Company Number 09482572

# ACADEMY SCHEME OF DELEGATION

## Between

***Saint John Southworth Catholic Academy Trust Company***

## And the local governing bodies of

***Our Lady of Victories Catholic Primary School***
***St Augustine's Catholic Primary School***
***St John XXIII Catholic Primary School***
***St Joseph's Catholic Primary School, Cadogan Street***
***St Joseph's Catholic Primary School, Maida Vale***
***Cardinal Vaughan Memorial School***
***St Thomas More Language College***
***St Thomas of Canterbury Catholic Primary School***
***St Vincent de Paul Catholic Primary School***
***St Vincent's Catholic Primary School***

| Version | Date | Author | Rationale | Review |
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| 0.1 | 09/07/24 | Diocese | Final Version | 09/25 |
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## Contents


Definition of Terms
1. Governance
2. Ethos and Mission Statement
3. Members Powers and Responsibilities
4. Directors' Powers and Responsibilities
5. Constitution of Multi-Academy Trust Company
6. Constitution of the Local Governing Body
   - 6.1. Membership
   - 6.2. Appointment of Local Governors
   - 6.3. Term of Office
   - 6.4. Resignation from Office
   - 6.5. Removal from Office
   - 6.6. Disqualification and Cessation of Office
   - 6.7. Responsibilities
   - 6.8. Business and Proceedings
7. Operational Matters at Multi-Academy Trust Company and Local Governing Body Level
8. Review of the Scheme of Delegation


| Version | Date | Author | Rationale | Review |
|---|---|---|---|---|
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| 0.2 | 01/04/25 | Diocese | Final Version - OLOV added to page 1 | 09/25 |
| 0.3 | 08/09/25 | Diocese | Annual Review | 09/26 |

## DEFINITIONS

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

1. '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;
2. 'Articles of Association' means the articles of association of the Multi-Academy Trust Company;
3. 'Bishop' means the Bishop of the Roman Catholic Diocese of Westminster in which the Multi-Academy Trust Company is situated (as defined in canon law) and includes any person exercising Ordinary jurisdiction in his name (including Auxiliary Bishops, Vicars General and Episcopal Vicars) and any person delegated by him, including officers of the diocese;
4. 'Board of Directors' means the Board of Directors of the Multi-Academy Trust Company;
5. '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;
6. 'Chair' means the chair of the Board of Directors or the chair of the Local Governing Body of the Academy appointed from time to time, as appropriate;
7. 'Clerk' means the clerk to the Board of Directors and/or the clerk to the Local Governing Body of the Academy appointed from time to time, as appropriate, and includes a joint, assistant or deputy clerk;
8. 'Delegated Functions' means the functions delegated by the Multi-Academy Trust Company in accordance with the table at Appendix I;
9. '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;
10. '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;
11. 'Directors' means directors appointed to the Board of the Multi-Academy Trust Company;
12. 'Foundation Directors' and 'Foundation Governors' means the Directors or Governors from time to time appointed by the Bishop to represent his diocesan policy on the Board of the Academy Trust Company or the Local Governing Body of the Academy, as appropriate;
13. 'Governors' means the governors appointed and elected to the Local Governing Body of the Academy, from time to time;
14. 'Local Governing Body' means any committee established by the Directors. In the case of CATs they will be referred to as Local Academy Councils pursuant to Article 100 of the Articles of Association to carry out specified functions in relation to the Academy as delegated by the Directors;

15. ‘Member’ means a member of the Multi-Academy Trust Company appointed pursuant to Article 12 of the Articles of Association;
16. ‘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;
17. ‘Principal’ means the headteacher or executive headteacher as the case may be and is the person named as the headteacher of the Academy for Ofsted purposes;
18. ‘Protocol’ means the document that outlines the committed working relationship between the diocese and the Multi-Academy Trust Company;
19. ‘Reserved Matters’ means the matters that the Directors have determined will not be delegated and will be dealt with exclusively by them;
20. 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

1.1. This Scheme of Delegation has been adopted by the Directors from the effective date in accordance with the provisions of the Articles of Association and it should be read in conjunction with them. References in this Scheme of Delegation to numbered Articles are to the relevant clause of the 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 for whose management the Multi-Academy Trust Company is responsible, 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. In the discharge of its functions and responsibilities, the Multi-Academy Trust Company shall adopt policies, protocols and procedures that, where relevant, reflect national or diocesan directions and guidance.

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 those external government agencies hold the Multi-Academy Trust Company to account for the quality of the education, the financial propriety and the value provided by the Multi-Academy Trust Company and the academies for whose management it is responsible. The Bishop and the external government agencies 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 the responsibilities owed to the Bishop and external government agencies, people who are more locally based may be appointed, as provided for in 6.2 below, to serve on a Local Governing Body (or equivalent) which has been established by the Directors to ensure the good governance of the Academy. In discharging its duties, the Local Governing Body will comply with any relevant policies, protocols and procedures adopted by the Multi-Academy Trust Company which, in turn, reflect national and diocesan directives and guidance, where required.

1.5. Foundation Directors and Foundation Governors are appointed by the Bishop. The obligations of a Foundation Director/Foundation Governor must be carried out in accordance with any diocesan policy or protocol, the requirements outlined in the 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 outlined from pages 24 to 38, 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 Governing Body.

## 2. ETHOS AND MISSION STATEMENT

2.1. The Academy's mission is as follows:

2.2. The Trust's motto (*Omnia in Uno – Everything in One*) captures its foundational essence and institutional mission: just as we are all one in God, so we set out jointly to create a community of schools to give our pupils all they need to grow. Our schools model unity in diversity, together but unique *('Just as a body, though one, has many parts, but all its many parts form one body, so it is with Christ'* – 1 Corinthians 12) and work for the formation and achievement of all their pupils *('Whatever you do, work at it with all your heart'* – Colossians

2.3. Our great patron is St John Southworth, one of the Tyburn martyrs who laboured fearlessly for the Faith in the area which the Trust serves and who is buried in Westminster Cathedral, which is also situated within its bounds; Southworth is a powerful symbol, and presence, in our endeavour: the formation of the whole person.

2.4. 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.

## 3. MEMBERS' POWERS AND RESPONSIBILITIES

| Version | Date | Author | Rationale | Review |
|---|---|---|---|---|
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| 0.2 | 01/04/25 | Diocese | Final Version - OLOV added to page 1 | 09/25 |
| 0.3 | 08/09/25 | Diocese | Annual Review | 09/26 |

3.1. 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 Governing Bodies, to whom the Directors may delegate certain of their functions. (1. The general power to delegate functions under Article 100 is limited in accordance with Articles 105A, 105AA and 105B.)

4.4. This Scheme of Delegation provides for the constitution, membership and proceedings of the Local Governing Body, as determined by the Directors as at the effective date and is without prejudice to the power of the Directors to revoke or amend it. Under this Scheme of Delegation the Local Governing Body has the authority delegated to it by the Directors in order to enable the Local Governing Body to run the Academy and fulfil the Academy's 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 Governing Body in accordance with this Scheme of Delegation and the Delegation Matrix.

## 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. Later members will not be named in the Memorandum.

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 GOVERNING BODY

### 6.1. Membership

6.1.1. The members of the Local Governing Body shall be known as Local Governors.

6.1.2. The number of people who shall sit on the Local Governing Body shall be not less than three, subject always to paragraph 6.2.1. 6.1.3 The constitution of the Local Governing Body will be in accordance with Instrument of Government or any prior constitutional document. A different constitution may be adopted at any time by the Directors with prior written approval of the diocese.

*[para 6.1.3 is missing from diocesan template document]*

6.1.4 The Foundation Governors on the Local Governing Body 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 Local Governing Body and attend any meetings of the Local Governing Body. Any Director attending a meeting of the Local Governing Body shall count towards the quorum for the purposes of that meeting and shall be entitled to vote on any resolution being considered by the Local Governing Body.

6.1.6 All persons appointed or elected to the Local Governing Body 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 Local Governing Body

**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. Unless the Principal resigns from the Local Governing Body, he/she shall be treated for all purposes as being an ex-officio member of the Local Governing Body.

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

6.2.2.3. Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body, the Local Governing Body shall invite

nominations from all staff who are employed by the Multi-Academy Trust Company and who work at the Academy (excluding the Principal) and, where there are any contested posts, shall hold an election by a secret ballot.

6.2.2.4. All arrangements for the calling and the conduct of the election and the resolution of questions as to whether any person is an eligible candidate shall be determined by the Governors.

### 6.2.3. Parent Governors

6.2.3.1. The Local Governing Body may appoint persons who are parents of registered pupils at the Academy to serve on the Local Governing Body through such processes as the Directors may determine, provided that the total number of such persons complies with the Local Governing Body's constitution in force at the time.

6.2.3.2. Unless the Directors agree otherwise, in appointing persons to serve on the Local Governing Body, the Local Governing Body shall invite nominations from all parents of registered pupils at the Academy. In addition to being a parent of a registered pupil at the Academy both at the time of nomination and at the time of election, a nominee must demonstrate that he or she is suitable to serve on the Local Governing Body by reference to the criteria of suitability published by the Local Governing Body at the time when it invites nominations.

6.2.3.3. Where the number of nominations of suitable persons exceeds the number of parent governor posts on the Local Governing Body, the Local Governing Body shall hold an election by secret ballot and shall appoint the person who receives the most votes. Where the number of nominations of suitable persons is less than the number of parent governor posts, the Local Governing Body may make up the number of parent governors by appointing one or more persons, as the case may be, who seem to the Local Governing Body to meet the published criteria of suitability and who are parents of a registered pupil at the Academy or, where that is not reasonably practical, parents of a child of compulsory school age.

6.2.3.4. All arrangements for inviting nominations and electing or appointing the parent members of the Local Governing Body, and the resolution of questions as to whether or not a person is a parent of a registered pupil at the Academy or is suitable to be a parent governor shall be determined by the Governors.

6.2.3.5. The arrangements made for the election of the parent members of the Local Governing Body shall provide for every person who is entitled to vote in the election to have an opportunity to do so electronically, by post or, if he/she prefers, by having his/ her ballot

paper returned to the Academy by a registered pupil at the Academy.

6.2.3.6. Where a vacancy for a parent member of the Local Governing Body is required to be filled by election, the Local Governing Body 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 of the criteria of suitability to serve as a parent governor, informed that he/she is entitled to stand as a candidate (if he or she meets the criteria of suitability), and vote at the election, and given an opportunity to do so.

**6.2.4. Transitional arrangements**

6.2.4.1. The first parent and staff members of the Local Governing Body may be those people who filled those positions on the governing body of the predecessor school at its closure provided that they have the requisite skills as determined by the Directors. Parent and staff governors who do have the requisite skills shall serve on the Local Governing Body for the remainder of the terms of office for which they were elected or appointed to the predecessor governing body provided that the minimum membership of the Local Governing Body 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 Local Governing Body shall be [1-4 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 Principal. Subject to remaining eligible to be a particular type of member on the Local Governing Body, any person may be re-appointed or re-elected to the Local Governing Body save that Foundation Governors may only serve a maximum of three consecutive four-year terms (other than with the consent of the Bishop).

**6.4. Resignation from office**

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

6.4.2. A notice of resignation shall take effect on the date specified in it or, in the absence of such a date, on the date on which the notice is received by the Local Governing Body or, in the case of a Foundation Governor, by the Bishop. Where the Local Governing Body would cease to be quorate upon the notice of resignation taking effect on any of those dates, the notice of resignation shall not take effect until such time as a replacement for the resigning member has been appointed.

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

6.4.4. If any person who serves on the Local Governing Body in his/her capacity as a parent ceases to be a parent of a registered pupil at the Academy then they can continue in the role until the end of the term of office for which they were elected. At the end of the term of office they will not be eligible to stand for re-election.

**6.5. Removal from office**

6.5.1. A person serving on the Local Governing Body may be removed from office by the person or persons who appointed him/her. A decision to remove a person from office does not need to set out any reasons.

6.5.2. A person serving on the Local Governing Body shall cease to hold office if he/she is removed by the person or persons who appointed him/her. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Local Governing Body 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 Local Governing Body.

6.5.3. A decision to remove a person from office shall take effect on the date specified in it or, in the absence of such a date, on the date on which the decision is made.

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

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

6.5.6. Where a person who serves on the Local Governing Body is removed from office, those removing him/ her, shall give written notice thereof to the Local Governing Body, who shall, in turn, notify the Directors.

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|---|---|---|---|---|
| 0.3 | 08/09/25 | Diocese | Annual Review | 09/26 |

## 6.6. Disqualification and cessation of office of members of the Local Governing Body

6.6.1. No person shall be qualified to serve on the Local Governing Body should any of the following mandatory grounds of disqualification apply to him or her. Should any of those grounds come to apply to a person after his/her appointment to serve on the Local Governing Body, he/she shall cease to hold office with immediate effect. Should any of those grounds thereafter cease to apply to the person concerned, he or she is then eligible to be appointed to serve on the Local Governing Body, if appropriate and should no other ground of disqualification still apply.

6.6.2. The mandatory grounds of disqualification are as follows:

6.6.2.1. The person is less than 18 years old at the date of his/her election or appointment. No current pupil of the Academy shall be entitled to serve on the Local Governing Body;

6.6.2.2. The person is or becomes incapable by reason of mental disorder, illness or injury of managing or administering his/her own affairs or of upholding the ethos of the Multi-Academy Trust Company or the Academy;

6.6.2.3. A person is absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months and the Local Governing Body resolves that his/her office be vacated;

6.6.2.4. The person's estate has been sequestrated and the sequestration has not been discharged, annulled or reduced;

6.6.2.5. The person is the subject of a bankruptcy restrictions order or an interim order;

6.6.2.6. The person 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);

6.6.2.7. The person 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);

6.6.2.8. The person 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;

6.6.2.9. The person is:

6.6.2.9.1. 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

6.6.2.9.2. included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or

6.6.2.9.3. disqualified from working with children in accordance with Sections 28, 29 or 29A of the Criminal Justice and Court Services Act 2000; or

6.6.2.9.4. barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006); or

6.6.2.9.5. disqualified from registration under Part 2 of the Children and Families (Wales) Measure 2010 or child minding or providing day care; or

6.6.2.9.6. disqualified from registration under Part 3 of the Childcare Act 2006; or

6.6.2.9.7. disqualified under the Childcare (Disqualification) Regulations 2009;

6.6.2.9.8. The person 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.

6.6.3. The criminal records certification referred to in 6.6.2.9.8 or other checks disclose any information which would, in the opinion of either the Chair of the Board of Directors or the Principal, confirm the unsuitability of the person concerned to work with children. 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.

*[note, diocesan template has duplicate numbers here]*

6.6.3 A person may be disqualified by the Directors from serving on the Local Governing Body if they have ever been:

6.6.3.1. convicted of an offence involving violence, dishonesty or deception, or any sexual offence which is not a protected offence; or

6.6.3.2. convicted of causing a nuisance or disturbance on school and/or educational premises; or

6.6.3.3. sentenced to imprisonment (whether suspended or not), in the UK or elsewhere, for a period of not less than three months.

6.6.3.4. at any time, 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 the person has been convicted of any offence which falls under section 178 of the Charities Act 2011.

6.6.4. The Local Governing Body may decide that a person serving on the Local Governing Body shall cease to hold office if he/she is absent without the permission of the Chair of the Local Governing Body from all the meetings of the Local Governing Body held within a period of six months.

6.6.5. Where, by virtue of this Scheme of Delegation, a person who is serving on the Local Governing Body, or has been proposed to serve on it, becomes disqualified from serving on the Local Governing Body, he/she shall upon becoming so disqualified give written notice of that fact to the Local Governing Body who shall inform the Directors and the Bishop.

6.6.6. This clause 6.5 shall also apply to any member of any committee of the Local Governing Body who is not a member of the Local Governing Body.

## 6.7. Responsibilities of the Local Governing Body

6.7.1. The responsibilities of the Local Governing Body are outlined in this Scheme of Delegation and the Delegation Matrix.

6.7.2. The Local Governing Body 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 Local Governing Body from time to time.

## 6.8. Business/Proceedings of the Local Governing Body

### Meetings of the Local Governing Body

6.8.1. Subject to this Scheme of Delegation, the Local Governing Body may regulate its proceedings as its members see fit.

6.8.2. The Local Governing Body shall meet at least once per term. Meetings of the Local Governing Body shall be convened by the Clerk to the Local Governing Body. In exercising his/her functions under this Scheme of Delegation, the Clerk shall comply with any direction:

6.8.2.1. given by the Directors or the Local Governing Body; or

6.8.2.2. given by the Chair of the Local Governing Body or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.8.2.1 above.

6.8.3. Any three members of the Local Governing Body may, by notice in writing / email given to the Clerk, requisition a meeting of the Local Governing Body and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

6.8.4. The Clerk shall provide to each member of the Local Governing Body at least seven clear days before the date of a meeting:

6.8.4.1. notice in writing thereof and sent to each member of the Local Governing Body at the address provided by each member from time to time;
6.8.4.2. all reports or other papers to be considered at the meeting; and
6.8.4.3. a copy of the agenda for the meeting, preferably electronic;

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.

6.8.5. 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.

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

6.8.7. A meeting of the Local Governing Body shall be terminated forthwith if:

6.8.7.1. the members of the Local Governing Body so resolve; or
6.8.7.2. the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.8.10, subject to paragraph 6.8.12.

6.8.8. Where in accordance with paragraph 6.8.7 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 Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

6.8.9. Where the Local Governing Body resolves in accordance with paragraph 6.8.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items and shall direct the Clerk to convene a meeting accordingly.

6.8.10. Subject to paragraph 6.8.12, the quorum for a meeting of the Local Governing Body, and any vote on any matter thereat, shall be any three of the members of the Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Local Governing Body at the date of the meeting.

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

6.8.12. The quorum for the purposes of:

6.8.12.1. appointing a staff or parent governor;
6.8.12.2. any vote on the compliance by a member of the Local Governing Body with his/her obligations or the disqualification, removal from or cessation of office of a person in accordance with this Scheme of Delegation;
6.8.12.3. any vote on the removal of the Chair of the Local Governing Body;

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.

6.8.13. Subject to this Scheme of Delegation, every question to be decided at a meeting of the Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Local Governing Body shall have one vote save that, where the vote concerns the compliance by a member of the Local Governing Body with his/ her obligations, the disqualification of a member of the Local Governing Body from serving as member, the removal from office or cessation of office of a member of the Local Governing Body, the member in question shall not vote and shall not participate in the deliberations of the Local Governing Body leading up to the vote.

6.8.14. Subject to paragraphs 6.8.10 – 6.8.12, 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.

6.8.15. The proceedings of the Local Governing Body shall not be invalidated by

6.8.15.1. any vacancy on the board; or
6.8.15.2. any defect in the election, appointment or nomination of any person serving on the Local Governing Body.

6.8.16. A resolution in writing, signed by the requisite majority of all the persons entitled to receive notice of a meeting of the Local Governing Body or of a subcommittee of the Local Governing Body, shall be valid and effective as if it had been passed at a meeting of the Local Governing Body or (as the case may be) a subcommittee of the Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of the Local Governing Body and may include an electronic communication, eg., email, by or on behalf of the Local Governing Body indicating his/her agreement to the form of resolution providing that the member has previously notified the

Local Governing Body in writing of the email address or addresses which the member will use.

6.8.17. Subject to paragraph 6.8.18, the Local Governing Body shall ensure that a copy of:

6.8.17.1. the draft minutes of every such meeting, if they have been approved by the person acting as Chair of that meeting;
6.8.17.2. the signed minutes of every such meeting; and
6.8.17.3. any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the Academy or on the Academy's website to persons wishing to inspect them.

6.8.18. There may be excluded from any item required to be made available in pursuance of paragraph 6.8.17, any material relating to:

6.8.18.1. a named teacher or other person employed, or proposed to be employed, at the Academy;
6.8.18.2. a named pupil at, or candidate for admission to, the Academy; and
6.8.18.3. any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.

6.8.19. Any member of the Local Governing Body shall be able, at the discretion of the Chair in exceptional circumstances, to participate in meetings of the Local Governing Body by telephone or video conference provided that:

6.8.19.1. 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
6.8.19.2. the Local Governing Body has access to the appropriate equipment; and
6.8.19.3. he/she assures the Local Governing Body 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 Local Governing Body at all times; and
6.8.19.4. he/she is able to hear all participants and fully take part in the discussions.

6.8.20. If, after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference pursuant to 6.8.19, the meeting may still proceed with its business provided it is otherwise quorate.

**The Minutes**

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

6.8.21.1. all appointments of officers made by the Local Governing Body; and

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

6.8.22. The Chair shall ensure that copies of minutes of all meetings of the Local Governing Body (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, if requested, as soon as reasonably practicable after those minutes are approved.

**Delegation**

6.8.23. Provided such power or function has been delegated to the Local Governing Body, the Local Governing Body may further delegate to any person serving on the Local Governing Body, to a committee, or to the Principal 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 Local Governing Body may impose and may be revoked or altered.

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

**Committees of the Local Governing Body**

6.8.25. Subject to this Scheme of Delegation, the Local Governing Body may establish any subcommittee. The constitution, membership and proceedings of any subcommittee shall be determined by the Local Governing Body but having regard to any views of the Directors. The establishment, terms of reference, constitution and membership of any subcommittee shall be reviewed at least once in every twelve months. The membership of any subcommittee may include persons who do not also serve on the Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body or Directors. The Local Governing Body may determine

that some or all of the members of a subcommittee who are not Directors or who do not serve on the Local Governing Body shall be entitled to vote in any proceedings of the subcommittee. No vote on any matter shall be taken at a meeting of a subcommittee unless the majority of members of the subcommittee present are Directors or who serve on the Local Governing Body.

**Chair and Vice-Chair of the Local Governing Body**

6.8.26. The members of the Local Governing Body shall, each school year 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 6.7.2. They are elected for a renewable term lasting a minimum of one year and a maximum of two years.

6.8.27. No person who is employed by the Multi-Academy Trust Company (whether or not at the Academy) nor any person who is at the time of election already a Director of the Multi-Academy Trust Company (except where such person is a Director by virtue of being the incumbent Chair) shall be eligible for election as Chair or Vice-Chair.

6.8.28. Subject to paragraph 6.8.31, the Chair or Vice-Chair shall hold office as such until his/her successor has been elected in accordance with paragraphs 6.8.26 - 6.8.38.

6.8.29. The Chair or Vice-Chair may at any time resign his/ her office by giving notice in writing to the Local Governing Body.

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

6.8.30.1. He/she ceases to serve on the Local Governing Body;
6.8.30.2. He/she is employed by the Multi Academy Trust Company whether or not at the Academy;
6.8.30.3. He/she is removed from office in accordance with this Scheme of Delegation; or
6.8.30.4. 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.

6.8.31. Where by reason of any of the matters referred to in paragraph 6.8.30, a vacancy arises in the office of Chair or Vice-Chair, the members of the Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.

6.8.32. 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.

6.8.33. Where in the circumstances referred to in paragraph 6.8.31, 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 Local Governing Body 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.

6.8.34. A Director shall act as Chair during that part of any meeting at which the chair is elected.

6.8.35. Any election of the Chair or Vice-Chair which is contested shall be held by secret ballot.

6.8.36. The Chair or Vice-Chair may be removed from office by the Directors at any time or by the Local Governing Body in accordance with this Scheme of Delegation.

6.8.37. A resolution to remove the Chair or Vice-Chair from office which is passed at a meeting of the Local Governing Body shall not have effect unless:

6.8.37.1. it is confirmed by a resolution passed at a second meeting of the Local Governing Body held not less than fourteen days after the first meeting; and

6.8.37.2. 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

6.8.37.3. copies of the resolutions referred to at paragraph's 6.8.37 and 6.8.37.1 above are served on the Directors.

6.8.38. Before a resolution is passed by the Local Governing Body 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.

**Clerk**

6.8.39. The Directors may appoint a Clerk (who must not be the Principal) to provide clerking services to the Local Governing Body and may remove the Clerk from office at any time.

6.8.40. In the absence of the Clerk from a Local Governing Body meeting, the Local Governing Body may appoint any one of its members to act as Clerk for the purposes of that meeting.

6.8.41. The Clerk must:

6.8.41.1. convene meetings of the Local Governing Body;

6.8.41.2. attend meetings of the Local Governing Body;

6.8.41.3. advise the Local Governing Body on the Academy's compliance with the Articles, the funding agreement, the scheme of delegation and the law;
6.8.41.4. ensure that minutes of the proceedings are drawn up; and
6.8.41.5. perform any other functions determined by the Local Governing Body.

**Conflicts of Interest**

6.8.42. A conflict of interest/loyalty shall not be deemed to occur solely from the fact that any member of the Local Governing Body 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 Local Governing Body 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 Local Governing Body shall disclose that fact to the Local Governing Body as soon as he/she becomes aware of it. Subject to Article 98A of the Articles of Association, a person is not permitted to attend any meeting of the Local Governing Body or committee of the Local Governing Body, 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).

6.8.43. For the purpose of paragraph 6.8.42, 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.

6.8.44. In the event of any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.

6.8.45. Any disagreement between the members of the Local Governing Body and the Principal or any subcommittee of the Local Governing Body shall be referred to the Directors for their determination.

**Indemnity**

6.8.46. Subject to the provisions of the Companies Act 2006 every member of the Local Governing Body 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 of the claimant 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**

6.8.47. 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 Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Scheme of Delegation 'address 'in relation to electronic communications includes a number or address used for the purposes of such communications.

6.8.48. A notice may be given by the Local Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address or by giving it using electronic means of communication to an address for the time being notified to the Local Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Body an address within the United Kingdom at which notices may be given to him/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 Local Governing Body.

6.8.49. A member of the Local Governing Body present at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

6.8.50. 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 LOCAL GOVERNING BODY LEVEL

7.1. The Local Governing Body shall comply with the obligations set out in this Scheme of Delegation, particularly the relevant sections of the delegation matrix, which deals with the day-to-day operations of the Local Governing Body.

7.2. The Local Governing Body 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 Local Governing Body from time to time.

| Version | Date | Author | Rationale | Review |
|---|---|---|---|---|
| 0.1 | 09/07/24 | Diocese | Final Version | 09/25 |
| 0.2 | 01/04/25 | Diocese | Final Version - OLOV added to page 1 | 09/25 |
| 0.3 | 08/09/25 | Diocese | Annual Review | 09/26 |

7.3. The Directors and members of the Local Governing Body 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 Local Governing Body 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 Local Governing Body 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 Local Governing Body by this Scheme of Delegation:

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

## 8. REVIEW OF THE SCHEME OF DELEGATION

| Version | Date | Author | Rationale | Review |
|---|---|---|---|---|
| 0.1 | 09/07/24 | Diocese | Final Version | 09/25 |
| 0.2 | 01/04/25 | Diocese | Final Version - OLOV added to page 1 | 09/25 |
| 0.3 | 08/09/25 | Diocese | Annual Review | 09/26 |

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 Local Governing Body and shall comply with any guidance/requirements of the Bishop and consider any guidance published by the Catholic Education Service.

| Version | Date | Author | Rationale | Review |
|---|---|---|---|---|
| 0.1 | 09/07/24 | Diocese | Final Version | 09/25 |
| 0.2 | 01/04/25 | Diocese | Final Version - OLOV added to page 1 | 09/25 |
| 0.3 | 08/09/25 | Diocese | Annual Review | 09/26 |