SCHEME OF DELEGATION

BETWEEN

PLYMOUTH CAST

AND

EACH ACADEMY IN THE TRUST* (see list in Appendix 2)

EFFECTIVE DATE: 13 December 2019

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); or Articles in operation as agreed by the Members

iii. 'Bishop' means the Bishop of the Roman Catholic diocese of Plymouth 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 Governing 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 Governing 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 Schools Commission;

x. 'Trustees' mean PRCDTR, 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 or, in the case of St. Mary's Catholic Primary Buckfast, Buckfast Abbey Trustees Registered (a trust corporation charity number 232497).

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 Governing Board of the Academy, as appropriate;

xiii. ‘Governors’ means the governors appointed and elected to the Local Governing Board of the Academy, from time to time;

xiv. ‘Local Governing 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 Board 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. 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 Each 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 Governing Board (or equivalent) which has been established to ensure the good governance of the Academy. In discharging their duties, the Local Governing 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 Governing Board.

2. VISION AND MISSION STATEMENT

2.1 Our Vision Statement

The Church insists on the highest standards of academic achievement in its schools, so that our young people leave us as 'agents of change' – educated and caring people who have the qualifications, knowledge and skills they need to flourish as human beings and make the world a better place.

Inspired by our Teacher, Jesus Christ, and his good news to the poor, we have a commitment especially to those who are disadvantaged. We are determined that a child's start in life need not determine their future. We are committed to the well-being of the earth, our common home, inspired by the example of Pope Francis: to live wisely, think deeply and love generously.

In all our schools we will develop a culture of high expectation and aspiration, based on our fundamental belief in the dignity of all human beings. We want all our pupils to flourish in safe, happy and enriching environments, taught and supported by adults who are skilled, motivated and committed to our shared vision and values.

We will work together as one Trust, one family of schools, a community inspired by a vision for excellence. We commit ourselves to deepen our mission and raise standards in order to provide an excellent Catholic education for every child in our care.

Our Mission Statement

Our mission is to be a community of outstanding schools in which our pupils flourish in safe, happy and stimulating environments and leave us with the knowledge and skills, personal qualities and aspirations, to make the world a better place, inspired by the Gospel.

2.2 The instruction and education in a Catholic school must be grounded in the principles of Catholic Doctrine. [Canon Law 803, first clause, paragraph 2]

2.3 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

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 RESPONSIBILTIES

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 Boards to whom the Directors may delegate certain of their functions. 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 Local Governing Board 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 Governing Board in order to enable the Local Governing Board to oversee 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 Governing 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 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 GOVERNING BOARD

6.1 Membership

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

6.1.2 The number of people who shall sit on the Local Governing Board shall be not less than four subject always to paragraph 6.2.1.

6.1.3 The constitution of the Local Governing Board will be in accordance with paragraphs 6.1.3 to 6.2.5 below. 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 Local Governing Board 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 Board and attend any meetings of the Local Governing Board. Any Director attending a meeting of the Local Governing Board 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 Board.

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

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. The Chair must be elected annually by a simple majority of the Board; only Foundation Governors may be considered for the post. If a Local Governing Board wishes to elect a non-Foundation governor to the post of Chair or Vice-Chair, they must apply to the Bishop in writing, setting out the reasons.

6.2.2 Staff Governors

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

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

6.2.2.3 Unless the Directors agree otherwise, in appointing a person to serve on the Local Governing Board, the Local Governing Board 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 the post is contested, 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 The parent members of the Local Governing Board shall be appointed by the Local Governing Board from amongst the parents of pupils registered at the Academy.

6.2.3.2 The local Governing Board shall make all necessary arrangements for the election of the parent members of the Local Governing Board, including any question as to whether a person is a parent of a registered pupil at the Academy. Any election of persons who are to be parent members of the Local Governing Board 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 Local Governing Board 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 Local Governing Board is required to be filled by election, the Local Governing Board 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 so to do.

6.2.3.5 The number of parent members of the Local Governing Board required shall be made up by persons appointed by the Local Governing Board 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 Local Governing Board pursuant to clause 6.2.3.5, the Local Governing Board shall appoint a person who is the parent of a registered pupil at the Academy or where it is not reasonably practical so to do, 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 Local Governing Board may be those people who filled those positions on the governing board 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 Board for the remainder of the terms of office for which they were elected or appointed to the predecessor governing board provided that the minimum membership of the Local Governing Board does not decrease following closure.

6.2.4 **Co-opted Governors**

The Local Governing Board may appoint Co-opted Governors where there is the need to support a specific area or for specific skills. These appointments must be made with the requirements under 6.2.1 in mind to ensure the ratio of Foundation Governors to all other types is maintained. Co-opted Governors may serve the same term as all other Governors.

6.2.5 **Associate Governors**

The Local Governing Board may secure support from an Associate member for a specified time to provide experience for a particular project or area. This member will not have voting rights and will remain in post only whilst there is the need. The Local Governing Board should seek advice from the Directors if the need for the timeframe of this appointment extends.

6.3 Term of office

The term of office for any person, other than a Foundation Governor, serving on the Local Governing Board shall be 4 years, to be specified at the time of appointment by the person or Board 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 Board, any person may be re-appointed or re-elected to the Local Governing Board 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 and removal

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

6.4.2 A person serving on the Local Governing Board 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 Board by a person or persons who appointed him, any failure to uphold the vision, values and principles 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 Board.

6.4.3 If any person who serves on the Local Governing Board 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 Board automatically on termination of his/her work at the Academy.

6.4.4 If any person who serves on the Local Governing Board 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 Board automatically at the end of that school term.

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

6.5 Disqualification of members of the Local Governing Board

6.5.1 No person shall be qualified to serve on the Local Governing Board 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 Local Governing Board.

6.5.2 A person serving on the Local Governing Board 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 Local Governing Board shall cease to hold office if he/she is absent without the permission of the Chair of the Local Governing Board from all the meetings of the Local Governing Board held within a period of six months and the Local Governing Board resolves that his/her office be vacated.

6.5.4 A person shall be disqualified from serving on the Local Governing Board 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 Local Governing Board 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 Local Governing Board 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 Local Governing Board 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 Local Governing Board 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

6.8.5.6 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 Board 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 Local Governing Board 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 Local Governing Board 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 Principal, 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 Local Governing Board 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 Local Governing Board who shall inform the Directors and the Bishop.

6.5.13 Clause 6.5 shall also apply to any member of any committee of the Local Governing Board who is not a member of the Local Governing Board.

6.6 The role and responsibilities of the Local Governing Board

6.6.1 The role and responsibilities of the Local Governing Board are outlined in this Scheme of Delegation, more particularly in the table at Appendix I.

6.6.2 The Local Governing Board 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 Board from time to time.

6.7 BUSINESS/PROCEEDINGS OF THE LOCAL GOVERNING BOARD

Meetings of the Local Governing Board

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

6.7.2 The Local Governing Board shall meet at least six times in an academic year. Meetings of the Local Governing Board shall be convened by the Clerk to the Local Governing Board. In exercising his/her functions under this Scheme of Delegation, the Clerk shall comply with any direction:

6.7.2.1 given by the Directors or the Local Governing Board; or

6.7.2.2 given by the Chair of the Local Governing Board or, in his/her absence or where there is a vacancy in the office of Chair, the Vice-Chair of the Local Governing Board, 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 Local Governing Board may, by notice in writing given to the Clerk, requisition a meeting of the Local Governing Board and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

6.7.4 The Clerk shall provide to each member of the Local Governing Board at least seven full days before the date of a meeting:

6.7.4.1 notice in writing thereof and sent to each member of the Local Governing Board 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 Local Governing Board shall not be proposed at a meeting of the Local Governing Board 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 Local Governing Board shall be terminated forthwith if:

6.7.7.1 the members of the Local Governing Board so resolve; or

6.7.7.2 the number of members present ceases to constitute a quorum for a meeting of the Local Governing Board 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 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.

6.7.9 Where the Local Governing Board 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 Local Governing Board 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.

6.7.10 Subject to paragraph 6.7.12, the quorum for a meeting of the Local Governing Board, and any vote on any matter thereat, shall be three of the members of the Local Governing Board, with a majority of foundation governors, or, where greater, any one third (rounded up to a whole

number) of the total number of persons holding office on the Local Governing Board at the date of the meeting, with a majority of foundation governors.

6.7.11 The Local Governing Board 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 Local Governing Board;

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 Local Governing Board 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 Board 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 Local Governing Board 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 Local Governing Board.

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 Local Governing Board shall be valid and effective as if it had been passed at a meeting of the Local Governing Board 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 Board and may include an electronic communication by or on behalf of the Local Governing Board indicating his/her agreement to the form of resolution providing that the member has previously notified the Local Governing Board in writing of the email address or addresses which the member will use.

6.7.17 Subject to paragraph 6.7.18, the Local Governing Board 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;

6.7.18.2 a named pupil at, or candidate for admission to, the Academy; and

6.7.18.3 any matter which, by reason of its nature, the Local Governing Board is satisfied should remain confidential.

6.7.19 Any member of the Local Governing Board shall be able to participate in meetings of the Local Governing Board 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 Local Governing Board has access to the appropriate equipment; and

6.7.19.3 he/she assures the Local Governing Board 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 Board 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 Local Governing Board shall be drawn up and kept for the purpose by the person authorised to keep the minutes of the Local Governing Board and shall be signed (subject to the approval of the members of the Local Governing Board) 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 Local Governing Board; and

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

6.7.22 The Clerk shall ensure that copies of minutes of all meetings of the Local Governing Board shall be provided to the Directors (and the Bishop and the Diocesan Trustees as requested) as soon as reasonably practicable after those minutes are approved.

Delegation

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

6.7.24 Where any power or function of the Directors or the Local Governing Board is exercised by any subcommittee, any Director or member of the Local Governing Board, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Local Governing Board 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 Board immediately following the taking of the action or the making of the decision.

Committees of the Local Governing Board

6.7.25 Subject to this Scheme of Delegation, the Local Governing Board may not establish any subcommittees. However, Local Governing Boards may convene from time to time, specific working parties or 'task and finish' groups with terms of reference agreed by the Local Governing Board.

Chair and Vice-Chair of the Local Governing Board

6.7.26 The members of the Local Governing Board 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 6.7.28. (See: 6.2.1 for exceptions)

6.7.27 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.

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

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

6.7.29.1 He/she ceases to serve on the Local Governing Board;

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.

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

6.7.31 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.

6.7.32 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 Local Governing Board 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.

6.7.33 The Clerk shall act as Chair during that part of any meeting at which the chair is elected.

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

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

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

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

6.7.36.2 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

6.7.36.3 copies of the resolutions referred to at paragraph's 6.7.36 and 6.7.36.1 above are served on the Directors.

6.7.37 Before a resolution is passed by the Local Governing Board 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

6.7.38 The school, under powers delegated by the Directors, may appoint a Clerk (who must not be the Principal) to provide clerking services to the Local Governing Board and may remove the Clerk from office at any time.

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

6.7.40 The Clerk must:

6.7.40.1 convene meetings of the Local Governing Board;

6.7.40.2 attend meetings of the Local Governing Board;

6.7.40.3 advise the Local Governing Board on the Academy's compliance with the Articles, the funding agreement, the scheme of delegation and ensure that all communications from CAST regarding updates on the law are passed on to the LGB

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 Local Governing Board.

Conflicts of Interest

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

6.7.42 For the purpose of paragraph 6.7.41, 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.

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

6.7.44 Any disagreement between the members of the Local Governing Board and the Principal shall be referred to the Directors for their determination.

Indemnity

6.7.45 Subject to the provisions of the Companies Act 2006 every member of the Local Governing Board 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

6.7.46 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 Board) 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.

6.7.47 A notice may be given by the Local Governing Board 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 Local Governing Board by the member. A member whose registered address is not within the United Kingdom and who gives to the Local Governing Board 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 Board.

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

6.7.49 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 BOARD LEVEL

7.1 The Local Governing Board 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 Local Governing Board.

7.2 The Local Governing Board 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 Board from time to time.

7.3 Except for the Foundation Directors and Foundation Governors, the other Directors and members of the Local Governing Board 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 Board 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 Board 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 amend the role and responsibilities delegated to the Local Governing Board by this Scheme of Delegation:

7.5.1 The Local Governing Board, 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 Board 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 Board under this Scheme of Delegation in such circumstances.

Plymouth CAST Multi Academy Trust will stand down a local governing body (LGB), subject to the approval of the Bishop or his representatives, and appoint an Interim Academy Board (IAB) in one or more of the following circumstances:

- Identification of weak governance
- In response to the outcome of a review of governance or Ofsted inspection
- In response to the outcome of an Ofsted inspection where the school receives an inadequate judgement.
- Any identified safeguarding concern within the academy.

On appointment of the IAB, the Local Governing Body is fully disbanded and all the delegated responsibilities of the LGB transfer to the IAB with immediate effect. The main function of the CAST appointed IAB will be to secure governance of the academy, developing a sound basis for improvement. It will be in place until the trigger is removed. The Education Support Manager will work in partnership with the IAB to determine priorities and set

targets, according to the roles and responsibilities set out in Appendix 1 of the Scheme of Delegation.

Plymouth CAST is committed to appointing IABs which are small, focused groups. Members will be chosen on a case-by-case basis in accordance with the skill and knowledge and the needs of individual academies.

The work of the IAB, as the work of the LGB, will be monitored by the ESM and the Link Director. The Link Director will attend a governors' meeting at least once a year. Both the ESM and the Link Director will have access to the Notes of Visit completed by the governors. These will be securely stored at the school.

8 REVIEW OF THE SCHEME OF DELEGATION

8.1 This Scheme of Delegation shall operate from the Effective Date in respect of the Academies in Plymouth CAST listed in Appendix 2.

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