

PAX CHRISTI CATHOLIC PARTNERSHIP

SCHEME OF DELEGATION

Effective Date: September 2015

1. INTRODUCTION

- 1.1 As a charity and company limited by guarantee, Pax Christi Catholic Partnership (the “CMAT”) 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. [Pax Christi Catholic Partnership constitutes St Benet Biscop Catholic Academy, St Peter’s Catholic Academy and St Paul’s Catholic Academy
- 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 Pax Christi Catholic Partnership is a Catholic Multi Academy Trust (hereafter referred to as the CMAT) , designated as such, the Directors are also accountable to the Bishop (of H & N) to ensure that the affairs of the CMAT are conducted in accordance with the canon law and teachings of the Roman Catholic Church so that at all times the CMAT 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 based in the locality to serve on a Committee (the “Local Governing Body”) which has been established to ensure the good governance of their local school/s within the CMAT. The Bishop has the right to appoint people to both the Board and Local Governing Body for purposes which are consistent with the objects of the CMAT.
- 1.4 This Scheme of Delegation explains the ways in which the Directors fulfil their responsibilities for the leadership and management of the CMAT, the respective roles and responsibilities of the Directors and the members of a Local Governing Body and their commitments to each other to ensure the

success of the CMAT.

- 1.5 This Scheme of Delegation has been put in place by the Directors from the 1st September 2015 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. ETHOS AND MISSION STATEMENT

- 2.1 The CMAT's mission is as follows:

To Seek Wholeness Through Faith, Quest and Learning
To Become What God Intends Us to Be.

To Grow in the Peace of Christ: Learning to Value, Learning to Give, Learning to Achieve

- 2.2 The Pax Christi Catholic Partnership is a designated Catholic CMAT within the Diocese of Hexham and Newcastle
- 2.3 The Pax Christi Catholic Partnership CMAT is committed to working in collaboration with Diocesan Trustees and other Diocesan Schools. They will also be supportive of Northumberland Local Authority Schools and Academies.

3. DIRECTORS' POWERS AND RESPONSIBILITIES

- 3.1 The Directors have overall responsibility and ultimate decision making authority for all the work of the Company, including the establishing and running of the CMAT. 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.
- 3.2 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 object of the Company and to have regard to any advice of the Bishop and to follow any directives issued by him.

- 3.3 Directors will have regard to the interests of the academies for which the Company is responsible in deciding and implementing any policy or exercising any authority in respect of the CMAT.
- 3.4 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 CMAT from the 1st September 2015 will be delegated to the Committees established by this Scheme of Delegation including those which will be known as a Local Governing Body of each Academy within the CMAT.
- 3.5 The constitution, membership and proceedings of the Committees of the Directors including Local Governing Bodies is determined by the Directors and this Scheme of Delegation expresses such matters as well as acknowledging the authority delegated to the Committees of the Directors, including Local Governing Bodies. This is in order to enable the Directors to run the CMAT and fulfil the CMAT's mission.
- 3.6 Chair's Emergency Powers

4. **CONSTITUTION OF A LOCAL GOVERNING BODY**

4.1 **Members of a Local Governing Bodies**

- 4.1.1 The number of people who shall sit on a Local Governing Body shall be not less than six but, unless otherwise determined by the Directors, shall not be subject to any maximum.
- 4.1.2 A Local Governing Body shall have the following members:
- 4.1.2.1 Foundation Governors must be in the majority of 2 of which 1 Foundation Member must be Chair
- 4.1.2.2 At least 1 staff member
- 4.1.2.3 At least 1 parent member elected or appointed
- 4.1.2.4 The head teachers of the Academies

4.1.2.5 Any additional members, if appointed by the Directors at the request of the Secretary of State of Education (the “Secretary of State”) pursuant to clause 102c) of the Master Funding Agreement entered into between the Company and the Secretary of State governing the affairs of the Company.

4.1.3 The Local Governing Body may also have co-opted members

4.1.4 The Directors (all or any of them) shall also be entitled to serve on a Local Governing Body and attend any meetings of a Local Governing Body. Any Director attending a meeting of a Local Governing Body shall count towards the quorum, in the relevant category of their appointment, for the purposes of the meeting and shall be entitled to vote on any resolution being considered by that Local Governing Body.

4.1.5 All persons appointed as Foundation Directors or Governors shall give a written undertaking to the Bishop to uphold the objects of the Company.

4.2 **Appointment of members of a Local Governing Body**

4.2.1 Subject to clause 4.1.1 the Directors may appoint persons to serve on a Local Governing Body in having regard to any recommendations and views in relation to ensuring that the people serving on them between them have an appropriate range of skills and experience and due attention is given to succession planning.

4.2.2 The Directors may appoint persons who are employed at the CMAT to serve on a Local Governing Body through such process as they may determine, provided that the total number of such persons (including the Head Teacher) does not exceed one third of the total number of persons on a Local Governing Body. The positions held by those employed at the CMAT (e.g. teaching and non teaching) may be taken into account when considering appointments.

4.2.3 Unless the Directors agree otherwise, in appointing persons to serve on a Local Governing Body who are employed at the CMAT a Local

Governing Body 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 CMAT (excluding the Head Teacher) 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 a Local Governing Body.

- 4.2.4 The Head Teacher shall be treated for all purposes as being an ex officio member of a Local Governing Body.
- 4.2.5 Subject to clause 4.2.9, the parent members of a Local Governing Body shall be elected by parents of registered pupils at the relevant school and he or she must be a parent of a pupil at the school at the time when he or she is elected.
- 4.2.6 A Local Governing Body shall make all necessary arrangements for, and determine all other matters relating to, an election of the parent members of a Local Governing Body, including any question of whether a person is a parent of a registered pupil at the relevant school. Any election of persons who are to be the parent members of a Local Governing Body which is contested shall be held by secret ballot.
- 4.2.7 The arrangements made for the election of the parent members of a Local Governing Body 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 school by a registered pupil at the school.
- 4.2.8 Where a vacancy for a parent member of a Local Governing Body is required to be filled by election, a Local Governing Body shall take such steps as are reasonably practical to secure that every person who is known to them to be a parent of a registered pupil at the school 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.

4.2.9 The number of parent members of a Local Governing Body required shall be made up by persons appointed by a Local Governing Body if the number of parents standing for election is less than the number of vacancies.

4.2.10 In appointing a person to be a parent member of a Local Governing Body pursuant to clause 4.2.9, a Local Governing Body shall appoint a person who is the parent of a registered pupil at the school; or where it is not reasonably practical to do so, a person who is the parent of a child of compulsory school age.

4.2.11 not used

4.3 Not used.

4.4 **Term of office**

4.4.1 The term of office for any person serving on a Local Governing Body shall be 4 years.

4.5 **Resignation and removal**

4.5.1 A person serving on a Local Governing Body shall cease to hold office if he resigns his office by notice to a Local Governing Body (but only if at least six persons will remain in office when the notice of resignation is to take effect).

4.5.2 A person may also be removed by the Directors but only after the Directors have given due regard to any representations by a Local Governing Body. This clause does not apply in respect of a person who is serving as a parent member on a Local Governing Body.

4.5.3 If any person who serves on a Local Governing Body in his capacity as an employee at the CMAT ceases to work at the CMAT then he shall be deemed to have resigned and shall cease to serve on a

Local Governing Body automatically on termination of his work at the CMAT.

4.5.4 Where a persons who serves on a Local Governing Body 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 a Local Governing Body who shall inform the Directors and the Bishop.

4.5.5 Where a person who serves on a Local Governing Body acts in a manner which is counter to their responsibility to maintain and develop the ethos and reputation of our CMAT and schools they will be removed or suspended from office.

4.6 **Disqualification of members of a Local Governing Body**

4.6.1 No person shall be qualified to serve on a Local Governing Body unless he is aged 18 or over at the date of his election or appointment. No current pupil of the CMAT shall be entitled to serve on a Local Governing Body.

4.6.2 A person serving on a Local Governing Body shall cease to hold office if he becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs.

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

4.6.4 A person shall be disqualified from serving on a Local Governing Body if:

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

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

- 4.6.5 A person shall be disqualified from serving on a Local Governing Body 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).
- 4.6.6 A person serving on a Local Governing Body 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).
- 4.6.7 A person shall be disqualified from serving on a Local Governing Body 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.
- 4.6.8 A person shall be disqualified from serving on a Local Governing Body at any time when he is:
- 4.6.8.1 included in the list kept by the Secretary of State under section 1 of the Protection of Children Act 1999; or
 - 4.6.8.2 disqualified from working with children in accordance with Section 35 of the Criminal Justice and Court Services Act 2000; or
 - 4.6.8.3 barred from regulated activity relating to children (within the meaning of section 3(2) of the Safeguarding Vulnerable Groups Act 2006).
- 4.6.9 A person shall be disqualified from serving on a Local Governing Body 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.

- 4.6.10 A person shall be disqualified from serving on a Local Governing Body 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.
- 4.6.11 After the CMAT has opened, a person shall be disqualified from serving on a Local Governing Body if he has not provided to the Chairman of a Local Governing Body 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 Head Teacher 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.
- 4.6.12 Where, by virtue of this Scheme of Delegation, a person becomes disqualified from serving on a Local Governing Body; and he was, or was proposed, to so serve, he shall upon becoming so disqualified give written notice of that fact to a Local Governing Body who shall inform the Directors and the Bishop.
- 4.6.13 This clause 4.6 and paragraph 2 of the Appendix shall also apply to any member of any committee of a Local Governing Body who is not a member of a Local Governing Body.

5. DELEGATED POWERS

5.1 General Provisions

- 5.1.1 Subject to 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, the management of the business of the CMAT shall be delegated by the Directors to a Local Governing Body who may exercise all the powers of the Company in so far as they relate to the CMAT, in accordance with the terms of this Scheme of Delegation. No alteration of the Articles and no such direction shall invalidate any prior act of a Local Governing Body 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 a Local Governing Body by this Scheme of Delegation and a meeting of a Local Governing Body at which a quorum is present may exercise all the powers so delegated.
- 5.1.2 In general terms, the responsibility of the Directors in so far as the business of the CMAT is concerned is to determine the policy and procedures of the CMAT and to consider and respond to strategic issues. Whilst the Directors are free to decide what constitutes a strategic issue, having regard to all the circumstances, unless a matter is identified as a strategic issue and/or is identified as being the responsibility of the Directors under this Scheme of Delegation, the responsibility for such matter will be that of a Local Governing Body.
- 5.1.3 Except as provided for in this Scheme of Delegation, in addition to all powers hereby expressly conferred upon a Local Governing Body and without detracting from the generality of the powers delegated, a Local Governing Body shall have the following powers, namely:
- 5.1.3.1 to expend certain funds of the Company as permitted by clause 5.3 in such manner as a Local Governing Body shall consider most beneficial for the achievement of the Object in so far as it relates to the CMAT.

5.1.3.2 Whilst a Local Governing Body does not have the power to enter into contracts on behalf of the Company.

5.1.4 In the exercise of its powers and functions, a Local Governing Body should consider any advice given by the Head Teacher and any other executive officer as well as the Directors and the Bishop.

5.1.5 Bank accounts (namely, in which any money of the Company in so far as it relates to the CMAT is deposited shall be operated by a Local Governing Body 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 Directors. In accordance with the CMAT Finance Policy Part 8 Cash Management

5.2 **Ethos and Values**

5.2.1 Whilst a Local Governing Body shall be responsible for ensuring that the CMAT is conducted in accordance with its ethos and values referred to in clause 2, the determination of the CMAT's ethos and mission statement shall be the responsibility of the Directors who shall not make any alteration to the religious character of the CMAT or the conduct of the CMAT as a Catholic CMAT without the consent of the Bishop.

5.2.2 At all times, the Directors and a Local Governing Body shall ensure that the CMAT is conducted in accordance with the object of the Company and any agreement entered into with the Secretary of State for the funding of the CMAT.

5.3 **Finance**

5.3.1 The Directors will determine the amount to be deducted annually from the monies provided by the Secretary of State, donated to the Company and generated from the activities of the Company to provide the Central Services of the CMAT

5.3.2 In acknowledgement of the receipt by the Directors of funds in relation to the CMAT; provided by the Secretary of State, donated to

the Company and generated from the activities of the Company, the Directors will delegate to a Local Governing Body the responsibility to manage and expend all monies received in line with the delegated levels identified in the Trust's Procurement Policy on account of the CMAT for the purposes of the CMAT. See 5.1.3.2

- 5.3.3 The accounts of the Company shall be the responsibility of the Directors and will provide appropriate information to a Local Governing Body.
- 5.3.4 The Directors 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.
- 5.3.5 The Directors shall inform the Bishop of any need for significant unplanned expenditure and will discuss options for identifying available funding.
- 5.3.6 The Directors 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 CMAT.
- 5.3.7 Both the Directors and a Local Governing Body acknowledge that the Bishop has no financial responsibility for the Company or the CMAT in any situation.

5.4 Premises

- 5.4.1 Subject to and without prejudice to clause 5.4.4, the maintenance of the buildings and facilities used in respect of the CMAT is the responsibility of the Directors supported by a Local Governing Body, 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.

5.4.2 Directors in conjunction with the Local Governing Body shall develop a 5 year estate management strategy, in consultation with the Trustees, 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 Directors' responsibility to ensure the buildings and facilities are maintained to a good standard.

5.4.3 The responsibility for any disposals or acquisitions of land to be used by the CMAT will be that of the Directors in conjunction with the Trustees

5.4.4 Insuring the land and buildings used by the CMAT will be the responsibility of the Directors.

5.5 **Resources**

5.5.1 **Chief Executive Officer & Head Teachers**

5.5.1 The Directors shall appoint the Chief Executive Officer & Head Teachers, Deputy Head Teachers, Heads of RE and Lay Chaplains and ensure that they are practising Catholics in full communion with the Catholic Church and ensure that they:

5.5.1.1.1 comply with all policies dealing with staff issued by the Directors from time to time;

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

5.5.1.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;

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

5.5.1.2 The Directors and a Local Governing Body may delegate such powers and functions as they consider are required by the Head Teacher for the internal organisation, management and control of the CMAT (including the implementation of all policies approved by the Directors and a Local Governing Body and for the direction of the teaching and curriculum at the CMAT).

5.5.2 **Other Staff**

5.5.2.1 A Local Governing Body shall be responsible for the appointment and management of all other staff to be employed at the CMAT provided that a Local Governing Body shall:

5.5.2.1.1 comply with all policies dealing with staff issued by the Directors from time to time;

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

5.5.2.1.3 adopt any standard contracts or terms and conditions for the employment of staff issued by the Directors;

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

5.5.2.2 A Local Governing Body shall carry out the performance management of all staff, including those mentioned in 5.5.1, with the exception of the Chief Executive Officer & Head

Teachers and shall put in place proper procedures for their professional and personal development.

5.6 Curriculum and Standards

5.6.1 The Directors shall be responsible for the setting and review of the curriculum but shall have regard to any views of a Local Governing Body's obligation to the Secretary of State to provide a broad and balanced curriculum.

5.6.2 The Directors shall be responsible for the standards achieved by the CMAT and the pupils attending the CMAT but shall follow such advice and recommendations of a Local Governing Body as they might advise from time to time.

5.6.3 The Directors shall be responsible for the setting and annual review of the CMAT's admissions policy provided that no change will be made to the admissions criteria without the written consent of the Directors and Bishop.

5.6.4 Any decision to expand the CMAT shall be that of the Directors (with the written consent of the Bishop) but who shall have regard to the views of a Local Governing Body.

5.7 Extended CMAT and Business Activities

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

5.8 Regulatory Matters

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

6. OPERATIONAL MATTERS

6.1 A Local Governing Body shall comply with the obligations set out in the Appendix which deals with the day to day operation of a Local Governing Body.

6.2 A Local Governing Body will adopt and will comply with all policies of the Directors and the Bishop communicated to a Local Governing Body from time to time.

6.3 Both the Directors and all members of a Local Governing Body have a duty to act independently and not as agents of those who may have appointed them and will act with integrity, objectivity and honesty in the best interests of the Company and the CMAT and shall be open about decisions and be prepared to justify those decisions except in so far as any matter may be considered confidential.

6.4 Directors will review its policies and practices on a regular basis, having regard to recommendations made by a Local Governing Body (and the Bishop) from time to time, in order to ensure that the governance of the CMAT is best able to adapt to the changing political and legal environment.

6.5 A Local Governing Body shall provide such data and information regarding the business of the CMAT and the pupils attending the CMAT as the Directors may require from time to time.

6.6 A Local Governing Body shall submit to any inspections by the Directors and any inspections pursuant to section 48 of the Education Act 2005 and any additional canonical inspections and visitations of the Bishop and any person appointed by him for the purpose of ensuring that the CMAT 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 CMAT is being managed in light of the additional responsibilities and expectations of CMATs which are academies.

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

6.7.1 The thresholds for delegation of powers to the Local Governing Body of each Academy will be determined by the directors with reference to the academic standards of that Academy judged using the professional judgement of the School Improvement Partner, any OFSTED reports and national comparisons of the most recent academic results and will be set as follows:

6.7.2 Academies in the CMAT that have a 'good' or better Ofsted rating, and which have a balanced financial plan will normally operate with delegation as defined in the CMAT's Scheme of Delegation;

6.7.3 where an Academy is judged by Ofsted to be requiring improvement; and has a balanced financial plan, the CMAT will approve the School Improvement Plan on the advice of the SIP and will grant Powers of Delegation in line with the Scheme

6.7.4 where an Academy is not able to produce a balanced financial plan then the CMAT will be responsible for the approval of the School Improvement Plan and the financial plan. Other aspects of delegation to the Local Governing Body will be dependent on plans produced by the CMAT at its absolute discretion.

6.7.5 Should the Academy be placed in an OFSTED category of concern; or deemed to be at serious risk by another external regulator; or deemed to be at risk by the Standards Sub-Committee; or acting in such a manner (or failing to act) so as to jeopardise the continuation of its

supplemental funding agreement or which could put the CMAT in breach of its master funding agreement (together “the Funding Agreements”); then the Chief Executive Officer will support the work of the Head Teacher for a clearly defined period set by the CMAT and will have the authority to direct the Head Teacher and will be accountable directly to the CMAT. The CMAT will also retain responsibility for all financial decision making.

6.7.6

Where the Chief Executive Officer is the Head Teacher of an Academy placed in an Ofsted category of concern, then the CMAT will be responsible for appointing an appropriate person to take on the School Improvement role that the Chief Executive Officer would normally undertake.

6.8 The responsibilities of the Local Governing Body outlined in paragraphs, above are subject to modification by the Directors subject to the thresholds laid out in paragraph 5.2.

These triggers will be subject to annual review

7. ANNUAL REVIEW

- 7.1 This Scheme of Delegation shall operate from the 1st September 2015 in respect of the CMAT. 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.
- 7.2 Notwithstanding this being the first Scheme of Delegation to apply in respect of the CMAT, the Directors will have the absolute discretion to review this Scheme of Delegation at least on an annual basis and to alter any provisions of it.
- 7.3 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 a Local Governing Body.

APPENDIX 1

FUNCTIONING OF A LOCAL GOVERNING BODY

1. CHAIRMAN AND VICE-CHAIRMAN OF A LOCAL GOVERNING BODY

1.1.1.1 The members of a Local Governing Body shall each academic year, at their first meeting in that year, elect a Chairman, who must be a practising Catholic in full communion with the Catholic Church and a vice-Chairman from among 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 CMAT) 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.

1.1.1.2 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.

1.2 The Chairman or vice-Chairman may at any time resign his office by giving notice in writing to the appropriate Body. The Chairman or vice-Chairman shall cease to hold office if:

1.2.1 he ceases to serve on a Local Governing Body;

1.2.2 he is employed by the Company whether or not at the CMAT;

1.2.3 he is removed from office in accordance with this Scheme of Delegation; or

1.2.4 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.

- 1.3 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 a Local Governing Body shall at its next meeting elect one of their number to fill that vacancy.
- 1.4 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.
- 1.5 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 a Local Governing Body shall elect one of their number to act as a Chairman for the purposes of that meeting, provided that the person elected shall neither be a person who is employed by the Company whether or not at the CMAT nor a Director.
- 1.6 A Director shall act as Chairman during that part of any meeting at which the Chairman is elected.
- 1.7 Any election of the Chairman or vice-Chairman which is contested shall be held by secret ballot.
- 1.8 The Chairman or vice-Chairman can be removed from office by the Bishop; or may only be removed from office by the Directors at any time or by a Local Governing Body in accordance with this Scheme of Delegation.
- 1.9 A resolution to remove the Chairman or vice-Chairman from office which is passed at a meeting of a Local Governing Body shall not have effect unless:
 - 1.9.1 it is confirmed by a resolution passed at a second meeting of a Local Governing Body held not less than fourteen days after the first meeting; and
 - 1.9.2 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.

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

2. CONFLICTS OF INTEREST

- 2.1 Any member of a Local Governing Body who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a member of a Local Governing Body shall disclose that fact to a Local Governing Body as soon as he becomes aware of it. A person must absent himself from any discussions of a Local Governing Body in which it is possible that a conflict will arise between his duty to act solely in the interests of the CMAT 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 CMAT.
- 2.3 In any conflict between any provision of this Scheme of Delegation and the Articles, the Articles shall prevail.
- 2.4 Any disagreement between the members of a Local Governing Body and the Head Teacher or any subcommittee of a Local Governing Body shall be referred to the Directors for their determination.

3. THE MINUTES

- 3.1 The minutes of the proceedings of a meeting of a Local Governing Body shall be drawn up and entered into a book kept for the purpose by the person authorised to keep the minutes of a Local Governing Body; and shall be signed (subject to the approval of the members of a Local Governing Body) at the same or next subsequent meeting by the person acting as Chairman

thereof. The minutes shall include a record of:

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

3.1.2 all proceedings at meetings of a Local Governing Body and of committees of a Local Governing Body 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 a Local Governing Body (and such of the subcommittees as the Directors shall from time to time notify) shall be provided to the Directors and the Bishop as soon as reasonably practicable after those minutes are approved.

4. **WORKING PARTIES**

4.1 Subject to this Scheme of Delegation, a Local Governing Body may establish Working Parties where appropriate and/or at the discretion of Directors.

5. **DELEGATION**

5.1 Provided such power or function has been delegated to a Local Governing Body, a Local Governing Body may further delegate to any person serving on a Local Governing Body, Working Party, the Head Teacher or any other holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions either the Directors or a Local Governing Body may impose and may be revoked or altered.

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

6. **MEETINGS OF A LOCAL GOVERNING BODY**

6.1 Subject to this Scheme of Delegation, a Local Governing Body may regulate

its proceedings as the members of a Local Governing Body think fit.

6.2 A Local Governing Body shall meet at least three times in every CMAT year. Meetings of a Local Governing Body shall be convened by the secretary to a Local Governing Body. In exercising his functions under this Scheme of Delegation the secretary shall comply with any direction:

6.2.1 given by the Directors or a Local Governing Body; or

6.2.2 given by the Chairman of a Local Governing Body or, in his absence or where there is a vacancy in the office of Chairman, the vice-Chairman of a Local Governing Body, so far as such direction is not inconsistent with any direction given as mentioned in 6.2.1 above.

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

6.4 Each member of a Local Governing Body shall be given 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 a Local Governing Body at the address provided by each member from time to time; and

6.4.2 a copy of the agenda for the meeting;

provided that where the Chairman or, in his absence or where there is a vacancy in the office of Chairman, the vice-Chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

6.5 The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

6.6 A resolution to rescind or vary a resolution carried at a previous meeting of a

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

- 6.7 A meeting of a Local Governing Body shall be terminated forthwith if:
- 6.7.1 the members of a Local Governing Body so resolve; or
 - 6.7.2 the number of members present ceases to constitute a quorum for a meeting of a Local Governing Body in accordance with paragraph 6.10, subject to paragraph 6.12.
- 6.8 Where in accordance with paragraph 6.7 a meeting is not held or is terminated before all the CMATters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the secretary 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 a Local Governing Body resolves in accordance with paragraph 6.7 to adjourn a meeting before all the items of business on the agenda have been disposed of, a Local Governing Body shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the secretary to convene a meeting accordingly.
- 6.10 Subject to paragraph 6.12, the quorum for a meeting of a Local Governing Body, and any vote on any matter thereat, shall be any three of the members of a Local Governing Body, or, where greater, any one third (rounded up to a whole number) of the total number of persons holding office on a Local Governing Body at the date of the meeting. If the Directors have appointed any additional members of a Local Governing Body pursuant to clause 4.1.2.5 of this Scheme of Delegation then a majority of the quorum must be made up of such persons.
- 6.11 A Local Governing Body may act notwithstanding any vacancies on its board, but, if the numbers of persons serving is less than the number fixed as the

quorum, the continuing persons may act only for the purpose of filling vacancies or of calling a general meeting.

6.12 The quorum for the purposes of:

6.12.1 appointing a parent member;

6.12.2 any vote on the removal of a person in accordance with this Scheme of Delegation;

6.12.3 any vote on the removal of the Chairman of a Local Governing Body;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time persons entitled to vote on those respective matters plus a Director.

6.13 Subject to this Scheme of Delegation, every question to be decided at a meeting of a Local Governing Body shall be determined by a majority of the votes of the persons present and entitled to vote on the question. Every member of a Local Governing Body shall have one vote.

6.14 Subject to paragraphs 6.10 – 6.12, where there is an equal division of votes, the Chairman of the meeting shall have a casting vote in addition to any other vote he may have.

6.15 The proceedings of a Local Governing Body shall not be invalidated by

6.15.1 any vacancy on the board; or

6.15.2 any defect in the election, appointment or nomination of any person serving on a Local Governing Body.

6.16 A resolution in writing, signed by all the persons entitled to receive notice of a meeting of a Local Governing Body or of a subcommittee of a Local Governing Body, shall be valid and effective as if it had been passed at a meeting of a Local Governing Body or (as the case may be) a subcommittee of a Local Governing Body duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the members of a Local Governing Body and may include an electronic

communication by or on behalf of a Local Governing Body indicating his or her agreement to the form of resolution providing that the member has previously notified a Local Governing Body in writing of the email address or addresses which the member will use.

6.17 Subject to paragraph 6.18, a Local Governing Body shall ensure that a copy of:

6.17.1 the agenda for every meeting of a Local Governing Body;

6.17.2 the draft minutes of every such meeting, if they have been approved by the person acting as Chairman of that meeting;

6.17.3 the signed minutes of every such meeting; and

6.17.4 any report, document or other paper considered at any such meeting, are, as soon as is reasonably practicable, made available at the CMAT 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 CMAT;

6.18.2 a named pupil at, or candidate for admission to, the CMAT; and

6.18.3 any matter which, by reason of its nature, a Local Governing Body is satisfied should remain confidential.

6.19 Any member of a Local Governing Body shall be able to participate in meetings of a Local Governing Body by telephone or video conference provided that:

6.19.1 he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and

6.19.2 a Local Governing Body has access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

7. NOTICES

7.1 Any notice to be given to or by any person pursuant to this Scheme of Delegation (other than a notice calling a meeting of a Local Governing Body) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

7.2 A notice may be given by a Local Governing Body to its members either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to a Local Governing Body by the member. A member whose registered address is not within the United Kingdom and who gives to a Local Governing Body an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from a Local Governing Body.

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

7.4 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.

8. INDEMNITY

- 8.1 Subject to the provisions of the Companies Act 2006 every member of a Local Governing Body or other officer or auditor of the Company acting in relation to the CMAT 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 CMAT in relation to the affairs of the Company.