



GOVERNANCE
HANDBOOK
2021-22

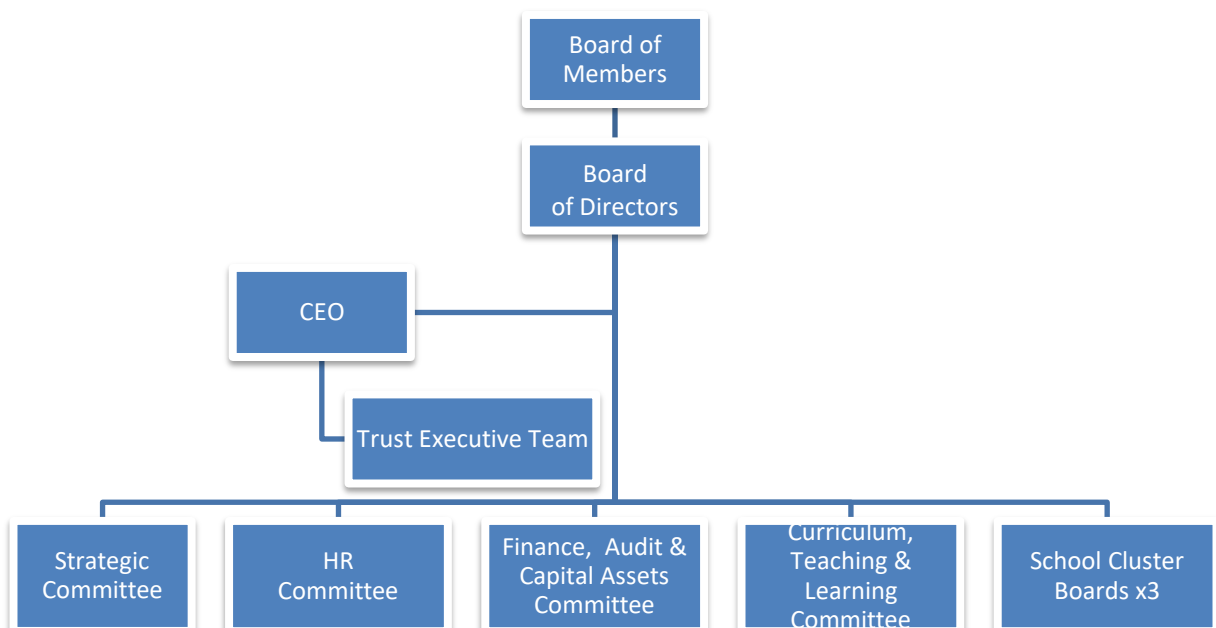
GOVERNANCE STRUCTURE

There are five elements to the governance of the St Cuthbert's Roman Catholic Academy Trust:

- Member Board
- Trust governance, delivered via the Board of Directors
- Local governing bodies that are delivered via the Cluster Boards
- Trust Executive Team

The Board of Directors has five sub-committees (alongside ad-hoc committees):

- Strategic
- Finance and Assets
- Audit and Risk
- Curriculum, Teaching and Learning
- HR; and
- 3 Cluster Boards:
 - (1) Endsleigh, St Anthony's and St Mary Queen of Martyrs Primary Schools
 - (2) – St Charles, St Richard's St Thomas More and St Vincent's
 - (3) – St Mary's College.



GOVERNANCE STRUCTURE: ROLES

The Members

The Members of the Trust are the guardians of the governance process, and although they have little strategic or operational responsibility their engagement and role within the Trust is fundamental and they give ascent to the Articles of Association. The Articles have recently been redrawn in order to follow the CES Model Articles in line with the Bishop's direction. We have requested a couple of local variations to reflect the particular nature of our Trust and they are being considered by the Diocesan legal representatives.

The Board of Directors

St Cuthbert's Trust is a Catholic multi-academy trust operating as a single legal entity. Therefore, it entrusts ultimate responsibility for all decisions and action to the Board of Directors. The Board is set up in accordance with the Articles which require a majority of Foundation Directors by at least 2. The current configuration of the Board is as follows:

7 Foundation Directors

1 Parent Directors

1 Co-opted Directors

1 Staff Director

The Board of Directors oversees educational policy and practice, the Catholic life of the schools, the standards achieved, the management and deployment of finance, ICT, human resources, governance and strategic development. The sub-committees are set up to enable detailed scrutiny of the areas outlined within the terms of reference.

The key responsibilities of the Board of Directors are:

- Strategic oversight, setting vision and policies for the Trust.
- Ensuring that the Bishop's vision for Catholic education is delivered and upheld.
- Ensuring appropriate governance and decision making takes place.
- Ensuring compliance with all regulatory requirements.
- Oversight of standards and outcomes of academies.
- Setting appropriate targets and holding the CEO to account.
- Reviewing performance across the academies and Multi-Academy Trust.
- Agreeing and monitoring the budgets of all the academies.
- Dealing with contractual relationships with third parties.

The Board of Directors (Trustees)

Peter Fearnley	Chair	Parent
Louise Dyas	Vice Chair	Co-opted
Ged Fitzpatrick	CEO	Staff
Father William Massie		Foundation (SEND)
James Sargeant		Foundation (Safeguarding)
Michael Gallagher		Foundation (Safeguarding)
David Holtby		Foundation (Careers)
Jo Moxon		Foundation
Priya Thomas		Foundation
Michael Nolan		Foundation

Committee Terms of Reference

Finance and Assets Committee

Quorum: 3

Membership

Mr Fearnley (chair)

Mrs Dyas

Mr Gallagher

Mr Holtby

Mr Fitzpatrick

Clerk: Mary Gibson, IPC Services

Chair: to be elected by the Board at the first meeting of the academic year

Meetings to be held after school each half term

Terms of Reference

- To ensure the financial sustainability of the Trust, stewardship of assets and efficient use of resources to maximise outcomes for students.
- To ensure rigour and scrutiny in budget management.
- To approve a balanced budget, and any significant changes to it, for the financial year to 31 August.
- To ensure that budget forecasts are accurately compiled and based on realistic assumptions.
- To regularly challenge assumptions made regarding student numbers.
- To adopt an integrated approach to curriculum and financial planning.
- To embed the use of ESFA financial tools with financial planning, performance, and resource management.
- To submit returns to ESFA by specified dates as published in the Academies Planning Calendar and report as required.
- To share monthly management accounts with the chair of trustees, and other trustees six times a year, even if they do not meet in those months.
- To robustly manage the Trust's cash position and avoid becoming overdrawn on any bank accounts.
- To ensure that any investment risk is properly managed.
- To seek approval from the ESFA for any novel, contentious or repercussive transactions.
- To demonstrate that public funds have been used as intended by Parliament.
- To ensure that internal delegation levels exist and are applied.
- To set financial policies and procedures in line with the Academy Trust Handbook.
- To ensure decisions about levels of executive pay (including salary and any other benefits) follow the ESFA guidance on setting executive pay.

Audit and Risk Committee

Quorum: 3

Membership

Mrs Dyas

Mr Fearnley

Mr Gallagher

Mr Holtby (chair tbc)

Terms of Reference

- To monitor financial plans to ensure the Trust remains a going concern.
- To ensure rigour and scrutiny in budget management.
- To have sound internal control, risk management and assurance processes.
- To establish a control framework that regularly reports on regularity, propriety, and value for money.
- To manage risks, including contingency and business continuity and maintain a risk register. The Board must retain oversight of risk and review the risk register at least annually.
- To recommend to the Board the appointment of the external auditors.
- To receive auditors' reports and to ensure recommendations are implemented in the following reporting cycle.
- To regularly review the whistleblowing policy and ensure any reports of fraud and/or irregularity are investigated and reported back.
- To maintain an accurate and up to date register of business interests.
- To ensure the Trust meets the requirements of the General Data Protection Regulation.

HUMAN RESOURCES COMMITTEE

Quorum: 3

Membership

Mrs Dyas

Reverend Massie

Mr Sargeant (chair tbc)

Clerk: Mary Gibson, IPC Services

Chair: to be elected by the Board at the first meeting of the academic year

Meetings to be held during the school day termly

Terms of Reference

- To oversee payroll and pensions provision.
 - To determine and monitor the implementation of recruitment and retention processes, including DBS and other employment checks.
 - To determine dismissal payments and agree early retirements in line with the Academies Financial Handbook.
 - To agree general employment terms and conditions (not an individual's pay/package) in line with adopted policies.
 - To dismiss / suspend CEO/COO.
 - End suspension of CEO/COO.
 - To ensure the effective management of sickness absence, including the provision of effective occupational health services.
 - To establish the Trust-wide code of conduct for staff.
 - To co-ordinate director training and development.
 - To make decisions in relation to staff pay, in accordance with the agreed Pay Policy.
 - To implement the appraisal and capability process in relation to the CEO.
 - To review and recommend for approval statutory, mandatory and ad-hoc policies in relation to all aspects of school life except those relating to financial management (considered by FCA Committee).
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PUPIL / STUDENT EXCLUSION COMMITTEE

Quorum: 3

Membership

Clerk: Mary Gibson, IPC Services

Chair: to be elected at each meeting

Meetings to be held during the school day and convened as required

Terms of Reference

To consider permanent exclusions and fixed period exclusions exceeding 15 school days per term.

To direct reinstatement of a pupil/student.

CURRICULUM, TEACHING AND LEARNING COMMITTEE

Quorum: 3

Membership

Mrs Dyas

Mr Gallagher

Reverend Massie

Mr Sargeant

Jo Moxon (chair tbc)

All Directors to be invited

Clerk: Mary Gibson, IPC Services

Chair: to be appointed by the Board at the first meeting of the academic year

Meetings to be held during the school day each half term

Terms of Reference

- To ensure statutory requirements are met.
 - To approve the curriculum.
 - To evaluate the impact of the curriculum.
 - Ensure provision for sex and relationships education.
 - To closely monitor and evaluate standards and achievement, including quality of teaching.
 - To approve challenging school-level progress targets.
 - To evaluate Trust-wide standards and progress for all cohort groups.
 - To establish and keep under review academy behaviour policy for pupils.
 - To monitor the impact of the academy behaviour policy for pupils.
 - To approve times of the school day and term dates.
 - To consult annually before agreeing admissions policy.
 - To deal with complaints against the Trust in accordance with the agreed policy.
 - To consider the Trust's obligations in relation to all aspects of safeguarding, including child protection, safer recruitment and e-safety.
 - To make recommendations in relation to safeguarding practice/ provision.
 - To evaluate the impact of the improvement plan and overall school performance, including standards and achievement.
 - To oversee the management of and evaluate the effectiveness of the Teaching School and Health Academy.
 - Monitor chaplaincy provision throughout all trust schools.
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STRATEGIC COMMITTEE

Quorum: 3

Membership

(Chair, Vice Chair and Chairs of Committees)

Mrs Dyas

Mr Fearnley (chair)

Mr Sargeant

Mrs Moxon

Mr Holtby

Clerk: Mary Gibson, IPC Services

Chair: Chair of the Trust

Meetings to be held after school each term

Terms of Reference

The committee is delegated to make decisions in line with the Trust Board's scheme of delegation

To plan work of the Trust Board and Local Boards in accordance with identified priorities.

- To monitor and evaluate the Trust's business strategy and plan.
- To monitor strategic business risks and opportunities, informed by the ongoing review of the risk register.
- To approve applications for additional grant funding to support development of the Trust.
- To make recommendations in relation to tendering and procurement policy and practice.
- To approve the Trust's marketing strategy, including corporate branding.
- To approve corporate events and conferences.
- To include legal disclosures on the corporate website.
- To contribute to the formulation of the Trust's development plan, through the consideration of financial priorities and proposals.
- To review annually (in the Summer term) the scheme of delegation, for approval by the Board and Members.

The Trust Executive Team

The Trust Executive Team contains key Trust functions such as teaching and learning, support services and Teaching School Hub and is led by the Chief Executive Officer.

The key responsibilities of the Trust Executive Team are:

- The day-to-day oversight of the running of the academies.
- Carrying out the CMAT's vision, policies and priorities.
- Ensuring that the Catholic life of the school meets with the Bishop's vision and the Scheme of Delegation.
- Holding local academy leadership to account for school academic performance, quality of care and provision.
- Overseeing and monitoring the effectiveness of local strategies.
- Seeking value for money and ensuring resources are applied appropriately at academy level.
- Supporting the Board in relation to proper use of funds and delivering high quality educational provision.

The CEO acts as the direct line manager for the Trust Executive Team. Through line management of the team, each member is also held to account – a model which provides professional scrutiny in more detail than some traditional governing bodies are able to achieve.

Local Governing Body – Cluster Boards

Each Cluster Board is constituted by:

- Four foundation members (appointed by the Diocese)
- One staff member (elected by staff at the schools)
- One parent member (elected by parents of pupils/students at the schools)

They meet at least termly, with the Primary COO/ Secondary HoS and other senior leaders where appropriate. The Boards are chaired by a Director; this ensures the voice of the local stake holders is heard first-hand by the Board. Currently, we have vacancies on both Cluster 1 and Cluster 2 Boards and there is a strategy paper being considered by Directors that suggests a possible merger of these 2 Cluster Boards. We are working alongside the Diocese to recruit foundation officers to any vacancies.

Key roles for the Cluster Boards:

- Ensure statutory requirements are met.
- Ensure regular provision for students to participate in the celebration of The Eucharist.
- Monitor the quality of collective worship in schools.
- Develop effective school/home/parish partnerships.
- Ensure collaboration with parishes where appropriate in sacramental programmes.
- Ensure that the prayer life of the school follows the rhythm of the church's liturgical year.
- Monitor schools' provision for effective moral and spiritual development.
- Monitor chaplaincy provision in schools.
- Ensure the physical environment of the school reflects its Catholic nature.
- Establish register of business interests.
- Publish required information relating to the academy on the academy website.
- Ensure local health and safety requirements are met
- Ensure local safeguarding requirements are met

The roles translate specifically into the following tasks:

- To act as a key link between the academy, parents, the Parishes and local community
- To support the work of the academy in the community
- To offer challenging but positive and proactive support to academy leaders.

Meetings:

Committees shall meet at least once every term; extra meetings may be called by the Chair as required. Finance Committee shall meet twice termly in order to comply with The Academy Trust Handbook.

Agendas:

Agendas and papers shall be circulated to all members of the Committee at least seven clear days before the meeting, by the Clerk in consultation with the Chair of the Committee and the CEO. Minutes and papers of the Committee shall be available to all members of the Board of Directors.

Minutes:

Following approval by the Chair, minutes of committee meetings will be included in papers for the full Board meeting.

Reporting and review:

Decisions by the Committee shall be reported to the next meeting of the Board through the minutes. The Board of Directors is responsible for approving the Committee's terms of reference and shall review them annually.

Other matters:

The Chair of the FA Committee shall meet periodically with each of the Accounting Officer, Chief Finance Officer, Internal Finance Manager and external audit representative outside of the formal committee meetings. The Chair of the FA and the Accounting Officer receive a monthly finance pack in line The Academy Trust Handbook. The Chair of the FA Committee is not the Chair of the AR Committee.

Scheme of Delegation

The Board of Directors has overall legal responsibility for the operation of the Trust and the academies within it. It is legally responsible and accountable to the DfE and must operate in accordance with the provisions set out in relevant legislation and associated documents, including the Master Funding Agreement, Supplementary Funding Agreements, the Academies Financial Handbook and the Articles of Association.

In accordance with the terms of its Articles of Association, the Trust's powers are exercisable by the Directors, with the CEO having executive authority in respect of day-to-day operations.

Directors are required under the terms of the Articles to appoint local governing bodies*, hereon from referred to as Cluster Boards, and may appoint other committees provided that at least one member of any such committee is a Director.

This Scheme of Delegation sets out in detail the powers/responsibilities of the Members, Directors, the CEO, Cluster Boards and Trust Executive Team.

The CEO may act on behalf of the Directors in relation to any of the responsibilities/functions listed, where failure to act would have a detrimental effect on staff or learners in the Trust. Any concerns about such action will be considered by the Board of Directors.

Directors have absolute discretion to review and amend the Scheme of Delegation at any time.

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

Code of Conduct

The Code is not definitive but describes the broad principles by which Directors should conduct themselves and their business.

- Will preserve and develop the Catholic character of the Academy Trust.
- Will not act in any way that is detrimental and/or prejudicial to the interests of Catholic education in the Diocese and the Academy Trust.
- Have read, understood and adhere to the Code of Conduct.
- Will adhere to the Nolan principles.
- Have read and understood any diocesan and legal criteria for appointment and continued eligibility as a Director.
- Can confirm to the best of their knowledge, eligibility for appointment as a Director.
- Agree to DBS checks and any other relevant checks being conducted that may be required by law or good practice.
- Understand any refusal to do so may result in the termination of their appointment.