



[NAME OF CATHOLIC MAT]

**SCHEME OF DELEGATION**

**EFFECTIVE DATE: [SEPTEMBER 2024]**

**PART 3: GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES**

## GOVERNANCE & MANAGEMENT STRUCTURE: ROLES AND RESPONSIBILITIES

### 1. Overall Structure

- 1.1 The nature of the Trust as a company running multiple Academies means there are many governance and management layers.
- 1.2 The “**Members**” of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to distribute profit to shareholders, the Members are best viewed as guardians of the constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member’s liability is limited to £10.
- 1.3 The Bishop of Brentwood, through the Diocesan Education Service, will also exercise oversight and supervision as the diocesan authority. The Diocesan Memorandum of Understanding and the Diocesan Protocols seek to articulate this. Each of the Members, Trustees and Governors are required to observe any directions issued by the Bishop and to follow any advice and guidance issued by the Diocesan Education Service on behalf of the Bishop.
- 1.4 This Scheme of Delegation is consistent with and incorporates the principles of delegation within a Catholic multi academy trust as advised by the **Catholic Education Service** and reflected in the CES model protocols which have been adopted by the Diocese and are updated from time to time. These guide the relationship of Catholic schools with their diocese. The Scheme accords with the **Memorandum of Understanding** put in place between the Secretary of State for Education and the Catholic Church.
- 1.5 Decision making and accountability rests with the “**Trustees**”, who are trustees for charity law purposes and company directors registered with Companies House. The Trustees 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 Trustees 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 Trustees meet as a board of Trustees (the “**Trust Board**”).
- 1.6 The Trustees delegate aspects of governance and the day to day oversight of school leadership to a “Local Governing Committee” (referred to as the “**Local Governing Committee**”).
- 1.7 Other committees established by the Trust Board may be tasked with fulfilling particular functions or advising the Trustees on strategic matters.
- 1.8 To encourage collaboration and develop local leadership capacity particularly with the view to improving and sustaining standards of teaching and learning and deciding strategic vision, a “**Leadership Group**” has been formed comprising the Academy Headteachers and those with executive responsibilities within the Trust. Some decision making responsibility may be delegated directly to the Leadership Group or otherwise to the Headteachers by the Trust Board or the respective Local Governing Committee.
- 1.9 A diagram setting out the Trust’s governance structure and a summary of how key decisions are made (the “**Leadership and Governance Decision Planner**”) are attached.

## 2. Role of Members

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

2.2 The Members' key responsibilities are:

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

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

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

2.2.4 to support the Bishop in appointing and removing Trustees.

## 3. Role of Trustees

3.1 The Trustees have overall responsibility and ultimate decision making authority for all the work of the Trust, including the establishing and maintaining of the Academies (which includes making any "[significant change](#)" as determined by the Education & Skills Funding Agency). The Trustees 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 Trustees 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 Trustees appointed at any one time.

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

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

## 4. Role of Governors

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

- 4.2 Those serving on the Local Governing Committee are accountable to the Trustees 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 Trustees will work with the Diocese, having regard to any recommendations by the Diocesan Education Service, in making or facilitating the making of suitable appointments of Governors and where removal is deemed in the best interest of the Trust and the Academy.
- 4.4 As a matter of general principle, the Local Governing Committee will adopt and will comply with all policies adopted by the Trust Board (and those to which the Trustees are subject for example the Diocesan Memorandum of Understanding and the Diocesan Protocols) and will comply with any direction issued by the Trust Board and have regard to any advice given.
- 4.5 A summary of the key responsibilities of the Governors is set out in the attached **Table of Key Delegated Responsibilities**.
- 4.6 For the purposes of contracting with third parties, the Local Governing Committee has authority to act to fulfil its responsibilities and make the decisions it is authorised to make as set out in the Leadership and Governance Decision Planner and the Trust's Financial Regulations Manual or Finance Policy (which will be compliant with the Education & Skills Funding Agency's **Academy Trust Handbook**).
- 4.7 All Governors must comply with the **Governor Code of Conduct** adopted by the Trust from time to time which, for ease of reference, is appended to this Scheme of Delegation.
- 4.8 Terms of Reference regulating the composition of the Local Governing Committee and how it conducts business are also appended to this Scheme.

## **5. Committees and Further Delegation**

- 5.1 Terms of Reference for the other committees established by the Trustees, including the Leadership Group, are appended to this Scheme of Delegation.
- 5.2 The Local Governing Committees are not expected to establish any sub-committees but are not prohibited from doing so. The Local Governing Committee 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 Committee which cannot be resolved by the Chair of the Local Governing Committee discussing the matter with the Chair of the Trust Board will be referred to the Diocesan Education Service for guidance.
- 5.5 No alteration of the Articles or change to the Scheme or removal of delegated authority shall invalidate any prior act of the Local Governing Committee (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 Committee and the Academy more generally will adopt and will comply with all policies adopted by the Trust Board and will comply with any direction issued by the Trust Board and have regard to any advice given.

## 6. Executive Team

- 6.1 As a non-executive body, the Trust Board must rely on others to fulfil the executive or management functions of the Trust. For the most part, this responsibility will fall on the Headteachers of the Academies, supported by the school leadership teams. Certain functions relating to the leadership and management of the Trust itself or which relate to the activities of more than one Academy will be undertaken by an “**Executive Team**”, led by the “**Catholic Senior Executive Leader**” (or “**Catholic Accounting Officer**”) (the chief executive officer for the purposes of the Academy Trust Handbook) 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 Catholic Senior Executive Leader 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 size and functions 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. All decisions about the funding of the executive functions will be fully transparent.
- 6.5 A summary of key leadership responsibilities is set out in the attached Table of Key Delegated Responsibilities.

## 7. Financial Delegation

- 7.1 The Trust’s financial procedures and authorisations are set out in the “**Financial Regulations Manual**” or “**Finance Policy**”, a copy of which is appended to this Scheme of Delegation. Except as provided for in this Scheme of Delegation and subject to the requirements and restrictions set out in the Financial Regulations Manual/Finance Policy, budget responsibility is delegated to the respective Academy and expenditure will be authorised (in so far as necessary) and monitored by the Local Governing Committee.

- 7.2 No Trust or Academy monies (whether or not authority to expend has been devolved to the Local Governing Committee) shall be paid into any bank account other than a bank account authorised by the Trust's Chief Financial Officer.
- 7.3 The Trust is required to have in place systems to identify and properly manage risk. The Local Governing Committee is expected to comply with any policy or guidance issued by the Trust (and the Secretary of State for Education as Principal Regulator) and to ensure that proper procedures are put in place for the safeguarding of funds, including any voluntary funds or charitable funds obtained through fund raising activities.
- 7.4 The Local Governing Committee is expected to report to the Trust Board on the management of the funds which are its responsibility and will notify the Trust Board (or as directed) as soon as reasonably practicable of the occurrence of any event or happening of any circumstance which might expose the Trust or the Academy to any loss or claim, including but not limited to any event which might be covered by the ESFA's **Risk Protection Arrangement** scheme.
- 7.5 The Trust Board will have regard to the interests of all the Academies in deciding and implementing any policy (including any reserves or contingency policy) or exercising any authority in respect of any one or all of the Academies for which it is responsible. Notwithstanding this, the priority for the Trust Board is to put in place measures to ensure that any of the Academies are supported when the need arises and remain financially viable. Where this may have a significant financial impact on the funding of the support provided by or on behalf of the Trust Board, any policy shall first be discussed with the Leadership Group and its views taken into account and considered in relation to the setting and implementation of any such policy.

## **8. Personnel**

- 8.1 All staff employed by the Trust or in connection with any Academy or Academies are employees of the Trust.
- 8.2 The Trust is required to adopt and ensure the consistent implementation of a series of HR policies and practices, which are expected to mirror those issued from time to time by the Catholic Education Service. The responsibility for the appointment and performance management of staff is set out in the relevant Table of Key Delegated Responsibilities and the Leadership and Governance Decision Planner.
- 8.3 Any proposed changes to the staffing structure operated within an Academy must be approved first by the Trust Board, who may also require changes to be made, but who will consult first with the Local Governing Committee before consulting more widely on any proposal.
- 8.4 Whilst the management of any claims and disputes involving staff (other than senior leaders) are expected to be dealt with at the local level in accordance with the Trust's Disciplinary Policy, the Trust Board should be kept informed and any advice or guidance issued by or on behalf of the Trust Board should be followed.
- 8.5 The Trust Board (in conjunction with the Local Governing Committees) will ensure that the Catholic Senior Executive Leader for the Trust, the Headteachers and Deputy Headteachers for all Academies, as well as any key teaching staff responsible for co-ordinating religious education and any chaplain or reserved post, shall be practising Catholics. The Diocesan Education Service must be consulted on any appointment and if any investigation into wrongdoing is to be carried out.

## **9. Premises**

- 9.1 The day to day maintenance and care of the buildings and facilities used in respect of the Academy is the responsibility of the Local Governing Committee (with management responsibility being delegated to the Headteacher), who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Academy Trust and the Brentwood Roman Catholic Diocesan Trust as owners of such buildings and facilities as reflected in the Church Supplemental Agreement and Property Occupation Document issued by the Diocesan Trust.
- 9.2 The Trust is required to have and to keep under review a long-term estate management strategy that will identify the suitability of buildings and facilities in light of anticipated curriculum needs and projected pupil numbers. The Local Governing Committee will advise the Trust Board of the need for and availability of any capital investment and will work with the Trust Board (and the Diocesan Education Service) to agree any capital priorities and the delivery of any significant capital project.
- 9.3 Decisions about disposals and acquisitions of school land including relocation will be made by the Diocesan Trust. Temporary use and short-term lettings will be managed by the Local Governing Committee, subject to any lettings policy issued by the Trust from time to time and observing any regulations issued by the Diocesan Education Service.

## **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 Trustees and the Governors, as well as leadership.
- 10.2 The Local Governing Committee has authority to determine any appeals against admission and any decision by the Headteacher to exclude any pupil. The Executive Team will be kept informed of all significant HR matters and any appeal against any disciplinary decision made by the Local Governing Committee will be referred to the Executive Team for advice or action as determined by the Executive Team.