

Kent
Catholic
Schools'
Partnership



'Academies in Christ'
Part of the Archdiocese of Southwark

Governance Handbook

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WELCOME MESSAGE

“Be united in your convictions and united in your love, with a common purpose and a common mind. Always consider the other person to be better than yourself, so that nobody thinks of his own interests first but everybody thinks of other people’s interests instead.” Philippians 2/2-4

Welcome to the Governance Handbook for the Kent Catholic Schools’ Partnership, our Multi-Academy Trust. Governance is a fundamental part of the leadership across the Trust and each of our Academies within it. I thank you all on behalf of the Trust for the time and expertise you each dedicate to your governance role.

This Governance Handbook has been produced to help Directors, Governors and all employees be as effective as they can be within their role. The journey towards better governance across our Trust takes time and dedication and the Trust Board is committed to ensuring that governance develops and evolves and remains effective.

I would like to thank you all for your continued support and commitment to ensure that all those entrusted to our care receive the best possible education to prepare them for their future life.

Chair of the Trust Board

1. INTRODUCTION

- 1.1 This Governance Handbook and its appendices make clear which governance functions are exercised by whom and provides clarity as to the role and responsibilities of those who contribute to the governance of the Trust and the Academies within it.
- 1.2 All individuals with governance and management responsibilities must be familiar with this Governance Handbook and its appendices so that appropriate steps can be taken to ensure there is sufficient and proper challenge of those with leadership responsibilities, to ensure that senior leaders are held to account for the performance of the Academies and that there is financial stability across the Trust.
- 1.3 This Governance Handbook, may be amended by the Trust Board at any time, and will be formally reviewed annually. It is published on the Trust's website, and those of its Academies. In the event that there is any discrepancy in delegated authority contained within any other document or policy, the Governance Handbook and its appendices will supersede.
- 1.4 Kent Catholic Schools Partnership ("the Trust") was established by the Archbishop of Southwark (the "Archbishop of Southwark") on 10 August 2012 as a Multi-Academy Trust and, in consequence of it entering into both a Master Funding Agreement and a number of Supplemental Funding Agreements (the "Funding Agreements"), operates and maintains a group of Catholic schools within the Archdiocese of Southwark (the "Academies") which shall at all times remain Catholic schools conducted in conformity with any trust deed governing the use of land used by the Trust and in conformity with Canon Law and with the teachings of the Catholic Church and in accordance with any advice or directive issued by the Archbishop of Southwark.
- 1.5 The Trust is both a company limited by guarantee, registered at Companies House and, by virtue of its charitable object "to.... advance, for the public benefit, education in the United Kingdom... by establishing Catholic schools" i.e. the Academies, is a charity. The Trust is not a registered charity but an "exempt" charity, regulated by the Secretary of State for Education, who acts as the principal regulator.
- 1.6 The Trust is governed by a Trust Board who are responsible for the management and administration of the Trust and the Academies within the Trust.
- 1.7 The Trust's constitution is set out in its Articles of Association and this Governance Handbook has been put in place in accordance with the provisions of the Articles. Any term used which is not defined within this Governance Handbook shall have the same definition of the term in the Articles of Association.

2. SCOPE AND PURPOSE

- 2.1 This Governance Handbook and its appendices apply to all Members, Directors, Governors and employees, and reference to Academies means each academy within the Trust.
- 2.2 The purpose of this Governance Handbook is to aid strategic leadership and create robust accountability, oversight and assurance for educational and financial performance.
- 2.3 There are three core functions of governance;
 - Ensuring clarity of vision, ethos and strategic direction at Academy level and with reference to the Trust;
 - Holding leadership to account for the educational performance of an Academy and its pupils and performance management of staff;
 - Overseeing the financial performance of an Academy, ensuring that money is well spent.

2.4 Within the Trust, effective governance is based on;

- Strategic leadership which sets and champions the vision, ethos and strategy;
- Accountability which drives educational standards and financial performance;
- People with the right skills, experience, quality and capacity;
- Structures which clearly reinforce roles and responsibilities;
- Compliance with statutory and contractual requirements;
- Evaluation to monitor and improve the quality and impact of governance.

3. SHARED VISION AND VALUES

3.1 Core Purpose

The core purpose of the Trust is to increase the number of children and young people participating in Catholic education, to keep them safe and to offer all pupils the opportunity to grow in confidence and maximise their potential. The Trust aims to make its academies not only places of outstanding learning but also places where the Catholic faith can be both taught and nurtured. The full Shared Vision and Values of the Trust can be located in the Shared Vision and Values document on the Trust website.

3.2 Ecclesiology

The Trust is part of a family of Catholic schools that exist to further the Church's saving mission by educating its young people in accordance with the teachings of the One Teacher, Jesus Christ. In carrying out any functions on behalf of the Trust all Members, Directors and those in any way involved in the business of the Trust and the Academies recognise the Archbishop of Southwark as the Chief Teacher and focus of unity in the Archdiocese of Southwark and will carry out those functions and responsibilities in full communion with him and in accord with the mind of the Church. Accordingly, the functions of the Trust will be conducted in accordance with the following principles of subsidiarity, solidarity and support for the common good.

3.3 Subsidiarity

Decisions are to be taken at the level as near as possible to those affected by those decisions which is compatible with the principles of solidarity and support for the Common Good. An executive or local governing body (the "Governing Body") is established to conduct each Academy (or set of Academies) to ensure its good governance. This Governance Handbook and its Scheme of Delegation entrusts those functions customarily entrusted to a Governing Body of a Catholic Voluntary Aided school to the Governing Body for each Academy or set of Academies. The Governing Body shall be the "Advisory Body" for the Academy or set of Academies as required by the Funding Agreements and the Board may decide to delegate certain powers/authorities to such Governing Bodies as it requires.

3.4 Solidarity

The Trust Board and the Governing Bodies share a particular commitment to the mutual support of all Academies for whom the Trust is responsible, especially those that are in need of assistance at any particular time. This Governance Handbook and the Scheme of Delegation recognises the obligation to contribute to the common good of all Academies from the resources entrusted to them. The Directors will ensure that common action and collaboration is conducted at the correct level and that the balance between subsidiarity and solidarity serves the Common Good in the most appropriate way.

3.5 The Common Good

The Directors and the members of Governing Bodies recognise their responsibility towards 'the sum total of social conditions which allow people, either as groups or individuals, to reach their fulfilment more fully and more easily' ('the Common Good'), not just of the Academies for whom the Trust is responsible and the Diocesan family of schools, but of all of the families and communities in the areas served by the Trust. In light of the principle of Common Good, Governing Bodies also acknowledge the desire and obligation on the Directors to put in place measures to ensure that any Academy for whom the Trust is responsible, is supported when the need arises and that all Academies, and the Trust as a whole, remain viable for the future sustainability of Catholic education across Kent.

3.6 **Diocesan Protocol**

The Directors and members of Governing Bodies acknowledge and undertake to perform their functions in recognition of, and in compliance with the principles set out in the Diocesan Protocol.

3.7 Academies will work collaboratively with each other, sharing financial resources, knowledge and best practice, to fulfil the Trust's core purpose, shared vision and strategy, and values.

4. **ARTICLES OF ASSOCIATION**

4.1 The relevant clauses from the Articles of Association regarding delegation of powers are summarised below;

Article 93 Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by special resolutions, the business of the Trust shall be managed by the Directors who may exercise all the powers of the Trust.

Article 100 Subject to the Articles, the Directors shall;

- Appoint separate committees for each Academy (the same Governing Body may be appointed for more than one Academy)
- Establish other committees.

Article 101 Subject to the Articles, the constitution, members and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least annually.

The membership of any committee of the Directors may include persons who are not Directors, provided that, with the exception of the Governing Bodies;

- A majority of members of any such committee shall be Directors
- No vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of the members of the committee present are Directors.

Article 105 The Directors may delegate to any individual Director, committee (including Local Governing Body), the Chief Executive or any other holder of an executive office, such of their powers and functions as they consider desirable to be exercised by them. Any such delegation shall be made subject to the conditions that the Directors may impose and may be revoked or altered.

4.2 The Directors cannot delegate any powers relating to:

- the constitution of the Trust
- the appointment or removal of the Chair and Vice-Chair of the Board
- the suspension or removal of Trustees
- the delegation of, the adoption or revision of, the Scheme of Delegation
- the establishment of committees
- the dissolution of committees
- matters strictly reserved for the Trust Board (as outlined in Appendix B)

4.3 The Articles of Association also outline further information regarding the Trust Board:

- Term of office (Article 64)**
- Resignation and removal (Articles 65 – 67)**
- Disqualification (Articles 68 – 79)*
- Clerk (Article 81)
- Chair and Vice-Chair (Articles 82 – 92)
- Powers (Articles 93 – 96)
- Conflicts of Interest (Articles 97 – 98)*
- The Minutes (Article 99)**
- Meetings (Articles 108 – 126)**
- Notices (Articles 132 – 135)**
- Indemnity (Article 136)**
- Rules (Articles 137 – 138) *

** These Articles also apply to any member of any committee of the Trust including Governing Bodies, or to any person to whom the Directors have delegated functions or powers.*

*** The Trust will apply the principles contained within these Articles to any member of any committee of the Directors, including Governing Bodies, or to any person to whom the Directors have delegated functions or powers.*

5. MANAGEMENT STRUCTURE OF THE TRUST

The Trust

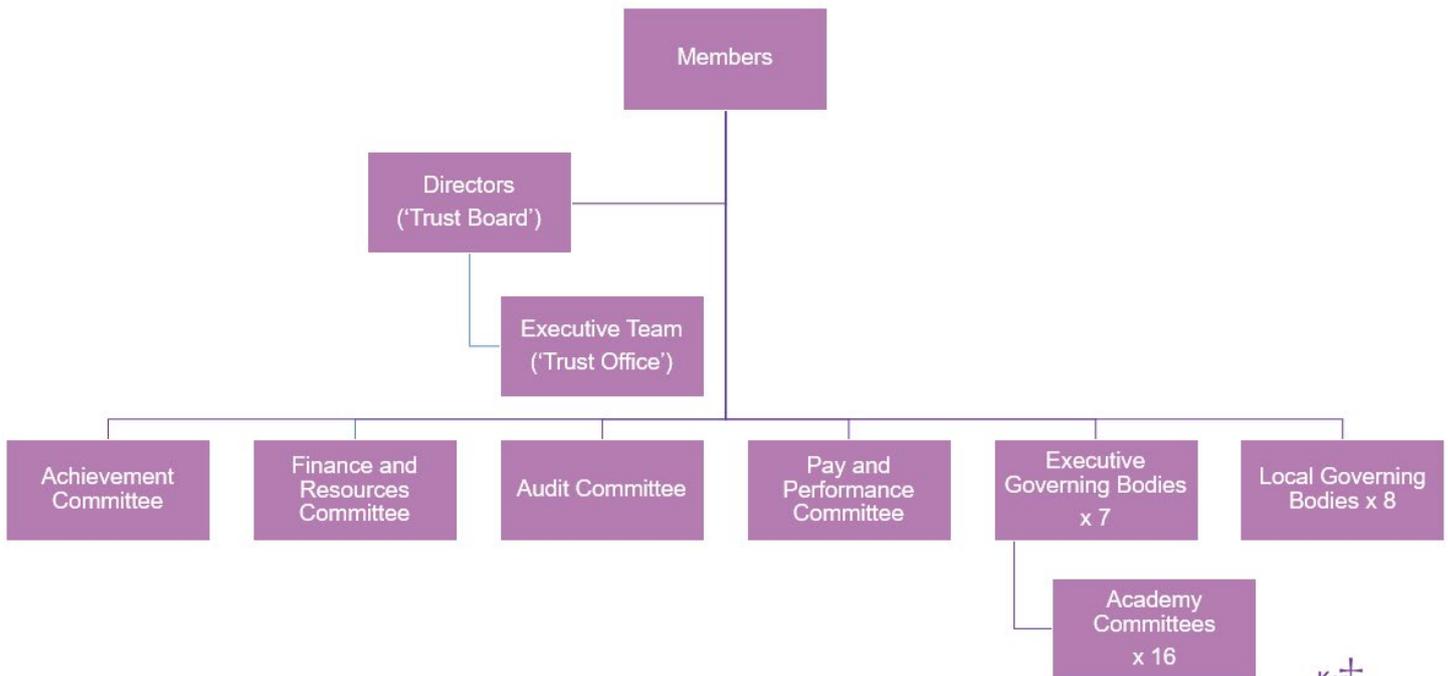


Table 1: Governance overview – as of October 2019

Executive Governing Bodies (EGB's) & Academy Committees (AC's)

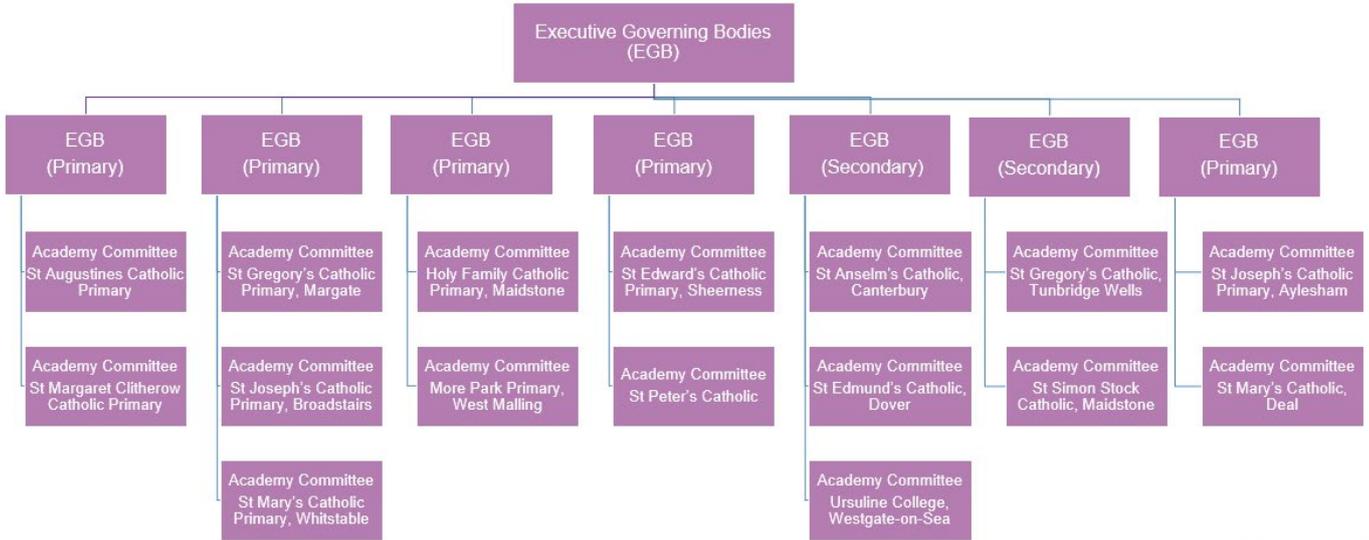


Table 2: EGB overview – as of October 2019



Local Governing Bodies (LGB's)

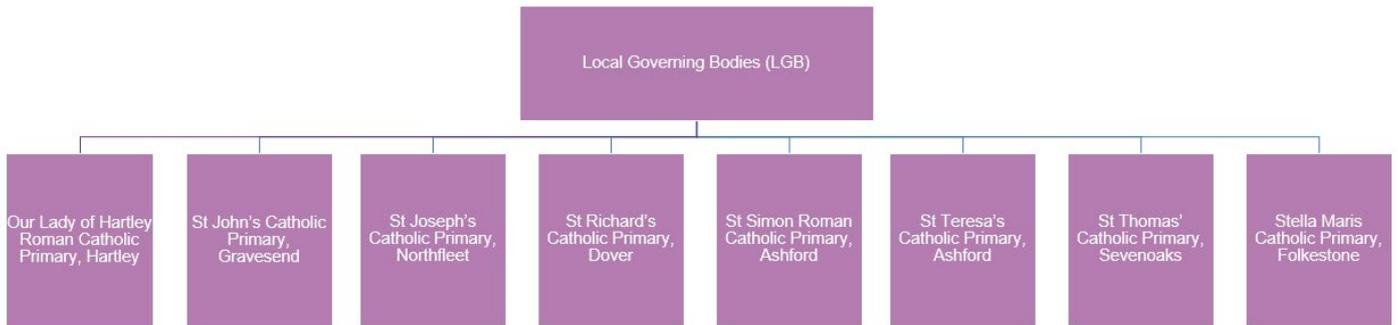


Table 3: LGB overview – as at October 2019



5.1 Members

5.1.1 The Members of the Trust are equivalent to shareholders of a trading company but as the Trust is charitable with no power to distribute profit to shareholders, the Members act as guardians of the Trust's constitution, changing the Articles if necessary and ensuring the charitable object is fulfilled. Each Member's liability is limited to £10 and, in view of the limited liability and therefore scope for accountability, they have limited governance and no management responsibilities. The Members are chosen by the Archbishop of Southwark.

The Trust will have, as Members:

- The Archbishop
- The Vicar General
- The Diocesan Financial Secretary

As an employee of the Trust, the Chief Executive Officer is not permitted to be a Member.

The Members may agree to;

- Appoint additional Members (in accordance with Article 16);
- Remove Members (in accordance with Article 15A)
- Delegate to the Trust Board, the power and responsibility to appoint and remove Directors;
- Delegate to the Chair of the Trust Board, the power and responsibility to sign off the Annual Report and Accounts.

5.2 Directors ('Trust Board')

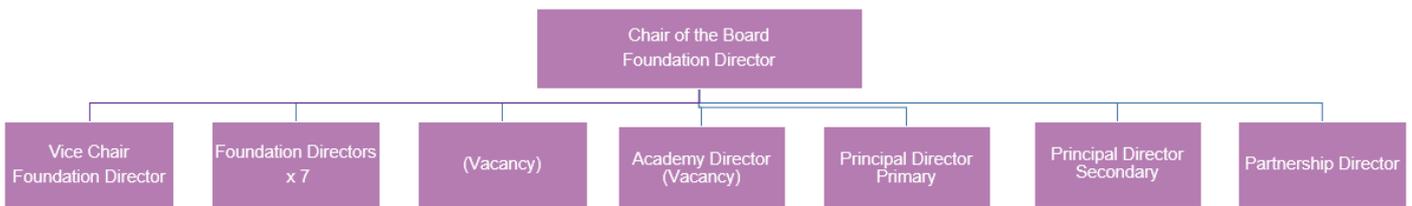


Table 4: Trust Board overview– as of October 2019

- 5.2.1 The Trust Board has three core functions;
- 1) Ensure clarity of vision, ethos and strategic direction;
 - 2) Hold executive leaders to account for the educational performance of the Trust and its pupils and performance management of staff; and
 - 3) Oversee financial performance of the Trust ensuring that its money is well spent.

5.2.2 The Directors are personally responsible for the actions of the Trust and the Academies and are accountable to the Members, the Secretary of State for Education and the wider community for the quality of the education received by all pupils of the Academies and the expenditure of public money. The Directors have a duty to ensure that the charitable object of the Trust is fulfilled and are required, to have systems in place through which they can assure themselves of the quality, safety and good practice of the affairs of the Trust. All Directors have the same responsibility to act in the best interests of the Trust and its Academies, irrespective of their role on the Board.

5.2.3 The Directors oversee the management and administration of the Trust and the Academies within the Trust and delegate authority to others, including executive officers and individuals who are locally based who can undertake the day to day management and governance of the Academies. The Trust Board will continue to have the necessary strategic and legal oversight of the Trust and will monitor all activities; determining the strategic direction of the Trust, assessing the performance of the Academies and establishing and reviewing the policies and practices governing the life of the Academies.

The Trust Board shall consist of:

- No less than three Directors (Article 45)
- The Chief Executive Officer (Partnership Director (Ex-officio) Article 57)
- Staff Directors: One primary Executive Principal and one Secondary Executive Principal (Article 50A)
- An Academy Director elected by the Chairs of Governors (Article 51)
- A minimum of two Parent Directors (Article 53-56) – unless Parent Governors are appointed to Governing Bodies;
- Foundation Directors appointed by the Archbishop of Southwark (Article 50B)

The Trust Board may;

- Appoint Co-Opted Directors (Article 58)

The full Matters Reserved for the Board is located in Appendix B.

5.2.4 The Board will also appoint several sub-committees to which it will delegate powers to undertake certain duties on its behalf. Such sub-committees to report back to the Trust Board after each meeting as detailed in their Terms of Reference.

5.2.5 Despite delegating responsibility or powers to other committees or individuals, the Trust Board remain accountable and accountability may not be delegated.

5.3 **The Achievement Committee ('Sub-committee of the Trust Board')**

The Achievement Committee obtains its authority directly from the Board. Its primary aim is to ensure that the Academies are working within their powers and to ensure that the pupils within the Academies are receiving excellent education, achieving high standards, flourishing and fulfilling their God given potential.

The Achievement Committee's Terms of Reference can be located in Appendix C.1.

5.4 **The Audit Committee ('Sub-committee of the Trust Board')**

The Audit Committee obtains its authority directly from the Board. Its primary aim is to ensure that there is detailed challenge and review of internal controls, systems and risks across the Trust.

The Audit Committee's Terms of Reference can be located in Appendix C.2.

- 5.5 **The Finance and Resources Committee ('Sub-committee of the Trust Board')**
 The Finance and Resources Committee obtains its authority directly from the Board. Its primary aim is to ensure the efficient use of resources and accountability, having regard for the effective use of public funding and protection of the resources and estates of the Archdiocese of Southwark.
- The Finance and Resource Committee's Terms of Reference can be located in Appendix C.3.
- 5.6 **The Pay and Performance Committee ('Sub-committee of the Trust Board')**
 The Pay and Performance Committee obtains its authority directly from the Board. Its primary aim is to set the remuneration of the Chief Executive Officer and approve and monitor the level and structure of the remuneration of the Senior Executive Officers.
- The Pay and Performance Committee's Terms of Reference can be located in Appendix C.4.
- 5.7 **Governing Bodies ('Sub-committees of the Trust Board')**
 The Terms of Reference for Executive and Local Governing Bodies can be located in Appendices D and E.
- 5.8 **The role of Governors and the Governing Bodies**
- 5.8.1 The role of all Governors within a Multi-Academy Trust is an important one. The governance structure of the Trust ensures that the lines of accountability are consistent with the Trust's legal and regulatory requirements and are guided by the Trust's shared vision, strategy and its values. The Trust Board has established Governing Bodies for each Academy or set of Academies whose members will be made up of individuals drawn from the Academy or set of Academies, both as elected and appointed Governors. The role description including responsibilities and code of conduct for a Governor is located in Appendix M.1.
- 5.8.2 Foundation Governors are appointed in the name of the Archbishop and will form the majority of any Governing Body. Foundation Governors have a duty to preserve and develop the Catholic character of the Academy /set of Academies. The role description including responsibilities and code of conduct for a Foundation Governor is located in Appendix M.2.
- 5.8.3 All Governors serving on Governing Bodies are accountable to the Trust Board (which in turn is accountable to its Members and the Department for Education) as well as to the communities in which they serve.
- 5.8.4 Governors have a duty to act in good faith and in the best interests of the Academy or set of Academies and the Trust, and in line with policies and guidance laid down by the Trust, the Archbishop of Southwark and Canon Law.
- 5.8.5 Governors must act independently and in the best interest of the Academy or set of Academies even if those interests' conflict with those of the body or organisation that might have appointed or nominated them to serve on the Governing Body. As with the Directors, Governors must comply with the Trust Conflict of Interest Policy.
- 5.8.6 Individual Governors may be asked to act as Lead Governors for particular functions such as standards, finance, safeguarding, training, facilities and resources with the view to matching skills and experience to functions. This will not affect collective and overall individual responsibility for such functions which will remain at the Trust Board, but Governors are expected to use their skills and experience and undertake any mandatory training in the fulfilment of their duties in such Lead Governor roles.
- 5.8.7 Subject to the provisions of the Companies Act 2006, every member of the Trust Board, Governing Body or Committee or other officer or auditor of the Trust acting in relation to an Academy or set of Academies shall be indemnified out of the assets of the Trust against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or

criminal, in which judgment is given in favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Trust.

- 5.8.8 The Governing Body is appointed as a sub-committee of the Trust Board and has no separate legal status to that of the Trust. Any act or omission of the Governing Body or any officer of the Trust or the Academy or set of Academies that subsequently leads to prosecution or other litigation will be a liability of the Trust.
- 5.8.9 Individuals serving on a Governing Body are responsible for fulfilling a strategic monitoring, support and challenge role in the conduct of the Academies in conjunction with an Executive Principal/Headteacher, who is responsible for the internal organisation, management and control of the Academy or set of Academies. The Trust Board will also delegate management powers directly to the Executive Principal/Headteacher, who reports to the Chief Executive Officer.
- 5.8.10 Individuals serving on an Academy Committee are responsible for fulfilling a monitoring, support and challenge role in the conduct of an Academy in conjunction with an Academy Principal / / Deputy Headteacher and will derive their level of authority from the Governing Body, in accordance with the Terms of Reference of the Governing Body and the authority to sub-delegate as permitted from the Board. A Governing Body may not be permitted to sub-delegate certain aspects of its function to an Academy Committee.

5.9 The Chief Executive Officer and the Executive Team ('Trust Office')

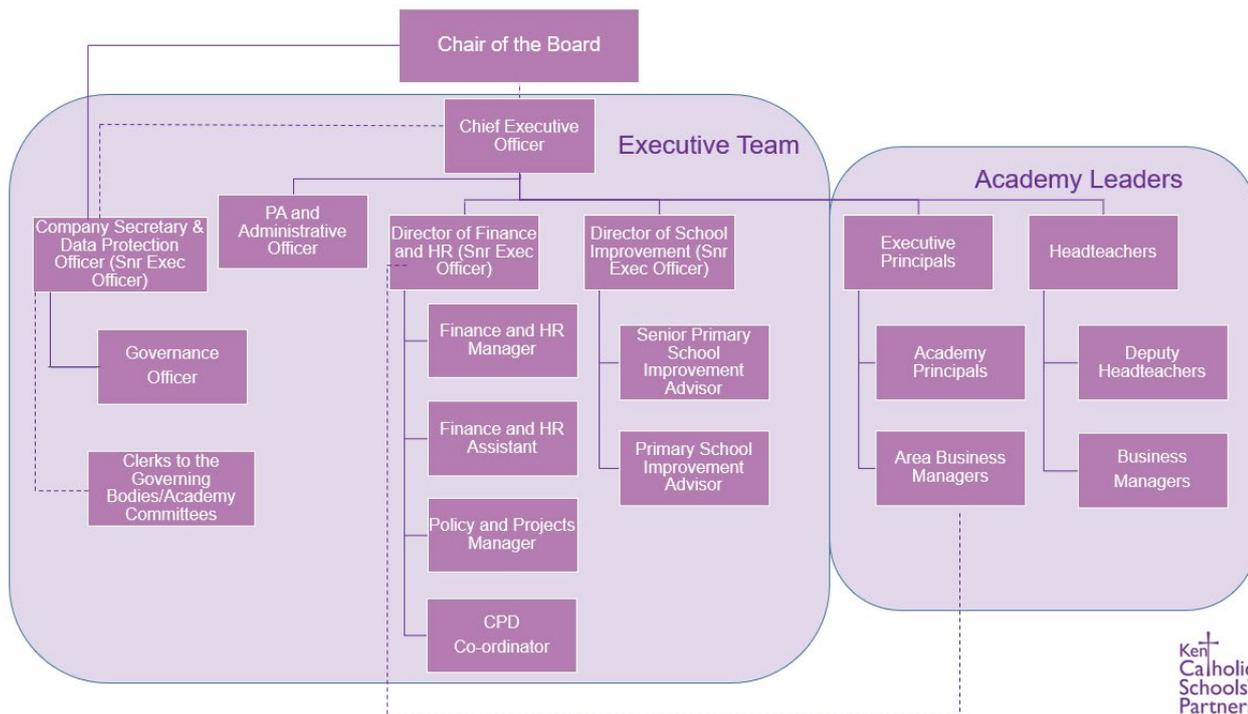


Table 5: Executive Office & Senior Leaders Overview – as of September 2019

- 5.9.1 The Executive Team is the executive arm of the Trust Board, focusing on operations and resources (including HR, finance, school improvement, facilities and risk management, policy suites and governance oversight) and the educational performance of the Academies within the Trust. It operates under the leadership and direction of the Chief Executive Officer.

- 5.9.2 The Executive Team work directly with Academy Leaders for each Academy, or set of Academies, and each Governing Body to ensure that the required outcomes are achieved in accordance with the direction and shared vision and strategy agreed by the Trust Board.
- 5.9.3 The responsibilities of the Chief Executive Officer and the functions of the Executive Team are:
- 5.9.3.1 to manage the conversion of schools to Academies. Prior to a school's conversion, the Executive Team will carry out due diligence across the school to establish its position and in association with the Department for Education (DfE), relevant Local Authority, The Diocesan Education Commission and the Trust's appointed solicitors;
 - 5.9.3.2 to direct and support the operation of each Academy following conversion, assisting in the development and implementation of an Academy Action Plan as necessary, and advising on policies in core areas of the operation in accordance with the requirements of the Trust Board. These core areas include legal compliance, risk management, safeguarding, teaching and learning/standards, training, finance, HR and ICT;
 - 5.9.3.3 to ensure appropriate management controls and reporting requirements are in place, audit of the associated processes, procedures and outcomes in each Academy, and to ensure the identification and delivery of appropriate training and support and keep the Trust Board apprised of progress and concerns;
 - 5.9.3.4 to provide operational and management guidance to the Executive Principals/Headteachers, Chairs of Governors and senior leadership teams within the Academies (including parameter setting for academy budget purposes), and assisting Governing Bodies in achieving their collective contribution to the Trust's shared vision and strategy;
 - 5.9.3.5 to implement and review systems for the benchmarking of the Academies across the Trust (including financial as well as educational performance), developing systems for the cross-fertilisation of best practice and supporting developments such as shared leadership and business management to maximise opportunities for resource sharing and collaboration;
 - 5.9.3.6 to ensure that sufficient levels of insurance are in place and maintained for all risk areas including property damage, employer liability, public and third party liability and directors and officers liability;
 - 5.9.3.7 to ensure the strategic management of the whole Trust estate, including drawing up a long-term estate plan which identifies areas in need of expansion and/or development and areas likely to be surplus to requirements, advising the Trust Board on areas of risk including the overall safeguarding risk to children and young people within the Trust;
 - 5.9.3.8 to take a lead on any capital bids and allocations, supporting the Academies' premises teams to carry out works safely and cost effectively; and
 - 5.9.3.9 to report full, accurately and regularly to the Trust Board.
- 5.9.4 The Finance Team under the direction of the Director of Finance and HR will supervise the production of accounts (both at Academy and Trust level) and the auditing of those accounts for disclosure purposes and will report on the financial and HR related activities of all Academies to the Trust's Accounting Officer (the Trust's CEO), the Finance and Resources Committee and the relevant statutory bodies. The Director of Finance and HR has bold line accountability to the Chief Executive Officer.

- 5.9.5 The School Improvement Team under the direction of the Director of School Improvement will challenge and support Academies to improve and provide the very best outcomes for the children and young people entrusted to the Trust's care and will do so based on the Trust's Framework for Continuous Academy Improvement which sets out the Trust's commitment to target resources not only to meet the greatest need but to ensure that the Trust's good and outstanding academies continue to improve and thrive. The Framework plays a central role in the delivery of the Trust's Shared Vision and Strategy, detailing the focus for continuous Academy improvement each year, after which progress is reviewed and forward plans made accordingly. The Director of School Improvement will report to the Achievement Committee on all school improvement and standards related activities of all Academies. The Director of School Improvement has bold line accountability to the Chief Executive Officer.
- 5.9.6 The Governance Team under the direction of the Company Secretary/Data Protection Officer will oversee the smooth running of the Board, Board Committees and the overall governance structure for the Trust, including Governing Bodies as well as ensuring that the Board and the Trust overall remains compliant with relevant legislation and statutory guidance and has appropriate operational policies in place to underpin the governance framework. The Company Secretary/Data Protection Officer is also responsible for having oversight of all information and data management compliance across the Trust and the Academies within it. The Company Secretary will report to the Board on all governance and data security related activities of all Academies and has bold line accountability to the Chair of the Trust Board and dotted line accountability to the Chief Executive Officer.
- 5.9.7 The Chief Executive Officer, the Executive Team and the Trust Board are generally funded by the contribution of a percentage of the central government funding (General Allocation Grant – GAG) provided for each Academy (the "Partnership Cost Contribution" or "PCC"). The PCC will be set each year by the Trust Board, and as part of a three-year budget setting cycle. Additional funding received by the Trust from other sources, (such as government grants and income received from other schools and organisations in return for traded services), will contribute directly to Executive Team costs and may offset the PCC required from Academies. The PCC payable by Academies and agreed annually by the Trust Board, will be agreed with regard being had for the incurred costs of any additional support provided by the Executive Team or the Trust Board (including any strategic partner contract costs, e.g., data management contract) to any of its Academies from time to time, and will be recovered separately from each Academy as agreed between the Chief Executive Officer and the Governing Body for the respective Academy.
- 5.10 Delegated Authority for the Governing Bodies**
- 5.10.1 The Trust Board reserves the right (in its absolute discretion) to review and alter the Terms of Reference for any Governing Body or Academy Committee and the Scheme of Delegation at any time.
- 5.10.2 Terms of Reference for a Governing Body and template terms of reference for sub-committees can be located at Appendices D, E and F, specific powers and authorities which are delegated to a Governing Body and/or Academy Committee can be located in the Scheme of Delegation in Appendix A.
- 5.11 Intervention and Removal of Delegated Authority**
- 5.11.1 The Executive Principal/Headteacher and the Governing Body shall work closely with, and shall promptly implement any advice, recommendations or directives, as necessary, made by the Executive Team, in particular the Chief Executive Officer, the Director of Finance and HR, the Director of School Improvement, the Company Secretary or any member of the Executive Team acting on behalf of these Executive Officers. Such advice, recommendations or directives may be in respect of any areas of standards and performance, particularly where areas of weakness have been identified through, for example, operational practice, internal or external review, visit schedules DfE intelligence

or inspection by the Office for Standards in Education, Children's Services and Skills (OfSTED) or Denominational Inspections.

- 5.11.2 In the event that intervention is either formally threatened or is carried out by the Secretary of State (or any person or agency on his/her behalf), or where there has been evidence of poor governance or financial management, the Trust Board expressly reserves the unfettered right to review or remove any power or authority conferred on a Governing Body under the Governance Handbook or Scheme of Delegation.
- 5.11.3 Notwithstanding the above, the Trust Board and Governing Bodies acknowledge the value of maintaining a good working relationship particularly in light of the levels of delegated powers/authority within the Trust and the impact this may have on the ability of the Governing Body to react when standards are falling and/or there is evidence of financial imprudence exposing the Academy or set of Academies or the Trust to a threat of intervention.
- 5.11.4 The Trust Board and Governing Bodies make the following commitments to each other:
 - 5.11.4.1 to discuss openly any weaknesses or any situation which may in the opinion of either potentially lead to a threat of intervention by the Secretary of State;
 - 5.11.4.2 to use all reasonable endeavours to agree the measures to be taken to improve standards and the performance of the Academy or set of Academies and to support each other in the implementation of those measures, including involving the Executive Team who will support and advise on steps to be taken and facilitate additional support if needed;
 - 5.11.4.3 to allow each other the opportunity to effect improvements at the Academy or set of Academies through directions to be issued to persons appointed either by a Governing Body (including the Executive Principal/Headteacher) in relation to the governance of the Academy or set of Academies provided such steps do not seek to undermine the collaborative and respectful approach being adopted by each;
 - 5.11.4.4 not to remove or deny delegated authority without first agreeing to put in place, for an appropriate period of time, a transition or improvement board whose responsibility it will be to address the areas of weakness, the terms of reference for such Intervention Board being set out in the Framework for Continuous Academy Improvement in Appendix G.
 - 5.11.4.5 not to exercise any power to remove an Executive Principal/ Headteacher or to attend and vote at any meeting of a Governing Body at which this is to be discussed without first discussing with the Chair of the Governing Body and the Chief Executive Officer or other deputy of the Trust Board, to ensure that such power is being exercised appropriately and proportionately.

5.12 Academy Committees and Further Delegation

- 5.12.1 Subject to the Scheme of Delegation, a Governing Body will have an Academy Sub-committee, in line with the terms of reference of the Governing Body. The constitution, membership and proceedings of any Academy Sub-committee shall be determined by the Governing Body but having regard to the views of the Trust Board and the terms of reference of the Governing Body.
- 5.12.2 The establishment, terms of reference, constitution and membership of any Academy Sub-committee shall be reviewed at least once in every twelve months by the Governing Body and a copy provided to the Company Secretary of the Trust. The Terms of Reference for

any Academy Committee must be drafted in line with the template terms of reference provided at Appendix F.

- 5.12.3 The membership of any Academy Sub-committee shall include Governors who do not serve on the Governing Body.
- 5.12.4 Provided such power or function has been delegated to the Governing Body, the Governing Body may further delegate to any person serving on the Governing Body, any Academy sub-committee, the Executive Principal/Headteacher or any other holder of an executive office (e.g. an Academy Principal / Deputy Headteacher), 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 the Trust Board may impose and may be revoked or altered.
- 5.12.5 Where any power or function of the Trust Board or the Governing Body is exercised by any Sub-committee or member of the Governing Body, the Executive Principal/Headteacher or any other holder of an executive office, that person or sub-committee shall report to the 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 Governing Body promptly following the taking of the action or the making of the decision.