
35.7	Ensure the company policies are applied at the academy				✓	
35.8	Implement the policies that are adopted by the academy and ensure that they are complied with					✓

SPECIAL NEEDS & DISABILITIES						
No	Action	M	D	ET	LGC	HT
	Appointments					
36	Appoint a lead SEND director		✓			
36.1	Appoint a local governor responsible for SEND and inclusion				✓	
36.2	Designate a teacher to be responsible for coordinating SEND provision					✓
	Compliance					
37	Ensure training and legal compliance issues		✓			
37.1	Review report on SEND produced by the senior executive leadership and address any shortcomings through the senior executive leadership as appropriate		✓			
37.2	Ensure compliance with legal requirements relating to SEND within the academies and the provision of training to ensure such compliance			✓		
37.3	Produce a report to the directors on SEND provision across the company and take action as they direct. In particular, the senior executive leadership should identify any local SEND offer gaps and take action to address such gaps with director approval			✓		
37.4	Review KPIs across the academies for identification of any areas of concern for referral to the directors			✓		
37.5	Ensure compliance with legal requirements relating to SEND within the academy				✓	
37.6	Implement and comply with the legal requirements relating to SEND at the academy					✓
37.7	Liaise with the local authority in respect of pupils who have, or might have SEND					✓
37.8	Make provision for SEND pupils with or without a statement or EHC Plan					✓
	Documents, policies, and procedures					

38	Adopt a company-wide SEND policy		(ND)			
38.1	Consider the safeguarding audit outcomes and instruct the senior executive leadership to address any shortcomings, as appropriate		✓			
38.2	In accordance with directions from the directors, prepare the company's SEND policy for adoption by the directors			✓		
38.3	Provide oversight of the implementation of the company-wide SEND policy			✓		
38.4	Carry out a company-wide safeguarding audit and report the outcomes to the directors for action, as appropriate			✓		
38.5	Review and maintain the academy's SEND policy				✓	
38.6	Provide oversight of the implementation of the policy within the academy and compliance with the legal requirements relating to disability and report to the senior executive leadership/directors				✓	
38.7	Assist the senior executive leadership with the safeguarding audit at the academy				✓	
38.8	Implement the SEND policy in the academy					✓
38.9	Assist the senior executive leadership with the safeguarding audit at the academy					✓

SAFEGUARDING						
No	Action	M	D	ET	LGC	HT
	Monitoring and reporting					
39	Instruct the senior executive leadership on action to be taken where safeguarding practice in the academies is falling short of the standards expected		✓			
39.1	Monitor safeguarding practice (including compliance with legislation) across the company and report to the directors (as matters arise and at least annually) for instructions for action where safeguarding practice is falling short of the standards expected			✓		
39.2	Report to the directors on the procedures in place for safeguarding			✓		
39.3	Identify training needs and report to the directors			✓		
39.4	Ensure that safeguarding practices are followed at the academy and report any shortcomings to the senior executive leadership				✓	
39.5	Identify training needs and report to the senior executive leadership				✓	
39.6	Implement and comply with any safeguarding practices at the academy and report any shortcomings to the LGC/senior executive leadership					✓
	Compliance					
40	Ensure training and legal compliance issues		✓			
4.1	Ensure the single central record is maintained for all company-based and cross-school appointments		✓			
40.2	Arrange training to ensure legal compliance			✓		

40.3	Monitor safeguarding practice (including compliance with legislation) across the company and report to the directors (as matters arise and at least annually) for instructions for action where safeguarding practice is falling short of the standards expected			✓		
40.4	Ensure completion of the single central record and its regular updating				✓	
40.5	Maintain the single central record					✓
40.6	Ensure compliance with all relevant regulations e.g. risk assessments, health and safety etc					✓
	Recruitment and appointments relating to safeguarding					
41	Ensure that at least one director on any recruitment panel has up to date safeguarding training		✓			
41.1	Ensure safer recruitment training is made available to all governors and senior leaders		✓			
41.2	Ensure directors have up to date safer recruitment and general safeguarding training			✓		
41.3	Ensure that each academy has appointed a designated teacher to support looked after children			✓		
41.4	Appoint a designated governor for safeguarding				✓	
41.5	Ensure that at least one governor on any recruitment panel has up to date safeguarding and safer recruitment training				✓	
41.6	Appoint a designated teacher to support looked after children and to ensure the role is compliant with statutory guidance					✓
41.7	Appoint a designated safeguarding lead and clearly identify them and all other qualified safeguarding staff					✓
	Documents, Policies and procedures					
42	Adopt a company-wide safeguarding and child protection policy bearing in mind local variance if the company spans more than one local authority area		(ND)			

SAFEGUARDING						
No	Action	M	D	ET	LGC	HT
42.1	Adopt a company-wide policy regarding school trips		(ND)			
42.2	Make arrangements for safeguarding audits to be conducted by independent persons			✓		
42.3	Prepare a company-wide safeguarding and child protection policy for adoption by the directors bearing in mind local variance if the company spans more than one local authority area			✓		
42.4	Put in place effective systems for safeguarding pupils and take appropriate action where these are not followed			✓		
42.5	Review and maintain a safeguarding and child protection policy for the academy (consistent with the company-wide policy)				✓	
42.6	Implement the safeguarding and child protection policy at the academy					✓

BEHAVIOUR						
No	Action	M	D	ET	LGC	HT

Exclusions						
43	Review the use of exclusions across the company and ensure that appropriate action is taken by the senior executive leadership		✓			
43.1	Review the overall pattern of exclusions across academies and report to the directors, taking any action they direct			✓		
43.2	Convene a committee to review any exclusion of a pupil				✓	
43.3	Review the overall pattern of exclusions at the academy and report to the senior executive leadership/directors				✓	
43.4	Exclude a pupil for a fixed term or permanently, as appropriate					✓
Documents, policies and procedures						
44	Adopt a company-wide behaviour policy that reflects the Catholic character, ethos and values of the company		ND			
44.1	Adopt a company-wide exclusions policy		✓			
44.2	Prepare a company-wide behaviour policy for adoption by the directors			✓		
44.3	Prepare a company-wide exclusions policy for adoption by the directors			✓		
44.4	Assist the headteacher to prepare a behaviour policy for the academy in line with the company-wide policy				✓	
44.5	Assist the headteacher to prepare an exclusions policy for the academy in line with the company-wide policy				✓	
44.6	With the LGC, prepare a behaviour policy for the academy in line with the company-wide policy					✓
44.7	With the LGC, prepare an exclusions policy for the academy in line with the company-wide policy					✓
44.8	Ensure effective operation of all policies at the academy					✓

ADMISSIONS						
No	Action	M	D	ET	LGC	HT
	Place planning					
45	Assist the diocese with any requirements it may have related to the Bishop's duty to ensure that there are sufficient school places available for the baptised Catholic children resident in his area		✓			
45.1	Receive an annual report from the senior executive leadership and share the report with the Diocesan Education Service to assist the Bishop in his responsibilities relating to place planning		✓			
45.2	Obtain diocesan approval to expand school places across the company		✓			
45.3	Prepare an annual report to the directors on the need for school places within the local community, using local intelligence, which will be used to assist the Bishop with his school place planning duties across the diocese			✓		

45.4	Assist the senior executive leadership to prepare an annual report to the directors on the need for school places within the local community, using local intelligence, which will be used to assist the Bishop with his school place planning duties across the diocese				✓	
45.5	Advise the LGC/senior executive leadership in respect of the need for future places at the academy which will assist the senior executive leadership to prepare their annual report on the need for school places					✓
	Admissions arrangements					
46	The Directors will delegate responsibility for determining admissions arrangements to the Local Governing Committee		✓			
46.1	Comply with Diocesan guidance on admissions		✓			
46.2	Comply with the Schools Admissions and Appeals Codes		✓			
46.3	Prepare the company-wide admissions policy (taking into account any Diocesan guidance and the Schools Admissions and Appeals Codes) which will set out the parameters within which the LGC may determine admissions arrangements			✓		
46.4	Provide oversight, and support, of the implementation of admissions arrangements across the company			✓		
46.5	Ensure that the impact of any proposed changes to an academy's admission arrangements are considered in light of the other academies in the company and other catholic schools generally in the diocese			✓		
46.6	Report to the directors regarding admissions arrangements across the academies in the company			✓		
46.7	Ensure effective arrangements are in place for pupil recruitment to the academies in the company			✓		
46.8	Provide advice and guidance to directors regarding the requirements of the Schools Admissions and Appeals Codes			✓		
46.9	Undertake consultation, determine and publish admissions arrangements as required in accordance with the company-wide admissions policy				✓	
46.10	Make arrangements for determining admissions and hearing admission appeals				✓	
46.11	Ensure effective arrangements are in place for pupil recruitment.				✓	
46.12	Contribute to the development of the academy prospectus (if there is one)				✓	
46.13	Provide advice and guidance to the LGC and the directors as to requirements under the School Admissions and Appeals Codes					✓

ADMISSIONS						
No	Action	M	D	ET	LGC	HT
46.14	Make arrangements for determining admissions and hearing admissions appeals in line with the company-wide policy					✓
46.15	Participate in local admissions forum					✓
46.16	Ensure participation in the fair access protocol					✓
46.17	Ensure effective arrangements are in place for pupil recruitment to the academy					✓

	Documents, policies and procedures					
47	Adopt the company-wide admissions policy prepared by the ET and ensure that it complies with all diocesan requirements		(ND)			
47.1	Review and approve all academy admissions policies before they are determined and published by the LGC		✓			
47.2	Work with the diocese to produce a company-wide admissions policy for adoption by the directors and ensure that it complies with all diocesan requirements			✓		
47.3	Ensure all policies are reviewed by the directors and are compliant with the School Admissions and Appeals Codes			✓		
47.4	Adopt the company-wide admissions policy in the academy				✓	
47.5	Ensure compliance with the company-wide admissions policy					✓

OTHER PUPIL RELATED MATTERS						
No	Action	M	D	ET	LGC	HT
	Complaints					
48	Adopt a company-wide complaints policy and receive reports from the ET regarding the level of complaints across the company		(ND)			
48.1	Notify the diocese of any school level complaints. The directors <i>must</i> notify the diocese of any complaints or issues that could bring into disrepute the Catholic character of the company and/or the academies within it		✓			
48.2	Prepare a company-wide complaints policy for adoption by the directors and publish the policy on the company's website following adoption			✓		
48.3	Review the level of complaints across the company and report to the directors outlining the changes initiated as necessary to address any issues			✓		
48.4	Adopt an academy complaints policy (consistent with the company-wide policy)				✓	
48.5	Hear complaints at the relevant stage				✓	
48.6	Prepare an academy complaints policy consistent with the company-wide policy for adoption by the LGC and hear complaints at the relevant stage					✓
	School level matters					
49	Review data provided by the senior executive leadership/LGC relating to pupil premium and sports premium and take action to address any issues, as appropriate		✓			

OTHER PUPIL RELATED MATTERS						
No	Action	M	D	ET	LGC	HT
49.1	Set the times of academy sessions and the dates of academy terms and holidays in conjunction with the LGCs		✓			
49.2	Ensure that the academy meets for 380 sessions in an academy year		✓			

49.3	Monitor the levels of attendance in the academies and the use of home-academy agreements and report termly to the directors			✓		
49.4	Monitor the impact of the pupil premium/sports premium across the company and report to the directors			✓		
49.5	Consult with directors on the times of academy sessions and the dates of academy terms and holidays times				✓	
49.6	Review attendance and pupil absences				✓	
49.7	Support the company and the headteacher in the extended school provision in the academy				✓	
49.8	Ensure effective arrangements are in place for pupil support and representation at the academy				✓	
49.9	Appoint a local governor responsible for statutory grants including pupil premium and sports premium				✓	
49.10	Monitor the impact of the pupil premium and the sports premium in the academy and advise senior executive leadership/directors				✓	
49.11	Support and advise the headteacher to determine KPIs				✓	
49.12	Monitor that the school lunch provision at the academy meets the appropriate nutritional standards and take action, as appropriate, if not				✓	
49.13	Comply with times of academy sessions and the dates of academy terms and holidays as set by the directors					✓
49.14	Maintain a register of pupil attendance and report on attendance and pupil absences (as part of the KPIs) to the LGC					✓
49.15	Determine key priorities and KPIs against which pupil progress can be measured					✓
49.16	Review and maintain home- academy agreements, if appropriate, which should reflect support for the academy's Catholic character					✓
49.17	Ensure effective deployment of the pupil premium and monitor its impact, reporting any issues to the LGC					✓
49.18	Ensure that the school lunch provision at the academy meets the appropriate nutritional standards					✓

STAFFING						
No	Action	M	D	ET	LGC	HT
	Appointments					
50	Appoint a HR committee to oversee recruitment, induction, training, CPD, wellbeing, dismissals and other HR processes for all staff within the company at a strategic level		✓			
50.1	Ensure that certain posts are filled by practicing Catholics in observance of the Bishops' Memorandum on Appointment of Teachers in Catholic Schools,		✓			

50.2	Ensure that diocesan protocol is followed in respect of the appointment of any other senior post which directly affects the Catholic mission of the company and its academies, including but not limited to the CEO, or other senior executive(s) and lay chaplains, and is in accordance with the Bishops' Memorandum on Appointment of Teachers in Catholic schools		✓			
50.3	Ensure that the diocese is involved in any recruitment selection and appointment being made, particularly relating to any senior posts which directly affect the Catholic mission of the company and its academies		✓			
50.4	Determine appointments to be made across one or more academy in the company in line with any diocesan protocol		✓			
50.5	Take any action relating to staff appointments across the company as required by the directors			✓		
50.6	Ensure that the directors involve the diocese at the appropriate stages in any recruitment process			✓		
50.7	Support the directors in the process to appoint the headteacher and any other relevant post as requested by the senior executive leadership (acting with the delegated authority of the directors)				✓	
50.8	With the LGC, appoint teaching and non-teaching staff					✓
Staffing Structures						
51	Determine and review any overarching management structures across the company and budget in accordance with diocesan policy		(ND)			
51.1	Determine and review staffing structures across the company to ensure financial viability and sustainability whilst ensuring that the educational outcomes of the pupils are protected		✓			
51.2	Approve any senior leadership and high-level non-teaching structures as determined by the senior executive leadership		✓			
51.3	Develop Catholic Leadership within the company and the wider diocese		✓			
51.4	With directors approval, determine the senior leadership and high-level non-teaching structures for each academy and advise the directors on the financial viability and sustainability of those structures whilst ensuring that the educational outcomes of the pupils are protected			✓		
51.5	Monitor and review staffing changes across the company and report any issues to the directors			✓		
51.6	Support the headteachers to determine staffing structures at the academy			✓		

STAFFING						
No	Action	M	D	ET	LGC	HT
51.7	Act as required by the directors to develop Catholic leadership within the company and the wider diocese			✓		
51.8	Having regard to the company's strategic plans, support the headteacher in the development and review (from time to time) of an appropriate staffing structure for the academy and for the				✓	

	appointment of academy staff and to ensure that the academy is fully staffed in accordance with that structure					
51.9	Determine staffing requirements within the academy and budget					✓
	Pay					
52	Establish a pay committee		✓			
52.1	Review pay across the academies to guard against equal pay claims and to seek opportunities for harmonisation of pay, where appropriate			✓		
52.2	Advise and support the directors to determine headteachers' pay				✓	
	Terms and Conditions					
53	Ensure harmonisation of terms and conditions of employment across the company to avoid the risk of employment claims taking into account legal requirements relating to, in particular, equal pay, discrimination and TUPE transfers		✓			
53.1	Review the terms and conditions of employment across the academies and advise the directors where there is a possibility of employment claims and/or unrest in the workforce and take any action as directed by the directors to ensure that this risk is minimised/removed			✓		
53.2	Review the terms and conditions of employment across the academy and advise the senior executive leadership where there is a possibility of employment claims and/or unrest in the workforce and take any action as directed by the senior executive leadership to ensure that this risk is minimised/removed				✓	
	Performance Management					
54	Conduct the performance management review of the CEO (acting through the pay committee)		(ND)			
54.1	Conduct the performance management review of the company secretary and the clerk (acting through a committee)		✓			
54.2	With the senior executive leadership and the local governing Committee, performance manage the headteachers		✓			
54.3	Senior executive leader/CEO to conduct the performance management review of the other executive leaders with support from the relevant committees e.g. pay committee, HR committee. With the directors and the LGC, performance manage the headteachers			✓		
54.4	Support the senior executive leadership and the directors as appropriate, to conduct the performance management of the headteacher				✓	
54.5	Conduct the performance management and pay progression of staff in the academy in line with the academy's pay policy and appraisal policy					✓
	Suspension and dismissals					
55	Suspend and dismiss all executive leadership posts		✓			
55.1	Suspend and dismiss the company secretary and clerk		✓			
STAFFING						
No	Action	M	D	ET	LGC	HT
55.2	Notify the diocese of any suspension or action taken under a disciplinary policy which could result in dismissal of a staff member, particularly where any misconduct may bring the Catholic character of the company and its academies into disrepute		✓			

55.3	Senior executive leader/CEO to assist the directors to suspend and dismiss all other executive leadership posts, as required by the directors			✓		
55.4	With the advice and approval of the directors and the diocese, suspend and dismiss the headteachers (including any executive headteacher or Head of School), deputy headteacher, head of religious education and lay chaplain employed by the company			✓		
55.5	Suspend or dismiss teaching and non-teaching staff in consultation with the senior executive leadership Documents, policies and procedures				✓	
56	Ensure the adoption of CES employment documents (with amendments where appropriate), including the model contracts of employment and workplace policies, in observance of the Bishops' Memorandum on Appointment of Teachers in Catholic Schools		✓			
56.1	Ensure consultation with staff and trade union officials/representatives before adoption of workplace policies, as appropriate		✓			
56.2	Adopt a pay policy		✓			
56.3	Adopt company wide staff policies and procedures		(ND)			
56.4	Put in place an appropriate whistleblowing procedure		✓			
56.5	Prepare a pay policy for adoption by the directors			✓		
56.6	Advise the directors on suitable company-wide policies and procedures and ensure their effective implementation, in particular the CES model employment documents pursuant to the Bishops' Memorandum on the Appointment of Teachers in Catholic Schools			✓		
56.7	Ensure the company's policies on all HR matters are implemented in the academy				✓	
56.8	Monitor and scrutinize the implementation of the company's policies at the academy for HR matters including the appointment, induction and performance management of staff, pay review process, and procedures for dealing with disciplinary matters, grievances and dismissal				✓	
56.9	Implement the company-wide policies and procedures in the academy					✓
	Miscellaneous					
57	Ensure that there is effective communication between all levels of governance in the company			✓		
57.1	Ensure that there is effective communication between the headteacher and the ET and TFARC				✓	
57.2	Approve applications for early retirement, secondment and absence of leave					✓

COMMUNICATION AND INFORMATION MANAGEMENT

No	Action	M	D	ET	LGC	HT
	Compliance					
58	Refer any direct communications from RSCs to the diocese		✓			
58.1	Notify the diocese of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc		✓			
58.2	Work with the diocese to respond to any media interest and ensure that any public statements and/or responses to media enquiries are approved by the diocese		✓			
58.3	Refer any direct communications from RSCs to the directors			✓		
58.4	Notify the directors of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local Authority/Ofsted etc for further reporting to the diocese			✓		
58.5	Ensure compliance with all data protection legislation and good practice across the academies					
58.6	Develop and implement an integrated ICT strategy to ensure compatibility of systems across all the academies in the company to facilitate maximum efficiency and cohesiveness and report any issues to the directors			✓		
58.7	Support the individual academies on the effective safe storage of data			✓		
58.8	Maintain accurate and secure staff records for the senior executive leadership			✓		
58.9	Ensure that registration with the Information Commissioner's Office is up to date			✓		
58.10	Maintain and develop the company's website			✓		
58.11	Register the company with the Information Commissioner's Office and maintain such registration			✓		
58.12	Refer any direct communications from RSCs to the directors/senior executive leadership				✓	
58.13	Notify the directors/senior executive leadership of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc for further reporting to the diocese				✓	
58.14	Forward any media interest to the directors/senior executive leadership and ensure that any public statements and/or responses to media enquiries are approved by the directors				✓	
58.15	Ensure systems in place are in line with the company's strategy at the academy for effective communication with pupils, parents or carers, staff, parish priests, diocese and the wider community including the support of a local parent teacher association (if established)				✓	
58.16	Refer any direct communications from RSCs to the LGC/senior executive leadership					✓
58.17	Notify the LGC/executive leadership of any warning notice or other notice of failing or shortcoming received from the RSC/DfE/ESFA/local authority/Ofsted etc for further reporting to the directors					✓
58.18	Forward any media interest to the directors/senior executive leadership/LGC and ensure that any public statements and/or responses to media enquiries are approved by the directors					✓
58.19	Ensure the publication of academy information, ensuring that all electronic communication, including web pages, are up to date					✓
58.20	Maintain accurate and secure staff records for the academy					✓
58.21	Ensure compliance with all data protection legislation and good practice at the academy					✓
58.22	Liaise with the senior executive leadership on the accessibility plan for the academy					✓

COMMUNICATION AND INFORMATION MANAGEMENT

No	Action	M	D	ET	LGC	HT
	Documents, Policies and procedures					
59	Adopt data protection policies and procedures to comply with legislation relating to data protection and freedom of information		✓			
59.1	Prepare a company-wide data protection policy for adoption by the directors			✓		
59.2	Ensure the effective implementation of the data protection policies and procedures in the academy				✓	
59.3	Implement and comply with the academy's data protection policy					✓

HEALTH AND SAFETY

No	Action	M	D	ET	LGC	HT
	Health and Safety					
60	Adopt a company-wide health and safety policy		ND			
60.1	Prepare a company-wide health and safety policy for the directors' approval			✓		
60.2	Monitor and support the implementation of the company-wide health and safety policy and report any issues to the directors			✓		
60.3	Draw up, agree and monitor an accessibility plan for each academy in consultation with the headteachers, reporting any issues to the directors			✓		
60.4	Adopt a health and safety policy (in line with the company-wide policy)				✓	
60.5	Appoint a local governor responsible for health and safety				✓	
60.6	Review the implementation of the health and safety policy and ensure that appropriate risk assessments are being carried out in the academy				✓	
60.7	Conduct site inspections to review any health and safety issues and the security of premises and equipment				✓	
60.8	Prepare a health and safety policy for the academy (in line with the company-wide policy) for adoption by the LGC					✓
60.9	Monitor the accident book and agree appropriate actions with the LGC/senior executive leadership					✓
60.10	Ensure suitable risk assessments are prepared and appropriate actions taken					✓
60.11	Review security of premises and equipment					✓

RISK

No	Action	M	D	ET	LGC	HT
61	Appoint a risk and audit committee		✓			
61.1	Adopt the disaster recover/business continuity plan for the company and the academies within it and monitor that each academy has implemented such plans		✓			
61.2	Review risk management and the risk register kept by the senior executive leadership		✓			

61.3	Approve insurance arrangements in accordance with Diocesan/Religious Order Trustees' requirements		✓			
61.4	Commence or settle any litigation proceedings		(ND)			
61.5	Provide any relevant and appropriate guarantees and indemnities as authorized by the members/Diocesan Trustees/Religious Order Trustees and in accordance with any requirements prescribed by the Academies Trust Handbook and/or the ESFA		✓			
61.6	Prepare a disaster recover/business continuity plan for the company and the academies within it and report to the directors on how the plan is being implemented in each academy			✓		
61.7	Prepare and maintain a company-wide risk register			✓		
61.8	Review the risk reports provided by the LGCs and make any recommendations/notifications to the directors as appropriate			✓		
61.9	Ensure that any necessary actions are taken to eliminate/reduce any identified risks			✓		
61.10	Provide the directors with all relevant information and requirements relating to warranties and indemnities as prescribed by the Academies Trust Handbook and/or the ESFA			✓		
61.11	Ensure the academy complies with the disaster recover/business continuity plan for the academy				✓	
61.12	Review the risk register of the academy and prepare a risk report for the senior executive leadership/directors				✓	
61.13	Implement and ensure that the academy is compliant with the disaster recover/business continuity plan for the academy					✓
61.14	Prepare the risk register for the LGC having regard to the risks identified by the senior executive leadership and audit processes					✓

SCHOOL ESTATE						
No	Action	M	D	ET	LGC	HT
	Insurance					
62	Approve insurance arrangements in accordance with Diocesan/Religious Order Trustees' requirements		✓			
62.1	Procure buildings and related insurance for the company and all the academies within it ensuring compliance with Diocesan/Religious Order Trustees' requirements			✓		
62.2	Ensure compliance with all insurance obligations/requirements at the academy				✓	
62.3	Ensure compliance with all insurance obligations/requirements at the academy					✓
	School Land and Buildings					
63	Ensure that the company follows the Joint CES and National Society document "The Accounting Treatment of Land Occupied by Church Academies" as published from time to time		✓			
SCHOOL ESTATE						
No	Action	M	D	ET	LGC	HT

63.1	Review and maintain any buildings strategy and asset management planning arrangements in accordance with any requirements set by the Diocesan/Religious Order Trustees, including seeking their agreement to any such plans as appropriate		✓			
63.2	Apply to the Diocesan/Religious Order Trustees for any funding/consent to building works before undertaking any works		✓			
63.3	Select, plan and oversee any capital projects and buildings improvements as agreed by the Diocesan/Religious Order Trustees and in accordance with all diocesan protocols		✓			
63.4	Apply to the Diocesan/Religious Order Trustees for permission for change of use of assets		✓			
63.5	Ensure land and buildings are maintained and fit for purpose		✓			
63.6	Make any proposals relating to the school estate to the directors in accordance with any requirements set by the Diocesan/Religious Order Trustees			✓		
63.7	Provide evidence of compliance with all statutory requirements for works e.g. planning approval, listed buildings consent, buildings regulations consent etc			✓		
63.8	Prepare any buildings strategy and asset management planning arrangements in accordance with any requirements set by the Diocesan/Religious Order Trustees and ensure that agreement has been sought from them, as appropriate			✓		
63.9	With agreement from the Diocesan/Religious Order Trustees, advise the directors and manage, in conjunction with them, any capital and building improvement grant			✓		
63.10	Prepare a report for the directors to share with the Diocesan/Religious Order Trustees on the overall state of the school estate.			✓		
63.11	Ensure all statutory testing and maintenance requirements are complied with e.g. asbestos management plan, fire risk assessments, water hygiene, electrical safety et			✓		
63.12	Monitor the arrangements for the effective supervision of building maintenance and minor works and take up any issues with the senior executive leadership				✓	
63.13	Seek approval from the directors for any changes to fixed assets used by the academy				✓	
	Lettings					
64	Adopt a company-wide lettings policy in accordance with the Diocesan/Religious Order Trustees' requirements		(ND)			
64.1	Prepare a company-wide lettings policy in accordance with the Diocesan/Religious Order Trustees' requirements for adoption by the directors			✓		
64.2	Ensure the company-wide lettings policy is implemented at the academy				✓	
64.3	Implement and comply with the company-wide lettings policy in the academy					✓

Appendix 3:

Acronyms and Terms

AFH – Academies Financial Handbook

AO – Accounting Officer

CEO – Chief Operating Officer

CFO – Chief Finance Officer

DFE – Department for Education

ESFA – Education and Skills Funding Agency

H&S – Health and Safety

KPI – Key Performance Indicators

LGC – Local Governing Committee

NCET – Newman Catholic Educational Trust

RE – Religious Education

SEND – Special Educational Needs and Disability]

TIP – Trust Improvement Plan

TFARC – Trust Finance, Audit and Resources Committee

TSPC – Trust Standards and Performance Committee

THE NEWMAN CATHOLIC EDUCATIONAL TRUST

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE NEWMAN CATHOLIC EDUCATIONAL TRUST

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE NEWMAN CATHOLIC EDUCATIONAL TRUST

INTERPRETATION

1. In these Articles: -
 - a. "the Academies" means all the schools referred to in Article 5C(h) and established by the Company (and "Academy" shall mean any one of those schools);
 - b. "Academy Financial Year" means the academic year from 1st of September to 31st of August of the following year;
 - c. not used;
 - d. "the Articles" means these Articles of Association of the Company;
 - e. "Canon Law" means the Canon Law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon Law, this shall be determined exclusively by the Diocesan Bishop;

- f. "Catholic" means in full communion with the See of Rome;
- g. "Catholic school" means a school for the time being recognised as a Catholic school by the Diocesan Bishop, and conducted in accordance with:
 - (i) The teachings, practices and tenets of the Catholic Church;
 - (ii) Canon Law; and
 - (iii) Any diocesan directives for the time being in force;
- h. "Chief Executive Officer" means such person as may be appointed by the Directors as the Chief Executive Officer of the Company;
- i. "Chief Inspector" means Her Majesty's Chief Inspector of Education, Children's Services and Skills or his successor;
- j. "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect;
- k. "Clerk" means the clerk to the Directors or any other person appointed to perform the duties of the clerk to the Directors including a joint, assistant or deputy clerk;
- l. "Clifton Catholic Diocesan Education Foundation" means The Clifton Catholic Diocesan Education Foundation whose company number is 7682554;
- m. "the Company" means save as otherwise defined at Article 6.9 the company intended to be regulated by these Articles and referred to in Article 2;
- n. "Diocese" means the Roman Catholic diocese in which the Academy is situated;
- o. "Diocesan Bishop" means the Bishop of Clifton and includes any person or office exercising ordinary jurisdiction in his name and any person to whom the Diocesan Bishop's powers and functions have been delegated, including officers of the Diocesan Education Service;
- p. "the Directors" means save as otherwise defined at Article 6.9 the directors of the Company (and "Director" means any one of those directors);
- q. "electronic form" has the meaning given in section 1168 of the Companies Act 2006;
- r. "Executive Director" means such person or persons if appointed by the Directors to be a Director to act on their behalf and with executive powers, including any Principal and/or the Chief Executive Officer;

- s. "financial expert" means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- t. "Foundation Director" means a Director appointed by the Diocesan Bishop pursuant to Article 50;
- u. "Foundation Members" means the Diocesan Bishop, the Clifton Catholic Diocesan Education Foundation, the Diocesan Schools Commissioner and the Financial Secretary/Chief Operating Officer to the Diocese;
- v. "Local Governing Bodies" means any committees established by the Directors pursuant to Article 100(a) (and "Local Governing Body" means any one of these committees);
- w. "Member" means a member of the Company and someone who as such is bound by the undertaking contained in Article 8;
- x. "the Memorandum" means the Memorandum of Association of the Company;
- y. "Office" means the registered office of the Company;
- z. "Parent Directors" means the Directors elected or appointed pursuant to Articles 53-56 inclusive;
- aa. "Parent Local Governor" means the parent member of a Local Governing Body elected or appointed in accordance with Articles 54-56;
- bb. "Principals" means the head teachers of the Academies (and "Principal" means any one of these head teachers);
- cc. "Principal Regulator" means the body or person appointed as the Principal Regulator under the Charities Act 2011;
- dd. "Relevant Funding Agreements" means the agreement or agreements entered into by the Company and the Secretary of State under section 1 of the Academies Act 2010 for the establishment of each Academy, including any variation or supplemental agreements thereof;
- ee. "Scheme of Delegation" means the terms of reference for the delegation of powers and responsibilities by the Directors to the Local Governing Bodies;
- ff. "the seal" means the common seal of the Company if it has one;
- gg. "Secretary of State" means the Secretary of State for Education or successor;
- hh. "Senior Catholic post" means the posts of Principal, Vice Principal, Head of Religious Education and such other senior posts specified by the Diocesan Bishop;

- ii. "teacher" means a person employed under a contract of employment or a contract for services or otherwise engaged to provide his services as a teacher at one or more Academies;
- jj. "the United Kingdom" means Great Britain and Northern Ireland;
- kk. unless that context requires otherwise, words importing the masculine gender only shall include the feminine gender or vice versa and words importing the singular number shall include the plural number, and vice versa;
- ll. subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act 2006, as appropriate;
- mm. any reference to a statute or statutory provision shall include any statute or statutory provision which replaces or supersedes such statute or statutory provision including any modification or amendment thereto;
- nn. a reference to a "document" includes, unless otherwise specified, any document sent or supplied in electronic form;
- oo. a reference to a document being signed or to a signature includes references to it being executed under hand or under seal or by any other method and in the case of communication in electronic form, such references are to it being authenticated as specified by the Companies Act 2006;
- pp. any reference to a "meeting" in these Articles includes, except where inconsistent with any legal obligation:
 - a) a physical meeting;
 - b) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
 - c) telephone conferencing.

2. The Company's name is The Newman Catholic Educational Trust (and in this document it is called "**the Company**").

3. The Company's registered office is to be situated in England and Wales.

OBJECTS

4(a) The Company's objects ("**the Objects**") are specifically restricted to the advancement of the Catholic religion in the Diocese by such means as the Diocesan Bishop may think fit and proper by, but without prejudice to the generality of the foregoing, the establishing, maintaining, carrying on, managing and developing of Catholic

schools in the United Kingdom conducted in accordance with the principles, and subject to the regulations and discipline of the Catholic Church.

- 4(b) Subject to the approval of the Diocesan Bishop, during the period that the objects in 4(a) are being fulfilled and form the majority of the activities of the Company, the advancement of education by the establishing, maintaining, carrying on, managing and developing of schools which are not Catholic in the United Kingdom.

CONDUCT OF THE ACADEMY

5A.

- a. Any Academy or Academies established under Article 4(a) shall be conducted in accordance with:
- (i) The teachings, practices and tenets of the Catholic Church;
 - (ii) Canon Law and the Trust Deed;
 - (iii) Any diocesan directives for the time being in force.
- b. For any Academy or Academies established under Article 4(a):
- (i) religious education is to be in accordance with the teachings, doctrines, discipline and general and particular norms of the Catholic Church;
 - (ii) religious worship is to be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church;
 - (iii) at all times the school is to serve as a witness to the Catholic faith in our Lord Jesus Christ;
 - (iv) the Company shall have regard to any advice issued by the Diocesan Bishop;
- c. (i) The Diocesan Bishop shall have the right to advise the Directors:
- 1. on any matter relating to the mission, character, ethos or charism of the education carried out by the Company; and
 - 2. whether any activities being undertaken or proposed to be undertaken on the property of the Trustees are consistent with the Trust Deed.
- (ii) The Directors shall have regard to any advice provided to them under (c)(i) above.
- (iii) If any question arises which, in the opinion of the Directors, relates to the Catholic nature of the education carried out by the Company, they shall have the power to refer that question to the Diocesan Bishop for determination.

5B All Academies established by the Company shall offer a broad and balanced curriculum.

5C In furtherance of the Objects but not further or otherwise the Company may exercise the following powers: -

- a. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other

- instruments, and to operate bank accounts in the name of the Company;
- b. to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - c. to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - d. subject to Article 6 below to employ such staff, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payments of pensions and superannuation to staff and their dependants;
 - e. to establish or support, whether financially or otherwise, any charitable companies, trusts, associations or institutions formed for all or any of the Objects;
 - f. to co-operate with other charities, other independent and maintained schools, academies and institutions within the further education sector, voluntary bodies and statutory authorities operating in furtherance of the Objects and to exchange information and advice with them;
 - g. to pay out of funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
 - h. to establish, maintain, carry on, manage and develop the Academies at locations to be determined by the Directors and in so doing shall have regard to the respective ethos and mission statement of each Academy;
 - i. to offer scholarships, exhibitions, prizes and awards to pupils and students and former pupils and students, and otherwise to encourage and assist pupils and students and former pupils and students;
 - j. to provide educational facilities and services to students of all ages and the wider community for the public benefit;
 - k. to carry out research into the development and application of new techniques in education and to their approach to curriculum development and delivery and to publish the results of such research, and to develop means of benefiting from application of the experience of industry, commerce, other schools, educational institutions and the voluntary sector to the education of pupils and students in academies;
 - l. subject to such consents as may be required by law and/or by any contract entered into by or on behalf of the Company, to borrow and raise money for the furtherance of the Objects in such manner and on such security as the Company may think fit;

- m. to deposit or invest any funds of the Company not immediately required for the furtherance of its Objects (but to invest only after obtaining such advice from a financial expert as the Directors consider necessary and having regard to the suitability of investments and the need for diversification);
- n. to delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the Directors;
 - (ii) every transaction is reported promptly to the Directors;
 - (iii) the performance of the investments is reviewed regularly with the Directors;
 - (iv) the Directors are entitled to cancel the delegation arrangement at any time;
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt; and
 - (vii) the financial expert must not do anything outside the powers of the Directors;
- o. to arrange for investments or other property of the Company to be held in the name of a nominee company acting under the control of the Directors or of a financial expert acting under their instructions, and to pay any reasonable fee required;
- p. to provide indemnity arrangements to cover the liability of Directors and members of any Local Governing Body (in so far as necessary) in accordance with and subject to the conditions of section 232 to 235 of the Companies Act 2006, section 189 of the Charities Act 2011 or any other provision of law applicable to charitable companies and any such indemnity is limited accordingly;
- q. to establish subsidiary companies to carry on any trade or business for the purpose of raising funds for the Company;
- r. to discharge any liability incurred on behalf of the Company by the Trustees;
- s. to do all such other lawful things as are necessary for or are incidental to or conducive to the achievement of the Objects;
- t. to permit or arrange use of the school premises and facilities by the wider local community provided that such use shall not be incompatible with the tenets and principles of the Catholic Church.

- (a) The Diocesan Bishop is the Visitor of the Company.
- (b) The Visitor shall be entitled to exercise all the rights exercisable by a visitor either under charity law or Canon Law, including the right of general visitation from time to time and in such manner as he shall think fit.
- (c) The power of the Visitor is without prejudice to:
 - (i) the High Court's charitable jurisdiction over the Company; and
 - (ii) any other Ordinary's rights of canonical visitation in relation to any of the Academies.

6.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.

6.2 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company. Nonetheless a Member of the Company may:

- a. benefit as a beneficiary of the Company;
- b. be paid reasonable and proper remuneration for any goods or services supplied to the Company;
- c. be paid rent for premises let by the Member of the Company if the amount of the rent and other terms of the letting are reasonable and proper; and
- d. be paid interest on money lent to the Company at a reasonable and proper rate, such rate not to exceed 2 per cent per annum below the base lending rate of a UK clearing bank selected by the Directors, or 0.5%, whichever is the higher;

6.2A. The Members may only rely upon the authority provided by Article 6.2 if each of the following conditions is satisfied:

- a. the remuneration or other sums paid to the Member do not exceed an amount that is reasonable in all the circumstances.
- b. If the Member is also a Director, that Member is absent from the part of any meeting at which there is discussion of:
 - (i) his or her remuneration, or any matter concerning the contract, payment or benefit; or
 - (ii) his or her performance of the contract; or
 - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.2; or

- (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.2.
- c) If the Member is also a Director, he or she does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- d) the Directors are satisfied that it is in the interests of the Company to contract with that Member rather than with someone who is not a Member. In reaching that decision the Directors must balance the advantage of contracting with a Member against the disadvantages of doing so (especially the loss of the Member's services as a result of dealing with the Member's conflict of interest).
- e) the reason for their decision is recorded by the Directors in the minute book.

6.3 A Director may benefit from any indemnity arrangement purchased at the Company's expense or any arrangement so agreed with the Secretary of State to cover the liability of the Directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such arrangement shall not extend to:

- (i) any claim arising from any act or omission which Directors knew to be a breach of trust or breach of duty or which was committed by the Directors in reckless disregard to whether it was a breach of trust or breach of duty or not; and
- (ii) the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Company.

Further this Article does not authorise a Director to benefit from any indemnity arrangement that would be rendered void by any provision of the Companies Act 2006, the Charities Act 2011 or any other provision of law.

6.4 A company, which has shares listed on a recognised stock exchange and of which any one Director holds no more than 1% of the issued capital of that company, may receive fees, remuneration or other benefit in money or money's worth from the Company.

6.5 A Director may at the discretion of the Directors be reimbursed from the property of the Company for reasonable expenses properly incurred by him or her when acting on behalf of the Company, but excluding expenses in connection with foreign travel.

6.6 No Director may:

- a. buy any goods or services from the Company;
- b. sell goods, services, or any interest in land to the Company;
- c. be employed by, or receive any remuneration from the Company (other than any Executive Director whose employment and/or remuneration is subject to the procedure and conditions in Article 6.8);

d. receive any other financial benefit from the Company;

unless:

- (i) the payment is permitted by Article 6.7 and the Directors follow the procedure and observe the conditions set out in Article 6.8; or
- (ii) the Directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes.

6.7 Subject to Article 6.8, a Director may:

- a) receive a benefit from the Company in the capacity of a beneficiary of the Company.
- b) be employed by the Company or enter into a contract for the supply of goods or services to the Company, other than for acting as a Director.
- c) receive interest on money lent to the Company at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors, or 0.5%, whichever is the higher.
- d) receive rent for premises let by the Director to the Company if the amount of the rent and the other terms of the lease are reasonable and proper.

6.8 The Company and its Directors may only rely upon the authority provided by Article 6.7 if each of the following conditions is satisfied:

- a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- b) the Director is absent from the part of any meeting at which there is discussion of:
 - (i) his or her employment, remuneration, or any matter concerning the contract, payment or benefit; or
 - (ii) his or her performance in the employment, or his or her performance of the contract; or
 - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 6.7; or
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 6.7.
- c) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

- d) the other Directors are satisfied that it is in the interests of the Company to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
- e) the reason for their decision is recorded by the Directors in the minute book.
- f) a majority of the Directors then in office have received no such payments or benefit.

6.8A The provision in Article 6.6 (c) that no Director may be employed by or receive any remuneration from the Company (other than any Executive Director) does not apply to an employee of the Company who is subsequently elected or appointed as a Director save that this Article shall only allow such a Director to receive remuneration or benefit from the Company in his capacity as an employee of the Company and provided that the procedure as set out in Articles 6.8(b)(i), (ii) and 6.8 (c) is followed.

6.9 In Articles 6.2-6.9:

- a) "Company" shall include any company in which the Company:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company.
- b. "Director" shall include any child, stepchild, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner;
- c) the employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
 - (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director;
 - (v) a member; or
 - (vi) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

7. The liability of the Members of the Company is limited.
8. Every Member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the Company's assets if it should be wound up while he or she is a Member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities before he or she ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. If the Company is wound up or dissolved and after all its debts and liabilities (including any under section 2 of the Academies Act 2010) have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Company (except to a member that is itself a charity), but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Company by Article 6 above, chosen by the Members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable object.
10. No alteration or addition shall be made to or in the provisions of the Articles without the Company having obtained from each of the following persons:
 - (a) Clifton Catholic Diocesan Education Foundation; and
 - (b) the Diocesan Bishopeither (i) a certificate in writing that the proposed alteration or addition would not affect that person's interests, or, (ii) where such a proposed alteration or addition would affect that person's interest, consent in writing to the proposed alteration or addition provided such consent shall not be unreasonably withheld.
11. No alteration or addition shall be made to or in the provisions of the Articles which would have the effect (a) that the Company would cease to be a company to which section 60 of the Companies Act 2006 applies; (b) that the Company would cease to be a charity; or (c) that any Academy or Academies established under Clause 4(a)(i) would cease to be recognised as Catholic schools in accordance with Canon Law.

MEMBERS

12. The Members of the Company shall comprise:
 - a. the signatories to the Memorandum; and thereafter
 - b. the Clifton Catholic Diocesan Education Foundation;
 - c. the Diocesan Bishop;
 - d. the Diocesan Schools Commissioner;

- e. the Financial Secretary/Chief Operating Officer to the Diocese; and
- f. any person appointed under Article 16.

provided that at any time the minimum number of Members shall not be less than three.

12A. An employee of the Company cannot be a Member of the Company.

13. Each of the persons entitled to appoint Members in Articles 12 and 16 shall have the right from time to time by written notice delivered to the Office to remove any Member appointed by him and to appoint a replacement Member to fill a vacancy whether resulting from such removal or otherwise.

14. If any of the persons entitled to appoint Members in Article 12:

- a. in the case of an individual, die or become legally incapacitated;
- b. in the case of a corporate entity, cease to exist and are not replaced by a successor institution;
- c. becomes insolvent or makes any arrangement or composition with their creditors generally; or
- d. ceases to themselves be a Member;

the person who, according to Canon Law, is entitled to exercise ordinary jurisdiction in the area in which the Company's Office is situated:

- (i) shall, if not a Foundation Member, become a Foundation Member; and
- (ii) the right to appoint Members under these Articles shall vest in that person.

15. Membership will terminate automatically if:

- a. a Member (which is a corporate entity) ceases to exist and is not replaced by a successor institution;
- b. a Member (which is an individual) dies or becomes incapable by reason of illness or injury of managing and administering his or her own affairs;
- c. a Member becomes insolvent or makes any arrangement or composition with that Member's creditors generally; or
- d. a Member who was a Member by virtue of his post ceases to hold the relevant post provided that if automatic termination in this instance would result in the number of Members being less than three, the Member shall remain a Member until a further Member is appointed (which the remaining two Members shall be free to make without the approval of the retiring Member notwithstanding the provisions of Article 16) at which time the membership of the retiring Member shall terminate.

- 15A. The Members may agree unanimously in writing to remove any Member(s) who is a signatory to the Memorandum other than a Foundation Member (save that the agreement of the signatory to the Memorandum who is to be removed shall not be required), provided that it is in the interests of the Company to remove such a Member(s) and the approval of the Diocesan Bishop is first obtained.
16. In addition to Article 12 The Members may agree by passing a special resolution to appoint such additional Members as they think fit and may agree by passing a special resolution (save that the agreement of the Member(s) to be removed shall not be required) agree to remove any such additional Members. The Member whose proposed removal is the subject of the special resolution shall not be entitled to vote on that resolution.
- 16A. In exercising their rights under these Articles and the Companies Act 2006, the Members shall not do any thing or take any action which would cause the Company to contravene its Objects.
17. Every person nominated to be a Member of the Company shall either sign a written consent to become a Member or sign the register of Members on becoming a Member.
18. Any Member may resign provided that after such resignation the number of Members is not less than three. A Member shall cease to be one immediately on the receipt by the Company of a notice in writing signed by the person or persons entitled to remove him under Articles 13 or 16 provided that no such notice shall take effect when the number of Members is less than three unless it contains or is accompanied by the appointment of a replacement Member.

GENERAL MEETINGS

19. The Company shall hold an Annual General Meeting every year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and such place as the Directors shall appoint. All other meetings other than Annual General Meetings shall be called General Meetings.
20. The Directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Companies Act 2006, shall forthwith proceed to convene a general meeting in accordance with that Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

21. General meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote and together representing not less than 90% of the total voting rights at that meeting.
- 21A. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted

and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall also state that the Member is entitled to appoint a proxy. The notice shall be given to all the Members, to the Directors and auditors.

22. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

23. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum.

24. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

25. The Diocesan Bishop shall preside as chairman of the meeting, but if the Diocesan Bishop is not present within fifteen minutes after the time appointed for holding the meeting, the Members present shall elect one of their number to be chairman.

26. Not used.

27. The Chairman of Directors shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.

- 27A. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

- 27B. A person is able to exercise the right to vote at a general meeting when:

- a. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- b. that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- 27C. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

- 27D. In determining attendance at a general meeting, it is immaterial whether the Members attending it are in the same place as each other.

- 27E. Any persons who are not in the same place as each other may attend a general meeting if their circumstances are such that they have (or were to have) rights to speak and vote at the meeting, if they are (or would be) able to exercise them.
- 27F. Except where inconsistent with any legal obligation, any Member shall be able to participate in meetings of the Members by telephone or video conference provided that:
- a. he has given notice of his intention to do so by 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
 - b. the Members have the appropriate equipment.
- 27G. If after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference in accordance with 27F the meeting may still proceed with its business provided it is otherwise quorate.
28. The chairman may, with the consent of a majority of the Members at a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time, date and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
29. A resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Companies Act 2006, a poll may be demanded: -
- a. by the chairman; or
 - b. by at least two Members having the right to vote at the meeting; or,
 - c. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
30. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
31. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

32. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time, date and place for declaring the results. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time, date and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
34. No notice need be given of a poll not taken immediately if the time, date and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time, date and place at which the poll is to be taken.
35. A resolution in writing agreed by such number of Members as required if it had been proposed at a general meeting shall be as effectual as if it had been passed at a general meeting duly convened and held provided that a copy of the proposed resolution has been sent to every Member. The resolution may consist of several instruments in the like form each agreed by one or more Members.

VOTES OF MEMBERS

36. On the show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.
37. Not used.
38. No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Company have been paid.
39. No objections shall be raised to the qualification of any person to vote at any general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
40. An instrument appointing a proxy shall be in writing, signed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

"I/We,, of, being a Member/Members of the above named Company, hereby appoint of, or in his absence, of as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company to be held on20[], and at any

adjournment thereof.

Signed on 20[]”

41. Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

“I/We,, of, being a Member/Members of the above-named Company, hereby appoint of, or in his absence, of, as my/our proxy to attend, speak and vote in my/our name[s] and on my/our behalf at the annual general meeting/ general meeting of the Company, to be held on 20[], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for * against

Resolution No. 2 *for * against.

- Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on 20[]”

42. The instrument appointing a proxy and any authority under which it is signed or a copy of such authority certified by a notary or in some other way approved by the Directors may -

- a. be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- b. in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll;
- c. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Clerk or to any Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

43. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid

notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote given or the poll demanded or (or in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

44. Any organisation which is a Member of the Company may by resolution of its board of directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual Member of the Company.

DIRECTORS

45. The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 45A. All Directors shall upon their appointment or election, and before exercising any duties as a Director, give a written undertaking to the Diocesan Bishop to uphold the Objects of the Company.
46. Subject to Articles 48-49, the Company shall have the following Directors:
- a. up to 5 Foundation Directors appointed under Article 50;
 - b. up to 2 Directors appointed under Article 50A;
 - c. a minimum of 2 Parent Directors appointed by the Directors whether after election or otherwise under Articles 53-56 in the event that no provision is made under Article 101, or is planned, for at least 2 Parent Local Governors on each Local Governing Body established under Article 100(a); and
 - d. Co-opted Directors appointed under Article 58.
47. Not used.
48. The first Directors shall be those persons named, with the written consent of the Diocesan Bishop, in the statement delivered pursuant to sections 9 and 12 of the Companies Act 2006.
49. Future Directors shall be appointed or elected, as the case may be, under these Articles. Where it is not possible for such a Director to be appointed or elected due to the fact that an Academy has not yet been established, then the relevant Article or part thereof shall not apply.

APPOINTMENT OF DIRECTORS

50. The Diocesan Bishop shall appoint such number of Foundation Directors as shall ensure that at all times the

number of Foundation Directors exceeds the other Directors (including any Co-opted Directors) by at least two.

50A. Subject to Article 50 the Directors may appoint Directors through such process as they may determine.

50B. Not used.

50C. In any circumstances where the Secretary of State is entitled to serve a warning notice under the Relevant Funding Agreement or in the opinion of the Diocesan Bishop standards or the Catholic life of the school at any Academy have fallen unacceptably low then the Diocesan Bishop may stipulate that one or more of the following shall be appointed as a Director for such term as the Diocesan Bishop shall provide:

- a. the Diocesan Schools Commissioner;
- b. the Financial Secretary/Chief Operating Officer to the Diocese;
- c. the Capital Strategy Manager of the Diocese,

who shall serve on the board of Directors in an ex officio capacity.

51. Not used.

52. Not used.

PARENT DIRECTORS

53. In circumstances where the Directors have not appointed Local Governing Bodies in respect of the Academies as envisaged in Article 100(a), or there are no plans to include at least two Parent Local Governors on each Local Governing Body within 6 months, there shall be a minimum of two Parent Directors.

54A. Subject to Article 55, Parent Directors and Parent Local Governors shall be appointed (in accordance with Articles 54B-56 or otherwise on the terms of reference determined by the Directors from time to time).

54B. A Parent Director must be a parent, or an individual exercising parental responsibility of a registered pupil at one or more of the Academies at the time when he or she is appointed A Parent Local Governor of a Local Governing Body must be a parent, or an individual exercising parental responsibility, of a registered pupil at one or more of the Academies overseen by the Local Governing Body at the time when he or she is appointed.

54C. In a 16-19 Academy a Parent Director must be a parent, or an individual exercising parental responsibility, of a registered student at the 16-19 Academy; or where it is not reasonably practicable to do so, a person who is the parent, or an individual exercising parental responsibility, of a child of above compulsory school age but not above the age of 19.

55. The Directors shall make all necessary arrangements for, and determine all other matters relating to, an election of the Parent Directors or Parent Local Governors, including any question of whether a person is a parent, or an

individual exercising parental responsibility, of a registered pupil at one of the Academies. Any election of the Parent Directors or Parent Local Governors which is contested shall be held by secret ballot. For the purposes of any election of Parent Local Governors, any parent, or an individual exercising parental responsibility, of a registered pupil at the Academies overseen by the Local Governing Body shall be eligible to vote.

56. If the number of parents, or individuals exercising parental responsibility, standing for election is less than the number of vacancies, the Directors shall appoint a Parent Director or Parent Local Governor meeting the requirements in Article 54B/54C (as applicable). If it is not reasonably practicable to do so, the Directors may appoint a person who is the parent, or an individual exercising parental responsibility, of a child within the age range of at least one of the Academies or, in the case of an appointment to a Local Governing Body, the age range of at least one of the Academies overseen by that Local Governing Body.
57. Not used.

CO-OPTED DIRECTORS

58. Subject to Article 50 the Directors may appoint Co-opted Directors. A 'Co-opted Director' means a person who is appointed to be a Director by being Co-opted by Directors who have not themselves been so appointed. The Directors may not co-opt an employee of the Company as a Co-opted Director if thereby the number of Directors who are employees of the Company would exceed one third of the total number of Directors.

APPOINTMENT OF ADDITIONAL DIRECTORS

59. Not used
60. Not used
61. Not used
62. Not used
63. Not used

TERM OF OFFICE

64. The term of office for any Director shall be 4 years or a shorter period if specified at the time of appointment by the person or body appointing, save that this time limit shall not apply to the Co-opted Directors or to any post which is held ex officio. Co-opted Directors shall be appointed for a period of one year. Subject to remaining eligible to be a particular type of Director, any Director may be re-appointed or re-elected.

RESIGNATION AND REMOVAL

65. A Director shall cease to hold office if he resigns his office by notice to the person or body that made the appointment (but only if at least three Directors will remain in office when the notice of resignation is to take effect).
66. A Director shall cease to hold office if he is removed by the person or persons who appointed him, or otherwise by ordinary resolution of the Members in accordance with the Companies Act 2006.
67. Where a Director resigns his office or is removed from office, those accepting his resignation or removing him, shall give written notice thereof to the Clerk.

DISQUALIFICATION OF DIRECTORS

68. No person shall be qualified to be a Director unless he is aged 16 or over at the date of his election or appointment.
69. A Director shall cease to hold office if he becomes incapable by reason of illness or injury of managing or administering his own affairs.

70. A Director shall cease to hold office if he is absent without the permission of the Directors from all their meetings held within a period of six months and the Directors resolve that his office be vacated.
71. A person shall be disqualified from holding or continuing to hold office as a Director if -
- a. his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;
or
 - b. he is the subject of a bankruptcy restrictions order or an interim order.
72. A person shall be disqualified from holding or continuing to hold office as a Director 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).
73. A Director shall cease to hold office if he ceases 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).
74. A person shall be disqualified from holding or continuing to hold office as a Director 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.
75. A person shall be disqualified from holding or continuing to hold office as a Director if he has not given the written undertaking described in Article 45A or Article 103.
76. Not used
77. A person shall be disqualified from holding or continuing to hold office as a Director 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.
78. After the first Academy has opened, a person shall be disqualified from holding or continuing to hold office as a Director if, being a Foundation Director he has not provided to an officer of the Diocesan Bishop, or being another category of Director, he has not provided to the chairman of the Directors by the date of the Director's appointment or as soon as possible thereafter a disclosure and barring certificate previously known as 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 Diocesan Bishop or chairman or the Chief Executive Officer 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.

79. Where, by virtue of these Articles a person becomes disqualified from holding, or continuing to hold office as a Director; and he is, or is proposed, to become such a Director, he shall upon becoming so disqualified give written notice of that fact to the Clerk.
80. Articles 68 to 79 and Articles 97-98 also apply to any member of any committee of the Directors, including a Local Governing Body, who is not a Director.

CLERK TO THE DIRECTORS

81. The Clerk shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Clerk so appointed may be removed by them. The Clerk shall not be a Director or a Principal.

Notwithstanding this Article, the Directors may, where the Clerk fails to attend a meeting of theirs, appoint any one of their number or any other person to act as Clerk for the purposes of that meeting. The Clerk must have achieved any qualification or completed any training as prescribed by the Diocesan Bishop and notified to the Company or do so within six months of appointment. The Clerk may, but need not be, the appointed company secretary of the Company.

CHAIRMAN AND VICE-CHAIRMAN OF THE DIRECTORS

82. The Directors shall each school year elect a chairman and a vice-chairman from among the Foundation Directors. A Director who is employed by the Company shall not be eligible for election as chairman or vice-chairman.
83. Subject to Article 84, the chairman or vice-chairman shall hold office for such period, up to three years, as specified at the time of election and until his successor has been elected in accordance with Article 85.
84. The chairman or vice-chairman may at any time resign his office by giving notice in writing to the Clerk. The chairman or vice-chairman shall cease to hold office if -
- a. he ceases to be a Foundation Director;
 - b. he is employed by the Company;
 - c. he is removed from office in accordance with these Articles; or
 - d. in the case of the vice-chairman, he is elected in accordance with these Articles to fill a vacancy in the office of chairman.
85. Where by reason of any of the matters referred to in Article 84, a vacancy arises in the office of chairman or vice-chairman, the Directors shall at their next meeting elect one of their number to fill that vacancy.

86. 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.
87. Not used
88. Not used
89. Not used
90. The Directors may remove the chairman or vice-chairman from office in accordance with these Articles.
91. A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Directors shall not have effect unless -
- (i) it is confirmed by a resolution passed at a second meeting of the Directors held not less than fourteen days after the first meeting; and
 - (ii) 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.
92. Before the Directors resolve at the relevant meeting on whether to confirm the resolution to remove the chairman or vice-chairman from office, the Director or Directors 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.

POWERS OF DIRECTORS

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:
- a. to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they 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 Objects;
 - b. to enter into contracts on behalf of the Company.

95. In the exercise of their powers and functions, the Directors may consider any advice given by the Executive Directors and any other executive officer.
96. Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company. All cheques and orders for the payment of money, including electronic payments, from such an account shall be signed, or authorised, by at least two signatories authorised by the Directors.

CONFLICTS OF INTEREST

97. Any Director 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 Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest).
98. For the purpose of Article 97, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by Articles 6.5-6.9.
- 98A A conflict of interest or conflict of loyalty shall not be deemed to occur solely from the fact that any Member or Director is also a trustee, charity trustee, governor or director of any Catholic school, Diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s).

THE MINUTES

99. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:
- a. all appointments of officers made by the Directors; and
 - b. all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

COMMITTEES

100. Subject to these Articles, the Directors:
- a. may appoint separate committees to be known as Local Governing Bodies for each Academy and the Directors shall be free to appoint one committee for several Academies if they so wish; and
 - b. may establish any other committee.
101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Directors. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.
102. The power of delegation exercised under Article 105 in relation to the establishment of a Local Governing Body for an Academy shall be by way of Scheme of Delegation.
103. All members of a Local Governing Body shall upon their appointment or election, and before exercising any duties as a member of the Local Governing Body, give a written undertaking to the Directors and the Diocesan Bishop to uphold the Objects of the Company.
104. The functions, duties and proceedings of the Local Governing Bodies shall be subject to regulations made by the Directors from time to time.

DELEGATION

- 105A. The Directors shall not delegate the following functions:

- a. the preservation and development of the educational character and mission of the Company and its Academies;
- b. the approval of the consolidated annual estimates of income and expenditure of the Company;
- c. the responsibility for ensuring the solvency of the Company and its Academies;
- d. the appointment of the Clerk, (including where the Clerk is, or is to be, appointed as a member of staff, the Clerk's appointment in the capacity of a member of staff); and
- e. the modification or revocation of these Articles.

105AA. The Directors shall not delegate the following functions:

- a. the appointment of any senior Catholic post; and
- b. the approval of the annual estimates of income and expenditure for one or more Academies other than to a Local Governing Body.

105B. The Directors may not delegate:

- a. the consideration of the case for dismissal, and
- b. the power to determine an appeal,

in connection with the dismissal of the holder of a senior Catholic post, other than to a committee of the members of the Board of Directors or members of a Local Governing Body.

105C. The Directors may delegate, subject to 105A and B, to any Director, committee (including any Local Governing Body) or any holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made in writing and subject to any conditions the Directors may impose, and may be revoked or altered.

106. Where any power or function of the Directors has been exercised by any committee (including any Local Governing Body), any Director, or any holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

EXECUTIVE DIRECTORS AND PRINCIPALS

107. Any appointment of any Executive Director and the Principals of the Academies shall be first approved by the Diocesan Bishop. The Directors may delegate such powers and functions as they consider are required by any Executive Director and/or the Principals for the internal organisation, management and control of the Academies

(including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies).

MEETINGS OF THE DIRECTORS

108. Subject to these Articles, the Directors may regulate their proceedings as they think fit.
109. The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction -
- a. given by the Directors; or
 - b. given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).
110. Any three Directors may, by notice in writing given to the Clerk, requisition a meeting of the Directors; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.
111. Each Director shall be given at least seven clear days before the date of a meeting –
- (i) notice in writing thereof, signed by the Clerk, and sent to each Director at the address provided by each Director from time to time; and
 - (ii) 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.
112. 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.
113. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.
114. A meeting of the Directors shall be terminated forthwith if -
- a. the Directors so resolve; or
 - b. the number of Directors present ceases to constitute a quorum for a meeting of the Directors in

accordance with Article 117, subject to Article 119.

115. Where in accordance with Article 114 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.
116. Where the Directors resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors 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.
117. Subject to Article 119, the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.
118. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
119. The quorum for the purposes of—
 - a. any vote on the removal of a Director in accordance with Article 66;
 - b. any vote on the removal of the chairman of the Directors in accordance with Article 90;shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors present at the meeting and entitled to vote on those respective matters.
120. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.
121. Subject to Articles 117-119, 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.
122. The proceedings of the Directors shall not be invalidated by
 - a. any vacancy among their number; or
 - b. any defect in the election, appointment or nomination of any Director.
123. A resolution in writing, signed by all the Directors entitled to receive notice of and vote at a meeting of Directors

or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

124. Subject to Article 125, the Directors shall ensure that a copy of
- a. the agenda for every meeting of the Directors;
 - b. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - a. the signed minutes of every such meeting; and
 - b. any report, document or other paper considered at any such meeting,
- are, as soon as is reasonably practicable, made available at every Academy to persons wishing to inspect them.
125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to -
- a. a named teacher or other person employed, or proposed to be employed, at any Academy;
 - b. a named pupil or named student at, or candidate for admission or referral to any Academy; and
 - c. any matter which, by reason of its nature, the Directors are satisfied should remain confidential.
126. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:
- a. 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,
 - b. the Directors have 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.

PATRONS AND HONORARY OFFICERS

127. The Directors may from time to time, with the consent of the Diocesan Bishop, appoint any person whether or not a Member of the Company to be a patron of the Company or to hold any honorary office and may determine for what period he is to hold such office.

THE SEAL

128. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Clerk or by a second Director.

ACCOUNTS

129. Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Company was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL REPORT

130. The Directors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL RETURN

131. The Directors shall comply with their obligations under Part 24 of the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of a confirmation statement to the Registrar of Companies.

NOTICES

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
133. A notice may be given by the Company to a Member 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 Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company 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 Company.
134. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
135. 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.

INDEMNITY

136. Subject to the provisions of the Companies Act 2006 every Director or other officer or auditor of the Company 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.

RULES

137. The Directors may from time to time make such rules or bye laws, with the consent of the Diocesan Bishop, as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- a. subject to any agreement between the Members, the conduct of Members of the Company in relation to one another;
 - b. the setting aside of the whole or any parts of premises owned by the Company at any particular time or times or for any particular purpose or purposes;
 - c. the procedure at general meetings and meetings of the Directors and committees of the Directors and meetings of the Local Governing Bodies which is not to have Local Governing Bodies in so far as such procedure is not regulated by the Articles; and,
 - d. generally, all such matters as are commonly the subject matter of company rules.
138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.