



ALL SAINTS CATHOLIC COLLEGIATE

Governance Structure and Guidance Notes

Approved by the Board of Directors

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1. **Interpretation and Disclaimer**

This document is intended to provide an overview and guidance for directors and academy representatives. It only contains the most relevant information and legal obligations. It does not include a definitive list of all of the responsibilities and legal obligations that a Director of a limited company must adhere to; Law and other regulatory requirements are constantly changing. Directors and Academy Representatives should remain up-to-date with the MAC legal documents and relevant law and complete annual reviews of governance to ensure they are effectively fulfilling their statutory responsibilities.

This document should be read in conjunction with the following key Documents which govern the operation of All Saints Multi Academy Company (MAC):

- The Master Funding Agreement between the All Saints Catholic Collegiate MAC and the Secretary of State for Education;
- The Articles of Association;
- The Supplemental Funding Agreement in respect of each Academy forming part of or incorporated into the MAC;
- The Scheme of Delegation;
- The Lease(s); and
- The Commercial Transfer Agreement.

2. **Executive Summary of the Model Documents**

The Articles of Association

The MAC is a company limited by guarantee which means it has no shares, no share capital and no shareholders. Instead these types of companies have “members”. In the Articles the Barberi and Newman Academy Trust is the “Founder Member” and, in almost all cases, will be the sole member of the MAC.

The Articles of Association set out the purpose for which the MAC is formed.

A key clause in any company’s Articles of Association is its “Object” clause which sets out the purpose for which the company is formed. The Object clause can be found at Article 4.

The people who exercise control of and operate the MAC are the Directors. The Board will comprise of 8 Foundation Directors, who are appointed by the Archbishop, 2 Staff Directors, 2 Principal Directors and 2 Parent Directors.

Every Director must, upon his appointment, give a written undertaking to the Founder Member, The Trustees of the Birmingham Diocesan Trust (the “Trustees”) and the Diocesan Bishop (the “Archbishop”) to uphold the Object of the MAC. The Directors are required to consult with the Founder Member when appointing the Executive Principal and the Principals of the Academies.

Generally, Directors (who are not employed by the MAC) will hold their office for 4 years but can be re-elected or appointed; the person who has appointed that Director may remove him / her before the end of their term. Any director can resign at any point, provided that they have given notice to the MAC and if a director is absent from all of the meetings of the Directors for a period of 6 months or more the other directors can resolve to remove the absent Director.

The vast majority of decisions in relation to the strategic operation of the MAC will be made by resolution of the directors. The directors delegate governance of academies to the Academy Committees. The constitution and operation of such Academy Committees must be reviewed by the Directors at least once every 12 months.

The directors delegate specific duties and responsibilities to the Academy Committees through the Schemes of Delegation.

The Master Funding Agreement

The Master Funding Agreement is an agreement between the MAC and the Secretary of State dealing with funding and operational matters. It provides a framework under which the MAC operates.

The Master Funding Agreement deals with the following:

- details of the General Annual Grant and the Earmarked Annual Grant;
- certain characteristics of the curriculum of the academies within the MAC;
- the provision of school meals;
- the employment of teachers;
- financial management;
- borrowing powers; and

- termination of the Master Funding Agreement on Insolvency.

Accounting Officer¹

In relation to the accounting provisions of the agreement, the Accounting Officer holds responsibility for

The MAC must provide the financial statements and Annual Accounts for the Mac to the Secretary of State (in addition to filing these annually at Companies House) by 31 December each Academy Financial Year, as well as publishing these³ on the MAC's website.

The MAC must notify the Secretary of State and also obtain the consent of the Trustees if they are giving guarantees, writing off debts or selling and purchasing property.

The only borrowing powers that the MAC has are those permitted by the Academies Financial Handbook or with consent from the Secretary of State.

The Master Funding Agreement can be terminated by the Secretary of State in the event that there is a meeting of the MAC's creditors; the MAC is unable to pay its debts; a receiver is appointed or a resolution / application made to wind it up. Also, the Secretary of State may terminate the Master Funding Agreement if the ownership of the MAC were to change.

The Secretary of State may request information on any matter, including those listed at clause 95 of the Master Funding Agreement, at any time. In addition to this the MAC must permit access to its records etc. to officials from the Department for Education.

Supplemental Funding Agreement

A Supplemental Funding Agreement is entered into by the MAC and the Secretary of State in respect of each academy within the MAC. The Supplemental Funding Agreement deals with the creation and termination of individual academies so that a school can convert by joining an already established multi academy and an individual academy could be closed without affecting the MAC or the other academies that it controls.

The Supplemental Funding Agreement details the opening date, capacity and age range of the pupils at each academy within the MAC.

The termination provisions require the Secretary of State to give notice of at least 7 Academy Financial Years before bringing a Supplemental Funding Agreement to an end. The grounds upon which the Secretary of State can terminate are set out in clause 5.2 of the Supplemental Funding Agreement, and the Academy is entitled to put forward rectification or remedial actions to be considered by the Secretary of State in order to avoid the agreement being terminated. This procedure can be found at clause 5.4 of the Supplemental Funding Agreement.

The Founder Member and the Trustees acting through the BDES must be notified in the event of any material circumstance that could or has given rise to a termination event or any loss of funding.

The Secretary of State should give notice to the MAC at the start of each Academy Financial Year of the proposed funding for the following Academy Financial Year,

¹Role Accounting Officer is under review and may become known as Catholic Senior Executive Leader (CSEL)

thereby giving the MAC a year's notice of the funding they can expect from the Secretary of State for each Academy within the MAC.

If this level of funding is not sufficient and the MAC feels that this will lead to an Academy being insolvent then they need to give notice to terminate the Supplementary Funding Agreement from the end of the current Academy Financial Year, such notice must be given to the Secretary of State no later than the 28 February in the current Academy Financial Year.

The Secretary of State and the MAC must try to resolve the funding shortfall by 30 April and, if no agreement has been reached, then the matter will be referred to an expert (the fees of which are borne by both sides). If the expert agrees that the level of funding will result in the Academy becoming insolvent then the Secretary of State must make up the shortfall. If the Secretary of State fails to provide a written assurance that he will make up the shortfall then the MAC can terminate the Supplemental Funding Agreement.

The requirements for admission for pupils to the academy must be annexed to the Supplemental Funding Agreement.

The Scheme of Delegation

Each academy will have a Scheme of Delegation. This legally binding contract between the Founder Member, the MAC, the Diocesan Bishop and each Academy Representative does not require the approval of the Secretary of State.

An Academy Committee is formed for each Academy. The composition of the Academy Committee shall be as follows:

- a minimum of 7 Academy Foundation Representatives who are appointed by the Diocesan Bishop on written notice. It is intended that their appointment will strengthen and safeguard the Catholicity and Catholic ethos of each Academy within the MAC;
- The Principal of the Academy;
- 2 Academy Staff Representatives;
- a maximum of 2 Academy Parent Representatives; and
- any other Academy Representative appointed by the Directors (subject to the conditions set out in the Scheme of Delegation).

Academy Representatives are appointed for a 4 year term, except for the Principal, although there is nothing to prevent them from being re-appointed/re-elected when their term ends.

Academy Representatives may resign by providing notice to the Chair of the Academy Committee, or may be removed by the person who appointed them. The Directors can remove Academy Representatives, with the exception of the Academy Foundation Representatives, or elected Academy Representatives. Academy Staff Representatives will cease to act if their employment has been terminated or if they resign from their position at the Academy.

The directors may delegate the management of funds in respect of each Academy to the relevant Academy committee.

The maintenance of the premises is delegated to the Academy Committee. A 5 year estate management strategy should be included in the 5 year strategic financial plan

by the Academy Committee and the Directors which should be submitted to the Trustees.

The Directors are responsible for the appointment of the Principal and the Vice Principal of each Academy and, where relevant, the Head of RE and the Chaplain. The Academy Committees deal with the appointment of other staff, although the MAC is the employer.

Appendix B of the Scheme of Delegation (the “Scheme”) sets out how the Academy Committee should be run and covers the appointment / election of the chairman, conflicts of interest of Academy Representatives, meetings of the Academy Committee, notice and quorum for meetings of the Academy Committee.

Appendices C, D, E and F of the Scheme cover Diocesan policies applicable to the running of the MAC and the Academy Committees.

Appendix G sets out the definition of a practising Catholic which is relevant when appointing Foundation Academy Representatives and other key members of staff into positions within the MAC and the Academy Committee.

The Lease(s)

The Birmingham Diocesan Trust (the “Trust”) is the underlying foundation which holds the land on which the VA Catholic Schools in the Archdiocese operate. In most cases the Trust has contributed to the cost of purchase of the land and/or construction of the buildings which form the schools’ premises.

When a school or schools convert to an Academy, except in exceptional circumstances, the MAC and the trustees will enter into a lease for 125 years in respect of the land and buildings owned by the Trustees.

The MAC will rent the land and buildings at a peppercorn rent and is under a duty to keep it in good and substantial repair. The repairing obligation is limited by reference to a schedule of condition which is carried out prior to conversion.

The MAC is permitted to use the land and buildings for educational services or ancillary community, fundraising and recreational purposes.

If the MAC makes any applications for planning permission or to carry out building works at any site they must first obtain the consent of the Trustees and provide the Trustees with copies of any plans, application and consents, notice of any refusal or grant of planning permission must be provided to the Trustees within 20 days of receipt by the MAC.

The MAC must not share occupation of the land and buildings used by an Academy unless the body / individual is providing services / facilities ancillary to the provision of educational services.

The land and buildings must not be mortgaged / charges / security granted over all or part of the property of the MAC; The Trust must be indemnified by the MAC for any claims arising from the MAC’s or the relevant Academy’s breach of any term of the relevant Lease or arising from the MAC, and/or an Academy’s occupation of the Trust’s property.

The MAC must pay all reasonable and proper costs / charges / expenses incurred by the Trust in connection with the events listed in clause 3.15 of the Lease.

The details of the land and buildings will be detailed at Schedule 1 of each Lease.

Generally, the MAC will enter into additional leases with the Local Authority (for 125 years at a peppercorn rent) in respect of the playing fields and any other land at each Academy which is owned by the Local Authority.

Insurance

The MAC insures the properties which are properties which are the subject of Trust's Leases to the MAC to their "Reinstatement Value" against all "Insured Risks" e.g. fire, storm, flood, malicious and accidental damage, theft and criminal damage. See the full definitions in the Lease. The Trust, acting through the DES, has arranged and maintains a group insurance policy for its property portfolio across the Diocese and the interest of the MAC is noted against the properties it leases from the Trust.

The MAC is required to pay a premium for such insurance relating to the properties leased from the Trust.

In the event of any change to the property, or the need to make a claim for the occurrence of an insured Risk, the MAC should promptly notify the DES. A copy of each relevant policy should be supplied to the MAC who are obliged to and ensure its Academies do not knowingly do anything which would render the policy void or voidable.

In contrast, a Lease for the playing fields and any other land at each Academy which is owned by the Local Authority and leased to the MAC, obliges the MAC to arrange, maintain and pay for insurance of that property to its Reinstatement Value against all Insured Risks.

The MAC must also arrange and maintain insurances against all liability in respect of property owner's and third party risks; i.e. Public Liability Insurance, as well as Employer's Liability Insurance, Director's Indemnity Insurance and such other insurances as the Directors determine are required.

Insurance premiums should be met using General Annual Grant funding provided by the Secretary of State.

4. Summary of the role and responsibilities of the Board of Directors

1. The Board of Directors (“the Board”) has overall responsibility and is the ultimate decision making body for the Multi Academy Company (“the MAC”) (Scheme 4.2). The business of the MAC is managed by the Board who may exercise all the powers available to the MAC. (Art 93).
2. The Board must hold at least 3 full Board meetings every school year (Art 109) but otherwise can regulate their own proceedings (Art 108) so can decide to meet more regularly and a board meeting can be convened at any time on notice by the chair or on the request of any 3 Directors (Arts 109 – 110). Each director must be given 7 days notice of a meeting of Directors (such notice is not to include the day it is given or the day of the meeting itself).
3. Each year the Directors elect a chair and vice chair from among their number (Art 82). The chair must always be a Foundation Director (Scheme Appendix C 3(d)5). A Director who is employed by the MAC is ineligible to hold such a position. Articles 110 – 126 deal with notices of Board meetings, quorums, postponing and terminating of Board meetings, Board resolutions and voting, attendance and records of Board meetings.
4. In order for a valid meeting to take place there must be at least a third of the Directors present that are able to vote on the business of the meeting (i.e. are not conflicted). If the business of the meeting includes the appointment of a parent Director, the removal of a Director or the chair then there needs to be at least two thirds of the Directors present.
5. Decisions at a meeting of the Directors are made by a simple majority and in the case that votes are equal; the Chair will have a casting vote.
6. The Board may delegate such of their powers and functions as they consider desirable to a committee (Art 105). They may also delegate powers to a single Director or the holder of an executive office, including to a Principal of an Academy who is not a Principal Director (Art 107). The internal organisation, management and control of an Academy, including the implementation of the Board’s and the Diocese’s policies and the direction of the Academy’s teaching and curriculum is generally delegated to the Principal of that Academy who is appointed by the Board.
7. The Board delegates power to the Chair of the Board of Directors (or in their absence the Vice Chair) and Chair of the Directors’ Finance and Resources Committee authority to carry out such functions of governance (that may be delegated to an individual) on its behalf where, it is the opinion of the Chair that, a delay in exercising such a function would be likely to be seriously detrimental to the interests of a) the Collegiate, or b) a pupil attending an academy of the collegiate (or their parents), or c) an employee of the Collegiate.
If the Chair takes action under these circumstances, he/she will first consult with the Senior Executive Leader, Principal or any other relevant source of guidance. The Chair will also report to the Board on any action taken as soon as is possible after the event.

8. All committees should be reporting their actions and decisions back to the Board (Art 106). This article says that the reporting should be made at the next Board meeting after the decision or action has been taken by the committee. The Board may determine the lines of reporting.
9. The Board may appoint (Art 100):
 - a. “Academy Committees” – usually an Academy Committee for each Academy forming part of the Multi Academy;
 - b. “Core Committees” – Any other committee that the Board considers will contribute to the effective performance of the MAC.
10. The terms of the Board’s power to delegate to an Academy Committee are set out in the Scheme of Delegation (“the Scheme”) (Art 102), which is a binding contractual relationship between the Board of each Academy Committee (plus the Founder Member and the Diocesan Bishop) governs the key roles and responsibilities of the Academy Committee (Scheme 2.2). The Board may augment an Academy Committee’s terms of reference and delegate additional powers to an Academy Committee.
11. The Board sets the constitution, membership, terms of reference and proceedings for any Core Committee in consultation with the Diocesan Bishop and Founder Member (both acting through their agent the DES) (Scheme 4.9) and reviews this once every 12 months. (Art 101).

5. Summary of the role and responsibilities of the Core Committees

1. The Board establishes the number of Core Committees it judges necessary to undertake the key strategic functions required by the Academies within the MAC (Scheme 4.5).
2. The majority of voting members of any Core Committee must always be Directors (Art 101), but the Board may appoint as the balance of members of a Core Committee any person whom the Board considers to be appropriate and desirable to sit on the Core Committee in question.
3. All Directors have the right to attend any meeting of a Core Committee and may vote on any resolution of a Core Committee.
4. The suggested functions of Core Committees are set out in the Scheme at para 4.7.1:
 - securing the Catholic character;
 - individual accountability;
 - collective responsibility and collaborative action;
 - self-evaluation and improvement planning;
 - succession planning and leadership formation and development;
 - admissions; standards and performance;
 - data tracking and analysis;
 - policies for curriculum, teaching, learning, assessment, monitoring, evaluation and review;
 - strategic financial management of budgets, resources and services;

- ensuring compliance with the academies financial handbook and any other relevant legislation or regulatory requirements from time to time.
5. The Board constitute 4 key Core Committees dealing respectively with:
- Mission and Strategy;
 - School Improvement, Achievement and Standards;
 - Staffing and Resources;
 - Audit.

See table below which expands on the suggested functions of these Core Committees.

6. The Board develops terms of reference detailing the functions delegated to that Core Committee. It is anticipated that each Academy Committee will provide input to the Core Committees about the work being undertaken at its Academy, encourage collaborative working across the Academies in the MAC, (and possibly beyond) share best practice and expertise.
7. The Board may wish to adopt a standard reporting format to be used by Academy Committees for reporting to Core Committees and to the Board of Directors. It is suggested that the Board direct that summary Reports be prepared either verbally or written by each Core Committee Chair to be received and considered by the Board in full Board Meetings. These Reports should identify key actions taken and any decisions to be resolved at Board level. Detailed reports / documents could be attached as appendices but would not be scrutinised formally by the Board (except with at the request of a Director) ensuring the Board fulfils its statutory duties without duplication / repetition and thus reducing time required for full Board Meetings.
8. The Board shall may set out a framework for the organisation of any Core Committee to deal with notices of Core Committee meetings, quorums, postponing and terminating Core Committee meetings, Core Committee resolutions and voting, attendance and records of Core Committee meetings, who can request an extra-ordinary meeting of that Core Committee if needed, the appointment or election of chair and vice chair of a Core Committee.

6. The Functions and Agendas of the Core Committees

6A. Mission and Strategy

Committee composition:

- The majority of voting members of the Committee must be Directors. The Committee must also invite the Principal of each Academy and an Academy Representative from each Academy.

Core function:

- Secure the shared mission of making Christ known to all people
- Placing Christ and the teaching of the Catholic Church at the centre of people's lives
- Individual Academy and MAC Improvement Planning
- Policies for Curriculum Assessment and Safeguarding
- Attendance and Behaviour

- Monitoring and Self Evaluation

Autumn

- Receiving standards reports from all Academy Committees
- Agree Strategic Plans for school improvement work across the MAC
- Aims and Terms of Reference (Governance Structure and Guidance Notes, agreed at Board level).
- Sections 5 and 48 SEF judgements
- Election of Chair
- Agree timeline for monitoring reporting

Autumn 2

- Receiving standards reports from all Academy Committees
- Reviewing progress towards improvement priorities
- Arrangements of and implementation of Principal Appraisal Process
- Sections 5 and 48 SEF judgements

Summer 1

- Receiving standards reports from all Academy Committees
- Reviewing progress towards improvement priorities
- Agreeing next steps
- Sections 5 and 48 SEF judgements

Summer 2

- Receiving standards reports from all Academy Committees
- Reviewing progress towards improvement priorities
- Reviewing and agreeing SIP for following year
- Sections 5 and 48 SEF judgements
- Chair/Vice Chair nominations for following academic year

6B. School Improvement, Achievement and Standards Committee

Committee composition:

- The majority of voting members of the Committee must be Directors. The Committee must also invite the Business Director, the Principal of each Academy and an Academy Representative from each Academy.

Core function:

- Secure the shared mission of making Christ known to all people
- Place Christ and the teachings of the Catholic Church at the centre of people's lives
- Personnel Policies and Procedures
- Safeguarding
- Corporate Health and Safety
- Premises Management
- Staffing Structure Across the MAC (shared posts)
- Leadership formation and development, succession planning

- MAC Policy Grid

Autumn

- Receiving reports from all Academy Committees
- Review relevant Pay / Appraisal Policies
- Respond to staffing needs if required: e.g. shared posts across the MAC
- Succession Planning and MAC structure
- Aims and Terms of Reference (Governance Structure and Guidance Notes, agreed at Board level)
- Election of Chair

Spring

- Receiving reports from individual academies
- Review corporate statutory responsibilities
- Identify potential shared expenditure needs

Summer

- Receiving reports from individual academies
- Identify any shared staffing posts and associated costs for next academic year
- Arrangements for the appointment of staff (Appointments Grid)
- Chair nominations for following academic year

6C. Finance and Resources/Audit and Risk

Meeting frequency and composition:

- 3 meetings per year
- The majority of voting members of the Committee must be Directors. The Committee must also invite the Chief Finance Officer, the Principal of each Academy and an Academy Representative from each Academy

Core function:

- Secure the shared mission of making Christ known to all people
- Placing Christ and the teachings of the Catholic Church at the centre of people's lives
- Strategic Financial management of budgets, resources and services
- Statutory Returns
- Financial Management
- Asset Management and Risk Management
- Company Finance Policies and guidance
- Policies for Charging and Remissions
- 5 year Estate Management Plan
- Insurance
- Health and Safety

Autumn

- Review Budget position across the MAC
- Identify shared expenditure for work across the MAC
- Statutory Returns
- Aims and Terms of reference (Governance Structure and Guidance Notes, agreed at Board level)
- Election of Chair

Spring

- Review of relevant policies
- Review Financial position across the MAC
- Review expenditure across the MAC
- Review of Risk Register

Summer

- Review process and procedures; (internal audit)
- Review individual 5 year strategy plans
- Review individual and MAC budget positions
- Chair nominations for following academic year.

7. The Rules and Regulations Governing Academy Committees

1. The Scheme sets out the number and types of Academy Representatives who may sit on an Academy Committee – (Scheme 6.1). The Board may appoint “Additional Academy Representatives” (Scheme 6.1.5).
2. Whilst any Director may serve on an Academy Committee as an Academy Representative (Scheme 6.1.3), the board aims to designate one link director who will attend each Academy Committee meeting.
3. Any Director (whether or not they are also Academy Representatives) are entitled to attend any meeting of an Academy Committee and vote on any resolution of an Academy Committee (Scheme 6.1.3).
4. Subject to the provisions of the Companies Act 2006, the MAC’s Articles, any special resolution of the Members of the MAC, the Policies and/or directives of the Diocesan Bishop and the Scheme:
 - The Board delegates functions to an Academy Committee who may exercise the powers of the MAC insofar as they relate to that Academy (Scheme 7.1.1).
 - The day to day business of each Academy should otherwise be determined by the Principal and local Academy Committee.
 - The Academy Committee regulates its own proceedings as it sees fit (Scheme Appendix B 5.1). How each Academy Committee operates will be determined by that Academy’s needs and may also be influenced by the needs of other academies within the MAC as identified by the Board. A one-size fits all model may not be appropriate.

- Each Academy Committee may delegate and distribute roles and responsibilities for local governance through sub committees, working groups or individuals.
 - The Academy Committee must meet at least 3 times in each school year (Scheme Appendix B 5.2). A suggested model to reduce the number of meetings and for the avoidance of repetition is that all business is conducted once per half-term by the full Academy Committee **with the exception of specific matters requiring a sub-committee and separate Appeal panel eg: Admissions, Staffing Pay, Appraisal, Capability / Disciplinary, Pupil Discipline / Exclusion.**
 - It is suggested that particular members of the Academy Committee may wish to link with a key subject leader / relevant member of staff to focus on specific aspects of day to day business. The Link Academy Committee member would then provide a detailed report to the Academy Committee at set points throughout the year.
5. Each year the Academy Committee elects a chair and vice chair for the Academy Committee. The chair must always be a Foundation Academy Representative. The Academy's Principal may not be elected as either the chair or vice chair of the relevant Academy Committee (Scheme Appendix B 1.1).
 6. Any three members of an Academy Committee, the chair of the Academy Committee and/or also the Board can call an extra-ordinary meeting of the Academy Committee at other points in the year if required (Scheme Appendix B 5.2).
 7. The Scheme Appendix B section 5 deals with notices of Academy Committee meetings, quorums, postponing and terminating Academy Committee meetings, Academy Committee resolutions and voting, attendance and records of Academy Committee meetings.
 8. **Appointment of Chair and Vice Chair of the Academy Committee, following resignation**

In the circumstances that the Chair or Vice Chair of an Academy Committee resigns their position, nominations for both positions should be taken from the Academy Committee.

Individuals who have been nominated for those positions will be contacted to ascertain their willingness to be either Chair or Vice Chair.

If there is more than one candidate for the position of Chair or Vice Chair, a secret ballot will then be held to determine the chosen candidates for the following academic year. In the event of only one candidate for Chair and one candidate for Vice Chair, the Committee will vote members into the role.

8. **Standard Agenda for Academy Committees**

1. The Autumn Term – Meeting 1
 - Directors' Timeline for Monitoring and Reporting
 - Additional items will be finalised by the Chair of the Committee
 - Re Results
 - Set improvement priorities based on standards

- Set standards targets
 - Budget review
 - Aims and Terms of Reference (Governance Structure and Guidance Notes, agreed at Board level)
 - Election of chair / vice chair
2. The Autumn Term – Meeting 2
- Standards
 - People and organisation
 - Finance
 - Safeguarding
 - Catholic Life
 - Staffing appraisal
 - Pay reviews
3. The Spring Term – Meeting 1
- Standards
 - People and organisation
 - Finance
 - Safeguarding
 - Catholic Life
 - Review budget
 - SLA's
 - Standards and Progress towards targets
 - RE results
 - Link representative report
4. The Spring Term – Meeting 2
- Standards
 - People and organisation
 - Finance
 - Safeguarding
 - Catholic life
 - Staffing matters
 - Admissions
5. The Summer Term – Meeting 1
- Standards
 - People and organisation
 - Finance
 - Safeguarding
 - Catholic life
 - Review budget
 - Standards and progress towards targets
 - RE results
 - Link representative reports
 - Staffing matters
6. The Summer Term – Meeting 2
- Standards
 - People and organisation
 - Finance

- Safeguarding
- Catholic life
- Admissions
- Safeguarding
- Budgets for following academic year
- Chair/vice chair nominations for following year

9. Summary of the Functions and Membership of the Academy Sub Committees

Each Sub Committee must have a Chair, who is either appointed by the Academy Committee or elected by the Sub Committee.

The Chair must ensure minutes are kept of Sub Committee meetings.

1. Pay Committee (Academy Committee)

Function:

- To consider any confidential/sensitive matter
- To consider appraisal recommendations

Membership:

- Any three Academy Representatives, without a declaration of interest. Meetings to include the Principal as advisor/presenter and where appropriate the Business Director.

2. Appeal (Academy Committee)

Function:

- To consider any appeal arising from a decision of the Pay Committee

Membership:

- Any three Academy Representatives, without a declaration of interest.

3. Formal Final Stage Pay Appeals Committee (Finance and Resources Committee)

Function:

- To consider any appeal arising from the decision of the Academy Appeal Committee

Membership:

- Any three Directors, without a declaration of interest and not involved with the deliberations of the original Committee(s) excluding the Principal to whom the staff member reports

4. Staff Dismissal Committee (Academy Committee)

Function:

- Matters which may lead to the dismissal of a member of staff (excluding those posts that sit at the authorisation of the Board of Directors)
- Redundancy and redeployment

Membership:

- Any three Academy Representatives, without a declaration of interest
- The Principal to whom the staff member reports cannot sit as a member of this Committee.

5. **Dismissal Appeal Committee (Finance and Resources Committee)**

Function:

- To consider any appeal against the decisions of the Staff Dismissal Academy Committee

Membership:

- Any three Directors, without a declaration of interest
- The Principal to whom the staff member reports cannot sit as a member of this Committee
- It is essential that Appeal Committees have a different membership and that Appeal Committees should have no fewer members than the original decision Committee
- It is suggested, if possible that the Chair is not a member of either the Staff Dismissal or the Dismissal Appeal Committees, since he/she may have been consulted by the Principal about the matters being considered.

6. **Pupil Discipline Committee (Academy Committee)**

Function:

- To review the use of exclusion within the Academy
- To consider any representations made by parents regarding a fixed period exclusion
- To review, within 15 school days, any permanent exclusion or a fixed period exclusion of over 5 school days

Membership:

- Three Academy Committee Representatives without a declaration of interest
- Any Committee meeting, and vote, must have a quorum of three Academy Committee Representatives
- The Principal of the Academy where the pupil is on roll cannot sit as a member of this Committee

7. **Admission Committee (Academy Committee)**

Function:

- The Admissions Committee is established in accordance with legislative requirements and with the guidance received from the Diocesan Education Service

Membership:

- Any three Academy Representatives without a declaration of interest. Membership may include the Principal.

10. **Joint Sub-Committees**

In the event of Senior Management Structures, bringing more than one Academy together under Executive Headship, then a joint academy committee can be formed to promote efficient ways of working. Under such circumstances, no single Academy must be placed in a detrimental position.

1. **Joint Finance and Resources Committee**

Membership:

- The membership will be 7 representatives. Members will include the Executive Head, the Chairs (or Vice Chairs) of each academy, plus two further representatives from each academy, at least two of these being foundation representatives.
- The quorum is four and must include at least one representative from each academy.

Directors' Mission and Strategy Committee

The Mission and Strategy Committee will include the chair of the board of directors, two principal directors, and at least one further director.

The function of this committee will be to ensure that each academy promotes the vision of the Catholic church by placing the teachings of Jesus Christ and Catholic faith at the heart of its daily practice so that children and young people engage daily with their faith worship, witness of staff, opportunities to reflect, pray and put their beliefs into practice

The committee will meet at least once every term and will appoint a clerk to record and e-mail the minutes of each meeting, within one week, to the chair and executive director, prior to distribution to the full board.

The Mission and Strategy Committee will be instrumental in fulfilling their statutory responsibilities, on behalf of the Trustees of the Archdiocese of Birmingham:

Detailed Terms of Reference

- Ensure that the Catholic nature of each school within the MAC is maintained in line with the requirements of the Trust Deed of the Birmingham Archdiocese.
- Provide the best learning for each child to reach her/his potential, spiritually, morally, socially and academically.
- Provide the best context for young people to engage in worship and Christian action
- Appoint principals/headteachers who witness as prophet and priest, anointed to the service of school community
- Ensure community members, i.e. staff, lead worship and model Christian life and values
- Secure learning opportunities about faith: evangelisation and catechesis
- Ensure that every academy is a place where children and young people engage daily with their faith: worship, witness of staff, opportunities to reflect, pray and put their beliefs into practice
- To agree priorities for, monitor and approve the MAC Strategic Plan.
- To ensure that each academy reports systematically on the key priorities of its School Development Plan.
- To liaise with, consult with and provide information to parents and the wider community as required.
- To ensure a consistent approach to performance management of all principals/headteachers.
- To agree and monitor a training strategy for teachers, support staff, Directors and Local Academy Representatives.
- To determine the appropriate staffing structure.
- To make recommendations on staffing related expenditure to the Finance Committee.
- To complete annual self-evaluation of governance of the board of directors is completed annually, against the Ofsted Framework criteria.
- To consider all teacher, key leadership appointments and other staff appointments, liaising with the Finance Committee.
- To consider and make initial decisions, in accordance with LA procedures, on matters relating to staff discipline, capability or grievance issues.
- To establish and review behaviour policies and delegate the formation of pupil discipline committees, to each Local Academy Committee.
- To review policy and oversee matters related to Child Protection issues.
- Review and publish an admission policy for each school on an annual basis.

- Ensure Freedom of Information guidelines are implemented.
- To complete self-evaluation of the Board of Directors and secure accountability for self-evaluation by Local Academy Representatives on an annual basis.
- To ensure that training and development needs of Directors and Local Academy Representatives are fulfilled.
- To ensure that all decisions are made in line with the MAC Equality Policy and legislation.
- To implement the governing body's statutory responsibilities for Sex and Relationships education, religious education and collective worship.

Terms of Reference for the Academy Committee

- Ensure that the Catholic nature of the academy school is maintained in line with the requirements of the Trust Deed of the Birmingham Archdiocese.
- Ensure that senior leaders and staff provide the best learning for each child to reach her/his potential, spiritually, morally, socially and academically.
- Provide the best context for young people to engage in worship and Christian action
- Appoint staff who support and enable the teachings of the Catholic faith.
- Ensure staff, lead worship and model Christian life and values
- Secure learning opportunities about faith: evangelisation and catechesis
- Ensure that the academy is a place where children and young people engage daily with their faith: worship, witness of staff, opportunities to reflect, pray and put their beliefs into practice
- To agree priorities for, monitor and approve the School Development Plan.
- To liaise with, consult with and provide information to parents and the wider community, as required.
- With the Principal, prepare and publish a prospectus for the academy and ensure the school websites remains up- to- date with required information.
- To ensure the MAC appraisal and capability policies are fairly and consistently implemented.
- To agree and monitor a training strategy for teachers, support staff and local Academy Representatives.
- To liaise with the principal and prepare an appropriate staffing structure, for approval by the board.
- To make recommendations on staffing related expenditure to the Finance Committee.
- To ensure self-evaluation is completed and reported regularly, against the Ofsted Framework criteria.
- To ensure safer recruitment of all staff, and fair access and opportunity for recruitments.
- To consider and make initial decisions, in accordance with LA procedures, on matters relating to staff discipline, capability or grievance issues.
To establish and review behaviour policies and delegate the formation of a pupil discipline committees.
- To review policies and ensure all matters related to Safeguarding and Child Protection issues are rigorously applied and that all members of staff and the committee confirm -in writing- their awareness and understanding of section one of the '*Keeping Children Safe in Education*' document 2016.
- Review and publish an admission policy for each school on an annual basis.
- Ensure data protection and Freedom of Information guidelines are implemented.
- Complete annual self-evaluation of governance of the Academy Committee
- To ensure that training and development needs of Academy Representatives are fulfilled.
- To ensure that all decisions are made in line with the MAC Equality Policy and legislation.

- To implement the statutory responsibilities for Sex and Relationships education, religious education and collective worship, in accordance with the faith and teachings of the Catholic church.

Policies and Key Actions

Board of Directors

Academy Committee

RE and Collective Worship	Admissions
Safeguarding	Safeguarding (adapt, where necessary)
Sex and relationships Education (SRE)	Single Central record checks
Complaints	Behaviour
Freedom of Information	

Finance Resources and Audit Committee

The Finance and Audit Committee will include the chair of the board of directors, two further foundation directors', the accounting officer, principal directors and the Chief Finance Officer. The principals of the schools will be invited to attend.

All committees will meet at least three times a year. An agenda and the minutes from the previous meeting will be circulated seven days prior to the meeting. Minutes of each meeting will be confirmed by the chair of the committee and Accounting Officer/ Executive Director; these will be distributed and discussed at the subsequent meeting of the full board. The quorum will be three directors to include 2 foundation directors.

The Audit Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Board. It is authorised to request any information it requires from any employee, external audit, internal audit or other assurance provider.

The Audit Committee is authorised to obtain outside legal or independent professional advice it considers necessary, normally in consultation with the Accounting Officer and/or Chair of Directors. However, the Audit Committee may not incur expenditure in excess of £10,000 in doing so without the prior approval of the Board of Director's.

Note: The Accounting Officer and Principal Director act as professional advisors only and have no voting rights under any items discussed under audit.

Terms of Reference – Finance

- To agree the formal budget of the financial year
- To consider and monitor any significant variances from budget
- To monitor the company 's expenditure and forecast outturn on at least a termly basis
- To monitor an up to date 3 year financial plan for the MAC
- To set a charging and remissions policy for activities and for lettings of the school grounds and premises
- To ensure a Health & Safety Policy is in place in each academy
- To establish and review ordering and payment systems
- To enter into contracts above a financial limit of £10,000
- To approve pay increments as recommended by the principal of each individual academy (local)
- To approve any virement decisions (transfers within budget headings) over £10,000 per annum
- Make decisions in respect of service level agreements
- To receive reports from the Chief Finance Officer and Accounting Officer
- To ensure that all of the above actions remain within the Academies Financial Handbook and requirements of the, EFA , and Auditors
- Approving the annual report and statement of accounts before submission to the Education Funding Agency (EFA) and Companies House
- To determine the ISR of each academy and
- To keep under review staff work life balance , working conditions and wellbeing including the monitoring of absence as related to Health and Safety
- To approve applications for early retirement, secondment or leave of absence not covered by local arrangements
- To establish and review investment procedures for the company

- To ensure that buildings insurance and personal liability are in place
- To approve applications for early retirement, secondment or leave of absence not covered by local agreements In consultation with the Head teacher, to review and monitor governing body policies to ensure inclusion in regard to social disadvantage, race, disability, religion and gender

Terms of Reference – Audit

- Advise the Board of Director’s and Accounting Officer on the adequacy and effectiveness of the Academy governance, risk management, internal control and value for money systems and frameworks. An annual report will be produced by the Audit Committee in this regard.
- Advise the Board of Director’s on the appointment, re-appointment, dismissal and remuneration of the external and regularity auditor.
- Advise the Board of Director’s on the need for, and then, where appropriate, the appointment, re-appointment, dismissal and remuneration of, an internal auditor or other assurance provider to enable the Board to sign the corporate governance statement in the annual accounts.
- Advise the Board of Director’s on an appropriate programme of work to be delivered by independent assurance providers (external auditors and responsible officer). This programme of work to be derived from the Audit Committee’s regard of the key risks faced by the Academy, the assurance framework in place and its duty to report to the Board Of Director’s as detailed in 3.1.
- Review the external auditor’s annual planning document and approve the planned audit approach.
- Receive reports (annual reports, management letters etc) from the external auditor and other bodies, for example the ESFA and NAO, and consider any issues raised, the associated management response and action plans.

Monitoring

- CFO will complete monitoring visits and report to the Accounting Officer and chair of directors’ finance committee, every month.

The Directors’ Finance Resources and Audit Committee will delegate powers to each local Academy Committee, as follows:

- Work with the principal, to draft and recommend the academy budget to the directors’ Finance and Resources Committee each year
- To monitor monthly expenditure and take remedial action as necessary
- To monitor all spending within the school in liaison with the appropriate committees
- To establish and maintain an up to date 3 year financial plan
- To ensure all recommendations highlighted in any audit are actioned and reported as complete.
- To review local charges and remissions in line with the MAC Charging and Remissions Policy
- To monitor all expenditure of voluntary funds kept on behalf of the governing body
- To ensure a Health & Safety Policy is in place and is followed
- To determine whether sufficient funds are available for pay increments as recommended by the principal or the Head teacher’s Performance Management panel

- To approve any virement decisions (transfers within budget headings) within agreed limits of up to £10,000 per annum
- To receive reports from the Business Manager
- To identify and implement efficiency savings
- To plan and monitor the school budget and resources to ensure vfm
- To identify and implement opportunities for generating income
- To ensure adherence to the Best Value Principles
- To oversee the appointment of teachers, other than the Head and Deputy

- To monitor the condition of the school buildings and grounds, which will include playgrounds, fields and boundaries
- To monitor the overall risk of the academy and review an annual risk register
- To review and monitor all risk assessments and Codes of Practice dealing with security. This will include fire regulations, alarms and other hazards. Ensure that a fire drill is held at least once a term
- Take account of and review the 3 year Asset Management Plan
- Monitor expenditure on, and funding bids for premises, and health and safety requirements
- Contribute to and work within the premises and Health and Safety aspects of the School Development Plan
- To keep under review an Accessibility plan
- To ensure all decisions are made in line with the School DDA Policy and Legislation

Documents

MAC	Academy
Financial procedures	Health and Safety
DDA and equality	Fire Policy
Emergency Procedures	Gritting
Staff Attendance and Welfare	
Lettings	
Charges and remissions	
Expenses	
Debtors and Bad Debts	

Directors' School Improvement, Achievement and Standards Committee

The School Improvement, Achievement and Standards Committee will include two principal directors, two foundation directors, chair and at least one further director.

The function of this committee will be to ensure that each academy fulfils its mission to educate the whole person by placing the teachings of the Catholic faith at the core of the curriculum to enhance achievement and outcomes for all children and young people.

The committee will meet at least once every term and will also monitor and contribute to three sections of the school self-evaluation:

Detailed Terms of Reference

- To set and approve the strategic plan for the multi-academy.
- Work with lead professionals to secure high standards of education based on the mission, ethos and values of the Catholic church.
- Work with the lead professionals and board of directors to set the strategic direction of the multi-academy.
- Work with each principal and academy committee to set the strategic plan for each individual academy
- **and**
- monitor and evaluate the academy's progress towards these key priorities.
- Set realistic, ambitious targets for outcomes at Early Years Foundation Stage, KS1, KS2, KS3, KS4 and KS5, and monitor the performance of each academy against these targets.
- Monitor the progress of all pupils, including disadvantaged students, through monitoring and evaluating the impact of the Pupil Premium Grant on achievement and outcomes.
- Monitor and evaluate the impact of Sports funding on pupil achievement and outcomes.
- Ensure that every pupil receives the full statutory curriculum that the school must provide.
- Ensure that a report on each pupil's educational achievements is forwarded to their parents/guardians, at least annually.
- Monitor attendance and exclusions in each academy.
- Ensure that each academy has a curriculum policy that meets the needs of pupils and supports families
- Ensure the MAC has policies on fair access, equality and age and disability discrimination.
- Monitor the impact of teaching, learning and assessment on progress and outcomes of all pupils, ensuring clear mechanisms for reporting all information including:
- Termly reports from the principal of each academy

- Reports from the Executive Director (NLE) and external School Improvement Partner
- External reports from Ofsted, or other commissioned reports
- Systematic self-evaluation (SEF) of all key areas by each Academy Committee.
- Monitor access and quality of provision of extra-curricular activities provided to support and enhance learning, encourage recreation and social development.
- Monitor and evaluate out-of-hours provision (wrap around provision, study support, extended schools).
- Ensure that the 0-19 curriculum is broad-based and provides for vocational training as well as academic qualifications.
- Ensure that all pupils have access to careers advice.
- Ensure that all academies meet the requirements of the SEN Code of Practice and relevant disability legislation.
- Ensure that all academies work effectively with other agencies to support vulnerable children and their families.
- *Contribute to the accuracy of self-evaluation of each academy, holding school leaders to account*

Monitoring and reporting arrangements

- The committee will appoint a chair who will liaise with the executive director to set the agenda for each meeting.
- The chair of the committee will provide a summary of each meeting to the board of directors.
- Each principal will provide a termly summary report for the board of directors; this will include progress, impact and outcomes in key areas, including updated SEF judgements.
- The executive director will collate all reports and information and provide a termly summary report of MAC improvements and developments for the board of directors.

Terms of Reference for the Academy Committee

- Work with the principal and senior leaders to secure high standards of education based on the mission, ethos and values of the Catholic church.
- Work with each principal and academy committee to set the strategic plan for each individual academy **and** monitor and evaluate the academy's progress towards these key priorities.
- Monitor the progress of all pupils, including disadvantaged pupils and those with special needs, through monitoring and evaluating the impact of funding on achievement and outcomes.
- Ensure that every pupil receives the full statutory curriculum that the school must provide.

- Ensure that a report on each pupil's educational achievements is forwarded to their parents/guardians, at least annually.
- Monitor and report on attendance and exclusions in each academy.
- Ensure that each academy has curriculum policies which reflect the needs of pupils and the community
- Ensure that the academy implements policies on fair access, equality and age and disability discrimination.
- Hold the principal and senior leaders to account for progress and outcomes for all pupils and groups, and challenge under-performance, where necessary
- Monitor and evaluate the impact of teaching, learning and assessment on progress and outcomes of all pupils, through information and school visits, including:
 - Termly reports from the principal of each academy
 - External reports from Ofsted, or other commissioned reports
- Contribute to the academy's self-evaluation (SEF) judgements in all key areas.
- Monitor access and quality of provision of extra-curricular activities provided to support and enhance learning, encourage recreation and social development.
- Monitor and evaluate wrap-around-care (where appropriate)
- Ensure that the 0-19 curriculum is broad-based and provides for vocational training as well as academic qualifications (secondary)
- Ensure that all pupils are suitably prepared for the next stage of their education and development.
- Ensure that students have access to careers advice (secondary)
- Ensure that the academies meet the requirements of the SEN Code of Practice and relevant disability legislation.
- Ensure that staff within the academy seek to engage effectively with other agencies to support vulnerable children and their families.

Monitoring and reporting arrangements

- The committee will appoint a chair who will liaise with a designated senior leader to set the agenda for each meeting.
- The chair of the committee will provide a summary of each meeting to the Academy Committee at each termly meeting.

- Each principal will provide a termly summary report for the Academy Committee; this will include progress, impact and outcomes in key areas, including updated SEF judgements.
- Each principal will provide a short summary report every term to be presented to the board of directors.

MAC	Academy
Formats for termly reports by principal	ALL curriculum/subject policies to be set and agreed by principal, staff and Academy Committee
Format for recording and reporting on pupil progress and outcomes	Assessment policy
Format for target-setting and reporting	SEN policy
Pupil Premium policy	Homework policy
Format for pupil premium strategy statement	CPD policy

Full Academy Representative Committee

- To agree, by early in the autumn term, the objectives for the governing body and a Calendar of meetings for the governing body and its committees for the forthcoming year
- To ensure the terms of reference are reviewed by each committee and that each Committee recommends any change in the delegation of functions, for the approval of the governing body
- To monitor the progress of work being undertaken by committees and individuals
- To ensure that governing body procedures are followed using the Guide to the Law, Governors' Handbook and advice from Governor Service
- To make recommendations to the full governing body and Board of Directors on matters arising from committee reports, Head teacher information, local and national initiatives
- To oversee arrangements for governor involvement in formulating and monitoring the School Development Plan
- To agree constitutional matters, i.e. an Instrument of Government and any amendments
- To hold at least three Governing Body meetings a year
- To appoint or dismiss the Chair and Vice-Chair
- To appoint or dismiss a Clerk to the Governing Body
- To appoint new governors as and where appropriate
- To establish the committees of the Governing Body, their areas of responsibility and their delegated terms of reference
- To decide which areas of responsibility will be delegated to individuals
- To receive reports from any committee or individual to whom a decision has delegated and to consider whether any further action by the Governing Body is necessary
- To set up a register of governors' business interests
- To suspend a governor where necessary
- To review Terms of Reference and delegated powers annually
- To appoint a Head teacher (on recommendation of the selection panel)
- To appoint a Deputy Head (on recommendation of the selection panel)