

**THE BISHOP WHEELER CATHOLIC ACADEMY TRUST**  
**SACRED HEART CATHOLIC PRIMARY SCHOOL ILKLEY, A VOLUNTARY ACADEMY**

**SCHEME OF DELEGATION**

**EFFECTIVE DATE: 1<sup>st</sup> April 2013**

**1. INTRODUCTION**

- 1.1 As a charity and company limited by guarantee, The Bishop Wheeler Catholic Academy Trust (the “Company”) is governed by a Board of Directors (the “Directors”) who are responsible for, and oversee, the management and administration of the Company and the academies run by the Company. Sacred Heart Catholic Primary School Ilkley, a Voluntary Academy (the “Academy”) is one of the academies.
- 1.2 The Directors are accountable to external government agencies including the Charity Commission and the Department for Education (including any successor bodies) for the quality of the education they provide and they are required to have systems in place through which they can assure themselves of quality, safety and good practice. As the Academy is a Catholic school, designated as such, the Directors are also accountable to the Ordinary of the Roman Catholic Diocese of Leeds (the “Bishop”) to ensure that the Academy is conducted as a Catholic school in accordance with the Canon law and 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.
- 1.3 In order to discharge these responsibilities, the Directors appoint people who are more locally based to serve on a board (the “Academy Council”) which has been established to ensure the good governance of the Academy. The Bishop has the right to appoint foundation members to the Academy Council
- 1.4 The Directors shall delegate various delegated functions to the Academy Council pursuant to clause 4 of this Scheme but the function of the Academy Council shall be to:
- 1.4.1 have a monitoring role in connection with the Academy;

- 1.4.2 consider budget monitoring information and make recommendations to the Principal in relation to any potential overspending;
  - 1.4.3 act as a critical friend to the Principal including advice in relation to annual budget proposals;
  - 1.4.4 represent the views of the community in discussions on budget issues that relate to community engagement and activity and make recommendations to the Principal; and
  - 1.4.5 support the Principal in recruitment and selection, grievance, disciplinary and exclusion processes where appropriate.
- 1.5 This Scheme of Delegation 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 members of the Academy Council and the commitments to each other to ensure the success of the Academy.
- 1.6 This Scheme of Delegation has been put in place by the Directors from the Effective Date in accordance with the provisions of the Company's Articles of Association (the "Articles") and it should be read in conjunction with those Articles. References in this Scheme to numbered Articles are to the relevant clause of the Articles.

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

- 2.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of schools and in particular the Academy as a Catholic school. This is largely exercised through strategic planning and the setting of policy. It is managed through business planning, monitoring of budgets, performance management, the setting of standards and the implementation of quality management processes. The Directors have the power to direct change where required.
- 2.2 The Directors have a duty to act in the fulfilment of the Company's objects. The Directors also have a duty to the Bishop to uphold the objects of the Company and to have regard to any advice of the Bishop and the Office for Education and Schools (OES) and to follow any directives issued by them.

- 2.3 Directors will have regard to the interests of the other academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the Academy.
- 2.4 Article 101 provides for the appointment by the Directors of committees to whom the Directors may delegate certain of the functions of the Directors. In further recognition of the Directors' power to delegate under Articles 102 and 105, responsibility for the running of the Academy from the Effective Date will be delegated to the committee established by this Scheme of Delegation and which shall be known as the Academy Council of the Academy.
- 2.5 The constitution, membership and proceedings of the Academy Council is determined by the Directors and this Scheme of Delegation expresses such matters as well acknowledges the authority delegated to the Academy Council in order to enable the Academy Council to run the Academy and fulfil the Academy's mission.

### **3. CONSTITUTION OF THE ACADEMY COUNCIL**

#### **3.1 Members of the Academy Council**

3.1.1 The number of people who shall sit on the Academy Council shall be not less than three.

3.1.2 The constitution of the Academy Council will be according to one of the models available from the OES. A new constitution may be adopted at any time with approval from the Directors.

3.1.3 The Academy Council foundation members will be appointed using the Diocesan protocol.

3.1.4 The Directors (all or any of them) shall also be entitled to serve on the Academy Council and attend any meetings of the Academy Council. Any Director attending a meeting of the Academy Council shall count towards the quorum for the purposes of the meeting and shall be entitled to vote on any resolution being considered by the Academy Council.

3.1.5 All persons appointed or elected to the Academy Council shall give a written undertaking to the Directors, the Bishop and the Trustees to uphold the object of the Company.

### **3.2 Appointment of members of the Academy Council**

3.2.1 The Academy Council may appoint persons who are employed at the Academy to serve on the Academy Council through such process as the Directors may determine, provided that the total number of such persons (including the Principal) complies with the constitution in force at the time.

3.2.2 Unless the Directors agree otherwise, in appointing persons to serve on the Academy Council who are employed at the Academy the Academy Council shall invite nominations from all staff employed under a contract of employment or a contract for services or otherwise engaged to provide services to the Academy (excluding the Principal) and, where there are any contested posts, shall hold an election by a secret ballot. All arrangements for the calling and the conduct of the election and resolution of questions as to whether any person is an eligible candidate shall be determined by the Directors.

3.2.3 The Principal shall be treated for all purposes as being an ex officio member of the Academy Council.

3.2.4 Subject to clause 3.2.8, the parent members of the Academy Council shall be elected by parents of registered pupils at the Academy and he or she must be a parent of a pupil at the Academy at the time when he or she is elected.

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

3.2.6 The arrangements made for the election of the parent members of the Academy Council 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 prefers, by having his ballot paper returned to the Academy by a registered pupil at the Academy.

3.2.7 Where a vacancy for a parent member of the Academy Council is required to be filled by election, the Academy Council 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 is entitled to stand as a candidate, and vote at the election, and given an opportunity to do so.

3.2.8 The number of parent members of the Academy Council required shall be made up by persons appointed by the Academy Council if the number of parents standing for election is less than the number of vacancies.

3.2.9 In appointing a person to be a parent member of the Academy Council pursuant to clause 3.2.8, the Academy Council shall appoint a person who is the parent of a registered pupil at the Academy; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

3.2.10 The first parent and staff members of the Academy Council shall be those people who filled those positions on the Governing Body of the predecessor School at its closure (provided they remain eligible under this Scheme of Delegation), who shall serve on the Academy Council for the remainder of the terms of office for which they were elected to the predecessor Governing Body

3.2.11 The Foundation members shall be appointed by the Bishop;

### 3.3 **Term of office**

3.3.1 The term of office for any person serving on the Academy Council shall be 4 years, save that this time limit shall not apply to the Principal. Subject to remaining eligible to be a particular type of member on the Academy Council, any person may be re-appointed or re-elected to the Academy Council save that Foundation Governors

may only serve a maximum of three consecutive four year terms (other than with the consent of the Bishop).

#### **3.4 Resignation and removal**

3.4.1 A person serving on the Academy Council shall cease to hold office if he resigns his office by notice to the relevant Academy Council (but only if at least three persons will remain in office when the notice of resignation is to take effect).

3.4.2 A person serving on the Academy Council shall cease to hold office if he is removed by the person or persons who appointed him. Whilst at the same time as acknowledging that no reasons need to be given for the removal of a person who serves on the Academy Council by a person or persons who appointed him, any failure to uphold the values of the Company and/or the Academy or to act in a way which is appropriate in light of this Scheme of Delegation 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 Academy Council. This clause does not apply in respect of a person who is serving as a parent member on the Academy Council.

3.4.3 If any person who serves on the Academy Council in his capacity as an employee at the Academy ceases to work at the Academy then he shall be deemed to have resigned and shall cease to serve on the Academy Council automatically on termination of his work at the Academy.

3.4.4 Where a persons who serves on the Academy Council resigns his office or is removed from office, that person or, where he is removed from office, those removing him, shall give written notice thereof to the Academy Council who shall inform the Directors, and where that person is a foundation member, the OES.

#### **3.5 Disqualification of members of the Academy Council**

3.5.1 No person shall be qualified to serve on the Academy Council unless he is aged 18 or over at the date of his election or appointment. No

current pupil of the Academy shall be entitled to serve on the Academy Council.

3.5.2 A person serving on the Academy Council shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

3.5.3 A person serving on the Academy Council shall cease to hold office if he is absent without the permission of the Chair of the Academy Council from all the meetings of the Academy Council held within a period of six months and the Academy Council resolves that his office be vacated.

3.5.4 A person shall be disqualified from serving on the Academy Council if:

3.5.4.1 his estate has been sequestrated and the sequestration has not been discharged, annulled or reduced; or

3.5.4.2 he is the subject of a bankruptcy restrictions order or an interim order.

3.5.5A person shall be disqualified from serving on the Academy Council at any time when he 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).

3.5.6A person serving on the Academy Council shall cease to hold office if he 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 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

3.5.7A person shall be disqualified from serving on the Academy Council if he 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 was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.

- 3.5.8A person shall be disqualified from serving on the Academy Council at any time when he is:
- 3.5.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
  - 3.5.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
  - 3.5.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 3.5.9 A person shall be disqualified from serving on the Academy Council if he is a person in respect of whom a direction has been made under section 142 of the Education Act 2002 or is subject to any prohibition or restriction which takes effect as if contained in such a direction.
- 3.5.10 A person shall be disqualified from serving on the Academy Council where he 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 72 of the Charities Act 1993.
- 3.5.11 After the Academy has opened, a person shall be disqualified from serving on the Academy Council if he has not provided to the chairman of the Academy Council a criminal records certificate at an enhanced disclosure level under section 113B of the Police Act 1997. In the event that the certificate discloses any information which would in the opinion of either the chairman 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.



- 3.5.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on the Academy Council; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to the Academy Council who shall inform the Directors, and the Bishop.
- 3.5.13 This clause 4.6 and paragraph 2 of the Appendix shall also apply to any member of any committee of the Academy Council who is not a member of the Academy Council.

#### **4. DELEGATED POWERS**

##### **4.1 General Provisions**

- 4.1.1 Subject to the provisions of the Companies Act 2006, the Articles and to any directions given by the Members of the Company following a special resolution or any directives issued by the Bishop or the DES, the management of the business of the Academy shall be delegated by the Directors to the Academy Council who may exercise the powers of the Company set out in articles 5(b), (d), (h), (i), (j), (k), (p) and (r) of the Articles of Association (the “Delegated Functions”) in so far as they relate to the Academy, in accordance with the terms of this Scheme of Delegation PROVIDED THAT they are not Reserved Matters. No alteration of the Articles and no such direction shall invalidate any prior act of the Academy Council which would have been valid if that alteration had not been made or that direction had not been given. Except as provided for in this Scheme of Delegation, the powers given by this Scheme of Delegation shall not be limited by any special power given to the Directors by the Articles or to the Academy Council by this Scheme of Delegation and a meeting of the Academy Council at which a quorum is present may exercise all of the Delegated Functions.
- 4.1.2 In general terms, the responsibility of the Directors in so far as the business of the Academy is concerned is to determine the policy and procedures of the Academy and to consider and respond to strategic issues but the following matters (“Reserved Matters”) shall not be Delegated Functions:-

- 4.1.2.1 the powers set out in Articles 5 (a), (c), (e), (f), (g), (l), (m), (n), (o), and (q) of the Articles of Association;
- 4.1.2.2 ensuring compliance with the Company's duties under Company Law and Charity Law and agreements made with the Department for Education, (including the Master Funding Agreement and the Supplemental Funding Agreement);
- 4.1.2.3 the determination of the educational character, religious ethos and mission of the Academy and the Company;
- 4.1.2.4 ensuring the solvency of the Company, safeguarding its assets and delivering its charitable outcomes;
- 4.1.2.5 ensuring the continued charitable status of the Company;
- 4.1.2.6 the determination of the establishment, constitution, membership, proceedings and delegated powers and functions of any governing body and committee and their annual review and revision;
- 4.1.2.7 the approval of the Company and the Academy's policies;
- 4.1.2.8 to receive reports from the Academy Council and making recommendations to the Academy Council;
- 4.1.2.9 selling or otherwise disposing of any asset which is of a value in excess of 10% of the total net book value of all assets belonging to the Academy;
- 4.1.2.10 creating or allowing to come into being any third party interest (other than a lien on assets arising in the ordinary course of trading or a charge operating as a result of a title retention clause);
- 4.1.2.11 giving any guarantee or indemnity other than in the ordinary course of business, the value of which exceeds £1,000;
- 4.1.2.12 entering into a contract or arrangement which is of a value of in excess of 10% of the General Annual Grant ("GAG") for

- the Academy per year or which the termination provisions require more than six months' notice;
- 4.1.2.13 acquiring assets having a market value in excess of 5% of the GAG for the Academy;
- 4.1.2.14 entering into, varying or terminating any lease, licence, tenancy or other similar arrangement;
- 4.1.2.15 any lending;
- 4.1.2.16 commencing or settling any litigation or arbitration proceedings;
- 4.1.2.17 entering into any other arrangement in the nature of borrowing (including debts factoring, invoice discounting, hire purchase, equipment leasing, conditional or credit sales or any off-balance sheet borrowings) if the value of the amount borrowed exceeds 5% of the GAG for that Academy;
- 4.1.2.18 terminating or varying the terms of any contract which has a value in excess of 10% of the GAG for that Academy;
- 4.1.2.19 engaging any employee or consultant whose annual emoluments per annum exceeds the total annual emoluments of the head teacher of that Academy per annum;
- 4.1.2.20 varying the terms and conditions of that engagement so that the terms and conditions of that engagement are no longer comparable to the equivalent engagement in one or more of the academies within the Company;
- 4.1.2.21 establishing or amending any pension scheme or granting any pension rights to any director, officer, employee, former director, officer or employee, or any member of any such person's family.

- 4.1.3 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon the Academy Council and without detracting from the generality of the powers delegated, the Academy Council shall have the following powers, namely:
  - 4.1.3.1 managing the employment of all staff employed at the Academy;
  - 4.1.3.2 adopting the disciplinary policy which was in place at the former maintained school which the Academy replaced;
  - 4.1.3.3 managing all disciplinary matters in accordance with such policy
  - 4.1.3.4 to expend certain funds of the Company as permitted by clause 5.3 in such manner as the Academy Council shall consider most beneficial for the achievement of the Object in so far as it relates to the Academy and to invest in the name of the Company such part of the funds of the Company for which it has responsibility pursuant to this Scheme of Delegation as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Object; and
  - 4.1.3.5 to enter into contracts on behalf of the Company in so far as they relate to the Academy unless the Directors have determined such a contract is to be provided across all academies in the Trust.
- 4.1.4 In the exercise of its powers and functions, the Academy Council shall:
  - 4.1.4.1 consider any advice given by the Principal and any other executive officer;
  - 4.1.4.2 have due regard to any guidelines and policies issued by the Directors, the Bishop and the OES.
- 4.1.5 Any bank account in which any money of the Company in so far as it relates to the Academy is deposited shall be operated by the

Academy Council in the name of the Company. All cheques and orders for the payment of money from such an account shall be signed by at least two signatories authorised by the Academy Council.

## 4.2 **Finance**

- 4.2.1 In acknowledgement of the receipt by the Directors of funds in relation to the Academy; provided by the Secretary of State, donated to the Company and generated from the activities of the Company, the Directors delegate to the Academy Council the responsibility to manage and expend all monies received on account of the Academy for the purposes of the Academy less an amount to be determined each year by the Directors acting reasonably.
- 4.2.2 Whilst the Academy Council shall have the power to enter into contracts on behalf of the Company in so far as they relate to the Academy pursuant to clause 4.1.3, the Academy Council shall first obtain the written consent of the Directors to any contracts or expenditure for any single matter above 5% of the GAG for that Academy, who shall have first informed the OES.
- 4.2.3 The accounts of the Company shall be the responsibility of the Directors but the Academy Council shall provide such information about the finances of the Academy as often and in such format as the Directors shall reasonably require. Without prejudice to the above, the Academy Council shall provide monthly management accounts to the Directors.
- 4.2.4 The Academy Council shall ensure that proper procedures are put in place for the safeguarding of funds and that the requirements of the Academies Financial Handbook are observed at all times as well as any requirements and recommendations of the Directors and the Secretary of State as well as the Bishop and the Trustees.
- 4.2.5 The Academy Council shall inform the Directors of any need for significant unplanned expenditure and will discuss with the Directors (and others as the Directors shall require) options for identifying available funding.

4.2.6 The Academy Council shall develop appropriate risk management strategies and shall at all times adopt financial prudence in managing the financial affairs of the Company in so far as these relate to the Academy.

4.2.7 Both the Directors and the Academy Council acknowledge that the Bishop, DES and the Trustees have no financial responsibility for the Company or the Academy in any situation.

### 4.3 Premises

4.3.1 Subject to and without prejudice to clauses 4.3.2 and 4.4.4, the maintenance of the buildings and facilities used in respect of the Academy is the responsibility of the Academy Council, who shall have regard at all times to the safety of the users of the buildings and the facilities and the legal responsibilities of the Directors (and/or any others) as owners of such buildings and facilities.

4.3.2 The Academy Council shall in conjunction with the Directors develop a 5 year estate management strategy that will identify the suitability of building and facilities in light of long term curriculum needs and the need for and availability of capital investment to meet the Academy Council's responsibility to ensure the buildings and facilities are maintained to a good standard.

4.3.3 The responsibility for any disposals or acquisitions of land to be used by the Academy will be that of the Directors.

4.3.4 Insuring the land and buildings used by the Academy will be the responsibility of the Directors who shall recover the cost from the budget delegated to the Academy Council using an insurer approved by the Trustees.

### 4.4 Resources

#### 4.4.1 Principal

4.4.1.1 The Directors shall determine the process for the appointment of the principal and the following key posts, Deputy Headteacher, Assistant Headteacher, Head of

Religious Education and Lay Chaplain. The Directors and the Academy Council may delegate such powers and functions as they consider are required by the principal for the internal organisation, management and control of the Academy (including the implementation of all policies approved by the Directors and the Academy Council and for the direction of the teaching and curriculum at the Academy).

4.4.1.2 The Directors shall ensure that the Principal and those holding the following key posts, Deputy Headteacher, Assistant Headteacher (where there is no Deputy Headteacher post), Head of Religious Education and Lay Chaplain are practising Catholics in full communion with the Catholic Church.

#### 4.4.2 **Other Staff**

4.4.2.1 The Academy Council shall be responsible for the appointment and management of all other staff to be employed at the Academy provided that the Academy Council shall:

4.4.2.1.1 comply with all policies or directives dealing with staff issued by the Directors from time to time;

4.4.2.1.2 take account of any pay terms set by the Directors;

4.4.2.1.3 have due regard to the CES policies in force including, but not limited to, policies on the employment, capability and discipline of staff

4.4.2.1.4 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors (who shall adopt such contracts designated by the CES);

4.4.2.1.5 manage any claims and disputes with staff members having regard to any advice and recommendations given by the Directors.

4.4.2.2 The Academy Council shall carry out the performance management of all staff (including the Principal) and shall put in place procedures for the proper professional and personal development of staff.

#### 4.5 **Curriculum and Standards**

4.5.1 The Academy Council shall be responsible for the setting and review of the curriculum but shall have regard to any views of the Directors in recognition of the Directors' obligation to the Secretary of State to provide a broad and balanced curriculum.

4.5.2 The Academy Council shall be responsible for the standards achieved by the Academy and the pupils attending the Academy but shall follow such advice and recommendations of the Directors as they might issue from time to time.

4.5.3 The Academy Council shall be responsible for the setting and review from time to time of the Academy's admissions policy provided that no change will be made to the admissions criteria without the written consent of the Directors.

4.5.4 Any decision to expand the Academy shall be that of the Directors (with the written consent of the Bishop and the Trustees) but who shall have regard to the views of the Academy Council.

#### 4.6 **Extended Schools and Business Activities**

4.6.1 Whilst the undertaking of any activities which would be described as part of the Academy's "extended schools agenda" or any activities designed to generate business income, would be the responsibility of the Academy Council, this shall only be undertaken in a manner consistent with any policy set by the Directors and the Bishop and the Trustees) and having regard to the viability of such activities, the impact on the 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.

#### **4.7 Regulatory Matters**

4.7.1 The responsibility for the satisfaction and observance of all regulatory and legal matters shall be the Directors but the Academy Council 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 The Academy Council shall comply with the obligations set out in the Appendix which deals with the day to day operation of the Academy Council.

5.2 The Academy Council will adopt and will comply with all policies of the Directors, the Bishop and the Trustees communicated to the Academy Council from time to time.

5.3 Both the Directors and all members of the Academy Council 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 The Academy Council will review its policies and practices on a regular basis, having regard to recommendations made by the Directors, the Bishop and Trustees 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 The Academy Council 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 The Academy Council 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 the Academy is being managed in light of the additional responsibilities and expectations of schools which are academies.

- 5.7 If in the view of the Directors one of the following situations arises, then the Directors may resolve to remove some or all of the delegation referred to previously:
  - 5.7.1 Standards and performance are low and likely to remain so without intervention
  - 5.7.2 There has been a serious breakdown in management or governance which is prejudicial to standards of performance or breaches the trust's policies and procedures
  - 5.7.3 The safety of pupils and staff is threatened
  - 5.7.4 Safeguarding procedures are inadequate
- 5.8 The Academy Council 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 Academy Council under this Scheme of Delegation in such circumstances.
- 5.9 Religious education shall be in accordance with the teachings, doctrines, discipline and norms of the Catholic Church, both as a core subject and integrated into other subject areas.
- 5.10 Religious education shall constitute 10% of the weekly timetable of the Academy in accordance with the tenets and norms of the Catholic Church.
- 5.11 The Academy's daily act of religious worship shall be in accordance with the rites, practices, disciplines and liturgical norms of the Catholic Church.
- 5.12 Sex and Relationships Education shall be taught:
  - 5.12.1 in accordance with the social and moral teachings of the Catholic Church;

5.12.2 having all due regard to any policies and/or guidance issued by the Bishop and the OES; and

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

## 6. **ANNUAL REVIEW**

- 6.1 This Scheme of Delegation shall operate from the Effective Date in respect of the named Academy. 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 and will have been attached to Company's first Articles of Association.
- 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.
- 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 the Academy Council.

## APPENDIX

### FUNCTIONING OF THE ACADEMY COUNCIL

#### 1. CHAIRMAN AND VICE-CHAIRMAN OF THE ACADEMY COUNCIL

- 1.1 The members of the Academy Council shall each school year, at their first meeting in that year, elect a chairman and a vice-chairman from amongst the Foundation Governors their number 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 the Academy Council. The chairman or vice-chairman shall cease to hold office if:
- 1.3.1 he ceases to serve on the Academy Council;
  - 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 the Academy Council 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 the Academy Council 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 by the Directors at any time or by the Academy Council in accordance with this Scheme of Delegation.
- 1.10 A resolution to remove the chairman or vice-chairman from office which is passed at a meeting of the Academy Council shall not have effect unless:
  - 1.10.1 it is confirmed by a resolution passed at a second meeting of the Academy Council 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 the Academy Council 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 the Academy Council 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 the Academy Council shall disclose that fact to the Academy Council as soon as he becomes aware of it. A person must absent himself from any discussions of the Academy Council 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 the Academy Council and the Principal or any subcommittee of the Academy Council shall be referred to the Directors for their determination.

### 3. **THE MINUTES**

- 3.1 The minutes of the proceedings of a meeting of the Academy Council shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of the Academy Council; and shall be signed (subject to the approval of the members of the Academy Council) 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 Academy Council; and
  - 3.1.2 all proceedings at meetings of the Academy Council and of committees of the Academy Council including the names of all persons present at each such meeting.

- 3.2 The chairman shall ensure that copies of minutes of all meeting of the Academy Council (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors, the Bishop and the Trustees as soon as reasonably practicable after those minutes are approved.

#### 4. **COMMITTEES**

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

#### 5. **DELEGATION**

- 5.1 Provided such power or function has been delegated to the Academy Council, the Academy Council may further delegate to any person serving on the Academy Council, 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 Academy Council may impose and may be revoked or altered.
- 5.2 Where any power or function of the Directors or the Academy Council is exercised by any subcommittee, any Director or member of the Academy Council, the Principal or any other holder of an executive office, that person or subcommittee shall report to the Academy Council in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Academy Council immediately following the taking of the

action or the making of the decision.

## 6. MEETINGS OF THE ACADEMY COUNCIL

6.1 Subject to this Scheme of Delegation, the Academy Council may regulate its proceedings as the members of the Academy Council think fit.

6.2 The Academy Council shall meet at least three times in every school year. Meetings of the Academy Council shall be convened by the clerk to the Academy Council. 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 Academy Council; or

6.2.2 given by the chairman of the Academy Council or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Academy Council, so far as such direction is not inconsistent with any direction given as mentioned in 5.2.1 above.

6.3 Any three members of the Academy Council may, by notice in writing given to the clerk, requisition a meeting of the Academy Council; 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 Academy Council at least seven clear days before the date of a meeting:

6.4.1 notice in writing thereof, signed by the secretary, and sent to each member of the Academy Council 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 the Academy Council shall not be proposed at a meeting of the Academy Council 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 the Academy Council shall be terminated forthwith if:
- 6.7.1 the members of the Academy Council so resolve; or
- 6.7.2 the number of members present ceases to constitute a quorum for a meeting of the Academy Council 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 Academy Council 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 Academy Council 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 the Academy Council, and any vote on any matter thereat, shall be any three of the members of the Academy Council, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on the Academy Council at the date of the meeting. .
- 6.11 The Academy Council 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 the Academy Council;

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 the Academy Council shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of the Academy Council 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 the Academy Council 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 Academy Council.

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

member will use.

- 6.17 Subject to paragraph 6.18, the Academy Council shall ensure that a copy of:
- 6.17.1 the agenda for every meeting of the Academy Council;
  - 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 Academy Council is satisfied should remain confidential.
- 6.19 Any member of the Academy Council shall be able to participate in meetings of the Academy Council 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 Academy Council 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 The Academy Council must appoint a clerk (the “Clerk”) (who must not be the Principal) and may remove the Clerk from office at any time.
- 7.2 In the absence of the Clerk from an Academy Council meeting, the Academy Council 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 Academy Council;
  - 7.3.2 attend meetings of the Academy Council and ensure that minutes of the proceedings are drawn up; and
  - 7.3.3 perform any other functions determined by the Academy Council.

## 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 Academy Council) 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 Academy Council 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 Academy Council by the member. A member whose registered address is not within the United Kingdom and who gives to the Academy Council 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 Academy Council.
- 8.3 A member of the Academy Council present, either in person or by proxy, at any meeting of the Academy Council 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 the Academy Council 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.

Signed.....

Date.....

DIRECTOR