



EMMAUS

CATHOLIC ACADEMY TRUST

Scheme of Delegation

June 2022



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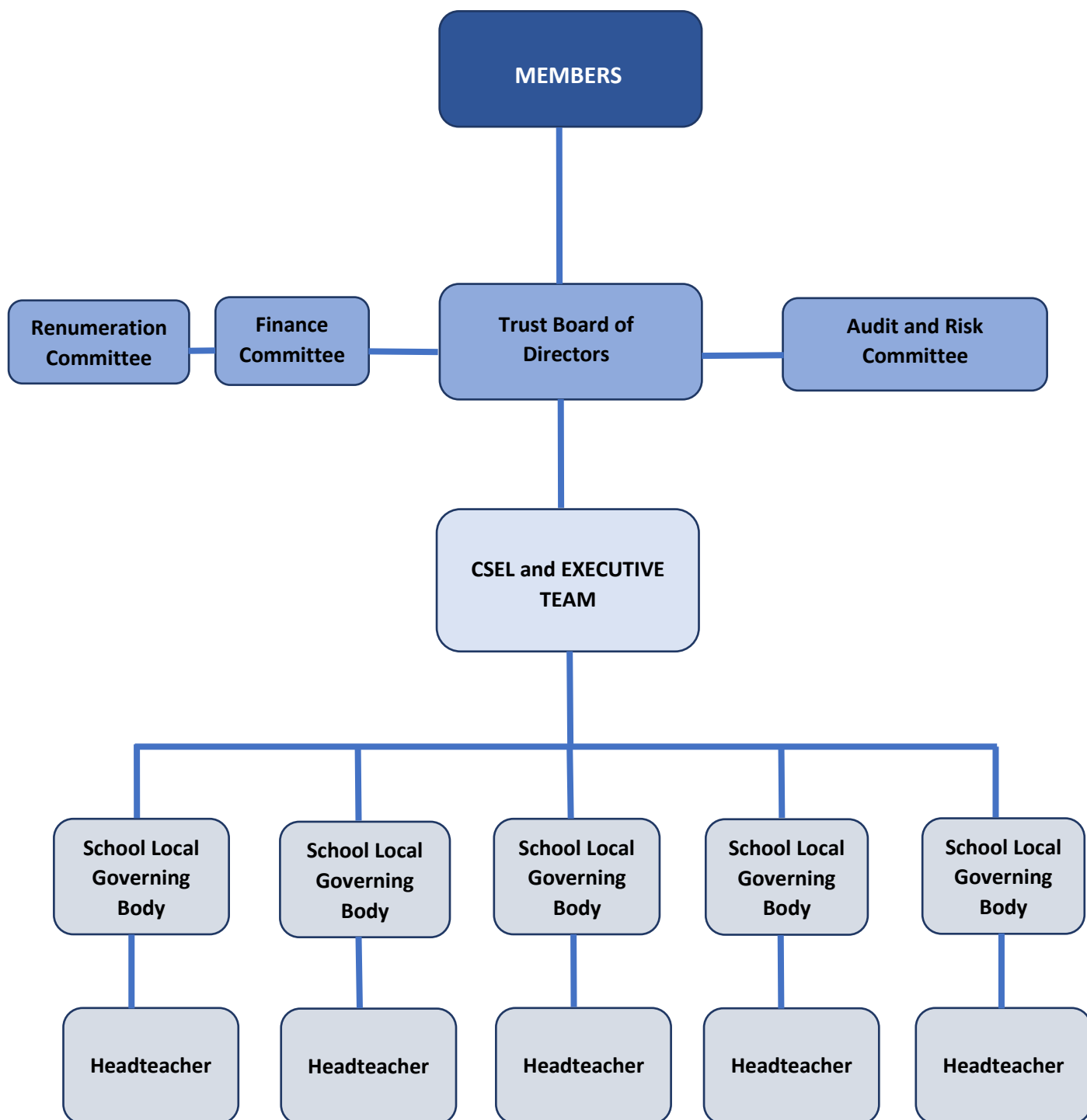
Appendix one

POLICY DOCUMENT	Scheme of Delegation
Legislation/Category: Academy Schools	LEGALLY REQUIRED
Lead Member of Staff:	CSEL
Approved by:	Emmaus Trust Board
Author (re-written):	Alison Smith
Date of approval:	
Date of Renewal:	



1. GOVERNANCE OF A CATHOLIC ACADEMY TRUST

The Trust’s model of governance is designed to recognise the overall responsibility of the Trust Board and support and challenge the Local Governing Bodies. The Governance structure of Emmaus Catholic Academy Trust is as below;



2. ETHOS AND MISSION

Rebuilding the Church to ensure we have great schools, strong in faith and serving society

Emmaus Catholic Academy Trust Mission;

To assist in making Christ known to all people

To assist parents, who are the primary educators of their children, in the education and religious formation of their children

To be of service to the Local Church, Diocese, Parish and Christian home

To be of service to society

Emmaus Catholic Academy Trust Vision;

To promote a distinctive Catholic mission and culture to ensure Emmaus CAT continues to be strong in faith

To ensure Emmaus CAT provides great schools

To be a strong and sustainable infrastructure making effective use of resources, enabling Emmaus CAT schools to serve society

3. POWERS AND DUTIES OF THE MEMBERS

The Members are guardians of the governance of the Trust. They safeguard the Bishop's interests and as such have a different status to Directors. They are the signatories to the Memorandum of Association and agree the Catholic Academy Trust Company's Articles of Association. Members are also responsible for approving any amendments made to the Articles of Association. The Articles of Association describe how the Catholic Academy Trust Company will be constituted. The Bishop appoints Directors to ensure that the Catholic Academy Trust Company's charitable objects are carried out and will remove Directors if they fail to fulfil their responsibilities. The Board submits an annual report on the performance of the Catholic Academy Trust Company to the Members. Members are not permitted to be employees of the Catholic Academy Trust Company. The Members will hold The Trust Board to account on standards and the delivery of the Bishop's vision for CATs in the Diocese of Salford. The DSC will support the Members in this function.

4. POWERS AND DUTIES OF THE DIRECTORS AND TRUST BOARD

The Bishop of Salford appoints (and removes) the Directors.

- The Emmaus Trust Board (The Board) is responsible for the following core functions: - ensuring clarity of vision, Catholic ethos and strategic direction; - holding the Catholic Senior Leader (CSEL) to account for the educational performance of the Emmaus academies and their pupils, and the performance management of staff; - overseeing the financial performance of the Trust and making sure its money is well spent.
- The Board appoints the CSEL, to whom it delegates responsibility for delivery of the vision and strategy and will hold the CSEL to account for the conduct and performance of the Catholic Academy Trust, including the performance of the academies within the Trust, and for its financial management.

The Board constitutes committees for: - *Finance, Resources & Audit and Remuneration*. The areas of Catholic Life and safeguarding are integrated into all work of the Trust, are managed at committee level and reviewed at board level. At least three Directors must sit on each of the above committees

The Board Directors are responsible for:



- The Directors are responsible for the general control and management of the administration of the Emmaus Catholic Academy Trust and in accordance with the provisions set out in the Memorandum of Association, Articles of Association and its funding agreement, the Directors are legally responsible and accountable for all statutory functions, for the performance of all academies within Emmaus CAT, and must approve a written Scheme of Delegation of financial and other powers that maintain robust internal control arrangements.
- The Directors are responsible for the prudent management of all resources including financial. All companies are required under company law to produce accounts that give a true and fair view and follow UK accounting standards.

i) DUTIES OF THE FINANCE COMMITTEE

The Finance Committee shall be responsible for:

- exercising the powers and duties of the Trust Board in respect of the financial administration of the Trust, except for those items specifically reserved for the Trust Board, the Local Governing Bodies and those delegated to the Headteacher and other staff
- reporting on decisions taken under delegated powers to the next meeting of the Trust Board
- reviewing the annual Trust budget prior to the start of each financial year and recommending its acceptance – Scheme of Delegation
- considering budgetary control reports on the Trust’s financial position at every meeting, taking appropriate action to contain expenditure within the budget and report to the Trust Board
- reporting to the Trust Board all significant financial matters and any actual or potential overspending
- authorising financial transactions of the Trust
- ensuring that the CFO has put in place arrangements for adequate insurance cover
- ensuring that there are annual independent checks of assets and the asset register
- reviewing the draft financial statements and highlighting any significant issues to the Trust Board, prior to submission to the Secretary of State

ii) DUTIES OF THE REMUNERATION COMMITTEE

The Remuneration Committee shall be responsible for:

- setting rates of senior staff pay
- making any discretionary PRP awards if targets are met
- approving any discretionary annual bonus to staff budget permitting
- setting the annual inflation increase for all staff

iii) DUTIES OF THE AUDIT AND RISK COMMITTEE

Governance, risk management and finance – the committee will:

- Review the annual accounts, financial statements and statements on internal control and Governance of the Trust to ensure that they can be recommended to the Trust Board for approval.
- Review internal and external audit reports and make recommendations to the Trust Board.
- Consider all relevant reports, including reports on the Trust’s accounts, achievement of value for money and the response to any management letters.
- Review the effectiveness and integrity of systems of internal control established to ensure that the aims, objectives and key performance targets of the organisation are achieved in the most economic, effective and environmentally preferable manner.
- Review the effectiveness of systems to assess and manage risk and ensure they are robust.
- Ensure the Trust has an effective risk register in place to manage risk and said register includes contingency and business continuity planning.
- Review the operation of the academy’s code of practice for members of the Trust Board, Local Governing Bodies and the code of conduct for staff.
- Consider any other matters where requested to do so by the Trust Board.



Internal audit - the committee will:

- consider and make recommendations to the Trust on the appointment, reappointment and removal of the internal auditors
- ensure independence in internal audit by establishing and maintaining appropriate reporting lines whereby internal audit report directly to the committee
- direct the Trust's programme of internal scrutiny
- ensure that risks are being addressed appropriately through internal scrutiny
- report to the board on the adequacy of the Trust's internal control framework, including financial and non-financial controls and management of risks
- consider and monitor management's responses to any major internal audit, and the timely and appropriate implementation of any recommendations
- ensure that risks are being addressed appropriately through internal scrutiny
- meet with the internal auditors at least once a year to discuss their remit and any issues arising from the internal audits carried out
- monitor and review the effectiveness and quality of the internal audit function to ensure it provides appropriate independent assurance to the Trust and value for money

External audit – the committee will:

- assess the effectiveness and resources of the external auditor to provide a basis for decisions by the Trust's members about the auditor's reappointment or dismissal or retendering
- discuss with the external auditor the nature and scope of each forthcoming audit and to ensure that the external auditor has the fullest co-operation of staff
- review the external auditor's plan each year
- advise Trust Board on the Trust's annual and long-term audit programme
- review the annual report and accounts
- review the auditor's findings and actions taken by the Trust's leadership in response to those findings
- meet with the external auditors at least once year to discuss their remit and any issues arising from the audit

5. CONSTITUTION OF A CATHOLIC ACADEMY TRUST

The initial members of the Catholic Academy Trust Company are those named in the Memorandum of Association. Requirements relating to the constitution of the board of the Directors of the Catholic Academy Trust Company are set out in the Articles of Association. Requirements relating to the carrying out of the business of the Directors is set out in the Articles of Association.

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

As the Academy is a Catholic school, designated as such, the Directors are accountable to the Bishop to ensure that the Academy is conducted as a Catholic school in accordance with Canon law and the teachings of the Roman Catholic Church so that, at all times, the Academy may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The Directors are also accountable to external government agencies including the Charity Commission, the Department for Education and the Education and Skills Funding Agency (including any of their successor bodies). Both the Bishop and external government agencies hold the Catholic Academy Trust Company to account for the quality of the education, the financial propriety and the value they provide, and they require that the Catholic Academy Trust Company has systems in place through which they can assure themselves of such quality, safety and good practice.

This Scheme of Delegation, particularly the table at Appendix 1, explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy. This Scheme of Delegation serves as the terms of reference for the delegation of powers and responsibilities by the Directors to the Local Governing Body



6. CONSTITUTION OF A LOCAL GOVERNING BODY

Membership

The members of the Local Governing Body shall be known as Governors. The number of people who shall sit on the Local Governing Body shall be not less than three. The constitution of the Local Governing Body will be in accordance with guidance from the Salford Diocese Office for Education; a different constitution may be adopted at any time by the Directors with prior written approval of the Diocese. Present guidance recommends a **Local Governing Body of eight; five Foundation Governors, one of which will be the Headteacher, two Parent Governors and One Staff Governor**. The Directors (all or any of them) shall also be entitled to serve on the Local Governing Body and attend any meetings of the Local Governing Body. Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of that meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.

Appointment of members of the Local Governing Body (LGB).

Foundation Governors

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

Staff Governors

Unless the Headteacher resigns from the Local Governing Body, he/she shall be treated for all purposes as being an ex officio member of the LGB. The Local Governing Body may appoint persons who are employed at the Academy to serve on the LGB, provided that the total number of such persons (including the Principal) complies with the LGB's constitution in force at the time. In appointing persons to serve on the Local Governing Body, the LGB shall invite nominations from all staff who are employed by the Catholic Academy Trust Company and who work at the Academy (excluding the Principal) and, where there are any contested posts, shall hold an election by a secret ballot.

Parent Governors

The parent members of the Local Governing Body shall be appointed after election by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected. The Local Governing Body shall make all necessary arrangements for the election of the parent members of the LGB, including any question as to whether a person is a parent of a registered pupil at the Academy.

Any election of persons who are to be the parent members of the Local Governing Body which is contested shall be held by secret ballot. The arrangements made for the election of the parent members of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he/she prefers, by having his/her ballot paper returned to the Academy by a registered pupil at the Academy. Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the LGB shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

The number of parent members of the Local Governing Body required shall be made up by persons appointed by the LGB if the number of parents standing for election is less than the number of vacancies. The first parent and staff members of the Local Governing Body may be those people who filled those positions on the governing body of the predecessor school at its closure provided that they have the requisite skills as determined by the Directors. Parent and staff governors who do have the requisite skills shall serve on the Local Governing Body for the remainder of the terms of office for which they were elected or appointed to the predecessor governing body provided that the minimum membership of the LGB does not decrease following closure.

Term of office

The term of office for any person, other than a Foundation Governor, serving on the Local Governing Body shall be [1-4 years], to be specified at the time of appointment by the person or body appointing them. Subject to remaining eligible to be a particular type of member on the LGB, any person may be reappointed or re-elected to the LGB save that Foundation Governors may only serve a maximum of three consecutive four-year terms (other than with the consent of the Bishop).



Resignation and removal

Except in the case of a Foundation Governor, a person serving on the Local Governing Body shall cease to hold office if he/she resigns his/her office by notice to the relevant LGB (but only if at least three persons will remain in office when the notice of resignation is to take effect). The Local Governing Body must give a copy of the notice to the Directors. A Foundation Governor must resign his/her office by notice to the Bishop who appointed him/her and provide a copy of the notice to the Local Governing Body who shall, in turn, provide that copy to the Directors. A person serving on the Local Governing Body shall cease to hold office if he/she is removed by the person or persons who appointed him/her. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Body, any failure to uphold the values of the Catholic Academy Trust Company and/or the Academy, or to preserve and develop the Catholic character, or to act in a way which is in breach of this Scheme of Delegation will be taken into account.

A person (except a Foundation Governor) may also be removed by the Directors but only after the Directors have given due regard to any representations by the relevant Local Governing Body.

If any person who serves on the Local Governing Body in his/her capacity as an employee at the Academy ceases to work at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the LGB automatically on termination of his/her work at the Academy.

If any person who serves on the Local Governing Body in his/her capacity as a parent ceases to be a parent of a child on roll at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the LGB at the end of that school term.

Disqualification of members of the Local Governing Body

No person shall be qualified to serve on the Local Governing Body unless he/she is aged 18 or over at the date of his/her election or appointment.

A person serving on the Local Governing Body shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury, of managing or administering his/her own affairs.

A person serving on the Local Governing Body shall cease to hold office if he/she is absent without the permission of the Chair of the LGB from all the meetings of the LGB held within a period of six months and the LGB resolves that his/her office be vacated.

A person shall be disqualified if;

- Their estate is sequestered
- Subject to bankruptcy
- Disqualified from holding office as a Company Director
- Disqualified from acting as a Trustee by virtue of the Charities Act
- Disqualified or prohibited by direction of the Secretary of State under the Education Act
- Disqualified from working with children
- Barred from regulatory work
- Disqualified under childcare regulations
- Convicted of an offence involving violence, dishonesty or deception, or any sexual offence
- Convicted of causing a disturbance or nuisance at an educational setting
- Sent to prison for a period of not less than 3 months
- Convicted of any criminal offence, except any that have been spent under the Rehabilitation of Offenders Act 1974
- Not provided the Chair or Board of Directors with the proper criminal records certificate as required by law and outlined by the Diocese and Catholic Education Service.

7. POWERS AND DUTIES OF THE LOCAL GOVERNING BODY

A meeting of the Local Governing Body at which a quorum (50% of those entitled to attend and vote) is present may exercise all the powers so delegated. In the exercise of its powers and functions, the Local Governing Body may consider any advice given by the Principal and any other executive officer as well as the Directors.

Ethos and values

Whilst the Local Governing Body shall be responsible for ensuring that the academy is conducted in accordance with its ethos and values, the determination of the Trust's overarching ethos and mission statement shall be the responsibility of the Directors. At all times, the Directors and the Local Governing Body shall ensure that the academy is conducted in accordance with the object of the Trust, the terms of the trust governing the use of the land which is used for the purposes of the academy and any agreement entered into with the Secretary of State



for the funding of the academy.

Finance

The accounts of the Trust shall be the responsibility of the Directors but the Finance Department shall provide accurate and timely information about the finances of the Academy to the Local Governing Body at their meetings, and the LGB has both a right and a duty to scrutinise the accounts of its academies. The Local Governing Body shall follow the advice of the CFO, who shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Trust Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State.

The Local Governing Body shall have the responsibility for the allocation of ring-fenced funding such as Pupil Premium, Sports Premium and Catch-Up Premium, and for holding the Principal to account for their impact on students' learning.

The Local Governing Body shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors, and others as the Directors shall require, options for identifying available funding.

The Local Governing Body shall formally review the annual academy budget for approval by the Trust Board.

Authorising permanent changes to the academy's staffing structure within an agreed budget. Maintenance of a Register of Business Interests for all governors and those academy staff with financial responsibilities.

Premises

The maintenance of the buildings and facilities used in respect of the academy is the responsibility of the Local Governing Body, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and / or any others) as owners of such buildings and facilities.

The Executive Team and the Head of Estates and Environment will be responsible for developing a ten-year estate management strategy that will identify the suitability of building and facilities in light of long-term curriculum needs and the need for and availability of capital investment to meet the LGB's responsibility to ensure the buildings and facilities are maintained to a good standard.

The responsibility for any disposals or acquisitions of land to be used by the Trust will be that of the Directors.

Resources

Principal. The Directors shall appoint the Principal, in consultation with the Local Governing Bodies. The Directors and the Local Governing Body may delegate such powers and functions as they consider are required by the Principal for the internal organisation, management and control of the academy (including the implementation of all policies approved by the Directors and the LGB and for the direction of the teaching and curriculum at the academy).

Other staff. The Local Governing Body shall be responsible for the appointment and management of all other staff to be employed at the academy provided that the LGB shall:

- comply with all policies dealing with staff issued by the Directors from time to time
- take account of any pay terms set by the Directors
- adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors
- manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors

The Local Governing Body shall carry out the performance management of all senior staff (involving the CSEL or EP in the appraisal of the Principal) and shall put in place procedures for the proper appraisal of all staff, as well as their pay progression, following decisions made by the Remuneration Committee.

Curriculum and standards

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

The Local Governing Body shall be responsible for the standards achieved by the academy and the students attending the academy but shall follow such advice and recommendations of the Directors as they might issue from time to time.

Regularity Matters

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

Operational matters

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

Both the Directors and all members of the Local Governing Body have a duty to act independently and not as



agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Trust and the academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

The Local Governing Body will review its local policies and practices on a regular basis, having regard to recommendations made by the Directors from time to time, in order to ensure that the governance of the academy is best able to adapt to the changing political and legal environment.

The Local Governing Body shall provide such data and information regarding the business of the academy and the students attending the academy as the Directors may require from time to time.

The Local Governing Body shall work closely with and shall promptly implement any advice or recommendations made by the Directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the LGB under this Scheme of Delegation in such circumstances.

The Local Governing Body shall be responsible for the annual review of the academy's admissions policy before recommending its approval by the Trust Board.

Any decision to expand the academy shall be that of the Directors, who shall have regard to the views of the Local Governing Body.

Meetings

The Local Governing body will meet not less than six times per year. The Chair of The Trust Board shall have the right to attend any meeting of the Local Governing Body.

Local Governors who fail to attend two meetings per year, without providing apologies, may be removed from office.

Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing Body. In exercising his/her functions under this Scheme of Delegation, the Clerk shall comply with any direction.

Minutes

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

8. REVIEW OF THE SCHEME OF DELEGATION

This Scheme of Delegation shall operate from the effective date in respect of any named academy. Where applicable, it will be based on the framework Scheme of Delegation that will have been put in place on the incorporation of the Trust and will have been attached to Trust's first Articles of Association.

The Directors will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it. In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will have regard to and give due consideration of any views of the Local Governing Body.

9. DEFINITIONS

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

- i. *'Academy'* means the academy named at the beginning of this Scheme of Delegation and includes all sites upon which the academy undertaking is, from time to time, being carried out;
- ii. *'Articles of Association'* means the articles of association of the Catholic Academy Trust Company;
- iii. *'Bishop'* means the Bishop of the Roman Catholic diocese of Salford in which the Academy Trust Company is situated (as defined in Canon law) and includes any person exercising Ordinary jurisdiction in his name (including Vicars General and Episcopal Vicars) and any person delegated by him, including officers of the Diocese;
- iv. *'Board of Directors'* means the board of Directors of the Catholic Academy Trust Company;
- v. *'Canon law'* means the canon law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon law, this shall be determined exclusively by the Bishop;
- vi. *'Chair'* means the chair of the Board of Directors or the chair to the Local Governing Body of the Academy appointed from time to time, as appropriate;



- vii. *'Clerk'* means the clerk to the Board of Directors and/or the clerk to the Local Governing Body of the Academy appointed from time to time, as appropriate, and includes a joint, assistant or deputy clerk;
- viii. *'Delegated Functions'* means the functions delegated by the Multi-Academy Trust Company in accordance with the table at Appendix I;
- ix. *'Diocese' or 'Diocesan'* means the education service provided by the diocese, which may also be known, or referred to, as the Diocesan Education Service or Diocesan Schools Commission;
- x. *'Diocesan Trustee'* means a trustee of the Diocese appointed by the Bishop to safeguard the interests of the Catholic community as a whole in the Diocese and to serve its needs;
- xi. *'Directors'* means directors appointed to the Board of the Catholic Academy Trust Company;
- xii. *'Foundation Directors and Foundation Governors'* means the directors or governors from time to time appointed by the Bishop to represent his diocesan policy on the Board of the Academy Trust Company or the Local Governing Body of the Academy, as appropriate;
- xiii. *'Governors'* means the governors appointed and elected to the Local Governing Body of the Academy, from time to time;
- xiv. *'Local Governing Body'* means any committee established by the Directors pursuant to Article 100 of the Articles of Association to carry out specified functions in relation to the Academy as delegated by the Directors;
- xv. *'Member'* means a member of the Catholic Academy Trust Company appointed pursuant to Article 12 of the Articles of Association;
- xvi. *'Catholic Academy Trust Company'* means the company responsible for the management of the Academy and, for all purposes, means the employer of staff at the Academy;
- xvii. *'Principal'* means the headteacher or executive headteacher as the case may be and is the person named as the headteacher of the school for Ofsted purposes;
- xviii. *'Protocol'* means the document that outlines the committed working relationship between the Diocese and the Catholic Academy Trust Company;
- xix. *'Vice-Chair'* means the vice-chair of the Board of Directors or the vice-chair of the Local Governing Body of the Academy elected from time to time, as appropriate.

