Achieving excellence through faith, collaboration and opportunity

OUR LADY OF GRACE CATHOLIC ACADEMY TRUST

SCHEME OF DELEGATION

EFFECTIVE DATE: 8th October 2026

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

1. Our Lady of Grace Catholic Academy Trust (referred to herein as the "**Trust**") is a Catholic multi-academy trust, which has been established by the **Bishop of Brentwood**. It is responsible for the running of a number of Catholic schools/academies (referred to as the "**Academies**").

2. The Academies shall at all times remain Catholic schools, conducted in conformity with any trust deed governing the use of land used by the Trust and in conformity with canon law and with the teachings of the Catholic Church. Both the Trust and the Academies must comply with and observe any advice or directive issued by or on behalf of the Bishop. This includes the **Diocesan Memorandum of Understanding** and the **Diocesan Protocols**, as updated from time to time.

3. The Trust is a company limited by guarantee and a charity, whose objects are the advancement of the Catholic religion through the provision of a Catholic education. The Trust is not a registered charity but an "exempt" charity, regulated by the Secretary of State for Education, who acts as the principal regulator.

4. The Trust's constitution is set out in its **Articles of Association**, which delegate responsibility for the governance and management of the Trust to the **Directors**.

5. In association with the **Members**, the Directors have put in place this **Scheme of Delegation** to provide clarity as to the roles and responsibilities of those involved in the governance of the Academies and how decisions are made.

6. The purpose of good governance is to:

6.1. determine the vision and values of the Trust;

6.2. support leadership in determining and fulfilling the strategic direction of the Trust;

6.3. hold leadership to account and ensure staff well-being; and

6.4. oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

7. An overview of the governance structure is set out in the attached structure chart (Appendix 3)

8. The Members of the Trust oversee the Board of Directors (the "**Trust Board**"), holding the Directors to account and ensuring that the values and ethos of the Trust are upheld and the distinctiveness of the Academies is preserved.

9. The Members are:

9.1. the **Bishop of Brentwood**;

9.2. the **Brentwood Roman Catholic Diocesan Trust** (the corporate trustee of the Diocese); and

9.3. the **Episcopal Vicar for Education**.

10. The Trust Board is made up of both **Foundation Directors** appointed by the Bishop (who shall always be in the majority by at least 2) and **Co-opted or Non Foundation Directors** appointed by the Trust Board itself with the approval of the Diocese. Whilst Foundation Directors are appointed for a term of 4 years, Co-opted Directors are appointed for a 1-year term and are generally appointed for a specific purpose. In exceptional circumstances, the Trust Board may seek the approval of the Diocese to appoint a "Non Foundation Director", who must uphold the Catholic mission of the Trust but are not expected to be practising Catholics. Both Co-opted and Non Foundation Directors can be removed by both the Bishop and the Trust Board.

11. The Trust Board is the accountable body within the Trust and is responsible for the good governance of the Trust and its Academies.

12. The Trust Board delegates aspects of governance and the day to day oversight of school leadership to a local governing committee (referred to as the "**Local Governing Committee**").

13. To ensure effective collaboration and the dissemination of good practice, headteachers meet as a **Leadership Group** and some strategic decision-making responsibility is vested in this group. It is intended that this group meet regularly and Chairs of Local Governing Committees will be invited to attend two of these meetings a year to provide an opportunity to consider the impact of the Trust as a whole and how it is meeting the needs of its communities with the view to supporting the Trust Board in making strategic decisions about the future priorities for the Trust and its Academies.

14. A **Summary of Key Delegated Responsibilities** is attached (Appendix 1 and 2)

15. A **Leadership and Governance Decision Planner** is attached to aid swift decision making (See Governor handbook).

16. This Scheme of Delegation applies to each Academy. Its effective date is noted on the first page and it will be reviewed from time to time by the Trust Board in discussion with the Diocesan Education Service. Whilst the Scheme cannot take the form of a legally binding contract and is subject to the overriding duty on the Directors to act freely and in the best interest of the Trust, in so far as the Directors are able they agree to abide by the provisions of it and will consult the Local Governing Committees on any significant changes.

17. This Scheme of Delegation is formed of a number of component parts, effectively comprising a Trust governance and leadership handbook. By way of summary, it contains or references the following:

17.1. Part 1 - This Introduction and Executive Summary: Purpose of the Scheme of Delegation;

17.2. Part 2 - The Trust's Governance Principles: Vision and Values

17.3. Part 3 - Governance and Management Structure: Roles and Responsibilities

17.4. Part 4 - Supervision and Intervention: Accountability

17.5. Trust Structure Chart

17.6. Tables of Key Delegated Responsibilities

17.7. Leadership and Governance Decision Planner

17.8. Financial Regulations

17.9. Committee Terms of Reference

17.9.1. Finance & Resources (incorporating finance, resources, audit and risk)

17.9.2. Quality of Education (incorporating standards and intervention)

17.9.3. Leadership Group

17.9.4. Local Governing Committee

17.10. Director and Governor Codes of Conduct

17.11. Diocesan Memorandum of Understanding

PART 2: GOVERNANCE PRINCIPLES: VISION AND VALUEGOVERNANCE PRINCIPLES: VISION AND VALUES

1. **Vision and Values**

Our Vision

1.1 The Our Lady of Grace Catholic Academy Trust has formed a partnership that respects, values and supports each school through shared values, principles and operational processes. By working together instead of in isolation we can accelerate school improvement through our unique Catholic character. Our ambition is to, remove the barriers that limit aspiration, give opportunities and ensure that all our children succeed.

Mission

1.2 Our Mission is for all pupils to grow in God's love and have the opportunity to develop their full potential within excellent Catholic schools, where collaboration and aspiration are promoted. We welcome children of all and no faith. We encourage cultural diversity, celebrate the special qualities of each of our schools and recognise that growth is essential for sustainability. Our decision making is driven fully by what is best for children.

2. **Catholic Ecclesiology and Principles for Effective Partnership**

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

3. **Mutual Respect and Distinctiveness**

3.1 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. Each Academy is unique and serves its community. The Trust will seek to preserve and protect each Academy's distinctiveness and will be respectful of each Academy's respective ethos and mission. The Academies will work collaboratively with each other, sharing resources, knowledge and best practice, to fulfil the Trust's mission, vision and values.

4. **Transparency**

4.1 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.

5. **Subsidiary and Earned Autonomy**

5.1 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 and in order to learn from experience or adapt to changing circumstances. The Trust adopts a policy of earned autonomy and 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 and accountability.

6. **Solidarity**

6.1 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.

7. **The Common Good**

7.1 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. The Directors will ensure that common action and collaboration is conducted at the correct level and that the balance between subsidiarity and solidarity serves the common good in the most appropriate way.

PART 3: GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES

1. **Overall Structure**

1.1 The nature of the Trust as a company running multiple Academies means there are many governance and management layers.

1.2 The "**Members**" of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to distribute profit to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member's liability is limited to £10.

1.3 The Bishop of Brentwood, through the Diocesan Education Service, will also exercise oversight and supervision as the diocesan authority. The Diocesan Memorandum of Understanding and the Diocesan Protocols seek to articulate this. Each of the Members, Directors and Governors are required to observe any directions issued by the Bishop and to follow any advice and guidance issued by the Diocesan Education Service on behalf of the Bishop.

1.4 This Scheme of Delegation is consistent with and incorporates the principles of delegation within a Catholic multi academy trust as advised by the **Catholic Education Service** and reflected in the CES model protocols which have been adopted by the Diocese and are updated from time to time. These guide the relationship of Catholic schools with their diocese. The Scheme accords with the **Memorandum of Understanding** put in place between the Secretary of State for Education and the Catholic Church.

1.5 Decision making and accountability rests with the "**Directors**", who are trustees for charity law purposes and company directors registered with Companies House. The Directors are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of education and the expenditure of public money. The Directors are required to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. The Directors meet as a board of Directors (the "**Trust Board**").

1.6 The Directors delegate aspects of governance and the day to day oversight of school leadership to a "Local Governing Committee" (referred to as the "**Local Governing Committee**").

1.7 Other committees established by the Trust Board may by tasked with fulfilling particular functions or advising the Directors on strategic matters.

1.8 To encourage collaboration and develop local leadership capacity particularly with the view to improving and sustaining standards of teaching and learning and deciding strategic vision, a "**Leadership Group**" has been formed comprising the Academy Headteachers and those with executive responsibilities within the Trust. Some decision making responsibility may be delegated directly to the Leadership Group or otherwise to the Headteachers by the Trust Board or the respective Local Governing Committee.

1.9 A diagram setting out the Trust's governance structure and a summary of how key decisions are made (the "**Leadership and Governance Decision Planner**") are attached.

2. **Role of Members**

2.1 The Members are the guardians of the constitution, determining the governance structure of the Trust and providing oversight and challenge of the Directors to ensure the charitable object of the Trust is being fulfilled and a Catholic education is provided. In view of the overarching supervisory role of the Members, the Bishop of Brentwood will be a Member and will appoint other Members from within the Diocese of Brentwood, such as the Episcopal Vicar for Education.

2.2 The Members' key responsibilities are:

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

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

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

2.2.4 to support the Bishop in appointing and removing Directors.

2.2.5 to appoint and if necessary, remove external auditors in accordance with the ATH

3. **Role of Directors**

3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Academies (which includes making any "significant change" as determined by the Education & Skills Funding Agency). The Directors have the power to direct change where required.

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

3.3 A summary of the key responsibilities of the Directors is set out in the attached **Table of Key Delegated Responsibilities**.

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

4. **Role of Governors**

4.1 The role of a Governor within the Trust is an important one. In developing a governance structure, the Trust has sought to ensure that as much as possible the responsibility to govern is vested in those closest to the impact of decision making and that such responsibility matches the capacity of those assuming responsibility. The Trust Board has established Local Governing Committees for each of the Academies (or in groups where Academies are working closely together), for the most part made up of individuals drawn from the Academy's community, both as elected and appointed members.

4.2 Those serving on the Local Governing Committee are accountable to the Directors and the Bishop and must ensure that at all times they act in good faith and in the best interests of the Academies and the Trust, exercising reasonable care and skill having particular regard to personal knowledge and experience.

4.3 The Directors will work with the Diocese, having regard to any recommendations by the Diocesan Education Service, in making or facilitating the making of suitable appointments of Governors and where removal is deemed in the best interest of the Trust and the Academy.

4.4 As a matter of general principle, the Local Governing Committee will adopt and will comply with all policies adopted by the Trust Board (and those to which the Directors are subject for example the Diocesan Memorandum of Understanding and the Diocesan Protocols) and will comply with any direction issued by the Trust Board and have regard to any advice given.

4.5 A summary of the key responsibilities of the Governors is set out in the attached **Table of Key Delegated Responsibilities**.

4.6 For the purposes of contracting with third parties, the Local Governing Committee has authority to act to fulfil its responsibilities and make the decisions it is authorised to make as set out in the Leadership and Governance Decision Planner and the Trust's Financial Regulations Manual or Finance Policy (which will be compliant with the Education & Skills Funding Agency's **Academy Trust Handbook**).

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

4.8 Terms of Reference regulating the composition of the Local Governing Committee and how it conducts business are also appended to this Scheme.

5. **Committees and Further Delegation**

5.1 Terms of Reference for the other committees established by the Directors, including the Leadership Group, are appended to this Scheme of Delegation.

5.2 Those to whom delegated responsibility is given must acknowledge the limitations on their authority and must not act outside of their authority. Any wilful disregard of the matters expressed in this Scheme and in particular the relevant Terms of Reference is likely to lead to a removal of delegated authority.

5.3 In the event of any serious disagreement between the Trust Board and a Local Governing Committee which cannot be resolved by the Chair of the Local Governing Committee discussing the matter with the Chair of the Trust Board will be referred to the Diocesan Education Service for guidance.

5.4 No alteration of the Articles or change to the Scheme or removal of delegated authority shall invalidate any prior act of the Local Governing Committee (or other committee) which would have been valid if that alteration or withdrawal had not been made.

5.5 As a matter of general principle, the Local Governing Committee and the Academy more generally will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.

6. **Executive Team**

6.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive or management functions of the Trust. For the most part, this responsibility will fall on the Headteachers of the Academies, supported by the school leadership teams. Certain functions relating to the leadership and management of the Trust itself or which relate to the activities of more than one Academy will be undertaken by a **" Central Team"**, led by the "**Chief Executive Officer**" (the senior Catholic executive leader in the Trust)] and supported by either or both the "**Chief Operating Officer**" (a senior officer with general operational responsibility) and the "**Chief Financial Officer**" (a senior officer with overall responsibility for the Trust's financial systems and procedures).

6.2 The Chief Executive Officer will be the "**Accounting Officer**" for the Trust, responsible to Parliament and to the Education & Skills Funding Agency's accounting officer for the financial resources under the Trust's control and to assuring Parliament of high standards of probity in the management of public funds, particularly regularity, propriety and value for money.

6.3 The need for and size of the Central Team will be determined by the Trust Board, in consultation with the Leadership Group, reflecting the degree of collaboration across the Trust. Where possible, resources will be drawn from the Academies themselves rather than the use of external consultants or through recruitment.

6.4 The cost of the functions undertaken by the Central Team or actions at the request of the Trust Board are generally funded on a fair and equal basis by the Academies by the contribution of a percentage of the central government funding provided for each Academy. This contribution will be set each year against a budget for the shared costs approved by the Trust Board in consultation with the Leadership Group and may vary according to the level of activities undertaken and costed on a menu type basis. Variations may also reflect any financial vulnerability from time to time, especially in relation to smaller schools.

6.5 A summary of key leadership responsibilities is set out in the attached Table of Key Delegated Responsibilities.

7. **Financial Delegation**

7.1 The Trust's financial procedures and authorisations are set out in the "**Financial Regulations Manual**" or "**Finance Policy**", a copy of which is appended to this Scheme of Delegation. Except as provided for in this Scheme of Delegation and subject to the requirements and restrictions set out in the Financial Regulations Manual/Finance

Policy, budget responsibility is delegated to the respective Academy and expenditure will be authorised (in so far as necessary) and monitored by the Local Governing Committee.

7.2 No Trust or Academy monies (whether or not authority to expend has been devolved to the Local Governing Committee) shall be paid into any bank account other than a bank account authorised by the Trust's Chief Financial Officer.

7.3 The Trust is required to have in place systems to identify and properly manage risk. The Local Governing Committee is expected to comply with any policy or guidance issued by the Trust (and the Secretary of State for Education as Principal Regulator) and to ensure that proper procedures are put in place for the safeguarding of funds, including any voluntary funds or charitable funds obtained through fund raising activities.

7.4 The Local Governing Committee is expected to report to the Trust Board on the management of the funds which are its responsibility and will notify the Trust Board (or as directed) as soon as reasonably practicable of the occurrence of any event or happening of any circumstance which might expose the Trust or the Academy to any loss or claim, including but not limited to any event which might be covered by the ESFA's **Risk Protection Arrangement** scheme.

7.5 The Trust Board will have regard to the interests of all the Academies in deciding and implementing any policy (including any reserves or contingency policy) or exercising any authority in respect of any one or all of the Academies for which it is responsible. Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any of the Academies are supported when the need arises and remain financially viable. Where this may have a significant financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with the Leadership Group and its views taken into account and considered in relation to the setting and implementation of any such policy.

8. **Personnel**

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

8.2 The Trust is required to adopt and ensure the consistent implementation of a series of HR policies and practices, which are expected to mirror those issued from time to time by the Catholic Education Service. The responsibility for the appointment and performance management of staff is set out in the relevant Table of Key Delegated Responsibilities and the Leadership and Governance Decision Planner.

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

8.4 Whilst the management of any claims and disputes involving staff (other than senior leaders) are expected to be dealt with at the local level in accordance with the Trust's Disciplinary Policy, the Trust Board should be kept informed and any advice or guidance issued by or on behalf of the Trust Board should be followed.

8.5 The Trust Board (in conjunction with the Local Governing Committees) will ensure that the Chief Executive Officer for the Trust, the Headteachers and Deputy Headteachers for all Academies, as well as any key teaching staff responsible for co-ordinating religious education and any chaplain or reserved post, shall be practising Catholics. The Diocesan Education Service must be consulted on any appointment and if any investigation into wrongdoing is to be carried out.

9. **Premises**

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

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

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

10. **Regulatory Matters**

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

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

PART 4: SUPERVISION AND INTERVENTION: ACCOUNTABILITY

1. Notwithstanding the level of delegated responsibility to the Local Governing Committee and leadership, the Directors remain legally responsible and accountable for all matters in connection with the Academies and they are required to have systems in place through which they can assure themselves of quality, safety and good practice in the Academies.

2. Underpinning this accountability is a requirement for transparency and openness both in terms of the communication of expectations and the reporting of activities and outcomes. It is the responsibility of all to ensure this is achieved, with reporting taking such format as the Trust Board and the Local Governing Committee shall agree from time to time.

3. As well as the legal or financial implications of any failure or wrongdoing, the reputational damage to the Trust and its Academies, as well as the Bishop of Brentwood and the wider Diocese, is a significant risk and concern.

4. As the day to day responsibility for the running of the Academy is delegated to the Local Governing Committee (such responsibility being managed in practice by the Headteacher), the Directors are removed from the operational risks and thus require the local governing committee and/or the headteacher of the Academy to notify them (or as directed) of the following:

4.1. any event leading to loss of life or critical injury on the premises of the Academy or during an event off the premises organised or supervised by Academy staff;

4.2. any sexual or violent or illegal act against a child committed by any person while on the Academy premises under any circumstances;

4.3. the suspension or summary dismissal of any senior member of staff;

4.4. any event that requires a report to the Health and Safety Executive or that results in the service of a legal notice on the Academy alleging a breach of fire or health or safety law or regulations;

4.5. any event that requires a formal hearing by a panel of representatives of the Academy or that results in the service of a legal notice on the Academy alleging a breach of employment law or regulations;

4.6. notification of any Ofsted inspection;

4.7. any suspected breach of the Academies Financial Handbook or communication received from the Education & Skills Funding Agency seeking to investigate any complaint made in relation to the Academy. Given the responsibilities of the Accounting Officer, it is expected that concerns regarding financial compliance will be reported directly to the accounting officer.

5. Appropriate steps will then be taken to manage any situation, communicating as appropriate in the circumstances (having regard to the fundamental principle of transparency and openness).

6. The Local Governing Committee acknowledges the need for and submits to any inspection by the Directors and the Diocesan Education Service.

7. Where weaknesses are identified, either as a consequence of a fall in standards, serious safeguarding concerns, a failure of governance and/or leadership or where there is any financial mismanagement or wrongdoing, the Trust Board expressly reserves the unfettered right to review, suspend or remove any (or indeed all) power or responsibility conferred on the Local Governing Committee under this Scheme of Delegation. Given the duties of the Accounting Officer, it is recognised that the Accounting Officer may act to suspend or limit any delegated financial authorities. Any suspension will be subject to review by the board or its audit and risk committee within seven days.

8. The Trust's Leadership and Governance Decision Planner indicates relevant decision making authority which may be temporarily removed from an Academy which is being formally supported by the Trust. Decisions as to whether an Academy is "effective" or to be formally "supported" (beyond the support which the Trust would normally provide or secure for its Academies) will be made by the Trust Board, who will have regard to any advice issued by the Trust Central Team and the Diocesan Education Service.

9. If the Directors resolve to suspend all delegated authority to a Local Governing Committee, an executive or management board will be established to undertake the responsibilities of the Local Governing Committee until such time as delegated authority can be restored. Any decision to do so and any appointments to the executive or management board will be that of the Trust Board, who shall seek the advice and support of the Members (and in particular the Diocesan Education Service) if any external concerns are raised.

10. Notwithstanding the above, the Trust Board and the Local Governing Committee acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated responsibility within the Trust and the impact this may have on the ability of the Trust Board or the Local Governing Committee to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or the Trust to a threat of intervention. The Trust Board and the Local Governing Committee in such circumstances make the following commitments to each other:

10.1. to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State for Education as the Principal Regulator;

10.2. to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy and to support each other in the implementation of those measures, including involving the Diocesan Education Service who will support and advise on steps to be taken and facilitate additional support if needed;

10.3. to allow each other the opportunity to effect improvements at the Academy provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;

10.4. the Trust Board shall not exercise any power to suspend or remove the Headteacher without first discussing with the Chair of the Local Governing Committee the need to ensure that such power is being exercised appropriately and proportionately.

Appendix 1 Table of Leaders Responsibilities

Chief Executive Officer/Accounting Officer	Chief Operating Officer/Chief Financial Officer	Headteacher
• Trust Accounting Officer • provides leadership and vision to the Trust • chairs [Leadership Group] and provides focal point for reporting to the Trust Board • represents views of [Leadership Group] and supports implementation of strategic decisions by Trust Board • advises on operational priorities and leads on development of Trust strategic plan and Trust policies, which remain the responsibility of the Trust Board • [in conjunction with the relevant Chair of the Local Governing Committee,] carries out the performance management of head teachers and supports their professional development • manages Trust executive team ensuring high quality effective support is provided to Trust schools • responsible for ensuring that the Trust keeps proper financial records, has appropriate financial systems in place and manages opportunities and risk • submits annual "statement on regularity, propriety and compliance" to ESFA • manages Trust's external relations • builds effective partnerships with external agencies including the Regional Schools Commissioner and the Education & Skills Funding Agency • leads and manages any process for the expansion of the Trust and its schools	• responsible for all operational matters • fulfils responsibilities of "chief financial officer" under the Academy Trust Handbook • supports the Trust [CEO] [CSEL] in managing operations and responsible for delivery of the Trust's financial and accounting processes • ensures there is sound and appropriate financial governance and that risk management arrangements are in place • develops and ensures the implementation of the Trust's financial management regulations and/or finance policy • prepares and monitors Trust and school budgets • ensures delivery of annual accounts • advises on financial policies including a procurement policy and strategy • leads on any significant procurement and advises on and monitors less significant procurements in line with the Trust procurement policy • undertakes contract management of any Trust wide contract and supports school based teams to manage school contracts • develops and advises on operational support for the head teachers • ensures there is risk protection cover in place for all risk areas • leads on any significant capital project including managing any application for capital funding and/or distribution of any capital grant	• undertakes statutory responsibilities as head teacher • provides leadership and vision to the School • responsible for standards and pupil outcomes • determines the curriculum priorities and takes responsibility for all teaching and learning • implements Board decisions affecting the School • advises on and implements School's development/action plan and agreed strategic priorities • advises on and implements the staffing structure approved by the Local Governing Committee for the School and is responsible for the organisation of resources • responsible for recruitment of School staff and their professional development • undertakes performance management of School staff and deals with any grievances • responsible for disciplining School staff • working with the COO/CFO, advises on the School budget making recommendations to the Local Governing Committee and ensuring the School manages within its budget • advises on School policies, which are delegated to the Local Governing Committee for determination • responsible for safeguarding and well-being of pupils and staff • decides any pupil exclusions • manages School's relationship with its community

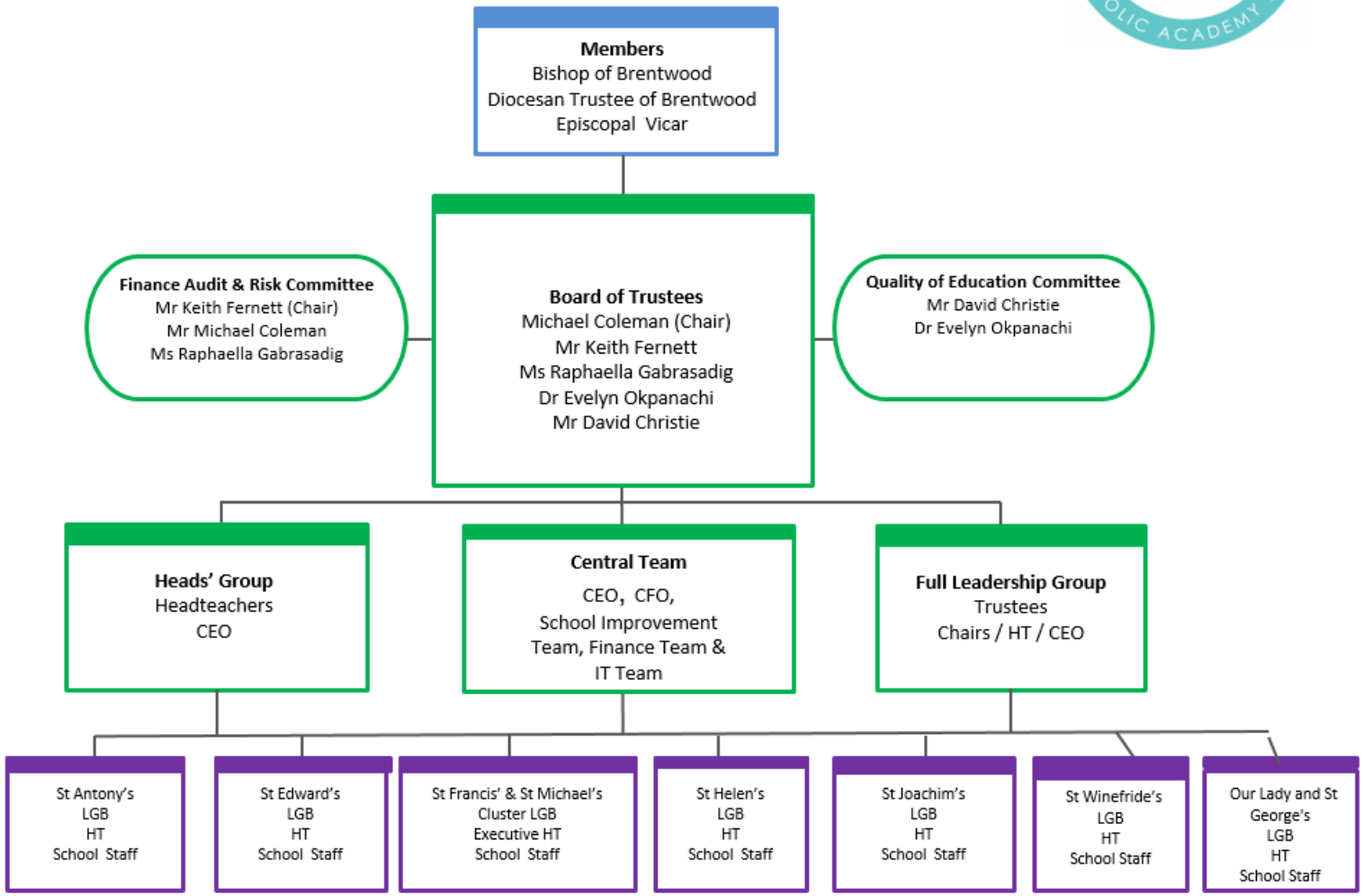
Appendix 2 Table of Governance Responsibilities

Members	Directors/Trust Board	Governors/Local Governing Committee
• determine constitution and religious character • oversee the Directors • recognise any strategic partnerships • delegate governance and management responsibility to the Directors (formally appointing and removing the Directors where necessary) • to appoint and if necessary, remove external auditors in accordance with the ATH	• hold governance accountability • determine strategic vision and overarching strategic plan • provide strategic leadership and governance • provide challenge and support to senior leaders • undertake the recruitment and performance of any Trust executive officer • develop and decide strategic and operational policies • facilitate collaboration • co-ordinate and oversee shared services and resources • develop and oversee the implementation of Trust development plan • approve of performance benchmarks • to ensure compliance with the ATH including arrangements for internal scrutiny • to approve the trust's financial regulations and scheme of financial delegation • approve overall Trust budget and approve School budgets and staffing structures • monitor expenditure in accordance with appropriate authorisations • oversee financial governance and risk management • determine the Trust's reserves/contingency policy • ensure appropriate insurance or risk cover is put in place • undertake recruitment of headteachers and facilitate the performance management of senior leaders • develop shared staff training programmes and opportunities for professional development • support the development and building of leadership and governance capacity at School level • approve of site and asset management strategy • oversee any significant capital expenditure and building projects ensuring compliance with Trust finance policy • approve of all funding applications • decision maker for all appeals	• decide the School's strategic vision and uphold the School's distinctiveness and unique character, in harmony with the Trust's strategic vision and ethos • support senior leadership team generally and with specific emphasis on target setting, pupil monitoring and analysing progress data to inform curriculum & budgeting priorities • approve of School development/action plan • approve of draft School budget and support the head teacher in submitting the budget to the Trust Board for formal approval • make recommendations to the board for capital expenditure • oversee expenditure ensuring the School works within its budget and implements the Trust's risk and financial management policies ensuring probity, prudence and efficiency • play an active part in the recruitment of the headteacher • support the senior leadership team in the development and review of an appropriate staffing structure • support the head teacher in the recruitment and performance management of personnel • responsible for staff welfare and well-being, supporting the senior leadership team in monitoring absence and sickness • promote collaboration with other schools in the Trust • develop and review delegated school policies (e.g. admissions, pupil behaviour, safeguarding) • provide advice and feedback to the Directors, ensuring the School is meeting the needs of its community • undertake all and any appropriate community consultation • provide a point of contact for parents, carers and other members of the local community, maintaining an effective link to the wider community • evaluate its performance ensuring appropriate training and development so that knowledge, skills and behaviour are appropriate for a dynamic education environment

Appendix 3 Our Lady of Grace Catholic Academy Trust Organisational Structure

Organisational Structure

Our Lady of Grace Catholic Academy Trust



Appendix 4 TERMS OF REFERENCE FOR THE FULL LEADERSHIP GROUP

PURPOSE The Full Leadership Group has been set up to provide a focus for discussion on policy and the strategic direction of the Trust. The Full Leadership Group will support the Trust Board and facilitate communication within the Trust, as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working.

MEMBERSHIP All Trustees, Headteachers and Chairs of the Local Governing Committees will be invited to participate in the Full Leadership Group twice a year.

Responsibility / Delegated Authority	**Assessment**
Ethos and vision	
Working in partnership with the Trust Board, develop a clear educational vision, ethos and direction for the Trust.	
Support the Trust Board's overall vision and aims by formulating policies and practices (while recognise the uniqueness of each Academy and their contribution to the collective).	
Strategic Leadership	
Provide a perspective on the wider education community and the challenges facing schools (including proposed change to admissions)	
Assist with the external identity of the Trust, facilitating discussions with those who might be considered strategic partners of the Trust.	
Assist with the development of an action plan for each Academy, identifying priorities and targets for improvement in the context of overall resource planning and the management and administration of each Academy and which supports the overall vision and aims of the Trust.	
Ensure the needs of each Academy are communicated to and understood by the Trust Board.	
Seek to identify areas where greater collaboration between the Academies can support the Trust's business strategy.	
Curriculum and Standards	
Advise the Trust Board and the Academies on the targets for relevant Key Stages and supports the leadership team in each Academy on action to be taken to maximise attainment and pupil progress and whilst doing so advise on the transition by pupils from one Key Stage to the next.	
Share good practice by facilitating school to school support.	
Provide a forum for discussion on the merits of any change to the curriculum and the impact of developments regionally and nationally.	
Resources	
Identify efficiencies through collaborative working.	
Provide support to each Academy's senior leadership team and any resource and recruitment committees.	
Support the Trust Board in the development of suitable HR policies and practices noting the need to achieve consistency across all Academies and facilitate discussion with staff representative bodies, including the unions.	

APPENDIX 5 TERMS OF REFERENCE FOR THE INTERVENTION (SCHOOL IMPROVEMENT) BOARD

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

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

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

REVIEW Operating with an Intervention Board is not intended to be a long-term arrangement and a target date has been identified for the review of the arrangement. Any initial period will not be greater than 12 months.

Responsibility / Delegated Authority	**Assessment**
Ethos and vision	
Support the actions of the Trust Board in developing and sustaining a clear educational vision, ethos and direction for the Trust and the Academy, which promotes learning and the moral, spiritual, social and cultural development of pupils.	
Assist with the communication of the Trust's vision within the Academy's community, reinforcing the Academy's identity as a school within the Trust.	
Establish systems and procedures in the Academy which recognise and prioritise collaborative working within the Trust.	
Compliance and Leadership	
Lead in the development of a strategic plan (priorities/improvement /actions/desired impact) for the Academy in line with the Trust's overall strategic objectives.	
Advise and report to the Trust Board on the implementation of the strategic plan, identifying financial, educational and organisational risk alongside opportunities for growth and improvement.	
Support the Trust Board, as well as the leadership team within the Academy, offering sufficient challenge and feedback so that continuous improvements can be made and preparing the leadership team for the transition to full delegated responsibility.	
Have regard to the public sector equality duty in the performance of any duty.	
Act in accordance with the terms of the Trust's Master and Supplemental Funding Agreements, the Trust's Articles of Association and the current ESFA Academy Financial Handbook in the performance of any duty.	

Responsibility / Delegated Authority	Assessment
Ensure that at all times the Academy is meeting any legal requirements and duties.	
Finance and Risk Management	
Ensure that at all times any funds delegated to the Academy or otherwise held on behalf of the Academy are safeguarded, having regard to the duty of the Trustees as trustees of charitable assets and as recipients of public money.	
Monitor, review and control the budget, expenditure and income of the Academy, acknowledging any amounts to be set aside for central costs and reserves, contributing to any discussions initiated by the Trust Board in relation to the budget of the Academy and the appropriate use of all funds available to the Academy.	
Support the systems of financial and risk reporting adopted by the Trust applicable in respect of the Academy, reporting as required (including to any internal audit committee or to the external auditors) highlighting any specific risks which might jeopardise the fulfilment of the strategic plan for the Academy.	
Implement any Trust policy for the approval and signing of contracts, ensuring all contracts to be entered into by the Academy are appropriate, have been authorised (or are within delegated authority) and do not expose either the Trust or the Academy to undue risk.	
Curriculum and Standards	
Advise the Trust Board on the development of a curriculum which meets the Academy's specific needs and has regard to: • any nationally recognised curriculum priorities and initiatives • the obligation to provide religious education, sex education and physical education • special educational needs • national testing and attainment targets, and • any teaching objectives and priorities adopted by the Trust Board for all Academies.	
Advise and report to the Trust Board on the targets for relevant Key Stages in the Academy, supporting the leadership team in the Academy on action to be taken to maximise attainment and pupil progress and advising on the transition by pupils from one key stage to the next supporting the development of a personalised learning plan for each pupil.	
Carry out regular reviews of the standards of teaching and learning in the Academy and agree with the leadership team specific actions to be taken to address areas of weakness, facilitating the sharing of best practice and the development of a training programme for staff which draws on the strengths of the Academy and secures additional resources which meet needs.	
Pupil Behaviour and Attendance	
Formulate and implement a pupil behaviour policy in accordance with guidance produced by the Department for Education and as advised by the Trust Board.	
Staff Recruitment	
In conjunction with the Trust Board develop a staffing structure for the Academy, identifying the number of staff required to be employed at the Academy, the levels of the posts and the role responsibilities of all staff employed and supporting, where appropriate, the sharing of resources between the Academies.	

Responsibility / Delegated Authority	Assessment
Ensure the implementation of the HR policies adopted by the Trust Board.	
Having regard to any advice of the Trust Board and the Leadership Group, appoint all staff to work in the Academy, establishing an appointments committee in respect of the appointment of a Principal/Headteacher and such other key leadership appointments as advised by the Trust Board.	
Staff Appraisal and Performance Management	
Evaluate the standards of teaching and learning in the Academy and ensure that proper standards of professional performance are established and maintained.	
Implement any pay policy and performance management policy for all teaching and non-teaching staff employed at the Academy put in place by the Trust Board, ensuring all affected staff of the Academy are kept informed and consulted if necessary.	
Implement any written policy for the appraisal of all teaching and non-teaching staff who work in the Academy put in place by the Trust Board, having regard to the objectives of the Academy's strategic plan and ensuring all staff of the Academy are kept informed and consulted if necessary.	
Carry out the performance management and appraisal of the Principal/Headteacher, any deputies and other key leadership appointments in the Academy, supporting the Academy's leadership team in the performance management of all other staff, advising the Trust Board of any areas of weakness or where additional support and/or training is required.	
Advise the Trust Board on an appropriate programme for the training and professional development of all staff in the Academy, supporting and working with any Trust programme for the development of Principals/Headteachers and other key leadership appointments.	
Implement any written policy for staff disciplinary and grievance procedures put in place by the Trust Board and where appropriate advise on and support the Academy's leadership team on the implementation of the same.	
Undertake any disciplinary/grievance procedure for the Principal/Headteacher and other members of the Academy's leadership team, reporting to the Trust Board.	
Facilitate discussion with staff representative bodies, including the unions, at both Trust Board level and within the Academy.	
Premises And Resources	
Implement and keep under review a policy for health and safety at the Academy, having regard to any advice issued by the Trust Board.	
Provide such advice and information as may be required to enable the Trust Board to take out and review the level of insurance cover for the Academy and at the request of the Trust Board undertake appropriate and regular risk assessments.	
Advise and report to the Trust Board on any estate management strategy for the premises and facilities used by the Academy, identifying any planned maintenance and any need for substantial works to meet the strategic aims of the Academy, including considering the availability of funding or the need to secure funding.	
No significant capital works will be undertaken or commissioned by the Intervention Board without the express written consent of the Trust Board.	
Ensure any works to the premises are carried out by appropriately qualified workmen, notifying the Trust's insurers as appropriate.	

Responsibility / Delegated Authority	Assessment
Ensure any use of premises or facilities for community or income generating purposes are carried out in compliance with any policy issued by the Trust Board in relation to such matters (including any prepared on the advice of the Trust's accountants) and keeping a separate account of any income received so that this can be identified separately in the Academy's accounts.	
Delegation	
The Intervention Board may delegate any powers and responsibilities to the Principal/Headteacher of the Academy, subject to any requirements of the Trust Board. The Intervention Board will ensure the gradual transfer of responsibility to the Principal/Headteacher, the leadership team and the Local Advisory Body when established is done sensitively to help successfully deliver the Academy's long-term strategic plan.	

Appendix 6 Terms of Reference for FAR

Finance, Audit and Risk Trust Board Committee

Terms of Reference

1. Powers of The Board of Trustees

1.1. The Trustees shall establish the Finance, Audit and Risk Committee as a Trust Committee as empowered by the Trust's Articles of Association.

1.2. The Trustees shall determine and approve the Committee Terms of Reference and shall review the Terms at the start of each academic year.

1.3. The Trustees shall determine and approve the delegation of powers, responsibilities and duties to the Committee and shall review this Scheme of Delegation at the start of each academic year.

1.4. The Trustees shall have the right to intervene in the governance of an individual Academy with the trust where it has serious cause for concern that there is financial mismanagement or failure to operate within budget.

1.5. The Trust Scheme of Delegation sets out the delegated powers of the Finance, Audit and Risk Committee.

2. Functions of The Finance, Audit and Risk Committee

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

Finance Terms of Reference

2.1. to ensure the trust remains a going concern and monitor its longer-term financial stability by reviewing medium term financial plans

2.2. to monitor the trust's financial position by reviewing the monthly management accounts

2.3. to review financial benchmarking data and ensure action is taken when the trust's income, expenditure or workforce numbers are not in line

2.4. to prepare and recommend to the Trust Board the Trust Financial Regulations

2.5. to comply with relevant statute and regulation, the Trust's Scheme of Delegation, and the decisions of the Trustees

2.6. to review and recommend for approval to the Trust Board the annual budget with a specific responsibility to ensure that budgets do not go into deficit

2.7. to identify and propose to the Trust Board opportunities for the Trust to achieve financial and resource efficiencies to include the approval of contracts and purchases over the limit set in the financial regulations

2.8. to support in the appointment of the trust's Chief Financial Officer

2.9. to prepare and approve policies relating to the Trust's financial governance and operation

2.10. to monitor any financial management related risks as documented on the risk register

2.11. to approve the budget forecast return prior to submission to the ESFA

2.12. to ensure compliance with the Schools Resource Management Self Evaluation Assessment

2.13. to ensure adequate financial due diligence has been carried out for any schools who may be considering joining the trust

2.14. to ensure the Register of Business Interest is kept up to date with notification of changes and through an annual review, including broader business interests held by senior executives, and that any payments to executives in relation to such interests meet the transparency requirements in the academy accounts direction

2.15. to maintain oversight of the management of declared interests and ensure compliance in respect of any transactions that may cause a conflict of interest, or perceived conflict of interest in respect of any third party or related party transactions

Audit and Risk Terms of Reference

2.16. to prepare a report on the performance of the external auditors for the Trust Board and Members recommending their appointment, dismissal or a retender process

2.17. to plan and oversee the statutory audit of the Annual Accounts for the Trust

2.18. to review and recommend to the Trust Board the audited Annual Accounts and Financial Statements in accordance with relevant statute and regulation

2.19. to review and recommend to the Trust Board the Trustees Report that accompanies the annual accounts

2.20. to prepare and recommend to the Trust Board and implement the Trust action plan in response to the auditor's management letter

2.21. to approve the trust's internal auditor and scope of internal scrutiny checks to be carried out

2.22. to receive internal audit reports and monitor action plans to ensure any control weaknesses are addressed

2.23. to review the annual internal audit summary report prior to its submission to the ESFA

3. Composition and Appointment of The Finance, Audit and Risk Committee

3.1. The composition of the Finance, Audit and Risk Committee shall be as follows;

3.1.1. Trustees with relevant knowledge, skills, and expertise in areas such as finance, accountancy, compliance, procurement and auditing

3.1.2. The membership of the Committee shall be 4 people.

4. Term of Office and Responsibilities of Committee Members

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

4.2. On appointment committee members are each required to familiarise themselves and to agree to comply with;

4.2.1. Trust Articles of Association,

4.2.2. Trust Master and Supplementary Funding Agreements

4.2.3. Trust Financial Regulations,

4.2.4. Academies Finance Handbook,

4.2.5. these Terms,

4.2.6. current relevant financial legislation and guidance for academies

4.3 There is an expectation that committee members will access any required training to ensure they have the skills required to fulfil the responsibilities of the committee.

5. Meetings of The Committee

5.1. The Committee shall meet at least once per term and in particular;

5.1.1. The Committee shall meet at the appropriate times set out in the Trust Governance Planning Calendar

5.1.2. The committee will receive notice of each meeting seven (7) clear days before the date of the meeting.

5.1.3. Minutes will be signed by the Committee Chair at the next meeting to verify that the minutes are a true record.

5.2. Quorum for a meeting of the Committee will be 2.

5.3. Each question to be decided at a meeting of the Committee shall be determined by a majority of votes of members present and eligible to vote on the question. The Chair shall have the casting vote in the case of equal votes for and against the decision.

5.4. Members will note that their attendance at meetings is required to be disclosed in the trust's annual accounts and financial statements.

6. Appointment of The Committee Chair

6.1. The Trust Board shall appoint the Chair, noting any recommendation from the Committee. The Chair of Finance must not also be the Chair of the Board.

6.2. The Trust Board shall have the right to remove the Chair and/or Vice Chair of the Committee, specifically in circumstances where they have cause for concern that there is financial mismanagement within the Trust.

6.3. The term of office for Chair and Vice-Chair of the Committee will be 1 year and they shall be appointed at the first meeting of the Trust Board each school year.

7. Appointment of a Clerk

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

The terms of reference are intended to support the operation of matters delegated to the committee under schemes of delegation, financial regulations and in any approved policies and procedures.

Appendix 7 Terms of Reference for the Trust Board Quality of Education Committee

Quality of Education Trust Board Committee
Terms of Reference

1 Constitution

1.1 The Our Lady of Grace Catholic Trust has resolved to establish a Quality of Education Committee to monitor matters relating to the Trust's curriculum, quality and standards.

1.2 The Committee comprises all members of the current Trust Board.

2 Authority

2.1 The Committee will undertake an annual review of its performance and of these Terms of reference, and recommend any changes needed to the Board for approval.

2.2 The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee of the Trust and all employees are directed to co-operate with any request made by the Committee.

2.3 The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

3 **Main Duties**

3.1 To monitor by written report each term on the following:
3.1.1 Data on progress and attainment for all of the Trust's academies
3.1,2 School improvement work and priorities
3.1.3 Leadership standards
3.1.4 Governance effectiveness

3.2 In addition, to monitor:
3.2.1 Partnership working
3.2.2 Admissions
3.2.3 Safeguarding arrangements
3.2.5 Catholic Life

4 Terms of Reference

Detailed Responsibilities
4.1 In the context of the Our Lady of Grace Catholic Trust's mission statement determined by the Members and the Board, the Committee shall monitor and advise on the following specific matters:

4.2 **Curriculum and Quality**
4.2.1 The Academies statutory requirements in relation to the Curriculum offer and other curriculum issues such as spiritual, moral social and cultural learning;
4.2.2 Extra-curricular activities;

4.3 **Performance and Standards**

4.3.1 To monitor and review the achievement of strategic objectives, in particular the overview of performance against quantitative and qualitative benchmarks for key indicators/outcomes and the Ofsted framework, in line with the school/academy's Improvement Plan.

4.4 **Self-Assessment and Review**

4.4.1 To receive the views on curriculum and quality issues of all Academies

4.4.2 To receive progress reports on the implementation of post-Ofsted action plans and any other formal evaluation reports related to the quality and achievement of learning in the academy, including the Diocesan Link Advisor visit reports.

4.4.3 To review outcomes, identifying significant changes in performance, emerging trends and risks in relation to future performance of each academy.

5 Administration

5.1 The Quality of Education Committee will meet at least once per term. The Chair or any two members may call a meeting.

5.2 The Chair of the Quality of Education Committee will be appointed by the Board. The CSEL and Head Teacher of an Academy may not act as Chair to the Committee. If the Chair is absent from a meeting, the members shall choose another member, who is also a member of the Board, to act as Chair for that meeting.

5.3 The Quality of Education Committee will be quorate if two members are present and more than 50% of those members present are Board members.

5.4 Administrative support will be provided by the Clerk to the Board.

5.5 Agendas will be agreed in advance by the Chair of the Quality of Education Committee and CSEL (based on, but not limited to, a pre-agreed annual schedule of activity) and papers will be circulated to members and attendees at least 5 working days in advance of the meeting.

5.6 The Quality of Education Committee will review these terms of reference and self- assess its performance against these terms of reference on an annual basis.

The terms of reference are intended to support the operation of matters delegated to the committee under general and financial schemes of delegation and in any approved policies and procedures.

Appendix 8: **COMMITTEE TERMS OF REFERENCE: LOCAL GOVERNING COMMITTEE**

1. Purpose

1.1 A Local Governing Committee (LGC) shall be established for each of the Academies, except where the Trust Board determines in a particular case that more than one Academy should be governed by the same LGC in a federation model.

1.2 The purpose of the Local Governing Committee is to provide local accountability and day to day support and oversight of the Academy's leadership team.

1.3 The roles and responsibilities of the Local Governing Committee are set out in the Table of Key Delegated Responsibilities.

2.Constitution

Governors appointed to a Local Governing Committee shall be appointed as follows(7-9 members):

Such number of **Foundation Governors** appointed by the Diocesan Bishop to ensure that the Foundation Governors outnumber all other Governors by at least 2;

the **Headteacher** of the Academy (or Headteachers where the Academies are federated and there is no Executive Headteacher);

up to 1 **Staff Governor**, elected or appointed through such process as the Local Governing Committee may determine;

up to 1 **Parent Governor** (or up to 2 for any federated Local Governing Committee), elected by parents or carers of registered pupils at the Academy and being a parent or carer of a pupil at the Academy at the time when elected;

up to 1 **Additional Governor** appointed by the Local Governing Committee with the approval of the Trust Board.

There is no power to co-opt Governors to the Local Governing Committee but advisers (including other members of staff in the Academy) may attend meetings provided they do not take part in any decision making.

All Governors must remain eligible to be a Governor according to their status and undertake to uphold the object and mission of the Trust and must comply with the Governor Code of Conduct appended to the Scheme of Delegation.

3. Term of Office

3.1 The term of office for any Governor shall be 4 years (save that this time limit shall not apply to the Headteacher/Head of School, who will serve for as long as he or she remains in office). Subject to remaining eligible to be a particular type of Governor, any person may be re-appointed or re-elected to the Local Governing Committee.

3.2 A Governor shall serve for no more than 3 terms of office, except for any parish priest serving as a Foundation Governor who may serve for longer at the discretion of the Bishop.

4. Resignation and Removal of members of the Local Governing Committee

4.1 A Governor shall cease to hold office if he or she resigns his or her office or is removed by the Bishop or in the case of any Governor who is not a Foundation Governor by the Trust Board (which the Trustees reserve the power to do without the need to provide

any reasons for removal). Any vacancy on a Local Governing Committee will trigger an appropriate appointment or election and must be notified to the Trust Board and the Diocesan Education Service.

4.2 Any person who would not be eligible to be a Trustee in accordance with the Trust's Articles of Association will not be eligible for appointment or election to the Local Governing Committee and must resign from the Local Governing Committee if they become ineligible. Details of eligibility to serve as a Governor are set out in the Governor Code of Conduct and the Diocesan Protocols.

4.3 If any Governor is also an employee of the Trust and ceases to be employed to work at the Academy or within the Trust, then he or she shall be deemed to have resigned from the Local Governing Committee and shall cease to serve on the Local Governing Committee automatically on termination of his or her employment.

4.4 Where a person who serves on the Local Governing Committee resigns his or her office or is removed from office, that person or, where he or she is removed from office, those removing him or her, shall give written notice thereof to the Chair of the Local Governing Committee, copied to the Clerk to the Local Governing Committee.

5. Appointment of the Chair and Vice-Chair

5.1 Subject to any direction by the Trust Board with the approval of the Diocesan Education Service, Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from amongst the Foundation Governors.

5.2 The Chair and Vice Chair will cease to hold office if they no longer serve as a Governor. The same person cannot hold more than one office.

5.3 The Clerk to the Local Governing Committee shall act as chair during that part of any meeting at which the Chair and Vice Chair are elected.

5.4 Any election of the Chair and Vice Chair which is contested shall be held by secret ballot.

6. Role of the Chair

6.1 The Chair is expected to undertake the following:

6.1.1 ensure the Bishop's wishes are fulfilled;

6.1.2 provide a clear lead and direction for the Local Governing Committee;

6.1.3 build an effective team, attracting individuals to the Local Governing Committee with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to the Academy and the work of the Trust and who will provide a focus for driving up and maintaining high standards in the Academy;

6.1.4 ensure new Governors are properly introduced to the work of the Local Governing Committee and the Trust more widely and to support their development as effective and valued members of the Local Governing Committee maximising their contribution to the Academy and the Trust in doing so;

6.1.5 work closely with the Headteacher of the Academy to ensure there is proper challenge and encouragement of Governors and the Academy's senior leadership team;

6.1.6 provide direct support to the Headteacher of the Academy and to both the Trust Chair and the Catholic Senior Executive Leader of the Trust in relation to any recruitment and performance management of the role of headteacher as well as the review of pay and conditions of service;

6.1.7 provide support to the Trust Chair and the Catholic Senior Executive Leader in any decision to suspend or discipline the Headteacher or Head of School of the Academy;

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

6.1.9 hold the Governors to account, ensuring the business of the Local Governing Committee is conducted efficiently and effectively, chairing meetings, ensuring all Governors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Local Governing Committee's effectiveness to the Trust Board as required;

6.1.10 be available when there is a need to act quickly, taking, or supporting the Academy Headteacher (and if need be the Catholic Senior Executive Leader) in taking, urgent action and making decisions, subject to subsequent ratification by the Local Governing Committee (and/or Trust Board if need be) as necessary;

6.1.11 act as a focal point and advocate for the Local Governing Committee, liaising as necessary with any regulatory body, the Local Governing Committee and those representing the wider community.

6.2 More details as to the role and responsibilities of the Chair are set out in the Governor Code of Conduct.

7. Duties of the Chair

7.1 As the guardian of the Local Governing Committee's effectiveness, the Chair has a specific responsibility to ensure the following:

7.1.1 that reporting by the Academy Headteacher is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;

7.1.2 that meetings of the Local Governing Committee are held regularly and there is a clear agenda which has been communicated to all Governors which focusses appropriately on strategic matters, acknowledging that when urgent meetings are required to discuss exceptional business that as much preparation as may be possible is made for these;

7.1.3 that the business of the Local Governing Committee is conducted as openly and transparently as possible;

7.1.4 that decisions taken by the Local Governing Committee are implemented and not circumvented;

7.1.5 that Governors adhere to the Governor Code of Conduct and that appropriate and firm action is taken where this appears not to be the case, including supporting the Trust Chair and the Diocesan Education Service when removal of a Governor is required;

7.1.6 that the Local Governing Committee undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;

7.1.7 that the Local Governing Committee remains focussed on its strategic purpose and that individual Governors either as a group or committee or as individuals do not seek to become overly involved in operational matters or seek to disrupt the work of the Trust;

7.1.8 there is proper and adequate succession planning;

7.1.9 that any complaints about the Trust or the Academy, the actions of the Local Governing Committee or an individual Governor or the Headteacher or any member of the Senior Leadership Team are dealt with in a timely and effective manner.

8. Meetings

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

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

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

8.2 The Chair shall ensure that copies of minutes of all meeting of the Local Governing Committee (and such of the subcommittees as the Local Governing Committee shall from time to time notify) shall be provided to the Catholic Senior Executive Leader and (if requested) the Diocesan Education Service as soon as reasonably practicable after those minutes are approved.

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

8.4 The Trust Board may direct the Local Governing Committee to allow either Trustees, any member of the Trust's Executive Team or a Governor from another Local Governing Committee in the Trust to attend meetings of the Local Governing Committee. Such persons may engage in discussion but will not be permitted to vote on any resolution of the Local Governing Committee.

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

8.5.1 given by the Local Governing Committee; or

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

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

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

8.7.1 notice thereof and sent to each Governor at the email address provided by each Governor from time to time; and

8.7.2 a copy of the agenda for the meeting;

provided that where the Chair or, in his or her absence or where there is a vacancy in the office of Chair, the Vice-Chair, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he or she directs.

8.8 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received notice of the meeting or a copy of the agenda thereof.

8.9 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.

8.10 A meeting of the Local Governing Committee shall be terminated forthwith if:

8.10.1 the Governors so resolve; or

8.10.2 the number of Governors present ceases to constitute a quorum for a meeting of the Local Governing Committee in accordance with paragraph 6.10, subject to paragraph 8.12.

8.11 Where in accordance with paragraph 8.10.2 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

8.12 Where the Local Governing Committee resolves in accordance with paragraph 8.10.1 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Committee shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

9. Quorum

9.1 The quorum for a meeting of the Local Governing Committee, and any vote on any matter thereat, shall be three. The proceedings of the Local Governing Committee shall not be invalidated by any vacancy on the board or any defect in the election, appointment or nomination of any Governor, providing the defect was not dishonestly made.

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

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

9.4 Where there is an equal division of votes, the Chair shall have a casting vote in addition to any other vote he or she may have.

9.5 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of the Local Governing Committee, shall be valid and effective as if it had been passed at a meeting of the Local Governing Committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Committee and may include an electronic communication by or on behalf of the member indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Committee in writing of the email address or addresses which the Governor will use.

9.6 Minutes of meetings of the Local Governing Committee shall be published redacting any aspect which is confidential or it would not be appropriate to disclose in light of the Data Protection Act 2018.

9.7 Any Governor shall be able to participate in meetings of the Local Governing Committee by telephone or video conference provided that the Governor has indicated prior to the meeting a wish to do so and has provided appropriate details to enable this and the meeting has access to suitable equipment.

10. Notices

10.1 Any notice to be given to or by any person pursuant to these Terms of Reference and more generally the Scheme of Delegation (including a notice calling a meeting of the Local 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.

10.2 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 or her registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Committee by the Governor. 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, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Committee.

10.3 A Governor present, either in person or by proxy, at any meeting of the Local Governing Committee shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

10.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Appendix 9 Terms of Reference for Local Governing Committees (finance element) from Trust Financial Regulations

Terms of Reference of the Local Governing Committee (finance element)

Purpose

For Diocesan MATs, the Trust Board approves the Trust budget and Trust annual accounts and undertakes financial efficiency reviews across the Trust. The role of the local governing committee is to monitor financial efficiency within their academy, and to implement the Trust & Academy Financial Regulations and Procedures.

To assist the decision making of the Trust Finance Audit and Risk Committee, by enabling more detailed consideration to be given to the best means of fulfilling the Trust Board's responsibility to ensure sound management of the trust 's finances and resources, including proper planning, monitoring and probity.

To make appropriate comments and recommendations on such matters to the Trust Board on a regular basis.

Major issues will be referred to the Trust Board for approval.

Terms of Reference

Subject to the requirements of relevant legislation, the committee is authorised:

1. To understand and assess the school's indicative funding, notified annually by the DfE, and the implications for the school, in consultation with the CFO and headteacher, in advance of the financial year, drawing any matters of significance or concern to the attention of the CFO/ FAR committee.

2. To recommend the school's budget to the Trust Board for approval, at the start of each financial year.

3. To contribute to the formulation of the school 's development plan, through the consideration of financial priorities and proposals, in consultation with the headteacher, with the stated and agreed aims and objectives of the trust.

4. To receive and make recommendations on the broad budget headings and areas of expenditure to be adopted each year, including the level and use of any contingency fund (Trust expectation to maintain or work towards 8% reserves) or balances, ensuring the compatibility of all such proposals with the development priorities set out in the development plan.

5. To liaise with and receive reports from the staffing / remuneration and curriculum committees, as appropriate, and to make recommendations to those committees about the financial aspects of matters being considered by them.

6. To monitor and review school expenditure on a regular basis and ensure compliance with the overall financial plan for the school / trust, and with the financial regulations of the DfE, drawing any matters of concern to the attention of the CFO.

7. To receive auditors' reports and to action school specific recommends as appropriate in response to audit findings.

CES MODEL CODE OF CONDUCT

FOR

DIRECTORS & LOCAL GOVERNORS OF OUR LADY OF GRACE CATHOLIC ACADEMY TRUST

CODE OF CONDUCT

This Code of Conduct has been approved and adopted by the Board of Directors for use by all Directors and all Local Governor.

on October 2024

and will be reviewed on October 2025

Signed by the Chair of the Board of Directors:

……

- **This document will be uploaded to the trust and each school's website.**

- **Foundation Directors and Foundation Local Governors are also required to sign a Declaration & Undertaking, a copy of which can be found as an appendix to this Code of Conduct.**

In this document:

The term **'Governing Board'** refers to the body with legal responsibility for conducting the School on behalf of the [Diocesan] [Religious Order][1] Trustees and includes: the governing body of a Catholic voluntary aided school, the board of directors of a Catholic academy trust company and the local governing body of a Catholic academy trust company.

The term **'Governor'** means a member of a Governing Board.

Where the term **'School(s)'** is used, it includes:

- voluntary aided schools;
- in the case of an academy, the Catholic academy trust company and all the academies within it;
- in the case of a federation, the federation and all the Schools within it; and
- Catholic Schools and academies more generally (as appropriate).

'Canon Law' is the code by which the Catholic Church regulates itself and in the context of this document refers to the Code of Canon Law 1983 and any Particular Law such as legislation of the Bishops' Conference, directives of the Diocesan Bishop and legislation of the School's Religious Order (if any).

THE ROLE OF THE GOVERNING COMMITTEE

As a Governing Board, our overarching responsibility is to ensure that we comply with our legal and canonical duty to ensure that the Catholic character of the School is preserved and developed. This duty permeates everything that we do.

We understand that Foundation Governors are required, as the cornerstone of their role, to ensure this objective is achieved. However, ***all*** Governors have a duty to preserve and develop the Catholic character of the School in order to fulfil the objects set out in its governing documents.

(1) OUR THREE CORE STRATEGIC FUNCTIONS:

In accordance with our legal obligations, we will operate at a strategic level, leaving the School's senior leadership responsible and accountable for the operational running of the School. It is by achieving these aims that we can be sure that governance is effective.

Our core strategic functions are to:

1. Ensure clarity of Catholic vision, ethos and strategic direction;

2. Hold the appropriate senior leadership to account for the educational performance and Catholic character of the School and its pupils; and for the internal organisation, management and control of the School, including the performance management of its staff; and

3. Oversee the financial performance of the School and make sure its money is well spent.

We understand that the Catholic Church expects Catholic Schools to promote and uphold high standards, including academic standards, as an integral part of its educational vision for the holistic formation of children and young people.

We understand that Canon 806§2 requires that Catholic Schools are at least as academically distinguished as other schools in the area and that Governors should be mindful of this requirement in all that they do.

(2) ADHERENCE TO THE NOLAN PRINCIPLES, CATHOLIC SOCIAL TEACHING & THE CODE OF CANON LAW

In carrying out our functions we will adhere to the Seven Nolan Principles of Public Life:

- **Selflessness** – acting solely in terms of the public interest and not in order to gain financial or other material benefits for ourselves, our family or our friends.
- **Integrity** – taking all steps to not place ourselves under any financial or other obligation to outside individuals or organisations that might seek to influence us in the performance of our official duties.
- **Objectivity** – in carrying out public business, being impartial and making choices fairly and on merit.
- **Accountability** – acknowledging that we are accountable for our decisions and actions to the public and submitting ourselves to whatever scrutiny is appropriate to our office.
- **Openness** – being as open and transparent as possible about all the decisions and actions that we take and giving reasons for our decisions and restricting information only when the wider public interest clearly demands.
- **Honesty** – being truthful in everything we do and declaring any private interests relating to our public duties, and taking steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership** – at all times promoting and supporting these principles by our leadership and example.

Furthermore, we will abide at all times by the Church's social teaching, which is a rich treasury of wisdom about building a just society, and ensure that our School is imbued with the key themes that are at the heart of Catholic social tradition, namely:

- **Dignity**
- **Solidarity**
- **The common good**
- **The option for the poor**
- **Peace**
- **Care for creation**
- **The dignity of work and participation**

(3) WE AGREE TO OUR COLLECTIVE RESPONSIBILITIES AS FOLLOWS:

Role & Responsibilities

1. We will preserve and develop the Catholic character of the School and this responsibility will imbue all of our actions within, and through all aspects of, the School and the local community;
2. We will ensure that the School is conducted in accordance with its trust deed, which includes the provisions of:
    - **Canon law;**

- **The Religious Education Directory and Bishops' statements on religious education; [and]**
- **Any directives issued by the Diocesan Bishop;**

3. We will conduct the School in accordance with its Articles of Association and Scheme of Delegation and in particular its ethos statement;
4. We will support and implement the policies and procedures of the diocese (and religious order, if any), including the Diocesan Bishop's policies on education (including but not limited to religious education and any admissions guidance issued by the diocese) and the expectations of the Diocesan Bishops issued collectively, specifically the Bishops' Memorandum on the Appointment of Staff in Catholic Schools;
5. We will respond to the needs of the Catholic community as a whole as represented by the Diocesan Bishop, complying in all respects with diocesan requirements;
6. We will protect, promote and serve the diocese and religious order (if any) in the ministry of our role faithfully and in particular in compliance with Diocesan Protocols for a committed working relationship;
7. We will consider not only the interests of the School, but the interests of other Catholic Schools and of Catholic education throughout the diocese;
8. We will undertake to discharge our duties with due care and diligence;
9. We will consider carefully how our decisions may affect the community and other schools;
10. We will attend relevant training including diocesan training, induction training and continuing professional development training, as required by the diocese or religious order (if any);
11. We understand the purpose of the Governing Board and our role and the role of senior leadership;
12. We accept that we have no legal authority to act individually, except when the Governing Board has given us delegated authority to do so, and therefore we will only speak on behalf of the Governing Board when we have been specifically authorised to do so;
13. We accept collective responsibility for all decisions made by the Governing Board or its delegated agents. This means that we will not speak against majority decisions outside of Governing Board meetings;
14. We have a duty to act fairly and without prejudice, and in so far as we have responsibility for staff, we will fulfil all that is expected of a good employer which includes the promotion of staff wellbeing, we will strive to be an employer of choice;
15. In making or responding to criticism or complaints affecting the School, we will follow the procedures established by the Governing Board;
16. We will actively support and challenge the senior leadership;
17. We will uphold the reputation of the School, diocese, religious order (if any) and Catholic education as a whole at all times and to that end carefully consider and monitor our personal use of social media;
18. If we have been appointed as a Foundation Governor, we recognise and accept our responsibilities and we have signed the Declaration & Undertaking, a copy of which is attached as an appendix to this Code of Conduct. We have returned the signed copy to the clerk.

Commitment

1. We acknowledge that accepting office involves the commitment of significant amounts of time and energy;
2. We will each involve ourselves actively in the work of the Governing Board and accept our fair share of responsibilities, including service on committees or working groups;
3. We will arrive at meetings well prepared including reading all papers in advance;

4. We will make full efforts to attend all meetings and make positive contributions thereat, and where we cannot attend any meeting, we will explain in advance why we are unable to;
5. We will get to know the School well, and where appropriate to our appointment, we will positively respond to opportunities to involve ourselves in School activities;
6. Where appropriate to our role, we will visit the School, with all visits to the School arranged in advance with the staff and undertaken within the framework established by the Governing Board;
7. We will evaluate our effectiveness as a Governing Board by way of completing a skills audit and a self evaluation form on an annual basis, we will also ensure that our effectiveness is regularly externally reviewed;
8. We will consider seriously our individual and collective needs for continuous training and development as required by the diocesan education service and religious order (if any), and will undertake that relevant training and any mandatory training as may be required by law;
9. We accept that in the interests of transparency, our full names, date of appointment, terms of office, roles, attendance records, relevant business and pecuniary interests, category of Governor (where appropriate) and the body responsible for appointing us, will be published on the School's website and anywhere else as required by law.

Relationships

1. In all our relationships we shall exercise stewardship and draw on the teachings and example of Jesus Christ in that:

All relationships will be built on the core values of the Gospel based on the Beatitudes summarised as:

- faithfulness and integrity;
- dignity and compassion; humility and gentleness;
- truth and justice;
- forgiveness and mercy;
- purity and holiness;
- tolerance and peace;
- and service and sacrifice.

2. We will comply with Diocesan Protocols for a committed working relationship;
3. We will ensure that we continually communicate with and, where appropriate, seek support and guidance from the diocesan education service and any education officer appointed by the religious order (if any);
4. We will strive to work as a team in which constructive working relationships are actively promoted;
5. We will express views openly, courteously and respectfully in all our communications;
6. We will support the chair in ensuring appropriate conduct both at meetings and at all times;
7. We will be prepared to answer queries from others in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved;
8. We will seek to develop effective working relationships with the diocese, religious order (if any), parish, the senior leadership, staff and parents, pupils, the local authority, other relevant agencies, and the local community.
9. We will follow the Equality Act 2010 and be fair and equitable in all that we do.

Confidentiality

1. We will observe confidentiality in all circumstances, in particular in relation to matters concerning specific members of staff or pupils, both inside and outside the School, unless there is a lawful requirement for disclosure;
2. We will exercise the greatest prudence at all times when discussions regarding the business of the School arise outside of Governing Board meetings;
3. We will exercise care and skill when communicating through social media;
4. We will not reveal the details of any Governing Board vote.

Conflicts of interest

1. We will always act in the best interests of the charitable objects set out in the governing documents of the School.
2. We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Governing Board's business in the Register of Business Interests, and if any such conflicted matter arises in a meeting, we will offer to leave the meeting for the appropriate length of time. We accept that the Register of Business Interests will be published on the School's website.
3. We will also declare any conflict of loyalty at the start of any meeting should the situation arise.

(4) BREACH OF THIS CODE

1. If we believe this code has been breached, we will promptly raise this issue with the Chair, consult with the diocese or religious order (if any) and determine the investigatory process (if any); the Governing Board will only use suspension and/or removal (which is at the absolute discretion of the Ordinary or religious superior for foundation appointments) as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.
2. If we believe it is the Chair that has breached this Code, the Vice Chair, will investigate unless the Vice Chair is connected in which case another member of the Governing Board will be appointed to investigate.

Signed……

Dated……

Acceptance of this Code is confirmed by signature annually by every Director / Governor / Local Governor (at the beginning of each academic year), but Directors / Governors / Local Governors are not released from their duties under the Code by any failure to so sign.

Signed copies of this Code from each Director / Governor / Local Governor should be retained by the Clerk.

E signatures are acceptable.

Foundation Directors / Local Governors are also reminded of the Declaration & Undertaking to be signed upon appointment and annually thereafter, which can be found as an appendix to this Code of Conduct.

A signed copy of the Declaration & Undertaking shall be provided to the clerk by Foundation Directors / Local Governors along with their signed copy of the Code.

Appendix 9b **Foundation Director / Local Governor**

Declaration & Undertaking †:

Foundation Directors/Governors/Local Governors are responsible for preserving and developing the Catholic character of the school/college/academy/academy trust company that they serve and for representing the educational policies of the Diocesan Bishop. By completing this Nomination Form you are agreeing to faithfully represent the Diocesan Bishop's educational policies as communicated by his/her representatives.

I, [INSERT FULL NAME]

*am a practising Catholic (and I have read and understood the guidance provided by the [Diocese of [Diocese]] in this regard. If I have questions in relation to the guidance I have asked them and have received answers).

*am a Catholic Cleric in the Diocese of [Diocese] / a member of [Religious Order]

(*delete as applicable)

I wish to offer to serve [the Diocese of [Diocese]] [Religious Order] in the ministry of Foundation Director/Governor/Local Governor. I have read and understood the criteria for appointment set out [where] and, to the best of my knowledge am eligible for appointment. I confirm that I will inform the [Diocese] [Religious Order] in the event that I am no longer eligible for appointment.

In offering to serve as a Foundation Director/Governor/Local Governor [in the Diocese of [Diocese]], [for Religious Order], I undertake that I will serve the [Bishop of [Diocese]][Religious Superior] faithfully in this ministry. If appointed, I declare that I will be able and willing to give priority to my duties as a Director/Governor/Local Governor and will undertake to discharge those duties with due care and diligence. References to Diocese in these statements in relation to Religious Order schools relate to the Diocese in which the relevant school is situated.

I undertake:

- To preserve and develop the Catholic character of the school/college/academy or academy trust company to which I am appointed;
- To ensure that the school/college/academy or academy trust company is conducted in accordance with its trust deed, which includes the provisions of:
  - Canon law;
  - The Curriculum Directory and Bishops' statements on religious education; and
  - Any Diocesan directives relating to schools/colleges/academies/academy trust companies;
- To conduct the school/college/academy/academy trust company in accordance with its Instrument (and Articles) of Government or Articles of Association and in particular its ethos statement;
- To become familiar with, to support and implement the policies and procedures of the [Diocese of [Diocese]] [and the Religious Order], including the Bishop's policies on education, including religious education, and the directives issued by the Bishops collectively, specifically the Bishops' Memorandum on the Appointment of Staff in Catholic Schools and the Admissions Guidance, and to represent those policies and directives to the Board of Directors/Governing Body/Local Governing Body;

- To consider not only the interests of the individual school/college/academy/academy trust company, but the interests of other Catholic schools/colleges/academies/academy trust companies and of Catholic education throughout the Diocese;

- To respond to the needs of the Catholic community as a whole as represented by the Bishop of [Diocese] [and the Religious Superior];

- To attend relevant training including Foundation Director/Governor induction training, as soon as possible; and

- In all actions, to serve as a witness to the Catholic faith.

I declare that I am not disqualified by law from appointment as a Director/Governor. I confirm that I agree to Disclosure and Barring Service checks being made on me or any subsequent checks that may be required by law or good practice. I understand that any refusal to do so will result in the termination of any appointment.

I consent to the information given on this form and other information collected with it being held and processed by [the Diocese of [Diocese]] [Religious Order], including the sharing of data with third parties where required, in accordance with the [Diocesan] [Religious Order] privacy policy which can be found [where]. I confirm that I have read the privacy policy issued by [the Diocese of [Diocese]] [the Religious Order], which sets out how my personal information will be collected, shared and used.

I undertake that I shall tender my resignation as a Foundation Director/Governor/Local Governor if my circumstances change so as to contravene the [Diocesan] [Religious Order] eligibility criteria or expectations at any time during my time in office or if, in the opinion of the [Ordinary] [Religious Superior], my resignation would be in the best interests of Catholic education.

I understand and accept that the appointment and removal of Foundation Directors/Governors/Local Governors is at the absolute discretion of the [Ordinary] [Religious Superior] and that, because of the nature of the decision-making process, the [Ordinary] [Religious Superior] will not normally be able to engage in any discussion or correspondence with me and/or any third party where my nomination does not result in my appointment.

Signed……

Dated……

† This is a copy of the standard Declaration / Undertaking that was required from foundation directors / governors / local governors on appointment, as set out in the Nomination Form.

This Declaration should be signed by every foundation director / governor / local governor annually and copies retained by the clerk.