



Mater Ecclesiae
Catholic Multi Academy Trust

'One Family in Christ'

SCHEME OF DELEGATION



Document Control

This document has been approved for operation within:	All Trust Establishments
Approved by:	Full Trust Board of Directors
Owner:	CEO

Date	Changes
May 2022 - Full Trust Board	Scheme Adopted
July 2023 - Full Trust Board	<ul style="list-style-type: none"> Adjustment to delegated power of Academy Headteacher appointment to Local Governing Bodies (LGB), approved by Trust Board. (Delegated Governance Responsibility summary table & Point 4.5 in Leadership and Governance Decision Planner) Adjustment to delegated power of Academy times and term dates to LGB (Point 6.11 in Leadership and Governance Decision Planner) Committee Terms of reference - added quorate arrangement Leadership Group Terms of Reference (Point 10): Change to 3 meetings a year, October, February and May Finance regulations issued as a separate document to scheme of delegation Local Governing Body Terms of Reference: Additional Expectations of the Chair and Vice Chair Governor Core Competences and Code of Conduct: Additional Expectations of the Chair and Vice Chair
March 2024	<ul style="list-style-type: none"> Change use of 'Regional Schools Commissioner' to 'Regional Director' in Summary Table of Delegated Leadership Responsibility Adjustment to delegated power; LGBs consulted in the event of 'Establish or merge Local governing bodies' (Point 1.3 in Leadership and Governance Decision Planner) Point 4.5 in Leadership and Governance Decision Planner extended to include 'Deputy Headteacher. Adjustment to delegated power; LGBs approve Academy teaching and support staff appointments (Point 4.6 in Leadership and Governance Decision Planner) Adjustment to delegated power; LGBs propose Performance Management of Executive Headteacher/Headteacher and Head of School (Point 4.8 and 4.11 in Leadership and Governance Decision Planner)



	<ul style="list-style-type: none">• Adjustment to delegated power; LGBs of 'Effective Academies' approve redundancy of staff (Point 4.16 in Leadership and Governance Decision Planner)
--	---

Contents

47	Page
PART 1: INTRODUCTION AND EXECUTIVE SUMMARY: PURPOSE OF SCHEME OF DELEGATION	5
PART 2: GOVERNANCE PRINCIPLES: VISION AND VALUES	8
2.1 Vision and Values	8
2.2 Catholic Ecclesiology and Principles for Effective Partnership	8
2.3 Mutual Respect and Distinctiveness	8
2.4 Transparency	8
2.5 Subsidiary and Earned Autonomy	9
2.6 Solidarity	9
2.7 The Common Good	9
PART 3: GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES	10
3.1 Overall Structure	10
3.2 Role of Members	11
3.3 Role of Directors	11
3.4 Role of Governors	11
3.5 Committees and Further Delegation	12
3.6 Executive Team	13
3.7 Financial Delegation	14
3.8 Personnel	14
3.9 Premises	15
3.10 Regulatory Matters	16
PART 4: SUPERVISION AND INTERVENTION: ACCOUNTABILITY	17
TRUST STRUCTURE CHART	18
SUMMARY OF DELEGATED GOVERNANCE RESPONSIBILITY	19
SUMMARY OF DELEGATED LEADERSHIP RESPONSIBILITY	21
LEADERSHIP AND GOVERNANCE DECISION PLANNER	23
COMMITTEE TERMS OF REFERENCE: FINANCE/AUDIT/RISK	31
Finance	31
Audit and Risk	32
COMMITTEE TERMS OF REFERENCE: STANDARDS/INTERVENTION	34
Standards	34
Governance	35
COMMITTEE TERMS OF REFERENCE: LEADERSHIP GROUP	37
COMMITTEE TERMS OF REFERENCE: LOCAL GOVERNING BODY	39
Purpose	39
Constitution	39
Term of Office	39
Resignation and Removal of members of the Local governing body	40
Appointment of the Chair and Vice-Chair	40
Meetings	40



Quorum	42
Notices	43
DIRECTOR CORE COMPETENCIES AND CODE OF CONDUCT	44
Introduction	44
Legal Duties of the Directors	44
Specific Duties of the Directors	45
Core Competencies and Skills	45
Personal Qualities and Values	47
Legal Requirements	47
Removal of a Director	47
Review	48
Additional Expectations of the Chair and Vice Chair	48
GOVERNOR CORE COMPETENCIES AND CODE OF CONDUCT	51
Introduction	51
Duties of the Governors	51
Core Competencies and Skills	52
Personal Qualities and Values	53
Legal Requirements	54
Removal of a Governor	54
Review	55
Additional Expectations of the Chair and Vice Chair	55
MEMORANDUM OF UNDERSTANDING	58
Introduction	58
Why does the Church provide Catholic Schools?	58
Core Principles	59
Restatement of the Purpose of the Trust and Catholic Distinctiveness	59
Section A: Purpose	60
Section B: Catholic Distinctiveness	60
Section C: Commitments made by the Bishop and the Diocesan Trustee	61
Section D: Oversight by the Bishop	63
Section E: Commitments made by the Trust Board	65
Section F: Specific Commitments made by the Schools	68
Appendix A: Responsibility, Accountability, Consultation, Information (RACI) Chart	72
Appendix B: Seven Principles of Public Life	74

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

1. Mater Ecclesiae Catholic Multi Academy Trust (referred to herein as the “**Trust**”) is a Catholic multi-academy trust, which has been established by the **Bishop of Lancaster**. 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**.
3. The Trust is a company limited by guarantee (Company Number 13882215) 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. 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:
 - a. determine the vision and values of the Trust;
 - b. support leadership in determining and fulfilling the strategic direction of the Trust;
 - c. hold leadership to account and ensure staff well-being; and
 - d. 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.
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 Lancaster;
 - 9.2 the Directors; 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) 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 body (referred to as the “**Local governing body**”).
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 bodies 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.
15. A **Leadership and Governance Decision Planner** is attached to aid swift decision making.
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 bodies 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 for Governance and Leadership;
- 17.7 Leadership and Governance Decision Planner;
- 17.8 Committee Terms of Reference;
 - Finance & Resources (incorporating finance, resources, audit and risk)
 - Standards (incorporating standards and intervention)
 - Leadership Group
 - Local governing body
- 17.9 Director and Governor Codes of Conduct;
- 17.10 Diocesan Memorandum of Understanding.

PART 2: GOVERNANCE PRINCIPLES: VISION AND VALUES

1. Vision and Values

Our Vision

We are 'One Family in Christ' serving the family of Catholic schools in the Preston area, under the patronage of Mary the Mother of the church - Mater Ecclesiae.

Our vision is to work together to meet the needs of all and strive for excellence. Within our family, members of our community are loved and valued as unique individuals made in the image of God. They are respected and cherished and given every opportunity to grow together.

As 'One Family in Christ' we embrace, celebrate and inspire our diverse communities to achieve their full potential.

2. Catholic Ecclesiology and Principles for Effective Partnership

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 Lancaster 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.

3. Mutual Respect and Distinctiveness

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

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

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

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. It is acknowledged that smaller schools, particularly in rural areas, can be financially vulnerable putting at risk continuity of Catholic education in an area and as a consequence the Trust's policies will prioritise funding support to those schools, either by levying reduced charges for centralised services or weighting resource support in favour of smaller schools.

7. The Common Good

All recognise their responsibility towards the common good, not just of the Academies for whom the Trust is responsible and the wider Diocesan family of schools, but of all of the families and communities in the areas served by the Trust. 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, through the Diocesan Education Service, will also exercise oversight and supervision as diocesan authority and the Diocesan Memorandum of Understanding seeks 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 which guide the relationship of Catholic schools with their diocese. It 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 Directors 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 body”).
- 1.7. Other committees established by the Trust Board may be 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 body.

- 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 role of the Members, the Bishop of Lancaster will be a Member and will appoint other Members from within the Diocese of Lancaster.

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.

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 taking existing schools into the Trust and opening new schools). 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 bodies 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 body 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 body 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.
- 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 body 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 body 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. The Local governing bodies are not expected to establish any subcommittees. The Local governing body is encouraged to form working groups to deliver specific projects if required, whether in conjunction with the Trust Board or alone, and subject to any guidance offered by the Trust Board from time to time.

- 5.3. 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.
- 5.4. In the event of any serious disagreement between the Trust Board and a Local governing body which cannot be resolved by the Chair of the Local governing body discussing the matter with the Chair of the Trust Board will be referred to the Diocesan Education Service for guidance.
- 5.5. No alteration of the Articles or change to the Scheme or removal of delegated authority shall invalidate any prior act of the Local governing body (or other committee) which would have been valid if that alteration or withdrawal had not been made.
- 5.6. As a matter of general principle, the Local governing body 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 an “**Executive Team**”, led by the “**Chief Executive Officer**” (the senior 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 Executive 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 Executive 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 body.
- 7.2. No Trust or Academy monies (whether or not authority to expend has been devolved to the Local governing body) 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 body 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 body 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, who may also require changes to be made, but who will consult first with the Local governing body 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 bodies) will ensure that the Chief Executive Officer for the MAT, 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 body (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 body 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. Temporary use and short term lettings will be managed by the Local governing body, 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 body has authority to determine any appeals against admission and any decision by the Headteacher to exclude any pupil.

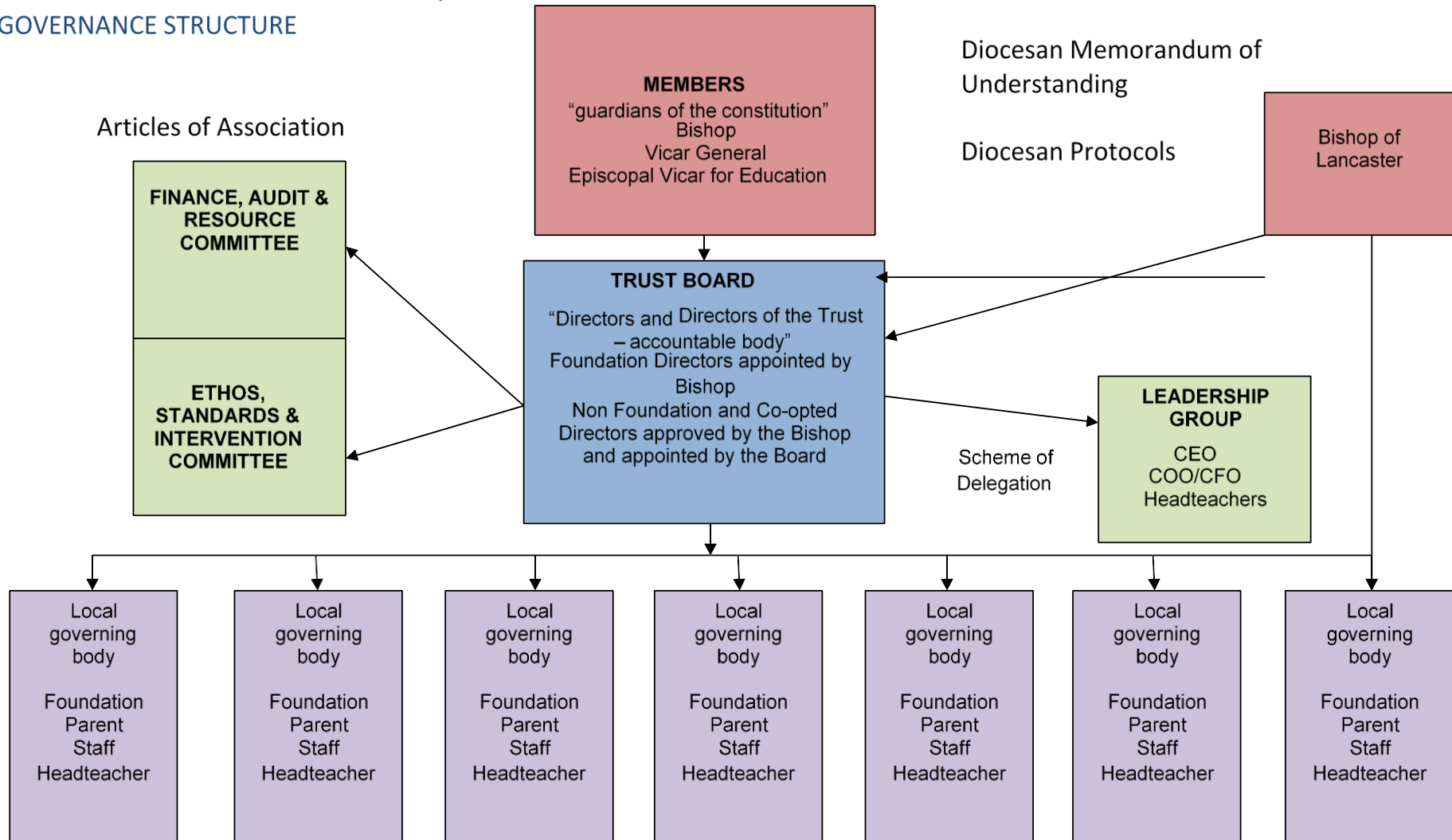
PART 4: SUPERVISION AND INTERVENTION: ACCOUNTABILITY

1. Notwithstanding the level of delegated responsibility to the Local governing body 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 body 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 and the Diocese of Lancaster, 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 body (such responsibility being managed in practice by the Headteacher), the Directors are removed from the operational risks and thus require 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 Academy Trust Handbook or communication received from the Education & Skills Funding Agency seeking to investigate any complaint made in relation to the Academy.
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 body acknowledges the need for and submits to any inspection by the Directors, the Executive Team and the Diocesan Education Service.

7. Where weaknesses are identified, either as a consequence of a fall in standards, a failure of governance and/or leadership or where there is any financial wrongdoing, the Trust Board expressly reserves the unfettered right to review or remove any (or indeed all) power or responsibility conferred on the Local governing body under this Scheme of Delegation.
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 Executive Team and the Diocesan Education Service.
9. If the Directors resolve to suspend all delegated authority to a Local governing body, an executive or management board will be established to undertake the responsibilities of the Local governing body 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 body 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 body 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 body 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.
11. The Trust Board shall not exercise any power to suspend or remove the Headteacher without first discussing with the Chair of the Local governing body the need to ensure that such power is being exercised appropriately and proportionately.

TRUST STRUCTURE CHART

Mater Ecclesiae Catholic Multi Academy – GOVERNANCE STRUCTURE



SUMMARY OF DELEGATED GOVERNANCE RESPONSIBILITY

DIOCESE OF LANCASTER: Mater Ecclesiae Catholic Multi Academy Trust

Members	Directors/Trust Board	Local Governing Body
<ul style="list-style-type: none"> • 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) 	<ul style="list-style-type: none"> • 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 chief 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 • approve overall Trust budget and approve School budget parameters • 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 • support local governing bodies in the recruitment of headteachers and in the facilitation of senior leader performance management • 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 	<ul style="list-style-type: none"> • 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 School budget and support the head teacher in submitting the budget to the Trust Board for formal approval • approve any significant 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 • undertake recruitment of headteachers and facilitate the performance management of senior leaders • 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)

	<ul style="list-style-type: none">• oversee any significant capital expenditure and building projects ensuring compliance with Trust finance policy• approve of all funding applications• decision maker for all appeals	<ul style="list-style-type: none">• 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
--	--	---

SUMMARY OF DELEGATED LEADERSHIP RESPONSIBILITY
DIOCESE OF LANCASTER: Mater Ecclesiae Catholic Multi Academy Trust

Chief Executive Officer/Accounting Officer	Chief Operating Officer/ Chief Financial Officer	Headteacher
<ul style="list-style-type: none"> • 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 body,] 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 Director and the Education & Skills Funding Agency leads and manages any process for the expansion of the Trust and its schools 	<ul style="list-style-type: none"> • responsible for all operational matters • fulfils responsibilities of "chief financial officer" under the Academy Trust Handbook • supports the Trust CEO 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 	<ul style="list-style-type: none"> • 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 Body 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 Body and ensuring the School manages within its budget • advises on School policies, which are delegated to the Local Governing Body for determination • responsible for safeguarding and



	funding and/or distribution of any capital grant	wellbeing of pupils and staff <ul style="list-style-type: none">• decides any pupil exclusions• manages School's relationship with its community
--	--	---

LEADERSHIP AND GOVERNANCE DECISION PLANNER

This decision planner is designed to work in conjunction with the formal Scheme of Delegation adopted by the Trust. It provides a quick reference guide to how some of the important decisions within the Trust are to be made. Any discrepancies between this document and the Scheme of Delegation shall be construed in favour of the Scheme of Delegation, which will take precedence. Further detail of the involvement of the Bishop, the Diocese of Lancaster and the Diocesan Education Service is contained in the **Diocesan Memorandum of Understanding**.

The different levels of delegated power are listed below but it should be noted that not every task requires all levels of delegated power to be defined:

- Approve (App);
- Propose (Pro);
- Develop (Dev);
- Monitor (Mon);
- Consulted (Con);
- Implement (Imp).

The governance and management layers within the Trust are identified as follows:

1. Trust Members (the **"Members"**);
2. Trust Board of Directors (the **"Board"**);
3. Local Governing Body (the **"LGB"**);
4. Trust Chief Executive Officer (or assigned member of the Executive Team) (**"CEO"**);
5. Headteacher/Head of School (**"HT"**).

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
1.	Governance and Vision						
1.1.	Approve any changes to Trust Articles of Association	App	Pro				
1.2.	Approve any changes to Trust Scheme of Delegation	App	App/Pro	Imp	Imp	Dev/Pro	Imp
1.3.	Establish or merge Local governing bodies	Con	App/Pro	Con		Pro/Imp	
1.4.	Establish Trust Committees and determine terms of reference		App			Pro	
1.5.	Establish LGB Working Groups		App	Con	Con	Pro	Imp
1.6.	Appoint (and remove) Chair of Trust Board	App/Imp	Pro				
1.7.	Appoint Foundation Directors	App/Imp	Pro/Con				
1.8.	Remove Foundation Directors	App/Imp	Pro				
1.9.	Appoint Co-opted and Non-Foundation Directors	App/Imp	App/Imp				
1.10.	Remove Co-opted and Non-Foundation Directors	App/Imp	Pro				
1.11.	Appoint Chair of LGB	Mon	App	Pro/Imp	Con	Con	
1.12.	Remove Chair of LGB	Mon	Pro/App	Con	Con	Con	
1.13.	Appoint Foundation Governors	App/Imp	Con	Pro	Pro	Con	Con



1.14.	Appoint Non-Foundation Governors (other than elected Governors)	App	App	Pro/Imp	Pro/Imp		
1.15.	Remove Foundation Governors	App/Imp	Pro/Con			Con	
1.16.	Remove Non-Foundation Governors and Elected Governors	Mon	Pro/App	Pro	Con	Con	Con
1.17.	Appoint (and remove) Clerk to Trust Board		App			Pro	
1.18.	Appoint (and remove) Clerk to LGB		Pro/Mon	Con	Con	Pro	
1.19.	Director skills audit and governance reviews	Mon	App			Pro/Imp	
1.20.	Governor skills audit	Mon	App	Con	Con	Pro/Imp	Imp
1.21.	Approve Directors/Governor Expenses Policy		App			Pro/Imp	
1.22.	Manage Conflicts of Interest		App	Imp	Imp	Pro/Imp	

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
2.	Finance						
2.1.	Trust & Academy Financial Regulations and Procedures		App	Imp	Imp	Dev/Pro	Con
2.2.	Appoint Trust auditors		App			Pro/Imp	
2.3.	Approve Trust Budget		App			Dev/Pro	



2.4.	Trust Annual Accounts	Mon	App			Pro/Imp	
2.5.	Directors Annual Report	Mon	App			Pro/Imp	Con
2.6.	Undertake financial efficiency review (across the Trust)		App			Dev/Imp	Con
2.7.	Undertake financial efficiency review (within the Academy)		App	Mon	Mon	Con/Pro	Imp
2.8.	Compile and review Trust Risk Register		App			Imp	Con
2.9.	Compile and review Academy Risk Register, report on risks to Trust Finance and Resources Committee		Mon	Con	Con	Mon	Pro
2.10.	Trust Academies Accounts Returns to ESFA		App			Imp	
2.11.	Response to Auditor's Management Letter		App			Imp	
2.12.	Academy Budget Plan		App	Pro	Pro	Pro/Imp	Con
2.13.	Academy Accounts Return to ESFA		Mon/App	Con	Con	Imp	Con

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
3.	Strategy, Performance and Expansion						
3.1.	Trust Strategic Plan	Mon	App	Con	Con	Dev/Pro	Con/Imp
3.2.	New, converter or sponsored academies joining MAT	App	App/Pro			Pro/Imp	Con
3.3.	Academy expansion and/or change in age	App	App	Con	Con	Pro/Imp	Con/Imp



3.4.	Determine overall effectiveness of Academy		App			Pro	Con
3.5.	Academy Performance Targets		Mon/App	Con	Con	Pro/Imp	Con
3.6.	Academy Development Plan		Mon/App	App		Pro/Con	Pro/Imp
3.7.	Academy Action Plan/School Improvement Plan		Mon/App	App	Con	Pro/Con	Pro/Imp
3.8.	Intervention/Establish Executive/Management Board		App			Pro/Imp	Con
3.9.	EYFS Policy		Mon	App	App	Con	Pro/Imp
3.10.	EYFS Plan & Quality of Provision		Mon	App	App	Con	Pro/Imp
3.11.	SEN Policy		Mon	App	App	Con	Pro/Imp
3.12.	SEN Plan & Quality of Provision		Mon	App	App	Con	Pro/Imp
3.13.	Teaching & Learning Policy		Mon	App	App	Con	Pro/Imp
3.14.	Curriculum Policy		Mon	App	App	Con	Pro/Imp
3.15.	Sex Education policy	App	Mon	App	App	Con	Pro/Imp
3.16.	Religious Education policy	App	Mon	App	App	Con	Pro/Imp

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
4.	Staffing						



4.1.	Determine Trust executive staff structure and grades	Mon	App			Pro/Imp	
4.2.	Determine Academy staff structure and grades		App	Con	Con	Pro	Imp
4.3.	CEO appointment	Con	App/Pro/Imp				
4.4.	Executive Team appointments	Mon	App			Pro/Imp	
4.5.	Academy Executive Headteacher/Headteacher/Head of School/Deputy Headteacher appointments	Con	App	Pro	Pro	Pro /Imp	
4.6.	Academy teaching and support staff appointments		Mon	App	App	App	Pro/Imp
4.7.	Performance management of CEO	Con/Mon	Imp				
4.8.	Performance Management of Executive Headteacher/Headteacher	Mon	App	Pro	Pro	Imp/App	
4.9.	Suspension of CEO/Executive Team/Executive Headteacher/Headteacher	Con	App	Con	Con	Pro	
4.10.	Dismissal of CEO/Executive Team/Executive Headteacher/Headteacher	Con	App	Con	Con	Pro	
4.11.	Performance Management of Head of School		Mon	Pro	Pro	Imp/App	
4.12.	Performance Management of SLT		Mon	Mon	Mon	Mon	App/Imp
4.13.	Suspension of Head of School	Con	App	Con	Con	Pro	
4.14.	Dismissal of Head of School	Con	App	Con	Con	Pro	
4.15.	Suspension and dismissal of other teaching and support staff		App			App	Pro/Imp
4.16.	Redundancy of staff		App	App	Con	Pro/Imp	Pro/Imp



4.17.	Restructuring of staff		App	App	Con	Pro/Imp	Pro/Imp
-------	------------------------	--	-----	-----	-----	---------	---------

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
5.	Land and Contracts						
5.1.	Asset Management Strategy and insurance		App	Con	Con	Pro/Imp	Con
5.2.	Health & Safety plus safeguarding Policy & Review		App	Con	Con	Pro/Imp	Con
5.3.	Condition Surveys		App	Con	Con	Pro/Imp	Pro
5.4.	Expansion and Redevelopment Works	=	App	Con	Con	Pro/Imp	Pro
5.5.	Leases	Con/App	App/Pro	Con	Con	Pro/Imp	Pro
5.6.	Lettings and shared use		Mon	Mon	Mon	App/Con	Pro/Imp
5.7.	Strategic support and shared services		Mon	Con	Con	App/Imp	Pro/Imp

	Task	Members	Board	LGB		CEO	HT
				Effective Academy	Supported Academy		
6.	HR and Policies						



6.1.	Pay & Remuneration Policy		App	Con	Con	Pro/Imp	Imp
6.2.	Job Role Salary & Grading Policy		App	Con	Con	Pro/Imp	Imp
6.3.	Changes to Employee Terms & Conditions or Collective Agreements		App	Con	Con	Pro/Imp	Imp
6.4.	Performance Management & Appraisal Review Policy		App	Con	Con	Pro/Imp	Imp
6.5.	Disciplinary Policy		App	Con	Con	Pro/Imp	Imp
6.6.	Grievance Policy		App	Con	Con	Pro/Imp	Imp
6.7.	Capability Policy		App	Con	Con	Pro/Imp	Imp
6.8.	Whistle-blowing Policy		App	Con	Con	Imp/Pro	Imp
6.9.	Re-structuring & Redundancy Policy		App	Con	Con	Imp/Pro	Imp
6.10.	Employee Health & Safety Policy		App	Con	Con	Imp/Pro	Imp
6.11.	Academy times, terms and holidays	Mon	App	Pro	Pro	Con	Pro/Imp
6.12.	Adoption and review of Non-HR Statutory Policies		App	Con	Con	Pro/Imp	Pro/Imp
6.13.	Exclusions		Mon	Mon/App	Mon/App	Mon	Pro/Imp
6.14.	Appeals against Permanent Exclusion		Mon	App	App	Con	Pro/Imp
6.15.	Complaints	Con	Mon	Mon	Mon	Imp/Mon	Imp

COMMITTEE TERMS OF REFERENCE: FINANCE/AUDIT/RISK

- 2 The Directors have the power to establish any committee to assist in the conduct of the business of the Trust. If a committee is to have decision making authority, the committee board must comprise a majority of Directors, enabling a quorate decision to be made.
- 3 Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to the Scheme of Delegation.
- 4 Where relevant the following functions may be delegated to any committee or committees dealing with matters of finance, audit and risk.
- 5 To be Quorate there must be 3 Directors attending the meeting

Finance

- 6 To ensure that the Trust Board is kept informed of all major financial issues concerning the Trust and its Academies, the overall Trust budget and those of the individual Academies, the management of funds against the budget, the benchmarking of financial performance and the heads of expenditure, the way funds are utilised (including value for money) and the way monies are secured.
- 7 To recommend the annual budget for the Trust and the Academies to the Trust Board for approval, having consulted Headteachers and (if appropriate) Local governing bodies.
- 8 To receive reports from the Headteachers regarding the Trust's/Academies' finances. This will include reports on the monitoring of income against expenditure and proposals to revise forecasts for the year. The committee will work with the Trust and the Headteachers to make any recommendations to the Trust Board.
- 9 To monitor the production, timeliness and accuracy of key financial statements in response to both statutory and local requirements.
- 10 To support (recommending and advising) the Trust Board in developing and then implementing a reserves policy and to consider the impact of strain in individual Academy budgets.
- 11 To support (recommending and advising) the Trust Board in developing and then implementing the Financial Regulations Manual and associated procurement policy.
- 12 To review tenders for major contracts as specified in the Financial Regulations Manual. To approve or reject tender proposals or, where required, make recommendations to the Trust Board.
- 13 To recommend any changes in the Financial Regulations Manual, where significant, to the Trust Board. To review the operations of the Trust and the Academies in relation to the procedures shown in the Financial Regulations Manual. To work with the Headteachers to resolve breaches and to improve procedures as appropriate.

- 14 To monitor key financial and accounting systems and reviewing any audits of these or the general finances of the Trust and make recommendations to the Trust Board and/or the Local governing bodies as appropriate.

Audit and Risk

- 15 Advise and report to the Directors in relation any organisational risks which might impede the development and implementation of a long-term strategy for the success of the Trust. The Directors shall consider any such advice given by the Audit Committee
- 16 Support the Directors in developing an organisational structure which reflects the Trust's values and enables the management systems, structures and processes to work effectively in line with legal requirements and to ensure sound financial management.
- 17 Support the Directors in the formulation of financial and risk management policies for the Trust and the Academies for achieving the aims and objectives set out in the Trust's Development Plan or long-term strategic vision.
- 18 Advise the Directors on the adequacy and effectiveness of the Trust's systems of internal control and its arrangements for risk management, control and governance processes and securing economy, efficiency and effectiveness (value for money).
- 19 Regularly review the statement on internal control and make appropriate recommendation to the Directors and when appropriate communicate messages and advice to the Local governing body, liaising as necessary with any responsible officer appointed by the Local governing body to be responsible for financial oversight and risk management of the Academy's activities.
- 20 Support (and challenge when necessary) the Directors and in particular the Chief Executive Officer (being the Trust's "accounting officer") to ensure he or she satisfies his or her duty as accounting officer to:
 - 20.1 Ensuring value for money;
 - 20.2 Ensuring regularity and propriety;
 - 20.3 Ensuring prudent and economical administration;
 - 20.4 Avoiding waste and extravagance;
 - 20.5 Ensuring the efficient and effective use of resources;
 - 20.6 Keeping proper accounts.
- 21 Establish and implement a system of financial and risk reporting by the Academies to the Directors and to oversee that reporting to ensure that such a system complies with the Trust's legal obligations.

- 22 Review any financial and risk report submitted by the Academies and advising the Directors on any issues arising from it as well as making recommendations for future reports to sustain the integrity of the financial and risk management systems.
- 23 Advise on the formulation and implementation of a 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 the Academy to undue risk.
- 24 Advise the Directors on the appointment, reappointment, dismissal and remuneration of auditors (both external auditors and internal audit).
- 25 Monitor the effectiveness of auditors, including the use of auditor performance indicators.
- 26 Ensure effective coordination between auditors ensuring that a consistent method of audit is adopted across all Academies.
- 27 Ensure that additional services undertaken by auditors are compatible with the audit independence and objectivity.
- 28 Agree the work programme of internal audit including the checking of financial controls, systems, transactions and risks.
- 29 Consider the reports of the auditors and, when appropriate, advise the Directors and the Academies of material control issues.
- 30 Monitor the implementation of agreed audit recommendations.
- 31 Advise on policies for the securing of the funds and assets of the Trust including by the prevention of loss through fraud and irregularity.
- 32 Ensure that all allegations of fraud and irregularity are appropriately investigated and control weaknesses addressed, working with the Directors and the Headteachers of the Academies, as appropriate.
- 33 Recommend the annual financial statements to the Directors for approval.

COMMITTEE TERMS OF REFERENCE: ETHOS/STANDARDS/INTERVENTION

1. The Directors have the power to establish any committee to assist in the conduct of the business of the Trust. The committee board must comprise 3 Directors, enabling a quorate decision to be made.
2. Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to the Scheme of Delegation.
3. The following functions may be delegated to any committee dealing with standards (including governance), school improvement and intervention.
4. It is anticipated that these tasks will be carried out in conjunction with the Trust's Leadership Group where a separate Standards Committee is appointed. If there is no separate Standards Committee, these tasks will be undertaken by the Leadership Group under the guidance of the Chief Executive Officer and with the support of the Trust's Executive Team.

Standards

5. To consider any appropriate curriculum priorities to be implemented across the Trust.
6. To ensure that any statutory and Diocesan requirements relating to key policies on academy aims, special needs, sex education, charging, religious education, collective worship, attendance and behaviour are implemented.
7. To assist the Chief Executive Officer and the Headteachers of the Academies, as appropriate, in the formulation of statutory policies. Any statutory policies must be ratified by the Trust Board.
8. To review the performance of the Academies against agreed Key Performance Indicators.
9. To support the Trust Board with the development of a strategic plan for any Supported Academy which identifies agreed priorities and targets for improvement, focusing specifically on both standards and resource planning.
10. To work with the Chief Executive Officer and the Headteachers in developing the awareness of the Local governing body of the Academy's curriculum priorities.
11. Assess the performance of the Academies as a group, developing a benchmarking tool which can be used to drive further improvements, advising the Trust Board on the effectiveness of this and liaising with the Diocesan Education Service to implement any Diocesan guidance or advice.
12. Seek to identify areas where greater collaboration between the Academies can improve standards and outcomes.

13. With the assistance of the Chief Executive Officer and the Diocesan Education Service, carry out periodic reviews of the standards of teaching and learning in each of the Academies.
14. To review and recommend to the Trust Board personnel procedures such as recruitment, redundancy, discipline, grievance, capability and pay policies, having regard at all times to any guidance issued by the Catholic Education Service.
15. To review employment practices of the Trust, recommending to the Trust Board adoption of new practices where appropriate.
16. To ensure that the employment and personnel functions of the Trust remain in line with legal requirements and the conduct of a good employer.
17. To support the Local Governing Bodies in reviewing the staffing structure and pay incentives of the Academies from time to time, working with the Chief Executive Officer and the Headteachers and the appropriate management teams, ensuring that the Trust structure maintains high performing academies.
18. To ensure there is a suitable and effective appeals procedures for HR matters.
19. To work with the Chief Executive Officer in engaging with the trade unions and maintaining good industrial relations, calling on the support of the Diocesan Education Service when needed.
20. To draft and keep under a review a policy statement on staff consultation for approval by the Trust Board and to undertake any formal consultations on personnel matters.
21. To review and recommend for adoption the procedures for dealing with discipline and grievances and ensure that all staff are informed of them.

Governance

22. In consultation with the Diocesan Education Service, to monitor the effectiveness of the Scheme of Delegation and to consult with staff and the Local governing bodies where change is advisable or has been recommended by the Diocesan Education Service.
23. In collaboration with the Diocesan Education Service, to develop and implement a programme of Director and Governor training.
24. To undertake a regular skills audit of both the Trust Board and each of the Local governing bodies and making appropriate recommendations to the Trust Board for appointments and removals where necessary.
25. To vet all nominations for appointments to the Local governing bodies.
26. To support the Chairs of the Local governing bodies to ensure they are working effectively.

27. To develop and support the adoption of best practice in governance at all levels in the Trust, having regard to any advice and guidance of the Diocesan Education Service.
28. In consultation with the Diocesan Education Service, to advise the Trust Board on any intervention at Local governing body level where there has been a break down in governance.
29. To advise and lead on the appointments of clerks to the Trust Board and the Local governing bodies and to support their training to ensure they are knowledgeable about the governance arrangements within the Trust.

COMMITTEE TERMS OF REFERENCE: LEADERSHIP GROUP

3. The Directors have the power to establish any committee to assist in the conduct of the business of the Trust. If a committee is to have decision making authority, the committee board must comprise a majority of Directors, enabling a quorate decision to be made.
4. Details of the committees established by the Trust are noted in the Trust's Structure Chart appended to the Scheme of Delegation.
5. The purpose of the Leadership Group is to provide a focus for the setting of policy and to develop the strategic vision of the Trust. The Leadership Group will both support and advise the Trust Board and will facilitate communication between the Trust Board and the Local governing bodies as well as provide an opportunity for the Academies to explore and develop areas of collaboration and shared working.
6. The Trust Board will consult the Leadership Group regularly and specifically on the matters noted in the Trust's Leadership and Governance Decision Planner as being the responsibility of the Directors and the Chief Executive Officer.
7. All Headteachers and Chairs of the Local governing bodies will be invited to participate in the Leadership Group. The Chief Executive Officer will chair meetings of the Leadership Group and will report to the Trust Board on matters discussed and agreed within the Leadership Group.
8. In the event the Leadership Group becomes unworkable due to size or the location of the schools, the Trust Board may establish sub groups based on phase or location.
9. The Leadership Group will also act as a strategic advisor on educational matters to ensure the long term success of the Academies and that continuous improvement is made within all Academies.
10. The Leadership Group will assist with succession planning and the building of leadership capacity.
11. Meet regularly as required by the CEO.
12. The full Leadership Group (i.e. including Chairs of the Local governing bodies) will meet three times a year; in October, February and May. The agenda for the Headteacher meetings will be flexible and adapted to need. It is expected that the focus for the full Leadership Group meetings will include:
 - Collaboration,
 - Governor skills,
 - Training and Development,
 - Admissions,
 - Curriculum Priorities,
 - Strategy,
 - Vision,
 - Review of the year and Forward Planning.



13. A representative of the Trust Board may be asked to attend at the invitation of the Chair of the Leadership Group. The Members will be informed of the dates for the meetings of the full Leadership Group on the expectation that periodically a representative of the Members may attend.
14. The Trust Board recognises the important role played by the Leadership Group and commits to keeping the Leadership Group informed and to have regard to any advice or guidance provided by the Leadership Group on any matter affecting the Trust or the Academies, including threats and opportunities facing the Academies and the Trust more widely.
15. The Leadership Group will work closely with any Standards Committee, supporting the functions to be carried out by the Standards Committee. If there is no separate Standards Committee, these tasks will be undertaken by the Leadership Group under the guidance of the Chief Executive Officer and with the support of the Trust's Executive Team.

COMMITTEE TERMS OF REFERENCE: LOCAL GOVERNING BODY

Purpose

1. A Local governing body (LGB) 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 LGB.
2. The purpose of the Local governing body is to provide local accountability and day to day support and oversight of the Academy's leadership team.
3. The roles and responsibilities of the Local governing body are set out in the Table of Key Delegated Responsibilities.

Constitution

4. Governors appointed to a Local governing body shall be appointed as follows:
 - 4.1 such number of Foundation Governors appointed by the Diocesan Bishop to ensure that the Foundation Governors outnumber all other Governors by at least 2;
 - 4.2 the Headteacher of the Academy (or Headteachers where the Academies are federated and there is no Executive Headteacher);
 - 4.3 up to 1 Staff Governor, elected or appointed through such process as the Local governing body may determine;
 - 4.4 up to 1 Parent Governor, 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;
 - 4.5 up to 1 Additional (or Non-Foundation) Governor appointed by the Local governing body with the approval of the Trust Board.
5. There is no power to co-opt Governors to the Local governing body but advisers (including other members of staff in the Academy) may attend meetings provided they do not take part in any decision making.
6. All Governors must 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.

Term of Office

7. The term of office for any Governor shall be 4 years (save that this time limit shall not apply to the Headteacher or any post which is held ex officio, 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 body.
8. A Governor shall serve for no more than 3 terms of office.

Resignation and Removal of members of the Local governing body

9. 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 Directors reserve the power to do without the need to provide any reasons for removal). Any vacancy on a Local governing body will trigger an appropriate appointment or election and must be notified to the Trust Board and the Diocesan Education Service.
10. Any person who would not be eligible to be a Director in accordance with the Trust's Articles of Association will not be eligible for appointment or election to the Local governing body and must resign from the Local governing body if they become ineligible. Details of eligibility to serve as a Governor are set out in the Governor Code of Conduct.
11. 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 body and shall cease to serve on the Local governing body automatically on termination of his or her employment.
12. Where a person who serves on the Local governing body 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 body, copied to the Clerk to the Local governing body.

Appointment of the Chair and Vice-Chair

13. Subject to any direction by the Trust Board, Governors shall each school year (typically at the first meeting of the year) elect a Chair and Vice-Chair from amongst the Foundation Governors.
14. 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.
15. The Clerk to the Local governing body shall act as chair during that part of any meeting at which the Chair and Vice Chair are elected.
16. Any election of the Chair and Vice Chair which is contested shall be held by secret ballot.
17. More details as to the role and responsibilities of the Chair are set out in the Governor Code of Conduct.

Meetings

18. The minutes of the proceedings of a meeting of the Local governing body 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 body and shall be signed (subject to the approval of the members of the Local governing body) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:

- 18.1. all appointments of officers made by the Local governing body; and
- 18.2. all proceedings at meetings of the Local governing body and of committees of the Local governing body including the names of all persons present at each such meeting.
19. The Chair shall ensure that copies of minutes of all meeting of the Local governing body (and such of the subcommittees as the Local governing body shall from time to time notify) shall be provided to the Chief Executive Officer and (if requested) the Diocesan Education Service as soon as reasonably practicable after those minutes are approved.
20. Subject to this Scheme of Delegation, the Local governing body 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 body. The Local governing body 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.
21. The Trust Board may direct the Local governing body to allow either Directors, any member of the Trust's Executive Team or a Governor from another Local governing body in the Trust to attend meetings of the Local governing body. Such persons may engage in discussion but will not be permitted to vote on any resolution of the Local governing body.
22. Meetings of the Local governing body shall be convened by the clerk to the Local governing body. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:
 - 22.1. given by the Local governing body; or
 - 22.2. given by the Chair or, in his absence or where there is a vacancy in the office of chair, the Vice-Chair.
23. Any three Governors may, by notice in writing given to the clerk, requisition a meeting of the Local governing body; and it shall be the duty of the clerk to convene such a meeting as soon as is reasonably practicable.
24. Each Governor shall be given at least seven clear days before the date of a meeting:
 - 24.1. notice thereof and sent to each Governor at the email address provided by each Governor from time to time; and
 - 24.2. a copy of the agenda for the meeting.
25. 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.
26. 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.
27. A resolution to rescind or vary a resolution carried at a previous meeting of the Local governing body shall not be proposed at a meeting of the Local governing body unless

the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

28. A meeting of the Local governing body shall be terminated forthwith if:

28.1. the Governors so resolve; or

28.2. the number of Governors present ceases to constitute a quorum for a meeting of the Local governing body in accordance with paragraph 6.10, subject to paragraph 6.12.

29. Where in accordance with paragraph 6.10.2 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.

30. Where the Local governing body resolves in accordance with paragraph 6.10.1 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local governing body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and it shall direct the clerk to convene a meeting accordingly.

Quorum

31. The quorum for a meeting of the Local governing body, and any vote on any matter thereat, shall be three. The proceedings of the Local governing body 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.

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

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

34. 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.

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

36. Minutes of meetings of the Local governing body 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.
37. Any Governor shall be able to participate in meetings of the Local governing body 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.

Notices

38. 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 body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation, "address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
39. A notice may be given by the Local governing body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his 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 body by the Governor. A member whose registered address is not within the United Kingdom and who gives to the Local governing body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Local governing body.
40. A Governor present, either in person or by proxy, at any meeting of the Local governing body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
41. 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.

DIRECTOR CORE COMPETENCIES AND CODE OF CONDUCT

Introduction

As a charity and company limited by guarantee, [name of the Catholic Education Trust] (the "Trust") is governed by a Board of Directors (the "Directors"). The Trust's charitable purpose is the advancement of the Catholic religion and the Trust is accountable to the Bishop of Lancaster, the diocesan authority for the purposes of the academies and the religious authority for all matters. Notwithstanding whether a Director is appointed by the Bishop (i.e. as a

Foundation Director) or by the Board of Directors (i.e. Co-opted Directors and Non Foundation Directors), all Directors must comply with the wishes of the Bishop and fulfil the charitable object of the Trust, acting at all times in observance of the values of the Catholic Church. The Bishop is a Member of the Trust and appoints all other Members.

Whilst the Directors are accountable to the Bishop and the other Members of the Trust, the Directors have overall responsibility and accountability for all strategic and operational matters within the Trust and have been delegated decision making authority by the Members. The Board is intended to be strategic not operational and has delegated the day to day management of the business and the responsibility for the running of the academies to those officers of the Trust with executive and leadership responsibilities. The Board's main purpose is to:

- determine the vision and values of the Trust consistent with those of the Bishop;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Directors have established Local governing bodies to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. Further detail can be found in the Trust's Scheme of Delegation.

The Trust is an exempt charity whose principal regulator is the Secretary of State for Education. Whilst this means the activities and constitution of the Trust are primarily determined by the Department for Education subject to the wishes of the Bishop, nevertheless the Trust is subject to company law and charity law and occasionally the jurisdiction of the Charity Commission. The Directors therefore have both responsibilities as directors of a company and Directors of a charity.

Legal Duties of the Directors

The Directors of a charity have a fiduciary duty to act in good faith in the best interests of the charity. This duty includes a responsibility to do the following:

- To ensure compliance with any legal obligations;
- To report on the charity's activities (the Trust must prepare accounts in accordance with the Statement of Recommended Practice for Charities, the so called Charity SORP);

- To fulfil the charitable object of the charity as set out in its constitution (the Articles of Association) and to act in a way which is compliant with the rules of the charity contained in the Articles and the Diocesan Memorandum of Understanding;
- To act with integrity and to avoid any personal conflicts of interest and not to misuse any charity funds or assets;
- To act prudently in the financial management of the charity, avoiding putting any assets, funds or reputation of the charity at undue risk;
- To exercise reasonable care and skill, using personal knowledge and experience to ensure the charity is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

Under company law the Directors must avoid conflicts of interest and act prudently. There are specific legal duties where a company is insolvent or there is a threat of insolvency. More detail can be found in the **Academy Trust Handbook** and Directors must be especially careful where they may have a personal interest in a matter which involves the Trust. Familial relationships at Board and leadership level are discouraged. Directors must comply with the Trust's Conflict of Interest policy which will also address any specific requirements regarding trading with connected parties. Directors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated such Directors to serve on the Board. The role of a Director is unpaid (except for the reimbursement of reasonable expenses).

All Directors will be approved by the Diocesan Education Service. Foundation Directors are appointed by the Bishop and will be practising Catholics. Non Foundation Directors may be appointed by the Trust Board or by the Bishop, but in both cases with the approval of the other. Whilst Non Foundation Directors are not expected to be practising Catholics, they will nevertheless be expected to preserve and uphold the Catholic character of the Trust and fulfil the wishes of the Bishop in so far as these relate to the management of the Trust and its Schools. Directors are appointed for a term of 4 years and can be reappointed on the expiry of such term provided that no Director is to be appointed for more than 3 terms of office.

Specific Duties of the Directors

The specific tasks and responsibilities of the Directors are as follows, to:

- hold governance accountability;
- determine strategic vision and overarching strategic plan;
- provide strategic leadership and governance;
- provide challenge and support to senior leaders undertaking the recruitment and performance of any chief 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;
- approve overall Trust budget and advise on School budgets;

- 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;
- approve of all funding applications;
- decision maker for all appeals.

Individual Directors may be given primary responsibility for particular functions such as audit and financial management, HR, Trust policies and procedures, safeguarding, academy liaison and communication with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Directors are expected to use their skills and experience in the fulfilment of their duties.

Core Competencies and Skills

The following are the core competencies and skills expected of all Directors:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;
- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- To develop a deep understanding of the vision and ethos of the Trust and its academies and the roles played by all individuals in fulfilment of the Trust's mission;
- To understand the policies and procedures of the Trust and how these flow down to the academies;
- To support the Trust in public and act as an ambassador of the Trust and the academies;
- To commit to training and skills development;
- To be ready to ask questions;

- To be focussed on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan **Seven Principles of Public Life**.

Personal Qualities and Values

The role of a Director is challenging but should be rewarding. Directors are expected to be held in high regard and to provide an example to others. As such, Directors will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep-seated commitment to the aims and objectives of the Trust and the Catholic Church;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;
- An ability to use financial and workforce data to inform decision-making;
- Appropriate levels of literacy in English;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by the Bishop.

Specific skills may be needed if a Director is to take responsibility for and lead on a specific area or to meet a skills shortage that has been identified. The Trust has additional expectations of its Chair and Vice Chair and these are appended to this Code of Conduct. A regular skills audit will be undertaken and Directors should expect to be able to articulate their contribution to the success of the Trust and the academies.

Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Directors satisfy on an ongoing basis the legal requirements for charity Directors. A list of disqualifying reasons is provided by the Charity Commission, [click here for details](#). Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

Removal of a Director

Any concerns regarding a Director's behaviour and actions which may impact adversely on the Trust or fellow Directors will be addressed either by the Bishop or the Chair of the Trust. Except where changes to the Trust Board are made for operational reasons for example to address skills shortages or to satisfy the requirements of the Bishop, steps to remove a

Directors for personal reasons are expected to be taken only in exceptional circumstances for example involving the following:

- A failure to uphold the Catholic values of the Trust and in a way that is contrary to Catholic teaching;
- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Director displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Director has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Director are significantly detrimental to the effective operation of the Trust Board or the Trust more widely, distracting the Trust Board from its core strategic functions and/or the actions of the Director interfere with the operational efficiency of the Trust or any of its academies thereby wasting a significant amount of executive, headteacher and/or senior leadership time;
- Any decision to remove will be made in accordance with the Trust's Articles of Association and applicable law. Any right of appeal will be subject to applicable law.

Review

This Director Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from amongst the Trust Board, but they must be Foundation Directors and regard must be had to any further requirements of the Bishop.

Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

Specific Duties

The Chair's specific duties are to:

- Ensure the Bishop's wishes are fulfilled, liaising directly with the Diocesan Education Service and representatives of the Bishop;
- Provide a clear lead and direction for the Board in formulating and delivering the vision for the Trust;
- Build an effective team, attracting individuals to the Board with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to work of the Trust and driving school improvement across all academies;

- Ensure new Directors are properly introduced to the work of the Trust and the Board and to support their development as effective and valued members of the Board maximising their contribution to the Trust in doing so;
- Work closely with the senior or chief executive officer to ensure there is proper challenge and encouragement of Directors, executive officers and those with leadership responsibilities;
- Provide direct support to the senior or chief executive officer and take the lead in the recruitment and performance management of this role as well as the review of pay and conditions of service;
- Take a lead role in any decision to suspend or discipline the senior or chief executive officer;
- Ensure that school improvement is the focus of all policy and strategy for the Trust, reminding the Directors of this as often as necessary;
- Hold the Directors to account, ensuring the business of the Board is conducted efficiently and effectively, chairing meetings ensuring all Directors have the opportunity to contribute and are listened to with clear decisions being made when necessary, including reporting on the Board's effectiveness to the Members as required;
- Be available when there is a need to act quickly, taking, or supporting the senior or chief executive officer in taking, urgent action and making decisions, subject to subsequent ratification by the Board as necessary;
- Act a focal point and advocate for the Board, liaising as necessary with any regulatory body, the Local governing body and those representing the wider community.

Specific Responsibilities

As the guardian of the Board's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by executive officers is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the Board are held regularly and there is a clear agenda which has been communicated to all Directors 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;
- That the business of the Board is conducted as openly and transparently as possible;
- That decisions taken by the Board are implemented and not circumvented;
- That Directors adhere to the Director Code of Conduct and that the Chair takes appropriate and firm action where this appears not to be the case;
- That the Board undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the Board remains focussed on the Trust's key strategic priorities and that individual Directors either as a group or committee or as individuals do not seek to become overly involved in operational matters;
- There is proper and adequate succession planning;



- That any complaints about the Trust, the actions of the Board or an individual Director or the senior or chief executive officer are dealt with in a timely and effective manner.

Additional Skills

As well as the skills required of a Director, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise;
- Ability to chair meetings and encourage the participation of others;
- Ability to build and lead a team;
- Leadership or managerial experience;
- Ability to delegate;
- Ability to mediate.

GOVERNOR CORE COMPETENCIES AND CODE OF CONDUCT

Introduction

Mater Ecclesiae Catholic Multi Academy Trust (the “Trust”) has been established by the Bishop of Lancaster to safeguard Catholic education in the Diocese. The Trust is governed by a Board of Directors (the “Directors”). The Directors have overall responsibility and accountability for the Trust, reporting to the Bishop as required. The Board has delegated authority to act on behalf of the Trust. The Board fulfils a strategic function and its main purpose is to:

- determine the vision and values of the Trust consistent with those of the Bishop;
- support leadership in determining and fulfilling the strategic direction of the Trust;
- hold leadership to account and ensure staff well-being; and
- oversee the financial performance of the Trust ensuring there are systems in place to manage risk and ensure money is well spent.

The Directors have established local governing bodies to assist them in fulfilling these governance responsibilities and to provide additional support to leadership. The Governors serving on these local governing bodies are answerable to the Directors and the Bishop. All Governors, including those not appointed by but with the approval of the Bishop, must comply with the wishes of the Bishop and fulfil the charitable object of the Trust, acting at all times in observance of the values of the Catholic Church. The main functions of the local governing bodies are to:

- ensure the Academy meets the needs of its community;
- protect the Academy’s character and distinctiveness;
- support teaching and learning to ensure high quality provision;
- safeguard pupil and staff well-being; and
- ensure the Academy works within its budget.

Further detail can be found in the Trust’s Scheme of Delegation.

Duties of the Governors

Whilst Governors are not Directors or directors of the Trust and therefore are not subject to the normal legal responsibilities of charity Directors, Governors are expected to act in good faith in the best interests of the Trust and the Academies for whom the Trust has responsibility. This means Governors have a responsibility to do the following when dealing with matters for the Academy:

- To ensure compliance with any legal obligations;
- To act in a way which is compliant with the charitable object of the Trust, its Articles of Association and the Scheme of Delegation, including the Diocesan Memorandum of Understanding;
- To act with integrity and to avoid any personal conflicts of interest and not to misuse any Trust or Academy funds or assets;

- To act prudently in the financial management of the Academy, avoiding putting any assets, funds or reputation of the Academy or the Trust more widely at undue risk;
- To exercise reasonable care and skill, using personal knowledge and experience to ensure the Academy is well run and efficient;
- To act responsibly, getting advice from others, including professional advisors, where appropriate.

There is specific emphasis on the obligation on Governors to avoid conflicts of interest and to act prudently in the Academy Trust Handbook and Governors must be especially careful where they may have a personal interest in a matter which involves either the Trust or the Academy. Familial relationships at Governor and leadership level are discouraged. Governors must comply with the Trust's Conflict of Interest policy.

Governors must act independently and in the best interest of the Trust even if those interests conflict with those of the body or organisation that might have appointed or nominated them to serve on the local governing body. The role of a Governor is unpaid (except for the reimbursement of reasonable expenses).

Governors are appointed for a term of 4 years and can be reappointed on the expiry of such term provided that no Governor is to be appointed for more than 3 terms of office. Foundation Governors are appointed by the Bishop and will be practising Catholics.

Specific Duties of the Governors

The specific tasks and responsibilities of the Governors (and the local governing body) are to:

- decide the Academy's strategic vision and uphold the Academy's distinctiveness and unique Catholic 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 and budgeting priorities;
- approve of Academy development/action plan;
- approve any significant capital expenditure;
- oversee expenditure ensuring the Academy works within its budget and implement the Trust's risk and financial management policies ensuring probity, prudence and efficiency;
- play an active part in the recruitment of the headteacher by the Trust Board;
- support the senior leadership team in the development and review of an appropriate staffing structure;
- support the headteacher 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 Academy 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.

Individual Governors may be given primary responsibility for particular functions such as standards/school improvement, budgets, safeguarding, community liaison and communication with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility and accountability but Governors are expected to use their skills and experience in the fulfilment of their duties.

Core Competencies and Skills

The following are the core competencies and skills expected of all Governors:

- To work as a team;
- To attend meetings and be prepared to contribute to discussions and commit to agreed actions;
- To be respectful of the views of others and to be open to new ideas and thoughts;
- To treat all confidential information confidentially;
- To act with integrity, avoiding any personal conflicts of interest and complying with the Trust's Conflict of Interest policy;
- To develop a deep understanding of the vision and ethos of the Trust and its Academies and the roles played by all individuals in fulfilment of the Trust's mission;
- To understand the policies and procedures of the Trust and how these flow down to the Academies;
- To support the Trust in public and act as an ambassador of the Trust and the Academies;
- To commit to training and skills development;
- To be ready to ask questions;
- To be focused on problem solving and be ready to learn from past experiences;
- To adhere to the Nolan Seven Principles of Public Life.

Personal Qualities and Values

The role of a Governor is challenging but should be rewarding. Governors are expected to be held in high regard and to provide an example to others. As such, Governors will have the following qualities and values:

- A desire to create positive change and life experiences for young people;
- A deep seated commitment to the aims and objectives of the Trust and the Catholic Church;
- A willingness to devote time and energy;
- An ability to build productive and supportive professional relationships;
- A commitment to equal opportunities and anti-discriminatory practices;
- An understanding of the importance of keeping children safe;
- An ability to think and act strategically;

- An ability to use financial and workforce data to inform decision-making;
- Appropriate levels of literacy in English;
- A person who is reliable, acts with integrity and is capable of good independent judgement;
- Is able to satisfy any requirements set by the Trust Board and the Bishop.

Specific skills may be needed if a Director is to take responsibility for and lead on a specific area or to meet a skills shortage that has been identified. The Trust has additional expectations of the Chair and Vice Chair of the local governing body and these are appended to this Code of Conduct. A regular skills audit will be undertaken and Governors should expect to be able to articulate their contribution to the success of the Trust and the Academies.

Legal Requirements

Before appointment a DBS check will be made and enquiries made to establish that Governors satisfy on an ongoing basis the legal requirements for charity Directors. A list of disqualifying reasons is provided by the Charity Commission, [click here for details](#). Individuals who are disqualified from being a charity trustee are deemed to have resigned with immediate effect.

Removal of a Governor

Any concerns regarding a Governor's behaviour and actions which may impact adversely on the Church, the Trust, the Academy or fellow Governors will be addressed either by the Bishop (who has the power to remove any Foundation Governor) or the Chair of the local governing body (or if need be by the Trust Chair). Except where changes to the local governing body are made for operational reasons, for example, to address skills shortages or to satisfy the requirements of the Bishop, steps to remove a Governor for personal reasons are expected to be taken only in exceptional circumstances, for example, involving the following:

- A failure to uphold the Catholic values of the Trust and in a way that is contrary to Catholic teaching;
- There has been serious misconduct (which will be considered on a case by case basis but as a guide any breach of this Code of Conduct will give rise to a legitimate complaint);
- A Governor displays repeated and serious incompetence (e.g. consistently fails to attend meetings and/or engage with training or address any skills gaps such that their ability to make a meaningful contribution is compromised);
- The Governor has engaged in conduct or behaviour which is aimed at undermining fundamental British values of democracy, the rule of law, individual liberty, mutual respect and tolerance of those with different faiths and beliefs;
- The actions of the Governor are significantly detrimental to the effective operation of the local governing body, the Academy or the Trust more widely, distracting the local governing body from its core strategic functions and/or the actions of the Governor interfere with the operational efficiency of the Academy or the Trust thereby wasting a significant amount of executive, headteacher and/or senior leadership time.

The decision to remove a Governor will be made by the Bishop on the advice of the Trust Board, who will consult both the Academy headteacher and the Chair of the local governing body. Any decision to remove a Governor will be communicated to the Governor concerned who will be given an opportunity to make representations (in writing or verbally) to those removing him or her. It is not expected (or required by law) that the written details of the case against the Governor will be provided.

Review

This Governor Code of Conduct has been adopted by the Trust Board on the date set out below. It is subject to regular review.

Additional Expectations of the Chair and Vice Chair

The Chair and Vice Chair are elected by and from within the local governing body, but they must be Foundation Governors. Regard must be had to any recommendations from the Trust Board, or any requirements of the Bishop. If the Trust Board requires that its approval be sought to any appointment of the Chair and Vice Chair (which the Directors are free to decide from time to time), then any appointment by the local governing body will be subject to ratification by the Trust Board. Elections are expected to take place at the beginning of every year and any interim appointment (for example following the resignation of the current Chair) will be terminated or confirmed at the next appropriate meeting.

Specific Duties

The Chair's specific duties are to:

- Ensure the Bishop's wishes are fulfilled;
- Provide a clear lead and direction for the local governing body;
- Build an effective team, attracting individuals to the local governing body 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;
- Ensure new Governors are properly introduced to the work of the local governing body and the Trust more widely and to support their development as effective and valued members of the local governing body maximising their contribution to the Academy and the Trust in doing so;
- 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;
- Provide direct support to the headteacher of the Academy and to both the Trust Chair and any chief executive officer of the Trust in relation to any recruitment and performance management of this role as well as the review of pay and conditions of service;
- Provide support to the Trust Chair and any chief executive officer in any decision to suspend or discipline the headteacher of the Academy;

- Ensure that school improvement is the focus of all policy and strategy for the Academy, reminding Governors of this as often as necessary;
- Hold the Governors to account, ensuring the business of the local governing body 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 body's effectiveness to the Trust Board as required;
- Be available when there is a need to act quickly, taking, or supporting the Academy headteacher (and if need be any chief executive officer) in taking, urgent action and making decisions, subject to subsequent ratification by the local governing body (and/or Trust Board if need be) as necessary;
- Act as a focal point and advocate for the local governing body, liaising as necessary with any regulatory body, the local governing body and those representing the wider community.

Specific Responsibilities

As the guardian of the local governing body's effectiveness, the Chair has a specific responsibility to ensure:

- That reporting by the Academy headteacher is clear, concise, appropriate and comprehensive, reducing unnecessary paperwork;
- That meetings of the local governing body 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;
- That the business of the local governing body is conducted as openly and transparently as possible;
- That decisions taken by the local governing body are implemented and not circumvented;
- 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 when removal of a Governor is required;
- That the local governing body undertakes regular reviews of any skills gaps or lack of experience and/or capacity and takes active steps to address these;
- That the local governing body 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;
- There is proper and adequate succession planning;
- That any complaints about the Trust or the Academy, the actions of the local governing body or an individual Governor or the headteacher are dealt with in a timely and effective manner.

Additional Skills



As well as the skills required of a Governor, the Chair should be able to demonstrate the following attributes:

- An understanding of the framework within which corporate bodies function;
- Strong communication skills;
- Ability to prioritise and delegate;
- Ability to chair meetings and encourage the participation of others, including mediate;
- Ability to build and lead a team;
- Leadership or managerial experience.

MEMORANDUM OF UNDERSTANDING

Introduction

In light of the significant changes affecting Catholic schools in the Diocese and nationally brought about by the Academies Act 2010, the Bishop and the Diocesan Directors, having consulted with all Diocesan schools (both voluntary aided and academy), have set out in this Memorandum of Understanding their expectations of the schools and what might be expected of them. This is to ensure that the schools continue (irrespective of any change in status from voluntary aided to academy) to be conducted as Catholic schools in accordance with the canon law and teachings of the Roman Catholic Church and in accordance with the Trust Deed of the Diocese of Lancaster so that at all times the schools may serve as a witness to the Catholic faith in Our Lord Jesus Christ.

Changes to this Memorandum of Understanding will be made by the Bishop at any time and at his discretion. It is issued as a directive of the Bishop and as such it is binding on the schools and any multi academy trust established by the Bishop and must be complied with.

Why does the Church provide Catholic Schools?

The Church provides Catholic schools to:

- Assist in its mission of making Christ known to all people;
- Assist parents, who are the primary educators of their children, in the education and religious formation of their children;
- Be at the service of the local Church – the diocese, the parish and the Christian home;
- Be a service to society.

The vision for the education of children in Catholic schools is based on answering the fundamental question, posed by Pope Benedict XVI: *“What kind of person would you really like to be?”* Education in the Diocesan family of schools is about enabling children and young people to grow as human persons; working together, the aim is to provide a rounded education for the whole person.

Education must pay regard to the formation of the whole person, so that all may attain their eternal destiny and at the same time promote the common good of society. Children and young people are therefore to be cared for in such a way that their physical, moral and intellectual talents may develop in a harmonious manner, so that they may attain a greater sense of responsibility and the right use of freedom and be formed to take an active part in social life. (Code of Canon Law - 795)

Catholic education is inspired by a vision of life seen whole, embracing the fullness of human experience and its expression in the life of the individual, in the family, in the local community and in society at large. We are created for goodness; we want to help children and young people fulfil that promise and enrich the world as they grow from childhood to mature citizenship.

The vision of a Christ-centred community of faith finds its meaning and purpose in Jesus Christ himself, who taught that he is the 'way, the truth and the life'.

The mission of schools is to develop a sense of truth, of what is good and beautiful. And this occurs through a rich path made up of many ingredients. True education enables us to love life and opens us to the fullness of life. (Pope Francis – Address to Italian School Teachers – 10 May 2014).

Governors, headteachers, senior leaders and all staff must reflect the image of Christ and go about their work with children, families, parishes and local communities in a manner that gives witness to the Catholic faith in our Lord Jesus Christ and Gospel values in action.

Christ is the foundation of the whole educational enterprise in a Catholic school. (The Catholic School, 977 - 34)

Core Principles

There are some core principles that underpin our Diocesan Catholic schools.

The key areas of the distinctive nature of Catholic education are recorded in Principles, Practices and Concerns (Bishops' Conference 1996) and can be considered as underlying principles:

- The **search for excellence** as an integral part of the spiritual quest;
- The **uniqueness of the individual** made in God's image and loved by him;
- The **education of the whole person** based on the belief that the human and divine are inseparable;
- The **education of all** with the particular duty to care for the poor and disadvantaged;
- Moral principles put into practice within a Christian community.

And, the following principles recorded in 'The Common Good in Education' (Bishops' Conference 1996) also apply:

- **Subsidiarity** – which means decisions being taken as close to the grass roots as good government allows;
- **Solidarity** – which means we are all responsible for each other, with a willingness to see others as self.

The Church also promotes the principle of **Community Cohesion**.

- Thus, Catholic schools must continue to look outwards and work in partnership with all other schools in the wider community, to the benefit of all children in society.

Restatement of the Purpose of the Trust and Catholic Distinctiveness

- A. The School shall be conducted in accordance with the terms of the trust of the Diocese of Lancaster.

- B. The School's admission policy must be subject to any and all statutory requirements and common law (as the same are in force from time to time) and comply with the Diocesan Authority's model policy from time to time giving priority to baptised Catholic children above others and only using the criterion of practice of the Catholic faith in cases of oversubscription by Catholics.
- C. The provision of Religious Education and Collective Worship will be undertaken in accordance with the teachings, rites and liturgical norms of the Catholic Church and will be subject to the authority and direction of the Bishop of Lancaster.
- D. Land held by the Diocesan Directors is used by the School at the discretion of the Bishop and must be used for purposes which are consistent with the objects of the trust.

Section A: Purpose

This Memorandum of Understanding (MoU) sets out the understandings and conditions that apply to the development and functioning of the Catholic Education Trusts (referred to by others generally as multi academy trusts or MATs but herein as the "Trust") established by the Bishop for the Diocesan schools. It identifies the Catholic distinctiveness that must apply to the schools within each Trust and identifies the commitments that must be made to secure the success of the Trust and its constituent schools by the Trust Board, the Diocesan Directors and the Diocesan Education Service in providing support and having the necessary oversight of the Trusts established in the Diocese. All these organisations or bodies have a duty to operate within the guidance of the Bishop of Lancaster and it is acknowledged that the Bishop is the primary authority for determining the membership of the respective boards of governance.

In order to exemplify the respective roles and responsibilities of various parties associated with the successful operation of the MAT a 'Responsibility, Accountability, Consultation and Information (RACI) Chart' has been drawn up and is attached as Appendix A. All parties will be expected to commit its best endeavours to make sure that those aspects within its remit and control are delivered in a complete and timely manner.

This MoU reflects the guidance issued by the Catholic Education Service with regard to the protocols that guide the relationship between the Diocese and its Schools. A copy of these protocols are available from the Diocesan Education Service and will be provided to all Catholic senior leaders, Trust Directors and Foundation Governors when appointed to their role. The MoU will also guide the relationship of the Diocese with those schools who continue as voluntary aided schools in the expectation that they will join one of the Diocesan Trusts in due course.

Section B: Catholic Distinctiveness

Set out below are the characteristics of Catholic distinctiveness which must be evident in any school for which the relevant Trust has responsibility, which characteristics are intended to mirror those applicable to voluntary aided Catholic schools.

1. Each school in the Trust must be conducted in accordance with the principles, practices and tenets of the Catholic Church and all Catholic canon law applying thereto including the terms of the trust of the Diocese of Lancaster, so that at all times the school may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The establishment of Catholic schools in the Diocese is a matter for the sole discretion of the Bishop of Lancaster.
2. Each school in the Trust (as with all Catholic schools in the Diocese) is primarily provided for the education of persons who are baptised members of the Catholic Church and the admittance of any other persons must be made only in conformity with the respective academy's admissions policy approved by the Bishop and any direction issued by the Bishop in respect of the same.
3. Each school in the Trust must provide religious education and collective worship in accordance with the teachings, rites and liturgical norms of the Catholic Church and will be subject to the authority and direction of the Bishop of Lancaster. The key areas of the distinctive nature of Catholic education are recorded in 'Principles, Practices and Concerns' as supplemented by 'The Common Good in Education' (Bishops Conference 1996), focussing particularly on the search for excellence as an integral part of the spiritual quest within oneself and within the wider community.
4. Each school in the Trust is part of a wider family of schools and Catholic Education Trusts in the Diocese of Lancaster, with particular emphasis on the mutual support and protection of all schools in the Diocese.

Section C: Commitments made by the Bishop and the Diocesan Trustee

Catholic Character

1. The Bishop with the Corporate Diocesan Trustee, acting through the Diocesan Education Service, will continue to support the development of a strong Catholic ethos within schools which are part of the Trust and in the community of Catholic schools, supporting a collective voice on national issues affecting the schools and helping to communicate the schools' concerns and needs to those with the responsibility for the funding and regulation of schools.
2. The Bishop will provide guidance on the teachings of the Catholic Church in order to support the teaching of others.

Governance and Management Support

1. The Bishop will ensure that any directive issued by him will be in writing and be clearly communicated to the Chair of the Trust.
2. Recognising that education is about the formation of young people and creating an environment that enables the development of character and an approach to life in

the Catholic faith, the Diocese will continue to provide support to the Trust and the schools in the pursuit of excellence and high quality education.

3. The Diocesan Education Service will hold regular meetings of representatives of the Catholic schools in the Diocese to encourage the transfer of knowledge and the sharing of best practice. It is expected that every effort will be made to ensure representatives of the Trust and the schools attend.
4. The Bishop will seek in so far as he is able to ensure that high quality committed, skilled individuals are put forward as directors of the Trust and governors of the local governing bodies established for each of the academies in the Trust. He will monitor the contribution made by such appointees and will remove individuals in the event of misconduct and/or a failure to support the high ideals of the Trust and the Bishop together.
5. The Diocesan Education Service may ask the Trust Board for information in respect of the governance and management of the Trust and the schools for which the Trust is responsible. Where the Diocesan Education Service becomes aware of any matter of significant concern, including any matter which might lead to the Secretary of State exercising his intervention powers, the Diocesan Education Service will discuss the matter with the Trust Board and if appropriate the governors of the school honestly and in good faith with the aim of formulating a plan to address such concern.

Land, Buildings and Capital Expenditure

6. The land on which the schools that form part of the Trust operate is owned by the Diocese of Lancaster and as such neither the land nor the buildings constructed thereon are formally assets of the Trust. The Church Supplemental Agreement, which is put in place when each school joins the Trust, recognises the occupation and use of the school site by the Trust for the particular Catholic school as a bare licensee and that the right of the Diocese to terminate the Trust's use of the site is subject only to the giving by the Diocese of 2 years' notice. Both the Diocese and the Trust will have regard to any guidance issued by the Catholic Education Service as to the question of whether the land and buildings should be recognised as an asset on the balance sheet of the Trust.
7. The Diocesan Education Service will not unreasonably withhold permission for the Trust/school to improve or maintain the school site.
8. In so far as the Diocesan Education Service feels is prudent given competing requests from other schools in the Diocese, the Diocesan Education Service will support the Trust/School in any grant application to the Secretary of State and will provide advice and support in the procurement of capital works. For the avoidance of doubt the Diocese cannot be relied on to provide any form of financial guarantees or assume any financial responsibilities in respect of such works.

Section D: Oversight by the Bishop

Role and Responsibilities of the Diocesan Education Service

1. The Bishop has given responsibility to the Diocesan Education Service to provide support and challenge to the Trusts. This is in recognition of the role of the Bishop as the appropriate diocesan authority in overseeing the Catholic schools in the Diocese reflected in canon law and recognised both in the Education Acts and the Church Supplemental Agreement. This role is wider than the role of the Bishop as the principal and founding Member of the Trust and is crucial to the preservation of the religious character of the schools and the fulfilment of the objects of the Trust. The Department for Education may be assisted by an education board established by the Bishop to support the Director for Education in overseeing the Trusts and in developing and sharing of best practice.
2. The Department for Education shall assist the Bishop and the Diocesan Trustee in monitoring the educational and business management performance of all Trusts in the Diocese, advising the Bishop and the Diocesan Trustee of any concerns regarding the performance of any Trust and in particular the effectiveness of the Trust's Board of Directors (the "Trust Board").
3. Specifically the Director of Education has the authority to seek from the Trust Board any information or assurance it believes necessary and appropriate (about the Trust and/or the schools for which the Trust is responsible) to undertake its role whether on a regular or random basis. The Trust Board will provide to the Director of Education regular, high-level reports regarding the educational and financial performance of the schools and any risks likely to affect the schools or the Trust as a whole to enable the Diocese to:
 - a. measure the performance of the Catholic schools across the Diocese;
 - b. identify when additional support is needed by a Trust;
 - c. facilitate the provision of support to a Trust or any of its schools whether from another Trust, another Catholic school in the Diocese or any third party agencies;
 - d. identify and share best practice across the Diocese, both in terms of school performance and the efficient and proper running of the Trust itself;
 - e. ensure that when the Trust is established the Directors of the Trust fully understand their responsibilities and together have the full range of skills and experience needed;
 - f. review on a periodic basis the skills and experience of the Trust Directors, advising the Bishop and making recommendations as may be necessary as to the appointment and in some cases replacement of those serving as
 - g. Directors (both foundation directors and non foundation directors);
 - h. develop and deliver a programme of training for those who serve as Directors where it has been identified that this might best be done on a diocesan wide basis rather than within an individual Trust.

4. Where the Director of Education believes educational or business management standards within a Trust are below those that have been identified as consistent with the standards and aspirations identified by the Bishop and the Diocesan Trustee, including as a minimum in circumstances when the Secretary of State for Education has identified serious weakness and an intention to serve a warning notice on the Trust or when a complaint has been received by the Bishop, the Director of Education will make recommendations to the Bishop as to any action that should be taken including:
 1. whether any matter needs further investigation or follow up;
 2. whether any independent review is required;
 3. whether the Bishop is advised to take direct action in relation to the Trust or any school; and
 4. whether any approach needs to be made to the Secretary of State under the terms of the Church Supplemental Agreement.

Principles and specifics of the relationship between the Diocese and the Trust Board

1. Notwithstanding the high-level oversight role undertaken by the Diocesan Education Service, the relationship between the Diocese and the Trust Board should be based on one of mutual respect and appropriate question and challenge in an open and transparent manner consistent with the Catholic nature of the organisations. It is expected that both organisations will subscribe to the Seven Principles of Public Life identified by the Nolan Committee and detailed in Appendix B of this document.
2. Information provided to the Department for Education by the Trust Board will be acknowledged and the Director of Education will share any advice he or she provides to the Bishop regarding any specific matter involving the Trust with the relevant Trust Board except in so far as the Director considers any such advice should be kept confidential.
3. The Director of Education should be willing and able to provide advice and guidance to the Trust Board outside of any formal reporting regime.
4. It is recognised that good practice would be for representatives of each Trust Board, e.g. the Chair, to meet at least once annually to ensure there is both dialogue and data exchanged between them and the Diocesan Education Service will facilitate this.
5. Any costs properly incurred by the Bishop in the exercise of his role overseeing the Trust and the schools (whether or not at the request of the Diocesan Education Service and whether recovered on a pooled basis or as an individual contribution) will be met as an expense by the Trust, which will not be unreasonable and wherever possible will be agreed in advance.

Section E: Commitments made by the Trust Board

Catholic Character

1. The Trust Board will make sure both it and the local school governing committees maintain and develop the religious character of the schools as Catholic schools and no alteration shall be made to the religious character or conduct of the school without the consent of the Diocesan Trustee and the Bishop.
2. The Trust Board and the schools for which it is responsible will submit to the canonical inspections and visitations of the Diocese and any person appointed by the Bishop for the purpose of monitoring both the Catholic life of the Trust and its schools and the way they operate, ensuring this is in accordance with canon law and following the practices and teachings of the Catholic Church. The Trust Board and the local governing bodies are expected to observe good governance and promote a high-quality education, particularly in the light of the additional responsibilities and freedoms afforded to academy trusts and the schools within their control by the State.

Governance and Management

1. The Trust Board must comply with, and must ensure processes are in place to ensure all governors and employees of the Trust comply with, all directives issued by the Bishop including this Memorandum of Understanding, giving effect to the matters addressed within it.
2. The Trust Board will adopt, in so far as they are legally able to, all policies and practices as communicated by the Diocesan Education Service on behalf of the Bishop from time to time. Any exception to this must be agreed in writing with the Diocesan Director of Education.
3. The Trust Board should be open about decisions affecting the schools for which it is responsible and be prepared to justify those decisions except in so far as the Trust Board considers that such matter should be kept confidential. In the unlikely event of a conflict of loyalty, given the fundamental purpose for which the Trust has been established, guidance will be sought by the Bishop from the Archbishop of Westminster as head of the Catholic Church in England and Wales, with the support of the Catholic Education Service.
4. The Trust Board will, along with any local governing bodies, consider on an ongoing basis the need for training and skills development as well as considering succession planning. They shall work with the Diocesan Education Service and consider any advice or opinions of the Diocesan Director of Education with regard to leadership, governance and the standards of teaching and learning in particular. The Trust Board acknowledges the Bishop's right to appoint Foundation Directors to the Trust Board and Foundation Governors to any local governing bodies. In so doing the Bishop will

consider any recommendations made by the Diocesan Education Service, particularly where there is a need to secure specific skills on to those bodies.

5. The Trust Board will not implement any proposals that affect the status or size of the Trust or its constituent schools without the written consent of the Bishop.
6. The Trust Board will be expected to adopt the Diocesan model Scheme of Delegation developed and updated from time to time dealing with the governance regime within the Trust. The Trust Board must have the express authority of the Bishop in writing to create a local governing body for any school joining the Trust consistent with the Scheme of Delegation. Any material changes which the Trust Board wish to make to the Scheme of Delegation shall first be discussed with the Diocesan Education Service, whose approval must be obtained where any changes impact materially on the principles of delegation, the nature of the relationship between the Trust Board and the local governing bodies, the composition of the local governing bodies (and the appointment of Foundation Governors by the Bishop) and the key responsibilities delegated to the local governing bodies. The Diocesan Education Service will have regard to any views of any local governing body that is affected by a change.
7. The Trust Board and any local governing bodies shall provide the Diocesan Education Service with copies of all board/committee meetings should they be requested.
8. The Trust Board shall provide the Diocesan Education Service with copies of any returns provided to the Education & Skills Funding Agency (or any other body set up by the Secretary of State to oversee the finances of schools).
9. The Trust Board shall provide the Diocesan Education Service with copies of any Annual Report and the audited Annual Accounts for the Trust.
10. The Trust Board shall ensure that it has systems in place for the proper conduct and oversight of the management of the Trust and the leadership of the schools, having regard in particular to the Trust's legal responsibilities as a public and corporate body which is regulated by the Secretary of State for Education. The Trust is obliged under the Academy Trust Handbook to appoint persons who will fulfil the roles of "Accounting Officer" i.e. the "Chief Executive Officer" and "Chief Financial Officer" (as defined within the Academy Trust Handbook) and the Trust Board will consider carefully who is to fulfil these roles, ensuring that all legal requirements are satisfied and following any advice offered generally or specifically by the Director of Education, noting that it may be the case that the Chief Financial Officer role is undertaken by a Chief Operating Officer. The Trust Board is also encouraged to appoint an appropriately qualified Company Secretary or Clerk who can advise them on corporate governance and compliance.

Financial Management

1. The Trust Board has full responsibility for managing the financial affairs of the MAT including all the constituent schools. Whilst they may delegate day to day financial authority to the school's headteacher and governance oversight to the local governing body, ultimate responsibility remains with the Trust Board. In exercising this responsibility, they are expected to fully comply with any instructions, guidance and best practice identified from time to time by the Education & Skills Funding Agency and the professional standards identified by the Accounting Standards bodies relevant to the Trust. No guarantees or assurances in respect of the financial affairs of the Trust will be provided by the Bishop or the Diocesan Trustee.
2. Whilst the overall strategic report of the Trust's activities to the Bishop (to be provided to the Diocesan Director of Education) will address financial risks, should the Trust Board identify through its own regular monitoring of the work of the local governing bodies that there is likely to be the need to address financial issues not previously identified in the schools' and Trust's annual budget and/or plan then it is expected to bring these matters to the attention of the Diocesan Education Service who will consult with the other Members of the Trust with the view to discussing with the Trust Board what action will be taken to avoid any long term threat to the Trust and the schools for which it is responsible.

Land, Buildings and Capital Expenditure

1. In addition to the responsibilities that the Trust has to the Bishop and the Diocesan Trustee in respect of the land and buildings used by the schools outlined in this Memorandum of Understanding, the Trust Board and the local governing bodies will ensure that at all times any land and buildings used or occupied by the Trust (or its schools) is not used for purposes which would not be consistent with the teachings and practices of the Catholic Church and any lettings of land or buildings shall be in accordance with any policy issued from time to time by the Bishop.
2. The Trust Board will develop an estate strategy in conjunction with the local governing bodies and in consultation with the Diocesan Education Service that will identify the suitability of facilities on a school by school basis in the light of long term curriculum needs, estate condition and any other demands. This strategy should be appropriately reflected in the Trust business and financial plans and budgets.
3. The Trust Board will comply with and will ensure compliance by its constituent schools with the obligations of the Church Supplemental Agreement and where insurance is not in fact put in place by the Diocesan Trustee, the Trust Board will insure the school sites only with insurers approved by the Diocesan Financial Secretary on behalf of the Bishop, which may include the ESFA's "Risk Protection Arrangements" scheme. The Trust Board will obtain professional advice on the reinstatement value when such insurance is being renewed and will ensure that any insurance is taken out or risk protection cover arranged (in joint names with the Diocesan Trustee or ensuring that full cover is extended to the Diocesan Trustee) in the full reinstatement value and will make up any shortfall from its own funds.

Admissions

1. The Trust Board will not determine any changes to the admissions criteria of any of its schools without the written consent of the Bishop.

Employment of Senior Staff and Key Teaching Staff

1. The Trust Board (in conjunction with the local governing bodies) will ensure that the Chief Executive Officer of the Trust, the headteachers and deputy headteachers for all schools, as well as any key teaching staff responsible for co-ordinating religious education and any chaplain or reserved post, shall be practising Catholics. Any departure from this must be approved in writing in advance by the Bishop and is to be reviewed on any future appointments.
2. The Trust Board will make sure that the employment of all staff by the Trust shall be consistent with the policies from time to time notified to Catholic schools by the Bishop or the Catholic Education Service. These policies will address matters such as; pay and performance management of senior leaders, carrying out a restructure and advising generally on appropriate staffing structures and the recruitment and appointment of staff particularly senior leaders (acknowledging the Diocese's rights to be involved in and to offer advice in connection with the recruitment of the Chief Executive Officer, the Principals and any Deputy Principals). The Trust is required to adopt the CES model contracts and policies and to follow appropriate national and local agreements such as the "Burgundy Book" for teaching staff and the "Green Book" for associate staff. These local agreements will reflect the local arrangements, by local authority, the intention being to preserve and continue to mirror any such arrangements in place when the school became an academy in accordance with any commitment made at the time or subsequently.
3. The Trust will provide opportunities for staff training and formation, both at school level and at and across the Trust.

Section F: Specific Commitments made by the Schools

Catholic Character

1. The School will maintain and develop the religious character of the School as a Catholic School and no alteration shall be made to the Religious character of the School or conduct as a Catholic School without the consent of the Corporate Trustee of the Diocese and the Bishop.
2. The School will provide Religious Education in accordance with the teachings of the Catholic Church.



3. Relationships and Sex education is to be in accordance with the social and moral teachings of the Catholic Church from time to time and in consultation with parents of pupils of each School from time to time.
4. The School will provide opportunity for regular Collective Worship in accordance with the rites and tenets of the Catholic Church.
5. The inspection and reporting of Religious Education, Catholic Life and the Collective Worship at each School is to be undertaken by persons appointed by the Diocesan Authority.
6. The School will promote an authentic culture of vocation, encouraging pupils and staff to interpret their existence in the light of God's plan, with pupils developing and staff modelling an understanding of communal obligations, personal aspirations and their role as citizens in society.
7. The School will assist parents, who are the primary educators of their children, in the education and Religious formation of their children.
8. The School will work in relationship with other Catholic schools and local schools based on the call of the Gospel to serve those in need.
9. The School at all times will serve as a witness to the Catholic faith in Our Lord Jesus Christ.
10. The School will provide opportunities for staff training and formation and will ensure that staff well-being is central to what it does.

Governance

1. The School will comply with all directives issued by the Bishop and this Memorandum of Understanding has the status of directive issued by the Bishop. The School acknowledges that its authority to act is derived from the Trust's Scheme of Delegation and the School will comply with its terms.
2. The School will adopt and will comply with all school policies of the Diocese and the Bishop communicated to the School from time to time.
3. All governors of the School undertake to fulfil and observe the objects and purposes for which the School has been established.
4. All governors 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 School and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

5. The School will review its policies and practices on a regular basis, having regard to recommendations made by Diocesan Education Service and the CES, in order to ensure that the governance of the School is best able to adapt to the changing political and legal environment.
6. The School will consider on an ongoing basis the need for training and skills development and formation of governors as well as considering succession planning to ensure robust practices are maintained and supervised, making recommendations to the Bishop with regard to the nomination of foundation governors for his appointment. Only practising Catholics will be appointed as foundation governors.
7. The Diocesan Education Service will organise regular meetings for all chairs of governors to provide a briefing update on current issues and to share best practice.
8. The School will not implement any proposals for a change in status or for the expansion or contraction of the School without the written consent of the Bishop.
9. Unless the Bishop agrees in writing otherwise, governors will appoint the chair and vice chair from amongst the foundation governors.

Financial Management

1. The School acknowledges that the Bishop and Diocesan Trustee have no financial responsibility for the School in any situation.
2. The School will inform and keep the Diocesan Education Service informed of any matter which is likely to be a cause for concern to the Diocesan Trustee and/or the Bishop (generally but not exclusively this will involve matters affecting the Catholic life of the School, matters affecting personnel, financial matters, matters affecting buildings and the School's development plan).

Buildings Maintenance and Capital Expenditure

1. The governors will ensure that at all times any land used by the School will not be used for purposes which would not be consistent with the teachings and practices of the Catholic Church and that any lettings of School premises shall be in accordance with any policy issued from time to time by the Diocese.
2. The School will financially support the work of the Diocesan Education Service and will comply with any policy adopted from time to time regarding the pooling of capital grants e.g. any "Devolved Formula Capital" or "Standard Capital Allocation" (secured through Condition Improvement Fund).
3. The School will consult with the Diocesan Education Service and share information about any planned significant maintenance and replacement of buildings and facilities

used by the School and will not undertake any capital works to the buildings or any part of the School site without first obtaining the written consent of the Diocesan Trustee.

Admissions

1. The School will not change its admissions criteria without the consent of the Diocesan Education Service.

Employment of the Principal and Key Teaching Staff

1. The headteacher or principal of the School as well as the deputy headteacher(s) and the head or co-ordinator of Religious Education and school chaplain shall be practising Catholics who meet the requirements of the Diocesan Briefing Note on Practising Catholic. When a school does not have a post designated as a deputy head teacher, the term “deputy head teacher” in the proposal above shall be held to include the most senior member of staff whose duties include deputising for the head teacher in his or her absence.
2. The School acknowledges the overarching responsibility of the Trust for staff and Governors will ensure that the School complies with the Trust’s policies and practices.

Support for other Schools

1. The School is part of a family of Catholic schools both within the Trust and within the Diocese and the governors acknowledge that this means they have a responsibility which extends beyond the School.
2. The School will work collaboratively with the other Catholic schools in the Diocese sharing resources and know how as may be appropriate with the following objectives in mind, to support each other to:
 - achieve consistently high standards of learning and teaching;
 - develop cost effective curriculum design and collaboration which optimises opportunities for students and provides added value progress for them;
 - provide support building upon individual specialisms and/or areas of identified strength between the schools to improve key aspects of performance;
 - achieve best value in service delivery especially where partnership working can add value

Appendix A

Responsibility, Accountability, Consultation, Information (RACI) Chart

Key	<p>R = The primary body responsible for the completion of the task</p> <p>C = The primary body must consult with this body before completing the task</p> <p>I = The primary body must inform this body once the task has been complete</p> <p>A = The primary body must get formal approval for this task from this individual/organisation before it can be complete</p>
-----	--

Ref	Task	Catholic Education Trust	Diocesan Director of Education	Diocesan Education Service	Bishop of Lancaster
Governance and Management					
1	Appointing Foundation Directors under Article 50 (who must be in the majority by at least 2)	C	C	C	R
2	Recruiting and Appointing Directors under Article 50A (i.e. by the MAT Trust Board)	R	A	C	I
3	Recruiting and appointing reserve posts	R		C	
4	Religious Designation	A		C	R
5	Vision and Values	R	C	I	A
6	Strategy, Expansion and Leadership	R		C	
7	Strategic Organisation/ Delegated Responsibilities	R		C	
8	Statutory Policies	R		I	
9	Risk Management Reviews	R	I	I	



10	Recruitment of non-reserve posts	R			
11	Staff Performance Management process	R			
12	Staff Professional Development	R			
13	Compliance with MOU	R	R	C	I
14	ESFA Returns	R			
15	DfE intervention	R	C	C	
16	DfE/ESFA approvals for significant changes (as per Diocesan Guidance)	R	C	I	A
17	Due Diligence of schools joining the MAT	R	C	C	
Education Achievements					
18	Admissions Policy	R		C	
19	Educational Standards	R	I	I	
Business Management					
20	Statutory Compliances (including Health and Safety)	R	I		
21	Compliance with Academy Trust Handbook	R	I		
22	Business Administration & Organisation	R			
23	Business Plan and Annual Budget Setting	R	I		
24	Estate Strategy/Capital Works	R	C	C	A
25	Pay and conditions of senior staff	R			
26	Insurance/Risk Protection Cover	R		I	A

Appendix B

Seven Principles of Public Life

These are:

Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.



Diocese of Lancaster template Scheme of Delegation. Draft developed for Catholic schools by the Diocesan Education Service with the support of the Diocesan solicitors, Winckworth Sherwood (contact: Andrea Squires on asquires@wslaw.co.uk or 020 7593 5039). Any significant departures from this template should be discussed with the Director of Education.