

DIOCESE OF ARUNDEL & BRIGHTON

TEMPLATE SCHEME OF DELEGATION AND TERMS OF REFERENCE FOR CLUSTER MULTI-ACADEMY TRUSTS

BOSCO CATHOLIC EDUCATION TRUST

SCHEME OF DELEGATION AND TERMS OF REFERENCE

Introduction

Bosco Catholic Education Academy Trust (“**Trust**”) operates academies within the Diocese of Arundel & Brighton (“**Diocese**”). It is subject to the requirements of the Memorandum of Understanding, attached as the Annex to this Scheme of Delegation (“**MoU**”).

As a company limited by guarantee and to meet the requirements of company law, the Trust has several governance levels. It has

1. Members, the equivalent of shareholders in a commercial limited company. The Members are appointed by the Bishop;
2. Directors¹ who are the directors of the company and who together comprise the Trust Board (“**TB**”) and who report and are accountable to the Members. The TB has overall responsibility for the operation of the academies. The Directors are appointed by the Bishop.
3. The board delegates functions that are specific to the individual academies to committees – known as Local Governing Committees (“**LGCs**”) and it delegates certain of its functions that relate to the Trust as a whole to other committees of the TB.
4. The Executive Team (“**ET**”), made up of the Chief Executive Officer (“**CEO**”) and the Chief Financial Officer (“**CFO**”) have delegated responsibility for the day to day operation of the Trust and each academy has a Headteacher (“**HT**”) who reports to the ET and has delegated responsibility for the operation of the individual academy.

This document sets how those various responsibilities are delegated and how the various constituent parts of the Trust are required to operate. Appendix One shows the delegation process for a range of decisions that arise. The parties are expected to operate the Trust in accordance with the statement of values detailed at Appendix 3.

Members

The Members are appointed by the Bishop and, on behalf of the Bishop, have oversight over the operations of the Trust.

The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge to the Directors to ensure the charitable object of the Trust is being fulfilled.

Each Member guarantees to contribute £10 if the Trust were to become insolvent and be wound up – that is the “guarantee” implied by the term “company limited by guarantee”.

The powers and duties of the Members in broad terms are:

1. To remove Directors;
2. To appoint any non-Foundation Directors;
3. To approve any proposed changes to the Articles of Association (in conjunction with the Bishop)

4. To receive the annual report and accounts of the Trust at the Annual General Meeting.
5. In addition to the Annual General Meeting to be held annually to request a general meeting at any time.

The Members are not otherwise entitled to become involved in the management of the Trust.

Bishop

The Bishop, through the Diocesan Education Service (“**DES**”) and the Diocesan Academies Strategic Board (“**DASB**”), will exercise oversight and supervision as diocesan authority as detailed in the MoU. The Members, Directors (Directors) and Governors are required to observe any requirements and conditions of the Diocese.

The Bishop does not get directly involved in the operation of the Trust but will appoint Members and Directors onto the membership and the trusteeship of the Trust. He has appointed the DASB to work alongside the DES to provide advice and support on the development and operation of the multi academy trusts in the Diocese, including the Trust.

Diocesan Academies Strategic Board

The Bishop has established the DASB to provide support and advice to the Bishop with regard to the operation of the MATs within the Diocese, including in relation to the Catholic character of the MAT, but also with regard to matters such as finance and standards. The detailed role of the DASB is set out at **Annex 3** to the MoU.

Directors

The Directors are the directors of the Trust and are the equivalent of governors in a local authority-maintained school.

As Directors of a charity, the Directors have a fiduciary duty to act in good faith in the best interests of the Trust. In particular, this means that the Directors must, as both company directors and charity trustees:-

- determine and fulfil the shared vision and ethos of the Trust and Academies, acknowledging the uniqueness of each individual Academy and the needs of the communities they serve;
- act within their powers;
- promote the success of the company and meet the charitable objectives of the Trust;
- exercise independent judgment;
- exercise reasonable care, skill and diligence;
- avoid conflicts of interest;
- not to accept benefits from third parties;
- adopt CES policies; wherever possible and subject to regular review
- declare any interest in proposed transactions or arrangements.

A Director shall serve no more than two terms of office, three by exception and only with the consent of the Diocesan Bishop, with special regard being made to where a Director’s skills are deemed to be of special benefit to the Trust.

Board of Directors

Composition: such number of Foundation Directors as may be appointed by the Bishop, any Executive Directors and any other Directors provided always that there shall be at all times a majority of Foundation Directors. The Directors must seek the prior written consent of the Bishop and the DASB to the appointment of any such Executive Directors

Quorum: One-third of the total number of Directors in post or 3 if higher

Meetings: in accordance with guidelines set out in Academies Financial Handbook

Retained responsibilities:

- To develop a deep understanding of the vision and ethos of the Trust, in particular its Catholic purpose, and its Academies and the roles played by all individuals in fulfilment of the Trust and the Church's mission
- In collaboration with the DASB and the DES (both of which exercise oversight and supervision on behalf of the Bishop), to develop major strategic and legal aspects such as taking on new Academies (as further detailed in the MoU)
- Adopting the strategic plan for the Trust which will include individual strategic plans for each academy, again with the consent of DASB and the DES
- Procurement requiring the publication of OJEU advertisements
- Procurement of any contract in accordance with the Trust's agreed financial policies
- Approving the overall budget for the Trust and its devolution to each academy
- Approving the annual report and accounts of the Trust
- Ensuring that all regulatory requirements are met
- Maintaining the land and buildings occupied by the Trust. It is understood that the Diocese holds the freehold of the buildings and that the Trust occupies under a Church Supplemental Agreement, but the Directors are responsible for the ongoing maintenance of those buildings. The Directors shall have regard at all times to the safety of the users of the buildings and the facilities and the obligations of the Trust to the Diocesan Director as the legal owner of such buildings and facilities under the MoU
- Securing that all members of LGCs are appropriately trained
- Approving all policies that the Trust by law is required to maintain. A schedule of policies is attached as Appendix Two and shows where detailed consideration of each takes place and with whom consultation takes place. Where required, those policies shall follow Diocesan or Catholic Education Service models and requirements
- Determining each year the scheme of delegation and terms of reference including approving the membership of all committees. The Trust shall liaise with regard to the creation and structure of the committees with the DASB and the DES
- Determining admission arrangements for each academy with the approval of the Bishop (through the DES)
- Establishing arrangements for independent appeals against refusals to admit pupils to an academy
- Establishing arrangements for independent review panels to review permanent exclusions
- With the consent of the Bishop and the involvement of the DES on his behalf, the appointment of all Reserved Posts including the CEO, Deputy CEO, HTs, Deputy Headteachers, Heads of RE and Chaplains
- Establishment of a Heads and Chairs Forum to ensure effective communication and liaison with all Heads and Chairs

Committees

It is expected that the Trust will establish committees to support the work of the trustees. All such committees must reflect in their work the importance of ensuring the successful Catholic life of the Trust and each academy within the Trust.

Finance Committee

Composition: as determined by the Trust Board

Quorum: as determined by the Trust Board

Meetings: as determined by the Trust Board

Delegated responsibilities:

- Detailed consideration of the annual budget including consideration of:
 - The extent to which funds are retained for central services not directly related to individual academies
 - The allocation of central funds for the purposes of each individual academy, including an envelope for staffing, which will be based mainly but not solely on pupil numbers
 - The allocation of funds to each individual academy to be applied at the discretion of the headteacher
- Monitoring the financial performance of the Trust and holding the CFO to account for this
- Monitoring the use of the pupil premium and other earmarked or dedicated funds
- Monitoring all Human Resource aspects
- Determination of staff pay and conditions
- Procurement of any contract above certain values as set out in the Trust's financial policies;
- Detailed consideration of those policies within its remit
- Appointing non-employee members of the committee to operate as an audit committee.

Education Committee

Composition: as determined by the Trust Board

Quorum: as determined by the Trust Board

Meetings: as determined by the Trust Board

Delegated responsibilities:

- All aspects of the curriculum and curriculum delivery, including in particular but without limitation the requirement that at least 10% of curriculum time is reserved to RE, that the prescribed RE curriculum is followed and that all Diocesan policies and guidance relating to RE are followed
- Dealing with formal complaints against an academy in accordance with the Trust complaints policy
- Monitoring student issues including behaviour and exclusions
- Monitoring all aspects of SEN
- Monitoring all aspects of safeguarding including British Values and the operation of the Prevent strategy
- Monitoring all equality aspects including the Public Sector Equality Duty
- Monitoring all aspects of readiness of inspection
- Detailed consideration of those policies within its remit

LGC for each academy

Composition: as determined by the Trust Board but so as to include such number of Foundation Governors appointed by the Bishop to ensure that the number of Foundation Governors outnumbers all other Governors (including Co-opted Governors) by at least two. Each LGC must have at least 2 elected parent local governors.

All persons appointed or elected to the LGC shall give a written undertaking to the Trust Board and the Diocese to uphold the object and mission of the Trust.

A Governor shall serve no more than two terms of office, three by exception and only with the consent of the Diocesan Bishop, with special regard being made to where a Governor's skills are deemed to be of special benefit to the Trust and/or Academy.

Quorum: as determined by the Trust Board

Meetings: as determined by the Trust Board

Delegated responsibilities:

- The Governors serving on a LGC are accountable to the Trust Board, which in turn is accountable to the Bishop, the Members and the Department for Education.
- Ensuring that the Academy is conducted in accordance with the Articles of Association, the Funding Agreement with the DfE and the policies and requirements of the Diocese and that the actions taken in relation to the Academy fulfil the charitable object of the Trust
- Reporting to the Trust Board on the overall performance of the Academy
- Determination of the annual spend of that part of the Trust budget delegated to be managed by the Academy
- Acting prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust at undue risk
- Ensuring the day to day maintenance and care of the buildings and facilities used in respect of the Academies, while short term lettings are day to day uses of the school buildings and playing fields will be the responsibility of the LGC which shall comply with any policy issued from time to time by the DES regarding such uses
- Monitoring of educational outcomes in the Academy
- Appointment of staff working at the Academy in accordance with Trust policies
- Monitoring all aspects of safeguarding, SEN, equality and student welfare
- Dealing with the regulatory requirements of admissions and exclusions through designated committees of the LGC
- Liaising with the Trust Board, CEO and CFO on all aspects of policy setting as they may respectively require
- Arranging election of elected members of the LGC in accordance with the Articles of Association.

Appointment of Chair and Vice-Chair

The Governors shall, at or before their first meeting of the school year, elect a Chair and a Vice-Chair from amongst the Foundation Governors. A retiring Chair or Vice Chair may be reappointed if determined by the Governors.

Resignation and removal of Governors

A Governor shall cease to hold office if he or she:

- (a) resigns his or her office by notice to the Chair of the LGC; or
- (b) is removed by the person or persons who appointed him or her, i.e. the Diocesan Bishop or the LGC as the case may be, or in exceptional circumstances by the Trust Board (with the consent of the Diocesan Bishop in the case of a Foundation Governor). Whilst at the same time as acknowledging that no reasons need to be given for the removal of a Governor, any failure to uphold the values of the Trust or the Diocese and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation, including where the DfE have indicated any concerns as to the suitability of the Governor, will be taken into account..

Any vacancy on a LGC will trigger an appropriate election or right of appointment. The Chair of the LGC shall ensure that any vacancies and appointments are notified to the DES and the Education and Skills Funding Agency as required by the Funding Agreement.

Admissions Sub-Committee of the LGC

Composition: All LGC members and such others as may be appointed by the Trust Board

Quorum: 2 for decisions on individual admission applications, 3 for all other meetings

Meetings: As required on seven days' notice other than meetings to determine individual admission applications which may be convened without notice

Outline of responsibilities:

- The LGC shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no material change will be made to the admissions criteria without the approval of the Trust Board and the Diocese where relevant, having regard to the statutory duties and responsibilities on the Trust and the Academy.
- To advise the Trust Board on any aspects of admissions and the admission arrangements for the Academy that may be relevant including reporting on admission patterns and matters of concern
- To respond when required by the Trust Board and the Diocese to any proposal to amend the admission arrangements
- To consider and decide upon each application for a place at the Academy as required by the agreed Admissions policy at the points of normal entry to the Academy.

Other LGC Committees

The Trust may additionally determine to establish further committees to support the LGCs' work in areas such as curriculum and standards, finance/resources and premises.

CEO

- Provide strategic and operational leadership of the Trust
- Responsible for the internal organisation management and control of each of the academies and specifically:
 - Development of Trust-wide strategies and strategies for individual academies for Trust Board approval
 - Determining and implementing curriculum provision and assessment
 - Ensure Catholicity of all academies within the Trust
 - Performance management of all HT with Chairs of LGCs
 - Ensure Performance Management of all staff below HT level
 - Disciplinary, capability and grievance aspects relating to all staff below HT level
 - Securing compliance with all legal requirements, including the Master Funding Agreement and each Supplemental Funding Agreement
 - Ensuring the proper discharge of all statutory functions including in relation to admission appeals and reviews of permanent exclusion
- Reporting to the Trust Board in accordance with Guidelines in the Academies Financial Handbook
- Other specific responsibilities including spending and contracting authorities as set out in Job Description

CFO

- Provide financial leadership of the Trust

- Secure financial probity and value for money including compliance with the Academies Financial Handbook
- Prepare and maintain the Trust's Financial Manual
- Prepare budget for the Trust, including allocation of funds for centrally-maintained services, determining envelope of funding allocated to individual academies and determining sums to be delegated to each LGC for local spending, for Trust Board approval
- Reporting termly to Finance Committee
- Other specific responsibilities including spending and contracting authorities as set out in Job Description plus other tasks as deemed necessary by the CEO

Note: all decisions taken under delegated authority MUST be reported to the next available Trust Board meeting. This should be done by way of a minute of the decision or of the meeting at which the decision was taken.

Appendix One

TABLE OF DELEGATION

Bishop

DASB = Diocesan Academy Strategic Board

DES = Diocesan Education Service

TB = Trust Board

CEO = Chief Executive Officer

CFO = Chief Financial Officer

LGC = Local Governing Committee

HT = Headteacher of individual affected academy

	Prepare	Consult with	Approve	Implement	Inform
Trust 3 year strategic plan	TB	LGCs	TB	TB	DASB/DES
Individual academy 3 year strategic plan	HT/	/LGC/CEO	TB	LGC/ HT	DES
Individual academy budget	HT	LGC	TB	HT	DASB/DES
Preparation and approval of overall Trust budget	CFO	TB/CEO/LGCs	TB	CFO	DASB/DES
Disposals or write off of stock, assets or debts above HT limit	CFO	CEO/LGC/TB	TB	CFO	CEO/LGC
Disposals or write off of stock, assets or debts up to HT limit	HT	CFO	HT	HT	CFO/LGC
Permanent exclusions	HT	CEO	LGC	HT	TB
Establish Independent Review Panels for permanent exclusions	LGC	CEO	CEO	LGC	DES
Individual Permanent Exclusion Reviews	LGC	CEO	Panel	HT	
Individual admission decisions	HT	LGC	LGC	HT	
Establish Independent Appeal Panels for admission appeals	LGC	CEO	CEO	LGC	DES
Individual Admission Appeals	LGC	CEO/	LGC	HT	
Religious	CEO	DES	DES//TB	LGC	DES

	Prepare	Consult with	Approve	Implement	Inform
education policy					
Term and holiday dates	CEO	HT	TB	HT	DES
Asset management policy and plan	TB/CEO/LGC	LGC's/DES	TB	TB/CEO	DES
Approve acquisition, disposal, change of use or significant development of land and/or buildings with a value of £20,001+	TB/CEO	LGC's/DES	TB/DES	TB	LGC/HT
Approve minor works to buildings up to a value of £20,000	CFO/HT	CEO/LGC/DES	TB	CFO	DES
Approve changes to Trust Articles of Association	TB/CEO	DASB/DES/DfE	DASB/DES/ Members	TB	TB
Change name of Trust	TB	DASB/DES/LGC's	DASB/DES/ Members	TB	CEO
Appoint Foundation Directors	TB/Bishop	DASB/DES	Bishop	TB	CEO
Approve Trust Scheme of Delegation	DASB/TB/DES	TB	DASB/DES/ TB	TB	
Establish Trust Committees	TB	TB	TB	TB	DASB/DES
Appoint Chair and Vice-chair of Trust Board (from among Foundation Directors)	TB	DES	TB	TB	DASB
LGC Foundation Governors	LGC	DES CEO	DES	LGC	
Maintain register of interests	TB/CEO		TB	TB	DASB/DES
Filings at Companies House and at the Charity Commission	CFO	TB	TB	CFO	DASB/DES
Ensure website compliance	CEO	TB	TB	CEO	LGC
Maintain risk register (and update)	TB/CEO/CFO	TB	TB	TB/LGC's	DASB/DES
CEO appointment	TB	DES/DASB	TB/DES	TB	DASB

	Prepare	Consult with	Approve	Implement	Inform
CFO appointment	TB/CEO	TB	TB	TB	DASB/DES
Headteacher appointment	CEO	DES/LGC	TB/DES	LGC	
Deputy Headteacher appointment	LGC/HT	DES/CEO	HT/LGC/CEO	LGC	
Suspension of CEO	TB	DES/DASB	TB/DES	TB	
Return of CEO	TB	DES/DASB	TB/DES	TB	
Suspension of CFO	CEO	TB	TB	TB	DES
Return of CFO	CEO	TB	TB	TB	DES
Suspension of Headteacher	CEO/LGC	TB/DES	LGC/DES/TB	LGC	
Return of Headteacher	CEO/LGC	TB/DES	LGC/TB/DES	LGC	
Dismissal of Headteacher	CEO/LGC	TB/DES	TB/LGC/DES	LGC	
Appeal of Headteacher against dismissal	CEO/LGC	TB/DES	TB/LGC/DES	LGC	
Dismissal of Deputy Headteacher	CEO/LGC/HT	TB/DES	TB/LGC/DES	LGC	

Appendix Two

Policies maintained by the Academy Trust requiring Trust review and adoption

Appendix Two shows the approval and consultation requirements. All policies are to be reviewed every three years unless shown otherwise or a change of legislation or policy requires a sooner review. The Trust Board will set a review timetable to secure a rolling cycle of review.

CURRICULUM AND PUPIL-RELATED POLICIES

Admissions arrangements

Review frequency: Arrangements to be determined annually. Any changes must be consulted on and where no changes are made, consultation is required at least every seven years. This policy needs to be agreed with the DES as required.

Attendance policy and plan

Charging and remissions

Child welfare and safeguarding policy and procedures

Review frequency: Annually

Pupil Premium

Religious Education

This policy will be shaped by guidance issued by the Bishops' Conference and/or the DES

School trips

School behaviour including exclusions

Sex education

Special educational needs

Review frequency: The SEN Information Report should be updated annually and any changes to the information occurring during the year should be updated as soon as possible

Supporting pupils with medical conditions

Teaching and Learning

STAFFING POLICIES

Allegations of abuse against staff

Capability of staff

Restructuring and redundancy

Staff discipline, conduct and grievance

Staff appraisal

Staff pay and remuneration including job roles, salary and grading

Review frequency: Annually

Whistle-blowing

Data protection

Review frequency: At least every two years (Registration is annual)

FINANCE AND RELATED POLICIES

Accessibility plan

Asset Management

Health and safety

GOVERNANCE POLICIES

Complaints

Equality information and objectives (public sector equality duty) statement for publication

Review frequency: Every four years and publish information annually (see below)

Freedom of Information

Governors' allowances scheme

Register of business interests

Review frequency: Ongoing requirement to keep updated

Scheme of Delegation and Terms of Reference

Review frequency: Annually

School information published on a website

Review frequency: Live – must be updated as soon as possible after a change and at least annually

Appendix 3: Values

The Academies, and those responsible for the governance and management of the Trust and the Academies, have committed to working in partnership, supporting one another. The drafting and adoption of this Scheme has been informed by the following principles, which are also intended to govern the actions and inform the decisions of all those involved:

(a) Catholic Ecclesiology

The Trust is part of a family of Catholic schools that exist to further the Church's saving mission by educating its young people in accordance with the teachings of the One Teacher, Jesus Christ. In carrying out any functions on behalf of the Trust all Members, Directors and those in any way involved in the business of the Trust and the Academies recognise the Bishop of Arundel & Brighton as the Chief Teacher and the focus of unity in the Diocese and will carry out those functions and responsibilities in full communion with him and in accord with the mind of the Catholic Church. Accordingly, the functions of the Trust and the Academies will be conducted in accordance with the following principles and observing the commitments set out in the MoU.

(b) Equal Partners

The Academies are equal partners within the Trust and at all times the partners will strive for consensus in decision making, recognising that each Academy has both strengths and weaknesses. The Academies will seek to preserve and protect each other's distinctiveness and will be respectful of each Academy's respective ethos and mission. The Academies will work collaboratively with each other being challenging when appropriate but always supportive, sharing resources, knowledge and best practice, to fulfil the Trust's vision, mission and values.

(c) Transparency

All those involved in the running and oversight of the Trust and the Academies will be open and honest in their dealings with each other, at all times acting in good faith and recognising the value of independence and separation in relation to decision making and seeking to strike the right balance between standardisation and autonomy.

(d) Subsidiarity

Decisions are to be taken at the level nearest to those affected by those decisions which is compatible with the principles of solidarity and support for the common good, avoiding unnecessary bureaucracy and aiming in so far as possible to make changes to established practices only where it can be demonstrated there is a reasonable need. Where governance responsibility is delegated appropriate decision making authority will be given. The parameters of such authority will be clear and those to whom responsibility is given will be required to report to those who retain overall responsibility.

(e) Solidarity

All those with responsibility for the Trust and the Academies share a particular commitment to the mutual support of all Academies for whom the Trust is responsible, especially those that are in need of assistance at any particular time. Accordingly, this Scheme recognises the obligation to contribute to the common good of all Academies from out of the resources entrusted to them. The Directors will ensure that common action and collaboration is conducted at the correct consultation level and that the balance between subsidiarity and solidarity serves the common good in the most appropriate way.

(f) The Common Good

All recognise their responsibility towards the common good, not just of the Academies for whom the Trust is responsible and the wider Diocesan family of schools, but of all of the families and communities in the areas served by the Trust. In light of the principle of common good, those with particular responsibility for an Academy acknowledge the obligation on the Directors to put in place measures to ensure that any Academy for whom the Trust is responsible is supported when the need arises.