



# **Governance Arrangements and Scheme of Delegation 2022/23**

**Approved by the Trust Board**

**01/04/23**

# About St Cuthbert's Roman Catholic Academy Trust

## Bishop's Vision

To make Christ known and loved, through the provision of excellent Catholic education and schools' intent on finding Christ in their daily lives and sharing that encounter with others.

## St Cuthbert's RC Academy Trust Vision

Isaiah 54: 13

*"All your children shall be taught by the Lord, and great shall be the peace of your children"*



Our Mission at St Cuthbert's is to:

1. Give every member of the St Cuthbert's family the experiences to encounter Christ and know that they are loved by Him
2. Enable all to meet their full potential and flourish
3. Provide excellent academic opportunities for learning
4. Grow in the Christian virtues of Charity and Service to others, in Faith, Hope and Love
5. Grow in service of others.

As St Cuthbert did, we will give ourselves gladly for the education of those in our care and walk with them on their life road wherever it may take them.

## Values

Faith - Excellence - Ambition - Partnership - Respect - Joy - International

## Principles Underpinning our Support Services

**Safeguarding:** The Trust will provide a safe environment for pupils, parents, staff and visitors by employing effective safeguarding procedures and routines. Effective safeguarding is everyone's responsibility.

**People:** We are committed to our colleagues' health, wellbeing, and professional development. The Trust has an expert HR function which supports staff across the Trust and an effective HR Committee that sets HR policy and delivers on the requirements of The Academy Trust Handbook. Trust schools endeavour to provide a safe and welcoming environment where children and colleagues are respected and valued.

**Finance:** We budget centrally and fairly for our schools, making financial resource allocation decisions based on the prioritised needs of each individual school, and balancing the need to ensure the Trust is financially stable for the long term alongside delivering on educational outcomes. The Trust has an expert Finance function providing high quality financial direction and leadership to secure and sustain the Trust. Financial policy, risk management and assurance are provided by Finance and Assets, Risk and Audit Committee. Specialist external expertise is provided in line with the requirements of The Academy Trust Handbook.

**Operations:** The Trust takes pride in its buildings and estate and works hard to create a safe and welcoming learning environment.

**IT:** The Trust is committed to using technology progressively to improve educational outcomes, reduce staff workload, manage costs, and secure remote delivery where necessary.

**Marketing & Communications:** The Trust has worked hard to develop a shared culture and Catholic family ethos which is supported by devices like dynamic school and Trust websites, a synergized suite of school logos, branding and uniform and shared educational materials which enhance our inviting and inspiring learning environments. Trust communications, media exposure, social media channels and celebration events ensure that we are both proud and vocal about our strengths and successes as a Trust collaboratively and individually.

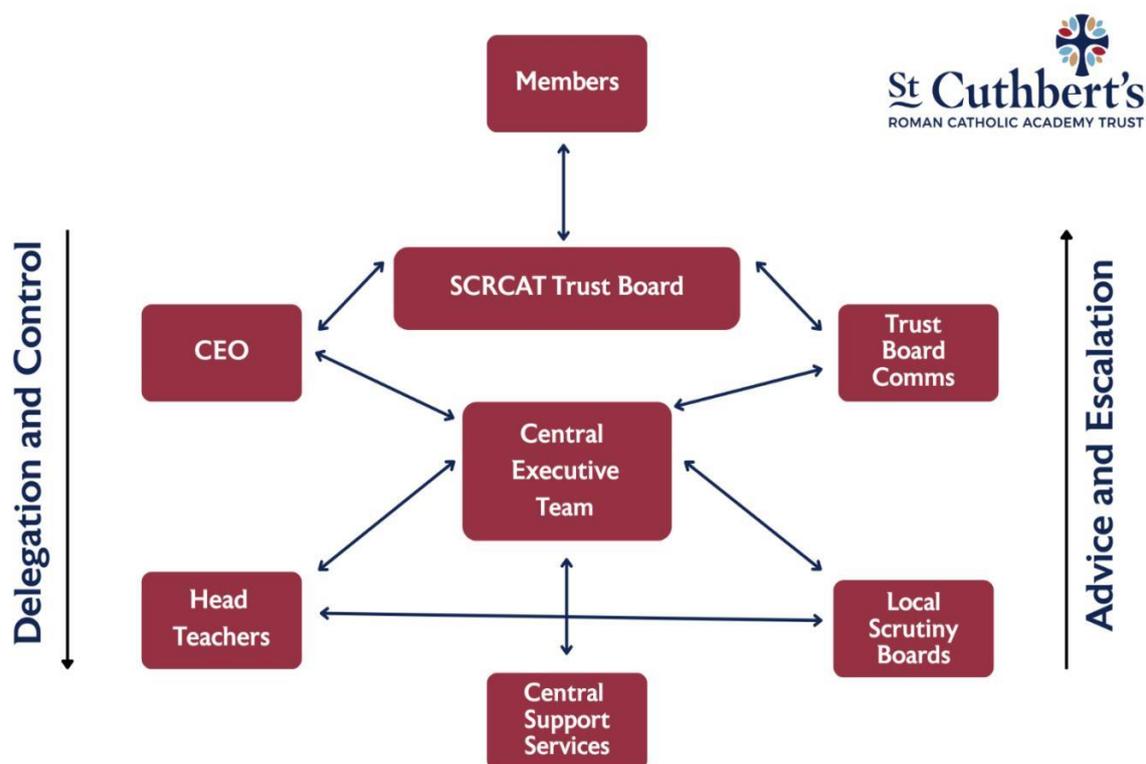
**Governance:** We ensure that structures, roles, and responsibilities of governance are clearly defined and understood to enable effective accountability and the best possible outcomes for children. The Trust is supported by an expert Governance Professional who guides the induction of new Directors and supports all aspects of Trust governance.

# Trust Governance

## SCRCAT Governance

SCRCAT is a Catholic Multi-Academy Trust (CMAT). The Trust family contains 15 schools across Hull, East Riding and North Yorkshire. Every school is governed by the Trust Board. The Trust Board is obligated to follow the Articles of Association that have been agreed by the Members, and also seeks to comply with guidance as to the governance of its schools as stated in the Secretary of State for Education publications.

The Trust has a clear organisational structure with identified lines of accountability and reporting for all its operations. This includes defining the responsibilities of the Trust Board and those responsibilities delegated to its committees and officers within the Trust. The diagram below shows how the structure works in practice.



## Members

Members are the equivalent of shareholders in a commercial limited company. They are the guardians of the Trust's constitution, determining the principles of the Trust's governance structure and providing oversight and challenge of the Directors to ensure the charitable objects of the Trust are being fulfilled. The Members are distinct from the Directors and are appointed in accordance with the Trust's Articles of Association. Members have an

overview of the governance arrangements of the Trust and have the power to appoint and remove Directors.

## **Trust Board**

The Trust Board oversees the management and administration of the Trust and the schools run by the Trust. The Trust Board consists of 15 Directors who are appointed by the Foundation Members. As at March 2023, the Trust Board comprises 11 Foundation Directors, 1 elected by parents, 1 ex-officio staff and 2 co-opted by the previous Trust Board. Appointments should be made further to completion of the SCRCAT specific skills audit. This ensures the Trust Board continues to have the breadth and depth of experience and expertise to expertly fulfil all the functions of governance and to develop financially, strategically, and from an educational perspective.

The Trust Board will deliver the following core functions namely:

- Ensuring clarity of vision, ethos, strategic direction, and the catholic life of the schools.
- Holding the Chief Executive Officer to account for the educational performance of the schools and their pupils, and the pay and performance management of its staff
- Overseeing the financial performance of the Trust and the schools within, ensuring financial probity and compliance with The Academy Trust Handbook
- Ensuring that functions relating to the conduct of the Trust and schools are exercised with a view to safeguarding and promoting the welfare of children.

The Trust Board holds each school to account for its performance through the Local Scrutiny Board. Trustees collectively have a broad range of backgrounds, professions, and expertise. Directors are kept up to date in order for them to be equipped to fulfil their role. There is formal induction and periodic training on relevant issues.

Role outlines for the Trust Board Chair, Vice Chair and Committee Chairs are outlined in Appendix 8. The process for appointment of the Chair and Vice Chair of the Trust Board is set out in Appendix 9.

## **Chief Executive Officer/ Accounting Officer (CEO)**

The Trust Board appoints the Chief Executive Officer (CEO) of the Trust.

- The CEO has the delegated responsibility for the operation and performance of the schools including performance management of the Deputy CEOs.

- is the Accounting Officer, so is accountable to the Education and Skills Funding Agency (ESFA) for the overall financial operation of the Trust and must ensure that the organisation is run with financial effectiveness and stability, avoiding waste and securing value for money.
- is accountable for ensuring that the Trust and schools adhere to good practice in relation to safeguarding and child protection.
- leads the Executive Team of the Trust. The CEO delegates executive functions to the Executive Team and is accountable to the Trust Board for the performance of the Executive Team.
- The Trust Board, together with the CEO, have ultimate accountability and responsibility for all aspects of the schools in the Trust and the performance of the Trust.

### **Trust Board Committees**

The Directors may delegate certain functions of the Trust Board. The Trust Board operates with five committees:

#### **Education Committee (previously known as Curriculum, Teaching and Learning)**

This committee provides assurance to the Trust Board in relation to education outcomes at the Trust schools. It monitors standards and progress across the Trust and reviews student behaviour. This committee is also responsible for all curriculum and pastoral matters and to ensure statutory requirements are met.

#### **Finance, Assets, Audit and Risk Committee**

**(FAAR):** This committee considers the Trust's allocated funding and assesses the implications for the Trust's academies (including the likely impact of pupil numbers/characteristics), and financial decisions underpinning the Strategic Plan, Asset Management Plan and stated priorities (long and short term), making recommendations and drawing any matters of significance or concern to the attention of the Trust Board. It ensures the financial sustainability of the Trust, stewardship of assets and efficient use of resources to maximise outcomes for students. Financial policies and procedures are managed here, alongside Health and Safety issues.

The Audit and Risk aspects of the committee carry out the critical Board Assurance function in line with the requirements of the Academy Trust Handbook. It is responsible for delivering the external audit, internal scrutiny programme and risk management function of the Trust. It also has oversight of financial regularity, propriety, and value for money.

## **Human Resources Committee**

A subcommittee of FAAR Committee and has specific responsibility for staff welfare, development, attendance, pay and performance management. It also has oversight of complaints and whistleblowing.

## **Strategic Committee**

This committee is delegated to make decisions in line with the Trust Board's scheme of delegation and to plan the work of the Trust Board and Local Scrutiny Boards in accordance with identified priorities. It is formed by the Chairs and Vice Chairs of the other committees. It provides the opportunity for strategic planning and discussion prior to going to the Trust Board for approval. Currently the Vantage Teaching School Hub reports to this committee.

## **Catholic Life Committee**

This committee is responsible for overseeing the Catholic Life of the schools and chaplaincy across the Trust.

**Other Committees** e.g., Admissions Committee & Student Exclusion Committee, are convened as and when appropriate and can be formed by any members of the Trust Board to provide a quorum of three.

Trust Board membership and Committee membership details are featured in the chart below.

Name	Role	Education	Finance, Assets, Audit & Risk	HR	Strategic	Catholic Life
Peter Fearnley	Parent		Chair		✓	
Louise Dyas	Co-opted		✓	Chair	✓	
Michael Gallagher	Foundation <b>Safeguarding P</b>	✓		✓		
Fr William Massie	Foundation <b>SEND</b>	✓		✓		✓
James Sargeant	<b>VICE CHAIR</b> <b>Safeguarding S</b>	✓		✓		
Ged Fitzpatrick	Staff ex offico	✓	✓			
David Holtby	Foundation <b>Careers</b>		✓			
Priya Thomas	Foundation					
Dr Michael Nolan	Foundation		✓			
Estelle MacDonald	Co- opted	Chair		✓	✓	
Ian Appleyard	Foundation		✓			
David Laws	<b>CHAIR</b> Foundation	✓	✓			✓
Fr Richard Marsden	Foundation	✓				✓
Canon Stephen Maughan	Foundation	✓				✓
John Fleming	Foundation	✓	✓			✓

## **Trust Board Directors and Committee Membership**

Notes:

1. Catholic Life of the School Committee is newly formed and must elect a Chair.
2. Strategic Committee membership is Chair, Vice Chair and Chairs of Committees
3. Governance Professional is Mary Gibson, IPC Services

### **Delegated Levels of Authority 22-23**

- Primary Heads £1,500
- Exec Primary Head £2,000
- Secondary Head and COO (P) £10,000
- CFO / Lead Finance / Director of Vantage TSH £10,000
- AO/CEO £50,000
- Directors above £50,000
- Trust Procurement Policy to be followed at all times.

### **Delegated Levels for Appointments / Recruitment**

- Directors will apply the CES Memorandum on Appointment of Staff in Catholic Schools for all appointments
- Appointment of staff below AHT is delegated to the Executive Leadership Team.

### **Interests of Directors**

Directors complete a register of their relevant personal and business interests, which is submitted to the Governance Professional annually, reviewed for conflicts of interest and published in summary form on the Trust's website. A conflict of interest may arise because of circumstances affecting a person connected with a Director. "Connected persons" would include individuals who are family members and other bodies in which family members have certain interests. Any Director who has any professional or personal interest that conflicts or may conflict with his or her duties as a Director shall:

- Disclose that fact to the Chair and Governance Professional as soon as he or she becomes aware of it.
- A Director must absent themselves from any discussions of the Trust Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Trust and such duty or personal interest and must withdraw from any meeting for that item unless expressly invited to remain in order to provide information.
- Not be counted in the quorum for that part of any meeting; and
- Withdraw during the vote and have no vote on the matter.

## **Local Scrutiny Boards (LSB)**

The Trust network contains 15 schools across Hull, East Riding and North Yorkshire. Every school is ultimately governed by the Trust Board which has accountability for standards of performance and financial security across all schools in the MAT. SCRCAT will establish for every school, or group of schools, a Local Scrutiny Board (LSB), with the purpose of ensuring that there is a common ethos, vision and strategy across all schools that supports and challenges the Heads in relation to delivery of the school's priorities and targets on behalf of the Trust Board, drawing on local knowledge of the school and its community. The Trust Board recognises that whilst it plays the leading role in statutory decision-making on behalf of the Trust, LSBs can provide a level and regularity of local challenge and scrutiny that the Trust Board cannot.

Those serving on local LSBs are known as 'Governors'. Membership of the LSBs includes a Foundation Director, Foundation Governors and elected parent governors. The LSB will also be supported by the headteachers of the schools in the group and also a member of the Executive Team. Membership details are included on the websites of individual schools.

Together, the Trust Board and LSBs, working through the Trust's executive structures, provide strong and effective governance for the Trust's activities.

The Terms of Reference for LSBs are outlined in Appendix 7.

### **Communication between the Trust Board and Local Scrutiny Boards**

The LSBs will meet on a termly basis and each will have a Governance Professional who will record and agree minutes and feed them back into the Trust Board meetings for consideration and discussion.

The Chairs of the LSBs will have an annual opportunity to meet with each other and key Directors and Executive Leaders to share experience, common themes, and best practice.

Each LSB will aim to have a foundation representative from the Trust Board who will be the conduit for governance information both ways.

Each LSB will have a nominated Executive Leader who will provide the conduit for management information both ways.

### **Composition of Local Scrutiny Boards**

Majority of foundation governors applies as per Articles of Association

**LSB Chair** – LSBs will be invited to elect a Chair from the LSB members and approved by the Trust Board. All Governors, excluding any members of Trust staff, are eligible to become the Chair.

**LSB Vice-Chair** – a Vice-Chair shall be elected by the Governors. All Governors, excluding any members of Trust staff, are eligible to become the Vice-Chair.

**Executive Team Member** – will be allocated to each LSB but will not be part of the membership.

**Headteachers** of schools in the group will be invited to attend their slots but will not be part of the membership.

Type of Member	Number	Term of Office	How they are appointed
Foundation Trustee	1	4 years	Appointed by Trust Board
Foundation Governors	Up to 4	5 years	Appointed by Members
Parent	Up to 1 per School	4 years	Elected by Parent

#### 8 LSB Groups:

- **St Mary's College**
- **St Augustine's**
- **Endsleigh Holy Child & St Vincent's**
- **St Mary Queen of Martyrs & St Richard's**
- **St Thomas More & St Charles**
- **Our Lady and St Peter / St Peter's & St George's**
- **St Mary's, Market Weighton & St Mary and St Joseph, Pocklington**
- **St John of Beverley & St Anthony's**

## **SCHEME OF DELEGATION**

### **BETWEEN**

**ST CUTHBERT'S ROMAN CATHOLIC ACADEMY TRUST COMPANY**

### **AND**

**ST MARY'S COLLEGE, ST AUGUSTINE'S, ST ANTHONY'S, ST CHARLES, ENDSLEIGH HOLY CHILD, ST MARY QUEEN OF MARTYRS, ST RICHARD'S, ST THOMAS MORE, ST VINCENT'S, ST PETER'S, ST GEORGES, ST MARY'S, ST MARY AND ST JOSEPH'S, OUR LADY & ST PETER'S, ST JOHN OF BEVERLEY.**

**EFFECTIVE DATE: 01/04/2023**

### **DEFINITIONS**

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

- i. 'Academy' means the academy named at the beginning of this Scheme of Delegation and includes all sites upon which the academy undertaking is, from time to time, being carried out;
- ii. 'Articles of Association' means the articles of association of the Multi-Academy Trust Company (to be based on the February 2015 agreed model articles of association available on the Department for Education website);
- iii. 'Bishop' means the Bishop of the Roman Catholic diocese of Middlesbrough in which the Academy Trust Company is situated (as defined in Canon law) and includes any person exercising Ordinary jurisdiction in his name (including Vicars General and Episcopal Vicars) and any person delegated by him, including officers of the Diocese;
- iv. 'Board of Directors' means the board of Directors of the Multi-Academy Trust Company;
- v. 'Canon law' means the canon law of the Catholic Church from time to time in force and if any question arises as to the interpretation of Canon law, this shall be determined exclusively by the Bishop;
- vi. 'Chair' means the chair of the Board of Directors or the chair to the Local Scrutiny Board of the Academy appointed from time to time, as appropriate;
- vii. 'Clerk' means the clerk to the Board of Directors and/or the clerk to the Local Scrutiny Board of the Academy appointed from time to time, as appropriate, and includes a joint, assistant or deputy clerk;
- viii. 'Delegated Functions' means the functions delegated by the Multi-Academy Trust Company in accordance with the table at Appendix I;
- ix. 'Diocese' or 'Diocesan' means the education service provided by the diocese, which may also be known, or referred to, as the Diocesan Education Service or Diocesan Schools Commission;

- x. 'Diocesan Trustee' means a trustee of the Diocese appointed by the Bishop to safeguard the interests of the Catholic community as a whole in the Diocese and to serve its needs;
- xi. 'Directors' means directors appointed to the Board of the Multi-Academy Trust Company;
- xii. 'Foundation Directors and Foundation Governors' means the directors or governors from time to time appointed by the Bishop to represent his diocesan policy on the Board of the Academy Trust Company or the Local Scrutiny Board of the Academy, as appropriate;
- xiii. 'Governors' means the governors appointed and elected to the Local Scrutiny Board of the Academy, from time to time;
- xiv. 'Local Scrutiny Board' means any committee established by the Directors pursuant to Article 100 of the Articles of Association to carry out specified functions in relation to the Academy as delegated by the Directors;
- xv. 'Member' means a member of the Multi-Academy Trust Company appointed pursuant to Article 12 of the Articles of Association;
- xvi. 'Multi-Academy Trust Company' means the company responsible for the management of the Academy and, for all purposes, means the employer of staff at the Academy;
- xvii. 'Principal' means the headteacher or executive headteacher as the case may be and is the person named as the headteacher of the school for Ofsted purposes;
- xviii. 'Protocol' means the document that outlines the committed working relationship between the Diocese and the Multi-Academy Trust Company;
- xix. 'Reserved Matters' means the matters that the Directors have determined will not be delegated and will be dealt with exclusively by them;
- xx. 'Vice-Chair' means the vice-chair of the Board of Directors or the vice-chair of the Local Governing Body of the Academy elected from time to time, as appropriate.

## **1. GOVERNANCE OF THE MULTI-ACADEMY TRUST COMPANY**

1.1 This Scheme of Delegation has been adopted by the Directors from the Effective Date in accordance with the provisions of the Multi-Academy Trust Company's Articles and it should be read in conjunction with the Articles of Association. References in this Scheme of Delegation to numbered Articles are to the relevant clause of the Multi-Academy Trust Company's Articles of Association.

1.2 As a charity and company limited by guarantee the Multi-Academy Trust Company is governed by the Board of Directors who are responsible for, and oversee, the management and administration of the Multi-Academy Trust

Company and the academies run by the Multi-Academy Trust Company, including the Academy. The Directors have overall responsibility and ultimate decision-making authority for all the work of the Multi-Academy Trust Company. These responsibilities are largely carried out through strategic planning and the setting of policy.

- 1.3 As the Academy is a Catholic school, designated as such, the Directors are accountable to the Bishop to ensure that the Academy is conducted as a Catholic school in accordance with Canon law and the teachings of the Roman Catholic Church so that, at all times, the Academy may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The Directors are also accountable to external government agencies including the Charity Commission, the Department for Education and the Education & Skills Funding Agency (including any of their successor bodies). Both the Bishop and external government agencies hold the Multi-Academy Trust Company to account for the quality of the education, the financial propriety and the value they provide, and they require that the Multi-Academy Trust Company has systems in place through which they can assure themselves of such quality, safety and good practice.
- 1.4 In order to discharge these responsibilities people who are more locally based may be appointed by the Directors, except insofar as the Bishop appoints the Foundation Governors, to serve on a Local Scrutiny Board (or equivalent) which has been established to ensure the good governance of the Academy. In discharging their duties, the Local Scrutiny Board will comply with any relevant policies, protocols and procedures adopted by the Multi-Academy Trust Company which, in turn, reflect national and Diocesan directions and guidance, where required.
- 1.5 Foundation Directors and Foundation Governors are appointed by the Bishop, and the Foundation Director/Foundation Governor's obligations must be carried out in accordance with any Diocesan policy or protocol, the requirements outlined in the Multi-Academy Trust Company's Articles of Association, this Scheme of Delegation, the Protocol between the Diocese, the Multi-Academy Trust Company and the Academy and any other associated policies and protocols.
- 1.6 This Scheme of Delegation, particularly the table at Appendix I, explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the Academy, the respective roles and responsibilities of the Directors and the Governors and their commitments to each other to ensure the success of the Academy and the Multi-Academy Trust Company. This Scheme of Delegation serves as the terms of reference for the delegation of powers and responsibilities by the Directors to the Local Scrutiny Board.

## **2. ETHOS AND MISSION STATEMENT**

The Academy's mission is as follows:

1. To give every member of the St Cuthbert's family the experiences to encounter Christ and know that they are loved by Him
2. Enable all to meet their full potential and flourish
3. To provide excellent academic opportunities for learning
4. To grow in the Christian virtues of Charity and Service to others, in Faith, Hope and Love
5. To grow in service of others.

As St Cuthbert did, we will give ourselves gladly for the education of those in our care and walk with them on their life road wherever it may take them.

2.1 St Cuthbert's Roman Catholic Academy Trust has a Catholic designation and an Admissions Code which prioritises the entry of Catholic students, notwithstanding any statutory priority admissions.

2.2 The Academy will seek to ensure that it develops and maintains strong relationships with the other academies in the Multi-Academy Trust Company, as well as other schools, agencies and businesses in the local community and local Catholic parishes.

## **3. MEMBERS' POWERS AND RESPONSIBILITIES**

The Members of the Multi-Academy Trust Company are the guardians of the governance of the Multi-Academy Trust Company. They are accountable to the Bishop (unless the Member is the Bishop) to ensure that the Multi-Academy Trust Company is being operated in accordance with the objects in the Articles of Association, which only they can vary.

## **4. DIRECTORS' POWERS AND RESPONSIBILITIES**

4.1 The Directors have a duty to act in fulfilment of the Multi-Academy Trust Company's objects which are set out in the Articles of Association. The Directors also have a duty to the Bishop to uphold the objects of the Multi-Academy Trust Company and to comply with any directives, advice or guidance issued by the Bishop.

4.2 Directors will have regard to the interests of the other academies for which the Multi-Academy Trust Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.

4.3 Article 100 provides for the appointment by the Directors of committees, which may be known as Local Scrutiny Boards, to whom the Directors may delegate

certain of their functions<sup>1</sup>. The general power to delegate functions under Article 100 is limited in accordance with Articles 105A, 105AA and 105B.

4.4 The constitution, membership and proceedings of the LSB is determined by the Directors and this Scheme of Delegation sets this out as well as acknowledging the authority delegated by the Directors to the Local Scrutiny Board in order to enable the Local Scrutiny Board to run the Academy and fulfil its mission.

4.5 Subject to the provisions of the Companies Act 2006, the Articles of Association and to any directions given by the Members of the Multi-Academy Trust Company following a special resolution, or any directives issued by the Bishop or the Diocese, and in accordance with the policies and protocols agreed by the Directors, the way that the business of the Academy is carried forward at a local level shall be delegated by the Directors to the Local Scrutiny Board in accordance with this Scheme of Delegation, more particularly the table at Appendix I.

## **5. CONSTITUTION OF THE MULTI-ACADEMY TRUST COMPANY**

5.1 The initial Members of the Multi-Academy Trust Company are those named in the Memorandum of Association.

5.2 The requirements relating to the constitution of the board of the Directors of the Multi-Academy Trust Company are set out in the Articles of Association.

5.3 The requirements relating to the carrying out of the business of the Directors is set out in the Articles of Association.

## **6. CONSTITUTION OF THE LOCAL SCRUTINY BOARD (LSB)**

### **6.1 Membership**

6.1.1 The members of the LSB shall be known as Governors.

6.1.2 The number of people who shall sit on the LSB shall be not less than three subject always to paragraph 6.2.1.

6.1.3 The constitution of the LSB will be in accordance with Appendix 2. A different constitution may be adopted at any time by the Directors with prior written approval of the Diocese.

6.1.4 The Foundation Governors on the LSB will be those appointed by the Bishop.

6.1.5 The Directors (all or any of them) shall also be entitled to serve on the LSB and attend any meetings of the LSB. Any Director attending a meeting of the LSB shall count towards the quorum for the purposes of

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<sup>1</sup> Whatever the Multi-Academy Trust Company calls the committee(s) established to carry out the functions of the Multi-Academy Trust Company at the local academy level, such committee(s) shall always be established in accordance with Articles 100 and 101.

that meeting and shall be entitled to vote on any resolution being considered by the LSB.

- 6.1.6 All persons appointed or elected to the LSB shall give a written undertaking to the Directors, the Bishop and the Diocesan Trustees to uphold the objects of the Multi-Academy Trust Company. The Clerk shall be responsible for ensuring that this has been completed and that a copy has been sent to the Diocesan Education Service.

## **6.2 Appointment of members of the LSB**

### **6.2.1 Foundation Governors**

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

### **6.2.2 Staff Governors**

- 6.2.2.1 The LSB may appoint persons who are employed at the Academy to serve on the LSB through such processes as the Directors may determine, provided that the total number of such persons (including the Headteacher) complies with the LSB's constitution in force at the time.)

- 6.2.2.2 Unless the Directors agree otherwise, in appointing persons to serve on the LSB, the LSB shall invite nominations from all staff who are employed by the Multi-Academy Trust Company and who work at the Academy (excluding the Headteacher) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Directors.

### **6.2.3 Parent Governors**

- 6.2.3.1 Subject to clause 6.2.3.5, the parent members of the LSB shall be appointed after election by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.

- 6.2.3.2 The LSB shall make all necessary arrangements for election of the parent members of the LSB, including any question of whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be the parent members of the LSB which is contested shall be held by secret ballot.

- 6.2.3.3 The arrangements made for the election of the parent members of the LSB shall provide for every person who is entitled to vote in the election to have an opportunity to do so by post or, if he/she prefers, by having

his/her ballot paper returned to the Academy by a registered pupil at the Academy.

- 6.2.3.4 Where a vacancy for a parent member of the LSB is required to be filled by election, the LSB shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the Academy is informed of the vacancy and that it is required to be filled by election, informed that he/she is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.
- 6.2.3.5 The number of parent members of the LSB required shall be made up by persons appointed by the LSB if the number of parents standing for election is less than the number of vacancies.
- 6.2.3.6 In appointing a person to be a parent member of the LSB pursuant to clause 6.2.3.5, the LSB shall appoint a person who is the parent of a registered pupil at the Academy, or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.
- 6.2.3.7 The first parent and staff members of the LSB may be those people who filled those positions on the governing body of the predecessor school at its closure provided that they have the requisite skills as determined by the Directors. Parent and staff governors who do have the requisite skills shall serve on the LSB for the remainder of the terms of office for which they were elected or appointed to the predecessor governing body provided that the minimum membership of the LSB does not decrease following closure.

### **6.3 Term of Office**

The term of office for any person, other than a Foundation Governor, serving on the LSB shall be 4 years, to be specified at the time of appointment by the person or body appointing them, save that this time limit shall not apply to the Headteacher. Subject to remaining eligible to be a particular type of member on the LSB, any person may be re-appointed or re-elected to the LSB save that Foundation Governors may only serve a maximum of three consecutive five- year terms (other than with the consent of the Bishop).

### **6.4 Resignation and removal**

- 6.4.1 Except in the case of a Foundation Governors, a person serving on the LSB shall cease to hold office if he/she resigns his/her office by notice to the relevant LSB (but only if at least three persons will remain in office when the notice of resignation is to take effect). The LSB must give a copy of the notice to the Directors. A Foundation Governor must resign his/her office by notice to the Bishop who appointed him/her and provide a copy of the notice to the LSB who shall, in turn, provide that copy to the Directors.

- 6.4.2 A person serving on the LSB shall cease to hold office if he/she is removed by the person or persons who appointed him/her. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the LSB by a person or persons who appointed him, any failure to uphold the values of the Multi-Academy Trust Company and/or the Academy, or to preserve and develop the Catholic character, or to act in a way which is in breach of this Scheme of Delegation or the undertaking given pursuant to paragraph 6.1.6 will be taken into account. A person (except a Foundation Governor) may also be removed by the Directors but only after the Directors have given due regard to any representations by the relevant LSB.
- 6.4.3 If any person who serves on the LSB in his/her capacity as an employee at the Academy ceases to work at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the LSB automatically on termination of his/her work at the Academy.
- 6.4.4 If any person who serves on the LSB in his/her capacity as a parent ceases to be a parent of a child on roll at the Academy then he/she shall be deemed to have resigned and shall cease to serve on the LSB automatically at the end of that school term.
- 6.4.5 Where a person who serves on the LSB is removed from office, those removing him/her, shall give written notice thereof to the LSB, who shall, in turn, notify the Directors.

## **6.5 Disqualification of members of the LSB**

- 6.5.1 No person shall be qualified to serve on the LSB unless he/she is aged 18 or over at the date of his/her election or appointment. No current pupil of the Academy shall be entitled to serve on the LSB.
- 6.5.2 A person serving on the LSB shall cease to hold office if he/she becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs.
- 6.5.3 A person serving on the LSB shall cease to hold office if he/she is absent without the permission of the Chair of the LSB from all the meetings of the LSB held within a period of six months and the LSB resolves that his/her office be vacated.
- 6.5.4 A person shall be disqualified from serving on the LSB if:
- 6.5.4.1 His/her estate has been sequestrated and the sequestration has not been discharged, annulled, or reduced; or
- 6.5.4.2 He/she is the subject of a bankruptcy restrictions order or an interim order.
- 6.5.5 A person shall be disqualified from serving on the LSB at any time when he/she is subject to a disqualification order or a disqualification undertaking under the Company Directors Disqualification Act 1986 or to an order made under section 429(2)(b) of the Insolvency Act 1986 (failure to pay under county court administration order).

- 6.5.6 A person serving on the LSB shall cease to hold office if he/she would cease to be a director by virtue of any provision in the Companies Act 2006 or is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 6.5.7 A person shall be disqualified from serving on the LSB if he/she has been removed from the office of charity trustee or trustee for a charity by an order made by the Charity Commission or the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he/she was responsible or to which he/she was privy, or which he/she by his conduct contributed to or facilitated.
- 6.5.8 A person shall be disqualified from serving on the LSB at any time when he/she is:
- 6.5.8.1 subject to a direction of the Secretary of State under s.142 of the Education Act 2002 or any other disqualification, prohibition or restriction which takes effect as if contained in such a direction; or
- 6.5.8.2 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
- 6.5.8.3 disqualified from working with children in accordance with Sections 28, 29 or 29A of the Criminal Justice and Court Services Act 2000; or
- 6.5.8.4 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006); or
- 6.5.8.5 disqualified from registration under Part 2 of the Children and Families (Wales) Measure 2010 or child minding or providing day care; or
- 6.5.8.6 disqualified from registration under Part 3 of the Childcare Act 2006; or
- 6.5.8.7 disqualified under the Childcare (Disqualification) Regulations 2009.
- 6.5.9 A person may be disqualified from serving on the Local Governing Body if they have ever been:
- 6.5.9.1 convicted of an offence involving violence, dishonesty or deception, or any sexual offence which is not a protected offence; or
- 6.5.9.2 convicted of causing a nuisance or disturbance on school and/or educational premises; or
- 6.5.9.3 sentenced to imprisonment (whether suspended or not), in the UK or elsewhere, for a period of not less than three months.
- 6.5.10 A person shall be disqualified from serving on the LSB where he/she has, at any time, been convicted of any criminal offence, excluding any that have been spent under the Rehabilitation of Offenders Act 1974 as amended, and excluding any offence for which the maximum sentence is a fine or a lesser sentence except where a person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

- 6.5.11 A person shall be disqualified from serving on the LSB if he/she has not provided to the Chair of the Board of Directors the proper criminal records certification as required by law and outlined by the Diocese and the Catholic Education Service. In the event that any such certification or checks disclose any information which would, in the opinion of either the Chair of the Board of Directors or the Headteacher, confirm their unsuitability to work with children that person shall be disqualified. If a dispute arises as to whether a person shall be disqualified, a referral shall be made to the Secretary of State to determine the matter. The determination of the Secretary of State shall be final.
- 6.5.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the LSB and he/she was, or was proposed, to so serve, he/she shall upon becoming so disqualified give written notice of that fact to the LSB who shall inform the Directors and the Bishop.
- 6.5.13 This clause 6.5 shall also apply to any member of any committee of the LSB who is not a member of the LSB.

## **6.6 Responsibilities of the LSB**

- 6.6.1 The responsibilities of the LSB are outlined in this Scheme of Delegation, more particularly in the table at Appendix I.
- 6.6.2 The LSB will adopt and comply with all policies, protocols and procedures of the Multi-Academy Trust Company, the Bishop and the Diocesan Bishop as communicated to the LSB from time to time.

## **6.7 BUSINESS/PROCEEDINGS OF THE LSB**

### **Meetings of the LSB**

- 6.7.1 Subject to this Scheme of Delegation, the LSB may regulate its proceedings as its members see fit.
- 6.7.2 The LSB shall meet at least once per term. Meetings of the LSB shall be convened by the Governance Professional (GP) to the LSB. In exercising his/her functions under this Scheme of Delegation, the GP shall comply with any direction:
- 6.7.2.1 Given by the Directors or the LSB; or
- 6.7.2.2 Given by the Chair of the LSB or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair of the LSB, so far as such direction is not inconsistent with any direction given as mentioned in 6.7.2.1 above.
- 6.7.3 Any three members of the LSB may, by notice in writing given to the GP, requisition a meeting of the LSB and it shall be the duty of the GP to convene such a meeting as soon as is reasonably practicable.
- 6.7.4 The GP shall provide to each member of the LSB at least seven clear days before the date of a meeting:

6.7.4.1 notice in writing thereof and sent to each member of the LSB at the address provided by each member from time to time;

6.7.4.2 all reports or other papers to be considered at the meeting; and

6.7.4.3 a copy of the agenda for the meeting;

provided that where the Chair or, in his/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 written notice of a meeting, and the copy of the agenda thereof, are given within such shorter period as he/she directs.

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

6.7.6 A resolution to rescind or vary a resolution carried at a previous meeting of the LSB shall not be proposed at a meeting of the LSB unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

6.7.7 A meeting of the LSB shall be terminated forthwith if:

6.7.7.1 The members of the LSB so resolve; or

6.7.7.2 The number of members present ceases to constitute a quorum for a meeting of the LSB in accordance with paragraph 6.7.10, subject to paragraph 6.7.12.

6.7.8 Where in accordance with paragraph 6.7.7 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 GP 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.

6.7.9 Where the LSB resolves in accordance with paragraph 6.7.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the LSB 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 they shall direct the GP to convene a meeting accordingly.

6.7.10 Subject to paragraph 6.7.12, the quorum for a meeting of the LSB, and any vote on any matter thereat, shall be any three of the members of the LSB, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the LSB at the date of the meeting.

6.7.11 The LSB 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.

6.7.12 The quorum for the purposes of:

6.7.12.1 Appointing a parent member;

6.7.12.2 Any vote on the removal of a person in accordance with this Scheme of Delegation;

6.7.12.3 Any vote on the removal of the Chair of the LSB; shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters.

6.7.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of the LSB shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the LSB shall have one vote.

6.7.14 Subject to paragraphs 6.7.10 – 6.7.12, where there is an equal division of votes, the Chair of the meeting shall have a casting vote in addition to any other vote he/she may have.

6.7.15 The proceedings of the LSB shall not be invalidated by

6.7.15.1 any vacancy on the board; or

6.7.15.2 any defect in the election, appointment or nomination of any person serving on the LSB.

6.7.16 A resolution in writing, signed by the requisite majority of all the persons entitled to receive notice of a meeting of the LSB or of a subcommittee of the LSB, shall be valid and effective as if it had been passed at a meeting of the LSB or (as the case may be) a subcommittee of the LSB 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 LSB and may include an electronic communication by or on behalf of the LSB indicating his/her agreement to the form of resolution providing that the member has previously notified the LSB in writing of the email address or addresses which the member will use.

6.7.17 Subject to paragraph 6.7.18, the LSB shall ensure that a copy of:

6.7.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;

6.7.17.3 the signed minutes of every such meeting; and

6.7.17.4 any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at the Academy to persons wishing to inspect them.

6.7.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.7.17, any material relating to:

6.7.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;

- and
- 6.7.18.2 a named pupil at, or candidate for admission to, the Academy;
  - 6.7.18.3 any matter which, by reason of its nature, the LSB is satisfied should remain confidential.
- 6.7.19 Any member of the LSB shall be able to participate in meetings of the LSB by telephone or video conference provided that:
- 6.7.19.1 He/she has given notice of his/her intention to do so detailing the telephone number on which he/she can be reached and/or appropriate details of the video conference suite from which he/she shall be taking part at the time of the meeting at least 48 hours before the meeting; and
  - 6.7.19.2 the LSB has access to the appropriate equipment; and
  - 6.7.19.3 he/she assures the LSB that the telephone connection and the surrounding environment from which the call is to be made is secure and will comply with the requirement to maintain confidentiality of the business of the LSB at all times; and
  - 6.7.19.4 he/she is able to hear all participants and fully take part in the discussions.
- 6.7.20 If, after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference pursuant to 6.7.19, the meeting may still proceed with its business provided it is otherwise quorate.

### **The Minutes**

- 6.7.21 The minutes of the proceedings of a meeting of the LSB shall be drawn up and kept for the purpose by the person authorised to keep the minutes of the LSB and shall be signed (subject to the approval of the members of the LSB) at the same or next subsequent meeting by the person acting as chair thereof. The minutes shall include a record of:
- 6.7.21.1 all appointments of officers made by the LSB; and
  - 6.7.21.2 all proceedings at meetings of the LSB and of committees of the LSB including the names of all persons present at each such meeting.
- 6.7.22 The Chair shall ensure that copies of minutes of all meetings of the LSB (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors, the Bishop and the Diocesan Trustees as soon as reasonably practicable after those minutes are approved.

## **Delegation**

6.7.23 Provided such power or function has been delegated to the LSB, the LSB may further delegate to any person serving on the LSB, committee, the Headteacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or the LSB may impose and may be revoked or altered.

6.7.24 Where any power or function of the Directors or the LSB is exercised by any subcommittee, any Director or member of the LSB, the Headteacher or any other holder of an executive office, that person or subcommittee shall report to the LSB in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the LSB immediately following the taking of the action or the making of the decision.

## **Chair and Vice-Chair of the LSB**

6.7.25 The members of the LSB shall, bi-annually, at their first meeting in that year, elect a Chair and a Vice-Chair from amongst the Foundation Governors in their number to serve until a successor is appointed or a vacancy occurs pursuant to paragraph 6.7.28.

6.7.26 Subject to paragraph 6.7.30, the Chair or Vice-Chair shall hold office as such until his/her successor has been elected in accordance with paragraphs 6.7.26 - 6.7.37.

6.7.27 The Chair or Vice-Chair may at any time resign his/her office by giving notice in writing to the LSB.

6.7.28 The Chair or Vice-Chair shall cease to hold office if:

6.7.29.1 He/she ceases to serve on the LSB;

6.7.29.2 He/she is employed by the Multi-Academy Trust Company whether or not at the Academy;

6.7.29.3 He/she is removed from office in accordance with this Scheme of Delegation; or

6.7.29.4 in the case of the Vice-Chair, he/she is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of Chair.

6.7.29 Where by reason of any of the matters referred to in paragraph 6.7.29, a vacancy arises in the office of Chair or Vice-Chair, the members of the LSB shall at its next meeting elect one of their number to fill that vacancy.

6.7.30 Where the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, the Vice-Chair or his/her nominee shall act as the Chair for the purposes of the meeting.

- 6.7.31 Where in the circumstances referred to in paragraph 6.7.30, the Vice-Chair is also absent from the meeting or there is at the time a vacancy in the office of Vice-Chair, the members of the LSB shall elect one of their number to act as a Chair for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Multi-Academy Trust Company whether or not at the Academy nor a Director.
- 6.7.32 A Director shall act as Chair during that part of any meeting at which the chair is elected.
- 6.7.32 Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.
- 6.7.34 The Chair or Vice-Chair may only be removed from office by the Directors at any time or by the LSB in accordance with this Scheme of Delegation.
- 6.7.35 A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the LSB shall not have effect unless:
- 6.7.35.1 it is confirmed by a resolution passed at a second meeting of the LSB held not less than fourteen days after the first meeting; and
  - 6.7.35.2 the matter of the Chair or Vice-Chair's removal from office is specified as an item of business on the agenda for each of those meetings; and
  - 6.7.35.3 copies of the resolutions referred to at paragraph's 6.7.36 and 6.7.36.1 above are served on the Directors.
- 6.7.36 Before a resolution is passed by the LSB at the relevant meeting as to whether to confirm the previous resolution to remove the Chair or Vice-Chair from office, the person or persons proposing his/her removal shall at that meeting state their reasons for doing so and the Chair or Vice-Chair shall be given an opportunity to make a statement in response.

## **GOVERNANCE PROFESSIONAL (GP)**

- 6.7.37 The Directors may appoint a GP (who must not be the Headteacher) to provide GP services to the LSB and may remove the GP from office at any time.
- 6.7.38 In the absence of the GP from a LSB meeting, the LSB may appoint any one of its members to act as GP for the purposes of that meeting.
- 6.7.39 The GP must:
- 6.7.40.1 convene meetings of the LSB;
  - 6.7.40.2 attend meetings of the LSB;

- 6.7.40.3 advise the LSB on the Academy's compliance with the Articles, the funding agreement, the scheme of delegation and the law;
- 4.7.40.4 ensure that minutes of the proceedings are drawn up; and
- 6.7.40.5 perform any other functions determined by the LSB.

### **Conflicts of Interest**

- 6.7.40 A conflict of interest/loyalty shall not be deemed to occur solely from the fact that any member of the LSB is also a director, charity trustee or governor of any other Catholic school or schools or other educational institution(s), diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s). Any member of the LSB who has, or can have, any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts, or may conflict, with his/her duties as a member of the LSB shall disclose that fact to the LSB as soon as he/she becomes aware of it. Subject to Article 98A, a person is not permitted to attend any meeting of the LSB or committee of the LSB, or any part of any such meeting, where it is possible that a conflict will arise between his/her duty to act solely in the interests of the Academy and the Multi-Academy Trust Company and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 6.7.41 For the purpose of paragraph 5.7.42, a person has a Personal Financial Interest if he/she is in the employment of the Multi-Academy Trust Company or is in receipt of remuneration or the provision of any other benefit directly from the Multi-Academy Trust Company or in some other way is linked to the Multi-Academy Trust Company or the Academy.
- 6.7.42 In the event of any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 6.7.43 Any disagreement between the members of the LSB and the Headteacher or any subcommittee of the LSB shall be referred to the Directors for their determination.

### **Indemnity**

- 6.7.44 Subject to the provisions of the Companies Act 2006 every member of the LSB or other officer or auditor of the Multi-Academy Trust Company acting in relation to the Academy shall be indemnified out of the assets of the Multi-Academy Trust Company against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Multi-Academy Trust Company, subject to the limitation of s.189 of the Companies Act 2011.

## Notices

- 6.7.45 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of the LSB) 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.
- 6.7.46 A notice may be given by the LSB to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his/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 LSB by the member. A member whose registered address is not within the United Kingdom and who gives to the LSB an address within the United Kingdom at which notices may be given to him/her, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the LSB.
- 6.7.47 A member of the LSB present at any meeting of the LSB shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 6.7.48 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.

## **7 OPERATIONAL MATTERS AT MULTI-ACADEMY TRUST COMPANY AND LSB LEVEL**

- 7.1 The LSB shall comply with the obligations set out in this Scheme of Delegation, particularly the relevant sections of the table at Appendix I, which deals with the day to day operations of the LSB.
- 7.2 The LSB will adopt and comply with all policies, protocols and procedures of the Multi-Academy Trust Company, the Bishop and the Diocese as communicated to the LSB from time to time.
- 7.3 Except for the Foundation Directors and Foundation Governors, the other Directors and members of the LSB have a duty to act independently and not to act as agents of those who may have appointed them. All Directors and members of the LSB will act with integrity, objectivity and honesty in the best interests of the Multi-Academy Trust Company and the Academy and shall be open about decisions made and be prepared to justify those decisions except insofar as any matter may be considered confidential. Foundation Governors

shall always act in furtherance of their undertaking to the Bishop and the Diocesan Trustees to preserve and develop the Catholic character of the Academy, and the Multi-Academy Trust Company, at all times.

- 7.4 The LSB shall comply with any inspections by or on behalf of the Directors and any denominational inspections pursuant to section 48 of the Education Act 2005 and any additional canonical inspections and visitations of the Bishop and any person appointed by him for the purpose of ensuring that the Academy is being conducted in accordance with canon law and is following the practices and teachings of the Catholic Church and in order to allow the Bishop to assess how well the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.
- 7.5 If, in the view of the Directors, one of the following situations arises, then the Directors may resolve to remove some or all of the powers and obligations delegated to the LSB by this Scheme of Delegation:
- 7.5.1 The LSB, or one of more of its members, has acted, or allowed another to act, whether knowingly or recklessly, in such a way as to prejudice the Catholic character of the Multi-Academy Trust Company and the Academy;
  - 7.5.2 Standards and performance are low, are likely to be assessed as low and/or are likely to remain so without intervention;
  - 7.5.3 There has been a serious breakdown in management or governance which is prejudicial to standards of performance or breaches the Multi-Academy Trust Company's policies and procedures;
  - 7.5.4 The safety of pupils and staff is threatened; or
  - 7.5.5 Safeguarding procedures are inadequate.
- 7.6 The LSB shall work closely with and shall promptly implement any advice or recommendations made by the directors in the event that intervention is either threatened or is carried out by the Secretary of State and the Directors expressly reserve the unfettered right to review or remove any power or responsibility conferred on the LSB under this Scheme of Delegation in such circumstances.

## **8 REVIEW OF THE SCHEME OF DELEGATION**

- 8.1 This Scheme of Delegation shall operate from the Effective Date in respect of the Academy.
- 8.2 The Directors have the absolute discretion to review and amend this Scheme of Delegation at least annually and to alter any provisions of it with the prior written consent of the Bishop (on the advice of the Diocese).
- 8.3 In considering any material changes to this Scheme of Delegation the Directors shall have regard to and give due consideration to any views of the LSB and shall comply with any guidance/requirements of the Bishop and consider any guidance published by the Catholic Education Service.

## **APPENDIX 1**

### **TABLE OF ROLES AND RESPONSIBILITIES**

Attached as a separate document.

## **APPENDIX 2**

### **CONSTITUTION OF THE LOCAL SCRUTINY BOARD**

1. The name of the academy is St Mary's College/ St Augustine's / St Anthony's / St Charles' / Endsleigh Holy Child / St Mary Queen of Martyrs / St Richard's /St Thomas More / St Vincent's / St Mary's / St Mary & St Joseph's / Our Lady & St Peter / St Peter's / St George's / St John of Beverley.
2. The academy is part of the Catholic Church and is to be conducted as a Catholic academy in accordance with Canon law and the teachings of the Roman Catholic Church and in accordance with the Trust Deed of the Diocese of Middlesbrough and in particular:
  - (a) Religious education is to be in accordance with the teachings, doctrines, disciplines and general and particular norms of the Catholic church;
  - (b) Religious worship is to be in accordance with the rites, practices, discipline and liturgical norms of the Catholic Church; and
  - (c) At all times the academy is to serve as a witness to the Catholic faith in Our Lord Jesus Christ.
3. The academy is a member of St Cuthbert's Roman Catholic Academy Trust.
4. The name of the Local Scrutiny Boards are:
  - LSB 1 - St Mary's College.
  - LSB 2 - St Augustine's, Scarborough
  - LSB3 - Endsleigh Holy Child & St Vincent's
  - LSB 4 - St Charles & St Thomas More
  - LSB 5 - St Richard's & St Mary Queen of Martyrs
  - LSB 6 - St Mary's, Market Weighton & St Mary and St Joseph's, Pocklington
  - LSB 7 - Our Lady and St Peter, St Peter's & St George's
  - LSB 8 – St Anthony's & St John of Beverley

5. The LSB shall consist of up to 7 or 8 members of which there shall be:
  - Foundation Director - 1
  - Foundation Governors - up to 4
  - Parent - up to 1 per schoolHeadteachers will attend and 1 Executive Leader will attend but they will not be voting members.
6. The Bishop of Middlesborough shall have the right to appoint Foundation Governors who shall be appointed in accordance with Diocesan protocol.
7. The term of office of Foundation Governors is 5 years.

# Appendices

## Appendix 3

### Terms of Reference for the Education Committee

#### 1. Composition:

1.1. The Committee shall be appointed by the Trust Board and shall consist of not less than three members.

#### 2. Chair of Committee:

2.1. The Chair of the Committee shall be appointed by the Trust Board and should have

the necessary knowledge and skills to undertake the role effectively.

#### 3. Quorum:

3.1. A quorum shall be 3 Director members.

#### 4. Frequency of Meetings:

4.1. Meetings shall be held at least termly.

#### 5. Attendance at Meetings:

5.1. Relevant Executive Leaders shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest. Senior Leaders may also attend if required by the Committee.

#### 6. Notices:

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

#### 7. Reporting:

1. 7.1. The Chair and Governance Professional will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.
2. 7.2. The Chair of the Committee shall report to the next available meeting of the Trust Board.

#### 8. Authority:

1. 8.1. The Education Committee is an advisory body with some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board.

2. 8.2. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
3. 8.3. The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at the Committee meeting with relevant experience and expertise if it considers this necessary.

## **9. Delegated Responsibilities:**

9.1. The duties of the Committee shall be:

### **MONITORING, OVERSIGHT AND SCRUTINY**

- Oversight of safeguarding and child protection arrangements of individual academies and the Trust as a whole.
- Oversight of delivery of a broad and balanced curriculum in line with the Trust's strategic vision.
- Maintain oversight of the performance of individual schools and the Trust as a whole, against agreed targets.
- Scrutinise the quality of leadership in each individual school to account for academic performance, quality of SEND provision, quality of provision for all pupil groupings, quality of teaching and learning, exclusions and pupil and staff attendance.
- Oversight of School Improvement Plans and progress made against targets of any school within the Trust that receives an Ofsted judgement that is less than 'good' or is considered a risk.
- Receive all Ofsted or DfE Inspection reports and associated Improvement Plans. Monitoring of the effective use of Pupil Premium funding by the Trust as a whole.
- Receive minutes of the Local Scrutiny Boards (LSB) for oversight and, where necessary, appropriate action.
- Ensure provision of sex and relationships education.
- Consider innovations in pedagogy practice and the potential impact and benefits for the Trust.

### **APPROVAL**

Approval of delegated Trust-wide policies relating to Education and Student Welfare. Approval of school day and term dates.

### **ESCALATION TO TRUST BOARD**

Review level 1 Trust-wide policies that are brought before the committee in relation to Education and Student Welfare and recommend to the Trust Board for approval.

Recommend educational targets to the Trust Board for approval.

### **STATUTORY, LEGAL AND POLICY DUTIES**

Articulate the Trust's adherence to public duties in relation to education, SEND and Safeguarding.

## **REVIEW**

Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness.

**Date Approved: 01/04/23**

**Review Date: 01/09/23**

## **Appendix 4**

### **Terms of Reference – Finance, Assets, Audit & Risk Committee**

#### **1. Composition**

1.1. The Committee shall be appointed by the Trust Board and shall consist of not less than 3 members.

#### **2. Chair of Committee:**

2.1 The Chair of the Committee shall be appointed by the Trust Board and should have the necessary knowledge and skills to undertake the role effectively. The Chair of this committee cannot be the Chair of the Board.

#### **3. Quorum:**

3.1. A quorum shall be three Director members.

#### **4. Frequency of Meetings:**

4.1. Meetings shall be held each half term.

4.2. The Chair of the FAAR Committee and External Auditors may request a meeting at any time if they consider that one is necessary.

#### **5. Attendance at Meetings:**

5.1. The Accounting Officer, Chief Finance Officer and other Executive Leaders shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest.

5.2. There shall be at least one opportunity each year, if required, for the Committee Chair to meet privately with the Committee (i.e., without management present) and similarly with the Principal Internal Auditor and the External Auditor

#### **6. Notices:**

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

#### **7. Reporting:**

**7.1.** The Chair and Governance Professional will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

**7.2.** The Chair of the Committee shall report to the next available meeting of the Trust Board.

**7.3.** The Chair of the Committee or, as a minimum, another member of the Committee, shall attend the Trust Board meeting at which the annual accounts and financial statements are approved and also the Trust's Annual General Meeting.

## **8. Authority:**

**8.1.** The FAAR Committee is an advisory body with some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

**8.2.** The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at the Committee meeting with relevant experience and expertise if it considers this necessary.

## **9. Delegated Responsibilities:**

**9.1.** The duties of the Committee shall be:

### **MONITORING, OVERSIGHT AND SCRUTINY**

- Ensure the financial sustainability of the Trust, stewardship of assets and efficient use of resources to maximise outcomes for students.
- Review the above considering the Trust's indicative funding, notified annually by the ESFA, and to assess the implications for the Trust in advance of the financial year, drawing any matters of significance or concern to the attention of the Trust Board with strategies to resolve them.
- To ensure rigour and scrutiny in budget management.
- Monitor and review the funding, reserves, investments, cash, and balance sheet positions of the Trust and assess ongoing financial sustainability, drawing any matters of concern to the attention of the Trust Board.
- Maintain an overview of the rollout of the Trust's Asset Management Plan and related capital bids and grant applications, making recommendations for future guidelines to the Trust Board, as needed.
- To recommend to the Trust Board for approval, a balanced budget, and any significant changes to it, for the financial year to 31 August.
- To ensure that budget forecasts are accurately compiled and based on realistic assumptions.
- Regularly review the appropriateness and effectiveness of levels of delegation and protocols, including the implementation of bank accounts.

- To actively monitor the effectiveness and fairness of GAG Pooling across the Trust.
- To adopt an integrated approach to curriculum and financial planning.
- To embed the use of ESFA financial tools with financial planning, performance, and resource management.
- To submit returns to ESFA by specified dates as published in the Academies Planning Calendar and report as required.
- To share monthly management accounts with the Chair, and other trustees six times a year, even if they do not meet in those months.
- To seek approval from the ESFA for any novel, contentious or repercussive transactions.
- To demonstrate that public funds have been used as intended by Parliament.
- To set financial policies and procedures in line with the Academy Trust Handbook.
- Work with the Chief Finance Officer to produce, review and finalise the annual report and accounts for the Trust. It is expected that the Committee will, where time allows, circulate the draft annual report and accounts to the Audit and Risk Committee for their review before the report and accounts are submitted to the Trust Board for approval.
- Review the Trust Health & Safety policy and to receive reports on Health & Safety issues and incidents on behalf of the Trust Board.

### **Audit and Risk**

- To monitor financial plans to ensure the Trust remains a going concern.
- Check that the provision of non-audit services does not impair the External Auditors' independence or objectivity.
- Discuss with the External Auditors the nature and scope of each forthcoming audit and to ensure that the External Auditor receives the fullest co-operation.
- Review the External Auditor's annual management letter and all other reports and recommendations, together with the appropriateness of management's response.
- Review the reports and recommendations of the Internal Auditor, together with the appropriateness of management's response.
- To have sound internal control, risk management and assurance processes.
- Monitor the implementation of action agreed by management in response to reports from the External Auditor and Internal Auditor.
- Check that the Trust's audit services comply with the standards specified in the Academy Trust Handbook, complies in all other respects with these guidelines and meets the agreed level of service.
- To actively manage risks through the Trust Risk Register.
- To regularly review Trust contingency and business continuity plans.
- To maintain an accurate and up to date register of business interests.
- To regularly review the Trust Complaint's Register.
- To ensure the Trust meets the requirements of the General Data Protection Regulation

### **Financial Management and Reporting**

- Keep under review the Trust's financial management and reporting arrangements, providing constructive challenge (where necessary) to the

actions and judgements of management in relation to the interim management and financial accounts, statements and reports and the annual accounts and financial statements, prior to submission to the Trust Board, paying particular attention to:

1. Critical accounting policies and practices, and any changes in them.
  2. Decisions requiring a major element of judgement.
  3. The extent to which the financial statements are affected by any unusual or complex transactions in the year and how they are disclosed.
  4. The clarity and transparency of disclosures.
  5. Significant adjustments resulting from the audit.
  6. The going concern assumption; compliance with accounting standards.
  7. Compliance with Department for Education and legal requirements.
- To recommend to the Member Board the appointment of the external auditors.

### **Risk Management and Internal Control**

- Review the adequacy and robustness of risk registers.
- Keep under review the adequacy and effectiveness of the Trust's governance, risk management, critical incident, IT and internal control arrangements, as well as its arrangements for securing value for money, through reports and assurances received from management, the Internal Auditor, the External Auditor and any other relevant independent assurances or reports (e.g., from the National Audit Office).
- Review or investigate any other matters referred to the Committee by the Trust Board.

### **Whistleblowing, Fraud, Bribery and Corruption**

- Oversee the requirement for significant losses to be investigated and reported to the DfE where required.
- Receive reports on the outcome of investigations of suspected or alleged impropriety.

### **APPROVAL**

- Approval of delegated Trust-wide policies relating to Finance, Assets, Audit, Risk areas of responsibility.
- Review and approve the Trust's annual Assurance Programme on behalf of the Trust Board

### **ESCALATION TO TRUST BOARD**

- Recommend a 3-year financial plan and 1-year annual budget in advance of each financial year for approval by the Trust Board.
- Report on financial performance throughout the year to the Trust Board, promptly notifying the Trust Board of those financial matters of which the Committee has knowledge which may materially affect the current or future position of the Trust.

- Review Trust-wide policies that are brought before the committee in relation to FAAR areas of responsibility and recommend to the Trust Board for approval.
- Review the Trust's annual accounts and financial statements before they are submitted by the Finance Committee to the Trust Board for approval.
- Oversee the tender process for appointment of the Internal Auditor and External Auditor and to recommend to the Trust Board (internal audit) and to the Members (external audit) the appointment/re-appointment of the Internal Auditor and External Auditor.
- Consider and recommend the audit fees to the Trust Board.
- Review all risk and control related disclosure statements, in particular the Trust's annual Governance Statement, Statement on Regularity, Propriety and Compliance and Value for Money Statement, together with any associated reports and opinions from management, the External Auditor and the Principal Internal Auditor prior to endorsement by the Trust Board.
- Draw any significant recommendations and matters of concern to the attention of the Trust Board, and in cases of urgent matters directly to members of the Trust Board.

#### **STATUTORY, LEGAL AND POLICY DUTIES**

- Notify the ESFA as and when required in relation to budgetary matters.
- Articulate the Trust's adherence to its public duties in relation to Value for Money, meeting conditions of funding and grant awards, etc.
- Assure Directors that the Trust is operating in line with its own financial policies and the Academy Trust Handbook and that the Chief Executive Officer is operating in line with the Accounting Officer duties.
- Articulate the Trust's adherence to public duties in relation to health and safety law.

#### **REVIEW**

- Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness.

**Date Approved: 01/04/23**

**Review Date: 01/09/23**

## **Appendix 5**

### **Terms of Reference for the HR Committee**

#### **1. Composition:**

1.1. The Committee shall be appointed by the Trust Board and shall consist of not less than 3 members.

#### **2. Chair of Committee:**

2.1. The Chair of the Committee shall be appointed by the Trust Board and should have the necessary knowledge and skills to undertake the role effectively.

#### **3. Quorum:**

3.1. A quorum shall be three Director members.

#### **4. Frequency of Meetings:**

4.1. Meetings shall be held during the school day each Term.

#### **5. Attendance at Meetings:**

5.1. The Chief Executive, Chief Financial Officer and HR Director shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest. Executive Leaders may also attend if invited by the Committee. The Committee has the right to exclude any Executive Leader and any other attendees during any part of Committee business.

#### **6. Notices:**

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

#### **7. Reporting:**

7.1. The Chair and Governance Professional will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

7.2. The Chair of the Committee shall report to the next available meeting of the Trust Board.

#### **8. Authority:**

8.1. The HR Committee has some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at

the Committee meeting with relevant experience and expertise if it considers this necessary.

## **9. Delegated Responsibilities:**

9.1. The duties of the Committee shall be:

### **MONITORING, OVERSIGHT AND SCRUTINY**

- Maintain oversight of performance development and pay awards across the Trust.
- Monitor and evaluate the performance of the Chief Executive.
- To oversee payroll and pensions provision.
- To determine and monitor the implementation of recruitment and retention processes, including DBS and other employment checks.
- Oversight of the Trust's succession plan for all critical and key positions and review development plans, talent retention and career development for potential successors.
- To determine dismissal payments and agree early retirements in line with the Academy Trust Handbook.
- To agree general employment terms and conditions (not an individual's pay/package) in line with adopted policies.
- Receive, and comment on, regular reports from the Executive Team relating to all aspects of the workforce, which may for example include: staff absence rates; staff turnover rates; ratios of staff type, by academy; pay analysis, such as average salaries and level of TLRs.
- Monitor and advise the Trust Board on matters relating to Equality and Diversity through the receipt of regular updates on initiatives and consideration of statutory reports such as Gender Pay Gap reporting.
- To regularly review the whistleblowing policy and ensure any reports of fraud and/or irregularity are investigated and reported back to FAAR Committee.
- To dismiss / suspend CEO.
- End suspension of CEO.
- To ensure the effective management of sickness absence, including the provision of effective occupational health services.
- To establish the Trust-wide code of conduct for staff.
- To co-ordinate training and development for Trustees.
- To make decisions in relation to staff pay, in accordance with the agreed Pay Policy.
- To implement the appraisal and capability process in relation to the CEO.
- To review and recommend for approval statutory, mandatory, and ad-hoc policies in relation to all aspects of school life except those relating to financial, assets, audit and risk management (considered by FAAR Committee).
- Parental complaints

### **APPROVAL**

- Approval of delegated Trust-wide policies relating to HR & workforce
- Approve amendments to the Trust's pay structure and the impact of implementation.

- Approve cost of living pay rises and other national policy pay rises.

#### **ESCALATION TO TRUST BOARD**

- Consider and recommend to Trust Board for approval any proposed cost of living pay rises and other pay rises that do not align with national policy
- Recommend to Trust Board for approval any Trust bonus schemes and subsequent payments.
- Review the Trust's policy for handling allegations from whistle blowers and recommend to the Trust Board for approval.

#### **STATUTORY, LEGAL AND POLICY DUTIES**

- Articulate the Trust's adherence to public duties in relation to remuneration.
- Assurance that the Trust is operating in line with its own HR policies.
- Articulate the Trust's adherence to public duties in relation to equality and employment law.

#### **REVIEW**

Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness

**Date Approved: 01/04/23**

**Review Date: 01/09/23**

## **Appendix 6**

### **Terms of Reference for the Strategic Committee**

#### **1. Composition:**

1.1 The Committee shall be appointed by the Trust Board and shall consist of not less than 3 members.

#### **2. Chair of Committee:**

2.1. The Chair of the Committee shall be appointed by the Trust Board and should have the necessary knowledge and skills to undertake the role effectively.

#### **3. Quorum:**

3.1. A quorum shall be three Director members.

#### **4. Frequency of Meetings:**

4.1. Meetings shall be held at least termly.

#### **5. Attendance at Meetings:**

5.1 The Chief Executive and Chief Financial Officer shall normally attend meetings, or parts thereof, at the invitation of the Committee. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest. Executive Leaders may also attend if invited by the Committee. The Committee has the right to exclude any Executive Leader and any other attendees during any part of Committee business.

#### **6. Notices:**

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

#### **7. Reporting:**

7.1. The Chair and Governance Professional will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy. The Chair of the Committee shall report to the next available meeting of the Trust Board.

#### **8. Authority:**

8.1. The Strategic Committee has some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at the Committee meeting with relevant experience and expertise if it considers this necessary.

#### **9. Delegated Responsibilities:**

9.1 The duties of the Committee shall be:

### **MONITORING, OVERSIGHT AND SCRUTINY**

- To develop, monitor and evaluate the Trust's strategic plan including financial impact.
- To oversee mission critical strategic projects during planning and implementation phases.
- To respond quickly and effectively to changes in government policy.
- To oversee non-core elements of the Trust such as Vantage Teaching School Hub and St Mary's Sports Development Company.
- To prepare the Trust for Initial Teacher Training accreditation due to commence 2024. To approve applications for additional grant funding to support development of the Trust.
- To approve the Trust's marketing and communications strategy, including Trust branding etc.
- To oversee websites and ensure they comply with Trust and DfE requirements. To approve Trust strategic events and conferences.
- To review annually the scheme of delegation, for approval by the Board and Members.

### **APPROVAL**

Approval of delegated Trust-wide policies relating to Vantage Teaching School Hub, and Marketing Communications.

### **ESCALATION TO TRUST BOARD**

Strategic Plan for approval.

Responses to changes in government policy.

Any proposed changes to the Scheme of Delegation.

### **STATUTORY, LEGAL AND POLICY DUTIES**

Articulate the Trust's adherence to any changes to government policy. Assurance that the Trust is operating its websites compliantly.

### **REVIEW**

Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness.

**Date Approved: 01/04/23**

**Review Date: 01/09/23**

## **Appendix 7**

### **Terms of Reference for the Catholic Life Committee**

#### **1. Composition:**

1.1. The Committee shall be appointed by the Trust Board and shall consist of not less than three members.

#### **2. Chair of Committee:**

2.1. The Chair of the Committee shall be appointed by the Trust Board and should have the necessary knowledge and skills to undertake the role effectively.

#### **3. Quorum:**

3.1. A quorum shall be 3 Director members.

#### **4. Frequency of Meetings:**

4.1. Meetings shall be held at least termly, 3 times a year.

#### **5. Attendance at Meetings:**

5.1. Relevant Executive Leaders shall normally attend meetings, or parts thereof, at the invitation of the Committee, these are senior leaders and those responsible for RE and Catholic life, as required. The Chair of the Trust and other Trust Board members may attend subject to appropriate management of any conflicts of interest.

#### **6. Notices:**

6.1. To be sent out at least 7 days before each meeting except in the case of an emergency.

#### **7. Reporting:**

7.1. The Chair and Governance Professional will ensure that minutes are submitted to all members of the Trust Board (subject to the need to protect matters of individuals' confidentiality) and are signed at the next meeting to confirm their accuracy.

7.2. The Chair of the Committee shall report to the next available meeting of the Trust Board.

#### **8. Authority:**

8.1. The Catholic Life Committee is an advisory body with some decision-making powers as determined within the Scheme of Delegation. It can investigate any activity within its responsibilities outlined in the Terms of Reference or specifically delegated to it by the Trust Board.

8.2. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

8.3. The Committee is authorised by the Trust Board to obtain outside legal or other independent professional advice and to secure the attendance of any person at the Committee meeting with relevant experience and expertise if it considers this necessary.

## **9. Delegated Responsibilities:**

9.1. The duties of the Committee shall be:

### **Purpose:**

The Committee is responsible for providing assurance to the Trust Board on:

- the extent to which each school, and the Trust as a whole, is fulfilling the Bishop's vision for Catholic education in the Diocese of Middlesbrough; and
- the quality of Catholic Life and provision of Collective Worship in all schools across the Trust;
- that each school is promoting and upholding St Cuthbert's vision, values, ethos and mission;
- the progress and effectiveness of schools in meeting the requirements of the diocesan canonical inspection process

## **MONITORING, OVERSIGHT AND SCRUTINY**

- constructively challenging the Chaplaincy Team as to the effectiveness and impact of the support provided for schools to help develop their Catholic Life and Collective Worship;
- reviewing schools' current self-assessment according to the Catholic Schools Inspection framework;
- review Trust plan for parish engagement
- constructively challenge the Executive leaders as to the progress towards;
  - Religious Education targets and the quality of teaching of teaching and learning in RE across the Trust
  - Catholic life
  - Collective Worship
- in depth review/scrutiny of schools whose Catholic Life or Collective Worship is inadequate and/or requiring improvement and/or which are causing concern including those that are slow to improve;
- ensure there is provision for the teaching of RSE and review on termly basis.
- considering to what extent encounter with the person of Jesus Christ is truly at the heart of each school community, and the Trust as a whole.

## **APPROVAL**

Approval of delegated Trust-wide policies relating to Catholic Life, Collective Worship, Chaplaincy and Religious Education.

Approval of RSE policy

## **REPORTING TO TRUST BOARD**

The Committee shall provide a termly report (via the minutes of the meeting) to the Trust Board summarising the overall position of the Trust and of individual schools within the Trust in living out their Catholic mission and ethos and drawing attention to any schools or issues of concern. The minutes of meetings of the Committee shall be made available to all members of the Trust Board.

## **STATUTORY, LEGAL AND POLICY DUTIES**

Articulate the overall position of the Trust and of individual schools within the Trust in living out their Catholic mission and ethos and drawing attention to any schools or issues of concern.

Articulation of how diocesan, national and universal Church initiatives are being lived out.

## **REVIEW**

Review, on a regular basis, its own performance, constitution, and terms of reference to confirm it is operating at maximum effectiveness.

**Date Approved: 01/04/23**

**Review Date: 01/09/23**

## **Appendix 8**

### **Terms of Reference for the Local Scrutiny Boards (LSB)**

#### **1. Introduction**

1.1. Local Scrutiny Boards (LSB) are local governing bodies whose primary role of the is to provide support and challenge to Headteachers to ensure every child makes good or better progress and that the schools are achieving targets and continually improving. To maximise the ability of local governors to focus on this key area the LSB is not required to set strategy or policy, manage financial resources, staff performance and pay, or many of the other aspects of governance that are dealt with at Trust level.

1.2. The role of an LSB is an important one. Alongside its responsibility for monitoring progress, it is also responsible for the Catholic Life of the Schools and Safeguarding. The LSB's role is to ensure that the schools are, at all times, delivering the Trust's ethos, vision, and strategy, and that Headteachers are supported and challenged in relation to achievement of the Trust's priorities and targets.

1.3. The LSB is to provide focused governance for the school at a local level. The LSB monitors the school's key performance indicators and acts as a critical friend to the Headteacher, providing challenge and where appropriate escalating any matters of concern to the Trust Board via the Executive. The LSB carries out their functions in relation to their respective school or group of schools on behalf of the Trust Board and in accordance with policies determined by the Trust Board.

#### **2. Role and Responsibilities of the LSB**

2.1. The Trust is responsible for establishing an LSB for the school or group of schools and appointing the majority of members. The Trust will appoint governors with local knowledge and relationships to ensure the schools are responsive to their community. The essential role of the LSB is to carry forward the Trust's vision and provide support, scrutiny and challenge. Governance is judged under leadership and management within the Ofsted framework. Ofsted will look for evidence of impact and challenge from governors. Governors should focus on pupil outcomes with reference to Trust targets and national performance measures.

2.2. Key responsibilities of the LSB are:

##### **Understanding and Promoting the Trust's Vision and Ethos**

- Contribute to and fulfil the vision and ethos of the Trust, ensuring that schools achieve the aims and ambitions it has for its pupils.
- Have particular regard to the distinctive characteristics of their schools and the benefits of being part of a Catholic Multi-Academy Trust.
- Oversee the Catholic Life of the Schools and all that entails.

##### **Scrutiny of Achievement of Targets, School Improvement and Pupil Outcomes**

- Monitor and challenge implementation of statutory safeguarding obligations and priorities, including duties relating to looked after children.

- Oversee implementation of the School Improvement Plan, focusing on the school's performance and achieving sustained school improvement and having regard to any locally agreed priorities identified by the Trust Board.
- Scrutinise and challenge achievement of academic targets at each KPI point for all pupils throughout the schools, with a 'deep dive' into target groups (boys, disadvantaged, higher achieving pupils, SEN etc).
- Act as a critical friend to the Headteachers, being ready to challenge senior leaders for all aspects of the school's performance.
- Escalate any areas of concern to the Trustees, via the Executive, in relation to the schools' performance and achievement.

### **Pupil Numbers**

- Review and recommend appropriate actions to ensure that the school is achieving target pupil numbers.

### **Quality of Teaching**

- Review and recommend appropriate actions to ensure the highest quality of teaching within the schools.

### **Attendance**

- Review attendance and pupil absences and drive improvements in order to achieve national average or above.

### **Exclusions**

- Monitor and challenge trends in permanent and fixed term exclusions.

### **Parental and Community Engagement**

- Support recruitment of Parent Governors by championing the Trust, schools and role of the governor and supporting local governor recruitment campaigns.
- Assist the Headteacher to develop effective links within the schools' community and parish, communicating openly and frequently as appropriate to meet the schools' responsibilities to the community, developing the schools' reputation and contributing towards achieving full capacity.
- Support any enrichment programme, fundraising or public benefit activities.

### **Inspection**

- Understand the Ofsted requirements for governance and provide LSB members with the appropriate level of information to ensure they are properly equipped to engage with the inspection. Recognising that the LSB does not have delegation to set strategy or policy, manage

financial resources, staff performance and pay, or many of the other aspects of governance that are dealt with at Trust level.

- Engage fully and openly with any inspection of the schools, whether by the Trust Board, Ofsted, Diocese, or any other appropriate public body to whom the school is accountable.

### **3. Composition of the Local Scrutiny Board**

3.1. Each LSB comprises of the following members (referred to as Governors):

- Up to five foundation governors, appointed by the Diocese (1 to be a Foundation Trustee (appointed by the Diocese)
- A parent governor elected from the schools
- An Executive Leader will be allocated to the LSB by the CEO (non-voting)

### **4. Term of Office**

4.1. The length of a Governor's term of office shall be five years save that this time limit shall not apply to the Headteacher which person may serve for as long as they remain in office.

### **5. Qualifications and Disqualifications for Governors**

5.1. An LSB Governor must be aged 18 or over at the time of election or appointment.

Registered students cannot be members.

5.2. Only the Bishop can remove a foundation governor. A person is disqualified from becoming a governor or would no longer be eligible to hold the post of governor:

- If the individual is paid to work at the academy and is the subject of disciplinary proceedings in relation to his or her employment or their employment has been terminated.
- If they are the subject of proceedings in any court or tribunal, the outcome of which may be that the governor is disqualified from continuing to hold office due to bankruptcy, disqualification as a company director or other restrictions by law.
- If they have acted in a way that is inconsistent with the governor code of conduct, the ethos of the academy or Trust and has brought or is likely to bring the academy or the LSB or the office of governor into disrepute.
- If they are included in the list of teachers and workers with children or young persons whose employment is prohibited or restricted under section 1 of the Protection of Children Act 1999 or they are disqualified from working with children under section 28, 29, 29A and 29B of the Criminal Justice and Court Services Act 2000 or they are a person in respect of whom a direction has been made under section 142 of the Education Act 2002.
- If they are in breach of the duty of confidentiality to the school or Trust or to any member of staff or pupil at the academy.

- If they become incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.
- If they have not complied with the Trust's safeguarding/DBS policies or a material part of these Terms of Reference.
- If they have not complied with the Trust's Conflicts of Interests policy resulting in a significant breach of trust, as determined by the Trustees.
- If they refuse to an application being made to the Disclosure and Barring Services (DBS) for a criminal records check.
- If they have failed to attend a meeting for 6 months without the consent of the LSB.

5.3. Trustees are eligible to be nominated as LSB members; however, it is the philosophy of the Trust, where possible, to nominate a majority of local foundation community members with the relevant skills and experience.

## **6. Commitment of Governors**

6.1. Governors are required to:

- Prepare for and make an active contribution at meetings of the LSB
- Champion the Trust's vision, ethos and promote the schools in the local community.
- Challenge senior leaders on all aspects of the schools' performance. Provide support and encouragement to the leadership team.
- Familiarise themselves with Trust policies.
- Visit the schools both during school hours (with prior arrangement with the Headteachers) and for evening events to get to know the schools and to be visible to the school community.
- Promote the schools within the local community and contribute to the development of their reputation.
- Be fully equipped with appropriate levels of information in order to participate in Ofsted inspections effectively.
- Undertake recommended training for Governors and attend additional training sessions for Governors, where possible.
- Observe the Trust's requirement for all Local Governors to use SCRCAT Governor email addresses for communications with the Trust and schools.

## **7. Appointment of the LSB Chair**

7.1. All Governors are eligible to become the Chair of the LSB.

7.2. The term of office of the role of Chair of an LSB shall be 2 years (This term is role specific and does not affect the length of the Governor's term of office which shall be five years). Where the Chair is also a Trustee and his 2-year term as a Chair would expire prior to the cessation of the term of office as an Trustee, the Chair's term of office may be extended so that it is coterminous with his term of office as an Trustee.

7.3. On formation of the LSB, the first Chair of an LSB will be appointed by the Trust Board. LSB's will be invited to elect a subsequent Chair from the members of the LSB, from among the eligible Governors, subject to the approval of the Trust Board.

7.4. At any time, the Trust reserves the right to remove the existing Chair and appoint a Chair where it would be in the interests of the future success of the schools and the Trust.

7.5. The Chair's specific duties are to:

- Provide a clear lead and direction for the LSB, promoting delivery of the Trust's vision and ethos and aims.
- Build an effective team, attracting individuals to the LSB with necessary skills and experience, promoting equality and diversity, ensuring priority is given to those who can make a positive contribution to driving school improvement and supporting their development to maximise the benefit of their contribution.
- Work closely with the Headteacher and the Trust Executive Lead appointed to the LSB to ensure there is proper challenge, support and encouragement.
- Reminding the members of the LSB as often as necessary that school improvement is the focus of all policy and strategy for the schools.
- Ensuring the business of the LSB is conducted efficiently and effectively, chairing meetings ensuring all members have the opportunity to contribute and are listened to with clear decisions being made when necessary.
- Set the agenda in liaison with the Executive Lead and Governance Professional to ensure the agenda is fit for purpose and pertinent to schools' business and the Trust agenda templates.
- Review minutes and confirm that they accurately reflect the discussion and action points prior to circulation to Governors for approval.
- As necessary, highlight areas of achievement, concern and queries to the Executive Lead for follow up.

8. Appointment of a Vice-Chair

8.1. All Governors are eligible to become the Vice-Chair of the LSB.

8.2. The Vice-Chair of the LSB shall be elected by Governors from amongst all of the eligible Governors for a term of 2 years. Subject to remaining eligible to be a Vice Chair, a Governor may be re-appointed for further terms of office as Vice-Chair by the Governors.

8.3. If both the Chair and the Vice-Chair are absent from any meeting of the LSB, those Governors present shall appoint one of their number to chair the meeting. The Governance Professional shall conduct during the part of the meeting at which the Chair is elected.

8.4. The responsibilities of the Vice-Chair include the following:

- Deputise for the Chair in his or her absence.
- Undertake specific actions/tasks agreed with the Chair.
- Set the agenda for meetings of the LSB with the Chair, if requested.

## **9. Appointment of Local Foundation Governors**

9.1. The Local Foundation Governors of the LSB shall be appointed by the Members following completion of an open application process with a focus on securing specific skills gaps within the LSB.

9.2. The responsibilities of the Staff Governors, if appointed, are to help reflect the interests and opinions of staff at the Academy to the LSB and to act with other Governors in the best interests of the Academy.

## **10. Appointment of Parent Governors**

10.1. Parent Governors for each LSB shall be elected in accordance with the process set out below:

- When a vacancy arises, the LSB will write to all parents of pupils at the school/s seeking nominees for the vacancy. Nominees will be asked to provide a short statement about why they are interested in being a Parent Governor and their background and experience that makes them suitable for the role.
- The Chair and/or Headteacher will meet with each nominee to set out the role of the governor, establish their suitability and what they can bring to the Committee and an opportunity to answer general questions about the role.
- In the event that the number of nominees equals or is less than the number of vacancies on the LSB, the LSB can choose to appoint all (or any) of those nominated.
- If there are more nominees than places available, the LSB will write to all parents of pupils at the school/s asking them to vote for their preferred candidate.
- A Parent Governor should be a parent, guardian or carer of a registered pupil at the relevant school/s.

10.2. The responsibilities of the Parent Governor are to help reflect the interests and opinions of the parent body of the school/s to the LSB and to act in concert with the other Governors in the best interests of the school/s.

## **11. Meetings of LSB**

11.1. The LSB shall meet once in every term. The LSB is not required to form sub-committees however additional meetings may be convened by the LSB to undertake 'deep-dive' or themed meetings as may be necessary up to a maximum of three meetings per year in total.

11.2. In order to facilitate maximum attendance at the meetings, an annual schedule of meetings will be established by the Governance Professional at the beginning of every academic year.

11.3. A Governance Professional shall be appointed by the Trust and all meetings shall be convened by them, who shall send to the Governors and to the Trust's Governance Team written notice of the meeting and a copy of the agenda and supporting reports at least 7 clear days in advance of the meeting.

11.4. Additional meetings of the LSB as detailed in 11.1 shall be called by the Governance Professional whenever requested by the Chair. Where there are matters demanding urgent consideration, the Chair or, in his absence, the Vice-Chair may, with the approval of the CEO, waive the need for 7 days' notice of the meeting and substitute such notice as he thinks fit.

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

11.6. In the absence of either the Chair or the Vice-chair at a meeting of the LSB, the LSB will agree a replacement for the meeting from among the Governors in attendance. The Headteacher/s shall not Chair the meeting.

## **12. Quorum**

12.1. A quorum must be present, being a minimum of three.

12.2. If the number of Governors assembled for a meeting of the LSB does not constitute a quorum, the meeting shall be cancelled. If in the course of a meeting of the LSB the number of Governors present ceases to constitute a quorum, the meeting shall be terminated forthwith.

12.3. If for lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if he thinks fit, determine the time and date at which a further meeting shall be held and shall direct the Governance Professional to convene the meeting accordingly.

12.4. Any Governor shall be able to participate in meetings of the Governors remotely, provided that they have given reasonable notice to the Governance Professional and that the Governors have access to the appropriate equipment.

## **13. Decision Making and Voting**

13.1. The decisions of the LSB will normally be arrived at by a consensus of members present. Voting will only be used for decision-making in exceptional circumstances.

13.2. Voting will be anonymous, and decisions determined by a simple majority of committee members present at a quorate meeting.

13.3. The chair of the meeting will be included in the vote and in the event of there being an equality of votes the chair will have a second, casting vote.

13.4. Only LSB members present at the meeting will be eligible to vote. There will be no proxy voting.

## **14. Interests of Governors**

14.1. Governors shall complete a register of their relevant personal and business interests, which shall be reviewed annually and published in summary on the Trust's website. Any Governor who has any duty or personal interest that conflicts or may conflict with his or her duties as a Governor shall:

14.2. Disclose that fact to the LSB as soon as he or she becomes aware of it. A Governor must absent himself or herself from any discussions of the LSB in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the school/s

## **15. Minutes**

15.1. Minutes must be prepared of all formal LSB meetings. Drafts of those minutes must be sent to all attendees. Final minutes, as approved by the Chair, must be sent to the Trust Board within 7 days of approval.

## **16. Effectiveness of the LSB**

16.1. The Trust will monitor the effectiveness of the LSB by:

- External or Trust Reviews.
- Analysis of LSB minutes.
- SCRCAT Trustees attending LSB meetings.
- LSB Effectiveness Reviews.
- Feedback from Governors.

## **17. Review of Terms of Reference**

17.1 The Directors reserve the right to determine the Terms of Reference, membership and proceedings of any LSB as a committee of the Trust Board which may alter from the above.

**Date Approved: 01/04/23**

**Review Date: 01/09/23**

## **Appendix 9**

### **Chair of the Trust Board, Vice Chair and Committee Chairs - Role Overview**

#### **Chair of the Trust Board – Role Overview Aim**

This document specifies the key responsibilities of the Chair of the Trust Board. The clear expectations and requirements set out in this document will also help individual Directors to decide whether they have the appropriate skills and expertise to volunteer for the position of Chair, and also help other Directors to assess the relative merits of candidates when voting for their Chair.

#### **Role Overview**

The Chair is responsible for ensuring the effective functioning of the Trust Board and has a vital role in setting the highest of expectations for professional standards of governance. It is the Chair's role to give the Trust Board clear leadership and direction, keeping it focused on its core functions.

The Chair should encourage the Trust Board to work together as an effective team, building its skills, knowledge, and experience. The Chair needs to ensure that everyone is actively contributing relevant skills and experience, participating constructively in meetings, and actively involved in the work of any committees. It is the Chair's role to make sure everyone understands what is expected of them and receives appropriate induction, training, and development. It is for the Chair to have honest conversations, as necessary, if anyone appears not to be committed or is ineffective in their role.

#### **Specific Elements of the Role of Chair**

1. Ensure effective and efficient conduct of the Directors' business in particular:
  - Agree with the Chief Executive Officer and Governance Professional to the Trust Board the agenda for all of the Trust Board's meetings.
  - Invite members of staff and professional advisors to Board meetings to comment and advise on Trust Board business as appropriate.
  - Guide each meeting through the items on the agenda.
  - Give immediate rulings on complaints and queries relating to the procedure and conduct of the meeting (the Chair's decision being final).
  - Give all Directors the opportunity to express their views before any decisions are taken and ensure that only those who are entitled to speak (e.g., those without a conflict of interest) are invited to do so.
  - Determine at Trust Board meetings whether any late items will be accepted onto the agenda.
  
2. Establish a constructive relationship between the Trust Board, its Committees, the Chief Executive Officer and the Chief Finance Officer, and in particular:

- Liaise with the Chief Executive Officer and Chief Finance Officer to keep an overview of the organisation's affairs and to provide support as appropriate.
- Attend meetings with the Chief Executive Officer and Chief Finance Officer on a sufficiently regular basis.
- Review and appraise the performance of and deal with disciplinary and any other personal matters concerning the Chief Executive Officer.
- When a vacancy arises ensure that the Chief Executive Officer is replaced in a timely and orderly fashion.
- Leading improvement and ensuring the board is involved at a strategic level in the Trust's self-evaluation process and that this feeds into its key priorities. Ensure the board has good knowledge of the schools and the work of the Trust and that there are mechanisms in place to listen to the views of parents, pupils and staff.
- Represent the Trust at public occasions and make comments on behalf of the Trust to the press and other media as appropriate.
- Keep up to date with educational policy, particularly in relation to funding and inspection. Make active use of the Governance tools provided by the Trust, such as Membership of NGA and CST.
- Sufficiently engage the Vice-Chair of the Trust in the functions undertaken by the Chair of the Trust to enable the Vice-Chair to discharge the duties of the Chair if the Chair is absent or unavailable for a period of time.
- Lead and develop the team ensuring that the board has the required skills and commitment to govern well, and that identified gaps are filled.
- Ensure there is a plan for succession for the chair, vice chair and any committee chairs.

## **Vice-Chair of the Trust Board – Role Overview**

### **Specific Elements of the Role of Vice Chair**

1. Support the Chair in delivering the above responsibilities.
2. Deliver on specific tasks as delegated by the Trust Board from time to time.
3. Approve transactions reserved for the Vice Chair of the Trust Board on the Scheme of Delegation.
4. Act as Chair and to subsume the responsibilities of the Chair if the Chair is absent or unavailable for a period of time up to either the return of the Chair or the election of a new Chair by the Board.

## **Chair of a Committee of the Trust Board – Role Overview Specific Elements of the Role of Committee Chair**

1. Ensure effective and efficient conduct of the Committee's business, in particular:
  - Agree with the appropriate Director and Governance Professional the agenda for all of the Committee's meetings.

- Invite members of staff and professional advisors to Committee meetings to comment and advise on Committee business as appropriate.
  - Guide each meeting through the items on the agenda.
  - Give definitive rulings on complaints and queries relating to the procedure and conduct of the meeting (the Committee Chair's decision being final).
  - Give all Committee members the opportunity to express their views before decisions are taken and to ensure that only those who are entitled to speak (e.g. those without a conflict of interest) are invited to do so.
  - Determine at Committee meetings whether any late items will be accepted on to the agenda.
2. Establish a constructive relationship with the Chair, Vice-Chair, Directors, Chief Executive Officer, Chief Finance Officer and other appropriate Executive Members:
- Liaise with the CEO, Chief Finance Officer and the appropriate Executive Members to keep an overview of the affairs related to the terms of reference of the Committee as appropriate.
  - Report back to Directors at Trust Board meetings the key themes of discussion at Committee meetings together with any issues arising or decisions required.

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## **Appendix 10**

### **Process for electing Chair and Vice-Chair of the Trust Board**

#### **Prior to the Meeting**

1. The Governance Professional invites written applications with a short supporting statement (250 to 500 words), which are to be submitted to them within the time period specified.
2. Any applications received after the stated date cannot be considered (unless no applications have been received, in line with point 3 below).
3. The Governance Professional circulates the written statements to all Directors prior to the meeting at which the voting will occur, normally with the other materials for the Trust Board meeting.

#### **At the meeting**

The business of appointing the new Chair has been described below as being co-ordinated by the Governance Professional and in line with the Articles of Association which requires the Chair and Vice-Chair to be foundation appointments. In the event the incumbent Chair is at the meeting and not standing for re-election, the Governance Professional and Chair will decide who performs this role.

1. If no applications have been received, the Governance Professional seeks applications at the meeting. If no such applications are received, the formal application process will need to be repeated and another meeting of the Trust Board arranged.
2. The Governance Professional confirms to Directors the applications that have been received and invites each applicant in turn to provide a short verbal presentation (maximum 10 minutes) to the other Trustees. After each presentation Trustees may ask questions of points of clarification from the applicant.
3. Once all presentations have been heard, the candidates are requested to leave the meeting whilst the remaining Trustees discuss and debate the merits of each candidate.
4. The Governance Professional then conducts the voting process by the issuance of ballot papers, in order to identify the preferred candidate:
  - The decision is made by simple majority.
  - Trustees can abstain from the vote if they wish.
  - Only Trustees attending the meeting can vote.
  - In the event of a tie, the vote is re-run.
  - In the event that voting is still tied, Directors will need to reconvene a meeting to re-run the process.
5. The candidates are invited back to the meeting, and the Governance Professional confirms the outcome of the voting process.

#### **Process for selecting the Vice-Chair of the Trust Board**

The process for selecting the Vice-Chair is identical to the above.

The process for selecting the Chair and Vice-Chair is undertaken at the same meeting.

Since it is more typical that the Chair and Vice-Chair will be appointed at the same meeting, additional procedural detail is needed:

- Separate applications are required for each of the positions.
- If candidates are applying for the position of Chair, they need to state on their application whether they would also like to be considered for Vice-Chair in the event that they are not successful in their application as Chair. They do not need to prepare a separate supporting statement for Vice-Chair. The Governance Professional will make it clear at the start of the process at the meeting, if the candidates for Chair have made this declaration.
- The presentations for the position of Chair are performed first, and for the vote all candidates for the position of Chair leave the meeting. [Note that any candidates solely for the position of Vice-Chair remain in the meeting]. Once the vote has been completed, the candidates are invited back, and the outcome is announced.
- The presentations for the position of Vice-Chair are then conducted (note any unsuccessful applicants for Chair are not required to present again), and for the vote all candidates for this position leave the meeting. Once the vote has been completed, the candidates are invited back, and the outcome is announced.
- In the event of a tie in the vote for Chair, if at least one of the candidates for Chair has also expressed a desire to be considered for Vice-Chair, then the vote for Vice-Chair must also be postponed to the next meeting until the Chair has been appointed. However, if no such issue exists, the vote for Vice-Chair can be conducted in line with the normal procedures.

### **Process for Electing Committee Chairs**

This section identifies the process for electing Chairs to the Committees of the Trust Board (with the exception of Chairs of the Local Scrutiny Board, which is described in the Terms of Reference of that Committee).

#### **Timing**

Committee Chairs will be appointed in the Autumn Term Trust Board meeting to coincide with the appointment of Chair to the Trust Board. The exception to this would be upon resignation of a Committee Chair, and in this circumstance the appointment will be made at the next Trust Board meeting.

The existing Committee Chair is eligible for reappointment for an unlimited number of times.

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