



4.5.7.3 in consultation with the parents of the pupils at the Academy.

4.6 Admissions and Appeals

4.6.1 Each Local Governing Body shall be responsible for the setting and review from time to time of the Academy's admissions policy which shall be in accordance with guidance set out by the DES and shall comply with the Admissions Code provided that no change will be made to the admissions criteria without (a) the written consent of the Directors and the DES (b) the Local Governing Body fulfilling any statutory requirement in relation to consultation.

4.6.2 Each Local Governing Body shall also nominate the chair of the Local Governing Body and the Head Teacher (or if such persons are not available such other person approved by the Directors) to present the Academy's statement to any relevant admission appeals body and shall seek the advice of the Catholic Schools Appeals Service in connection with such appeals.

4.6.3 Any decision to expand the Academy shall be that of the Local Governing Body (with the written consent of the DES and the Directors). The Local Governing Body shall not take any decision without appropriately consulting with local Catholic schools.

4.7 Extended Schools and Business Activities

4.7.1 Whilst the undertaking of any activities which would be described as part of an Academy's "extended schools agenda" or any activities designed to generate business income, would be the responsibility of each Local Governing Body, this shall only be undertaken in a manner consistent with any policy set by the Directors and having regard to the viability of such activities, the impact on such Academy's activities and any financial implications, such as the threat of taxation in light of the Company's charitable objects and any threat to funding provided by the Secretary of State.



4.8 **Regulatory Matters**

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

5. **OPERATIONAL MATTERS**

- 5.1 Each Local Governing Body shall comply with the obligations set out in the Appendix which deals with the day to day operation of the Local Governing Body.
- 5.2 Each Local Governing Body will adopt and will comply with all policies of the Directors and directives of the Bishop and will have due regard for any guidance or recommendations issued by the DES communicated to such Local Governing Body from time to time.
- 5.3 Both the Directors and all members of each Local Governing Body have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the Academy and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.
- 5.4 Each Local Governing Body will review its policies and practices on a regular basis, having regard to recommendations made by the Directors, the DES or any directives of the Bishop from time to time, in order to ensure that the governance of the Academy is best able to adapt to the changing political and legal environment.
- 5.5 Each Local Governing Body shall provide such data and information regarding the business of the Academy and the pupils attending the Academy as the Directors may require from time to time.



- 5.6 Each Local Governing Body shall submit to any inspections by the Directors and any 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 an Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.
- 5.7 Each 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 such Local Governing Body under this Scheme of Delegation in such circumstances.

6. ANNUAL REVIEW

- 6.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academies. Where applicable, it will be based on the framework Scheme of Delegation that will have been put in place on the incorporation of the Company.
- 6.2 Notwithstanding this being the first Scheme of Delegation to apply in respect of the Academy, the Directors will have the absolute discretion to review this Scheme of Delegation (together with the provisions of the attached Terms of Reference) at least on an annual basis and to alter any provisions of it with the prior written consent of the Bishop (on the advice of the DES).
- 6.3 In considering any material changes to this Scheme of Delegation or any framework on which it is based, the Directors will have regard to and give due consideration of any views of each Local Governing Body.



APPENDIX

FUNCTIONING OF THE LOCAL GOVERNING BODIES

1. CHAIRMAN AND VICE-CHAIRMAN OF THE LOCAL GOVERNING BODIES

- 1.1 The members of each Local Governing Body shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from amongst the Foundation Governors to serve until a successor is appointed or a vacancy occurs as envisaged in paragraph 1.3. Neither a person who is employed by the Company (whether or not at the Academy) nor a person who is at the time of election already a Director of the Company (except where such person is a Director by virtue of being the incumbent chairman) shall be eligible for election as chairman or vice-chairman, noting for the avoidance of doubt that once elected the chairman will be eligible to serve as a Director of the Company pursuant to the provisions of Articles 51 and 52 of the Articles of Association.
- 1.2 Subject to paragraph 1.4, the chairman or vice-chairman shall hold office as such until his successor has been elected in accordance with this clause 1.
- 1.3 The chairman or vice-chairman may at any time resign his office by giving notice in writing to each Local Governing Body. The chairman or vice-chairman shall cease to hold office if:
- 1.3.1 he ceases to serve on the Local Governing Body;
 - 1.3.2 he is employed by the Company whether or not at the Academy;
 - 1.3.3 he is removed from office in accordance with this Scheme of Delegation; or
 - 1.3.4 in the case of the vice-chairman, he is elected in accordance with this Scheme of Delegation to fill a vacancy in the office of chairman.
- 1.4 Where by reason of any of the matters referred to in paragraph 1.3, a vacancy arises in the office of chairman or vice-chairman, the members of each Local



Governing Body shall at its next meeting elect one of their number to fill that vacancy.

- 1.5 Where the chairman is absent from any meeting or there is at the time a vacancy in the office of the chairman, the vice-chairman shall act as the chair for the purposes of the meeting.
- 1.6 Where in the circumstances referred to in paragraph 1.5 the vice-chairman is also absent from the meeting or there is at the time a vacancy in the office of vice-chairman, the members of each Local Governing Body shall elect one of their number to act as a chairman for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company (whether or not at the Academy) nor a Director.
- 1.7 A Director shall act as chairman during that part of any meeting at which the chairman is elected.
- 1.8 Any election of the chairman or vice-chairman which is contested shall be held by secret ballot.
- 1.9 The chairman or vice-chairman may only be removed from office (as Chairman or Vice-Chairman) by the Directors at any time or by the relevant Local Governing Body in accordance with this Scheme of Delegation. For the avoidance of doubt, the removal of a member as chairman or vice chairman shall not have any effect of removing the relevant individual as a member of the Local Governing Body.
- 1.10 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the relevant Local Governing Body shall not have effect unless:
 - 1.10.1 it is confirmed by a resolution passed at a second meeting of the relevant Local Governing Body held not less than fourteen days after the first meeting; and
 - 1.10.2 the matter of the chairman's or vice-chairman's removal from office is specified as an item of business on the agenda for each of those



meetings.

- 1.11 Before a resolution is passed by a Local Governing Body at the relevant meeting as to whether to confirm the previous resolution to remove the chairman or vice-chairman from office, the person or persons proposing his removal shall at that meeting state their reasons for doing so and the chairman or vice-chairman shall be given an opportunity to make a statement in response.

2. CONFLICTS OF INTEREST

- 2.1 Any member of a 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 duties as a member of such Local Governing Body shall disclose that fact to the Local Governing Body as soon as he becomes aware of it. A person must absent himself from any discussions of the Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the Academy and any duty or personal interest (including but not limited to any Personal Financial Interest).
- 2.2 For the purpose of paragraph 2.1, a person has a Personal Financial Interest if he is in the employment of the Company or is in receipt of remuneration or the provision of any other benefit directly from the Company or in some other way is linked to the Company or the Academy.
- 2.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.4 Any disagreement between the members of a Local Governing Body and the Head Teacher or any subcommittee of a Local Governing Body shall be referred to the Directors for their determination.

3. THE MINUTES

- 3.1 The minutes of the proceedings of a meeting of each Local Governing Body shall be drawn up and entered into a book kept for the purpose by the persons



authorised to keep the minutes of each Local Governing Body; and shall be signed (subject to the approval of the members of the relevant Local Governing Body) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:

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

3.1.2 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.

3.2 Each chairman 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 kept at the relevant Academy and made available to the Directors upon request.

4. **COMMITTEES**

4.1 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 each 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 each Local Governing Body, provided that a majority of the members of any such subcommittee shall be members of the Local Governing Body or Directors. Each 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 either are Directors or who serve on the Local Governing Body.

5. **DELEGATION**



- 5.1 Provided such power or function has been delegated to the Local Governing Bodies, each Local Governing Body may further delegate to any person serving on the Local Governing Body, committee, the Head Teacher 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 relevant Local Governing Body may impose and may be revoked or altered.
- 5.2 Where any power or function of the Directors or a Local Governing Body is exercised by any subcommittee, any Director or member of the Local Governing Body, the Head Teacher 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.

6. MEETINGS OF THE LOCAL GOVERNING BODIES

- 6.1 Subject to this Scheme of Delegation, each Local Governing Body may regulate its proceedings as the members of such Local Governing Body think fit.
- 6.2 Each Local Governing Body shall meet at least three times in every school year. Meetings of each Local Governing Body shall be convened by the clerk to the Local Governing Body. In exercising his functions under this Scheme of Delegation the clerk shall comply with any direction:
- 6.2.1 given by the Directors or the Local Governing Body; or
- 6.2.2 given by the chairman of the Local Governing Body or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.
- 6.3 Any three members of a Local Governing Body may, by notice in writing given to the clerk, requisition a meeting of the Local Governing Body; and it shall be



the duty of the clerk to convene such a meeting as soon as is reasonably practicable.

6.4 The Clerk (as defined below) shall provide to each member of the Local Governing Body at least seven clear days before the date of a meeting:

6.4.1 notice in writing thereof, signed by the clerk , and sent to each member of the Local Governing Body at the address provided by each member from time to time;

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

6.4.3 a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman, 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 directs.

6.5 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.

6.6 A resolution to rescind or vary a resolution carried at a previous meeting of a Local Governing Body shall not be proposed at a meeting of a 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.

6.7 A meeting of a Local Governing Body shall be terminated forthwith if:

6.7.1 the members of the Local Governing Body so resolve; or

6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.



- 6.8 Where in accordance with paragraph 6.7 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.
- 6.9 Where the Local Governing Body resolves in accordance with paragraph 6.7 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 they shall direct the clerk to convene a meeting accordingly.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting of a 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. If the Directors have appointed any additional members of the Local Governing Body pursuant to clause 3.1.2.5 of this Scheme of Delegation then a majority of the quorum must be made up of such persons.
- 6.11 A 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.
- 6.12 The quorum for the purposes of:
- 6.12.1 appointing a parent member;
 - 6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;
 - 6.12.3 any vote on the removal of the chairman of a 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.

- 6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of a 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 relevant Local Governing Body shall have one vote.
- 6.14 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.
- 6.15 The proceedings of a Local Governing Body shall not be invalidated by
- 6.15.1 any vacancy on the board; or
- 6.15.2 any defect in the election, appointment or nomination of any person serving on the Local Governing Body (other than the obligation for the chair and the vice chair to be appointed by the Foundation Governors).
- 6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of a Local Governing Body or of a subcommittee of a 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 by or on behalf of the Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified the Local Governing Body in writing of the email address or addresses which the member will use.
- 6.17 Subject to paragraph 6.18, each Local Governing Body shall ensure that a copy of:



- 6.17.1 the agenda for every meeting of the Local Governing Body;
 - 6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
 - 6.17.3 the signed minutes of every such meeting; and
 - 6.17.4 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.
- 6.18 There may be excluded from any item required to be made available in pursuance of paragraph 6.17, any material relating to:
- 6.18.1 a named teacher or other person employed, or proposed to be employed, at the Academy;
 - 6.18.2 a named pupil at, or candidate for admission to, the Academy; and
 - 6.18.3 any matter which, by reason of its nature, the Local Governing Body is satisfied should remain confidential.
- 6.19 Any member of a Local Governing Body shall be able to participate in meetings of the Local Governing Body by telephone or video conference provided that:
- 6.19.1 he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and
 - 6.19.2 the Local Governing Body has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

7. CLERK



- 7.1 Each Local Governing Body must appoint a clerk (the "Clerk") (who must not be the Head Teacher) and may remove the Clerk from office at any time.
- 7.2 In the absence of the Clerk from a Local Governing Body meeting, a Local Governing Body may appoint any one of the Governors to act as Clerk for the purposes of that meeting.
- 7.3 The Clerk must:
- 7.3.1 convene meetings of the Local Governing Body;
 - 7.3.2 attend meetings of the Local Governing Body and ensure that minutes of the proceedings are drawn up; and
 - 7.3.3 perform any other functions determined by the Local Governing Body.

8. NOTICES

- 8.1 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 these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.
- 8.2 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 registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Local Governing Body by the 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, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Local Governing Body.



8.3 A member of a Local Governing Body present, either in person or by proxy, at any meeting of the Local Governing Body shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

8.4 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.

9. INDEMNITY

9.1 Subject to the provisions of the Companies Act 2006 every member of a Local Governing Body or other officer or auditor of the Company acting in relation to the Academy shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

M. Shanahan
Chair

