



**Our Lady
and All Saints**
Catholic Multi Academy Company

Governance Structure and Scheme of Delegation February 2024



Our Lady and All Saints
Catholic Multi Academy Company
Strong in Faith



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Introduction

Our Lady and All Saints Catholic Multi Academy Company (“the MAC”) was formed in April 2021 and comprises 12 Catholic Primary Schools and 1 Catholic Secondary School across the Birmingham, Solihull, and Warwickshire areas.

Each school benefits educationally from the expertise within the MAC as a whole and practically from the services procured and provided centrally. For us it is a fantastic opportunity, and a privilege, to work with a team of over 700 staff to shape the future of Catholic education for over 4,500 children and young people across the Birmingham, Solihull, and Warwickshire areas.



Our Vision

Our Vision is to build a Catholic Multi Academy Company that is '**Strong in Faith**'.

Our Lady and All Saints Multi Academy Company will advance Catholic Education for all our children from 2 years to 18 years in our family of schools.

Our Vision is to provide the best possible education for all of the children and young people in our Family of Schools, helping them to be successful in all they do both now and in the future, putting the dignity of every child and young person made in the image of Jesus Christ at the heart of everything we do and say.

Our MAC looks to :-

- Create a culture of reflective practice and continuous improvement to drive high standards across all schools;
- Establish an ethos of collective responsibility, with schools working together to promote achievement and improve pupil wellbeing and performance; and
- Ensure that the curriculum of all the schools, as well as the extra-curricular opportunities provided, offer equality of opportunity to all our children.

Delegation of Responsibilities

Our Lady & All Saints Catholic Multi Academy Company ('the MAC') Board of Directors is accountable in law for all decisions about its schools. However, this does not mean that the board is required to make all the decisions itself. Many decisions can and should be delegated including to the Catholic Senior Executive Leader (CSEL), Board sub-committees and Local Governing Bodies (LGB's). It is vital that the decision to delegate a function is made by the full Board of Directors and is recorded. Without such formal delegation, the individual or committee has no power to act.

A scheme of delegation (SoD) is the key document defining which functions have been delegated and to whom. It should be a simple yet systematic way of ensuring Directors, committees (including Local Governing Bodies), executive leadership and Head Teachers are clear about who has responsibility for making which decisions in the MAC. This overarching SoD covering all decision making in the MAC should not be confused with the written scheme of delegation of financial powers referred to in the Academies Financial Handbook. This will be available as a separate document.

Although delegation details are set out in the Scheme of Delegation created by the Archdiocese of Birmingham, this document is broad and could be open to interpretation. The Diocesan document should, therefore, be read in conjunction with MAC Policies, which explicitly establish who makes which decisions, and ensure this is clear to all those within the MAC, as well as to the governing bodies of schools potentially looking to join us. If LGB members and Head Teachers are ever in doubt about which party is eligible to make a decision, they must clarify this via the Catholic Senior Executive Leader (CSEL).

Governance Structure and Lines of Responsibility

The Board of the MAC delegate responsibility for delivery of the vision and strategy to the Catholic Senior Leader. The Board holds the CSEL to account for the performance of the MAC, including the performance of the schools within the MAC. The CSEL, in turn, holds other senior executives to account by line managing them. It is important that any scheme showing what is delegated by the board includes delegation to CSEL as well as to the committees of the Board of Directors. While the Board cannot ever delegate its accountability, it can and must delegate some of the detailed scrutiny, oversight and decision making.

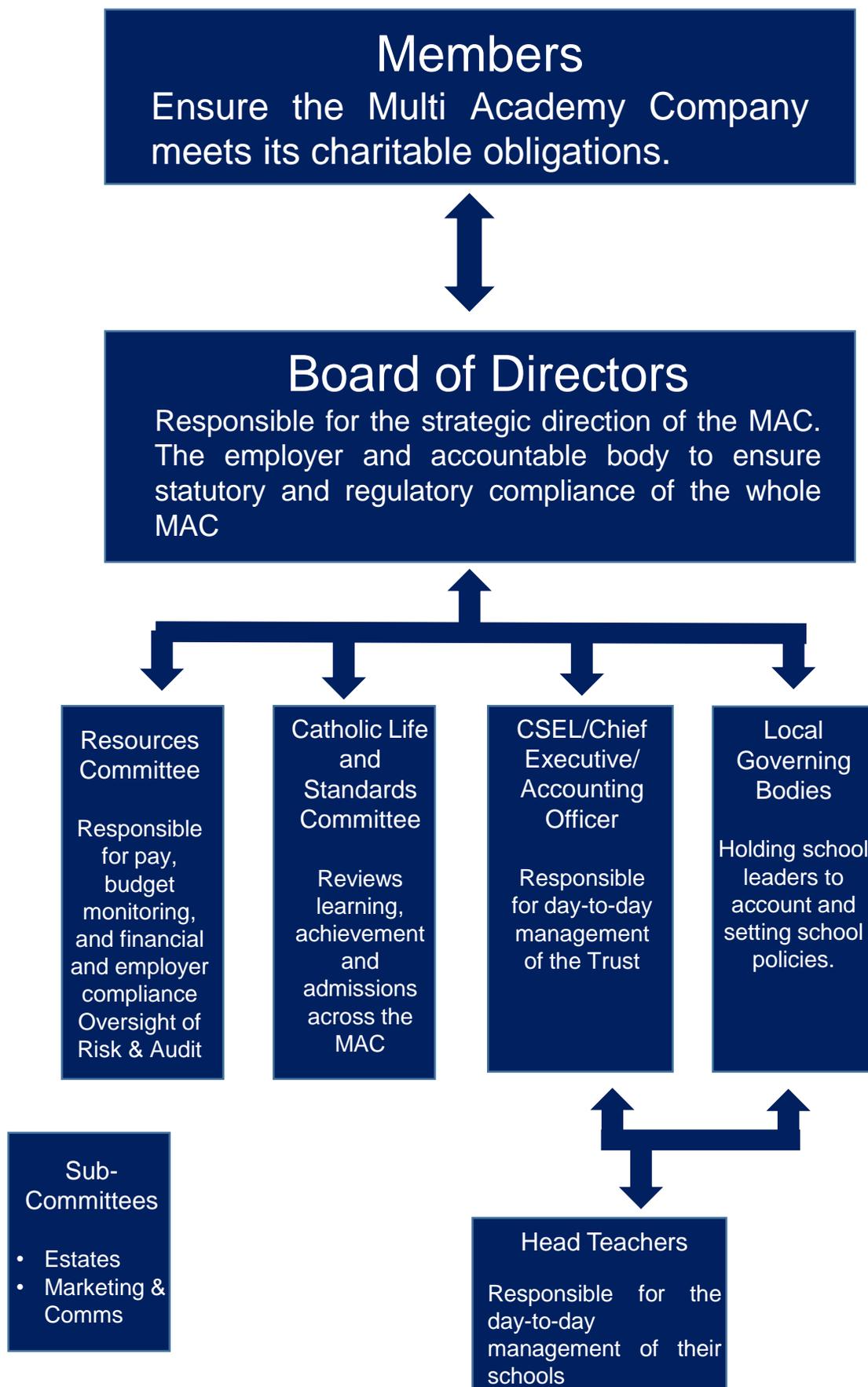
The Directors have three main functions;

- Set the strategic direction of the MAC;
- Hold schools' senior leadership to account; and
- Oversee the MAC's financial performance.

In this SoD the Board delegates responsibility for the performance of the MAC, including the performance of the schools within the MAC, to the CSEL. However, some responsibilities concerning the performance of each academy are delegated to the Local Governing Body (LGB). These responsibilities may include monitoring whether the school is working within the agreed policies, whether standards are being met, and if the money is being well spent. The LGB will use its detailed knowledge and engagement with stakeholders to ensure that their school is being well served by the executive leadership, and, as a board committee, has direct access to the Board if there are concerns.

As the CSEL is accountable to the board for the performance of the MAC as a whole, the CSEL will report to the board on the performance of the MAC including on the performance of the MAC's schools, although this may be supplemented by monitoring reports from the LGBs. The CSEL is performance managed by the MAC Board. The CSEL performance manages the Head Teachers, on behalf of the Board, but will seek input from the LGB chair and will then make recommendations to the Board.

Governance Structure



Roles and Responsibilities

Members

The role of members is to act as the guardians of the MAC's constitution (Articles of Association). Every Multi Academy Company has members who have a similar role to shareholders of a company (but to clarify, there are no shares in a MAC) and the Birmingham Diocesan Education Service is a Corporate member of the MAC. The members meet three times per year, to help them keep aware of any key factors affecting the Trust and its educational and financial performance.

Members:

1. Are the subscribers to the memorandum of association (if they signed the legal documents to open the MAC).
2. May amend the articles of association subject to any restrictions created by the funding agreement or charity law.
3. May, by special resolution, appoint new members or remove existing members other than, where there is one, the foundation/ sponsor body and any members it has appointed.
4. Have powers to appoint Directors as set out in the MAC's articles of association and powers under the Companies Act 2006 to remove Directors.
5. May, by special resolution, issue direction to the Directors to take a specific action,
6. Appoint the MAC's external auditors and receive (but do not sign) the audited annual report and accounts (subject to the Companies Act).
7. Have power to change the company's name and, ultimately, wind it up.

Board of Directors

The Directors are the charity trustees (within the terms of section 177(1) of the Charities Act 2011) and are responsible for the general control and management of the administration of the MAC in accordance with the provisions set out in the Articles of Association. The Board of Directors is the accountable body for the performance of all schools within the MAC and as such must:

- Ensure clarity of vision, ethos and strategic direction
- Hold the CSEL to account for the educational performance of the schools and their pupils and the performance management of staff
- Oversee the financial performance of the trust and make sure its money is well spent.

Sub-Committees

The Board of Directors may establish sub-committees either with delegated authority to make decisions or for the purpose of providing advice and support, informing the overall work of the MAC Board. However, these sub-committees are not legally responsible or accountable for statutory functions – the MAC Board retains overall accountability and responsibility. The responsibilities of board sub-committees are set out in their terms of reference; the responsibilities for LGB's are set out in this Scheme of Delegation. The MAC Board may appoint committee members and committee chairs.

Local Governing Bodies

The MAC Board will establish LGB's, and will determine what will be delegated.

LGB responsibilities include:

- Building an understanding of how the school is led and managed
- Monitoring whether the school is:
 - Working within agreed policies
 - Meeting the agreed targets
 - Managing its finances effectively
 - Engaging with stakeholders
 - Reporting to the Board

As a committee of the Board, delegation can be removed at any time.

Members of the LGB agree to

- Attend such training as is reasonably required by the MAC in order to update and improve the knowledge and skills available within the LGB to fulfil its role;
- Provide the information required by the MAC in the form indicated in this scheme and its Appendix and not to withhold any information which the MAC reasonably requires;
- Refer certain decisions to the MAC for approval as set out in this Scheme, and not to act, or to omit any act, in reliance on such a decision prior to obtaining such approval.

All policies referred to in this Scheme of Delegation relate to the current policies published on www.olaas.co.uk

Catholic Senior Executive Leader (CSEL)

The Catholic Senior Executive Leader has the delegated responsibility for the operation of the MAC including the performance of the MAC's schools, and so the CSEL performance manages the Head Teachers and then makes recommendations to the Board. As there is delegation to a local governing committee (LGB), the LGB Chair will be consulted during this process.

The CSEL is the Accounting Officer so has overall responsibility for the operation of the MAC's financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability; avoiding waste and securing value for money.

The CSEL leads the executive management team of the MAC and is accountable to the MAC board for the performance of this team. The CSEL will delegate executive management functions to the executive management team.

Head Teachers

The Head Teacher is responsible for the day to day management of a MAC school and is managed by the CSEL, but also reports to the LGB on matters which have been delegated to the LGB.



Sub-committees of the Board of Directors

Resources Committee (Incl Risk and Audit)

The main functions of the Resource Sub-Committee are to provide effective financial management and governance at all levels to secure, protect and enrich Catholic Education.

1. Ensure the future of Catholic education is secure and stable through effective use of all school resources across Our Lady and All Saints multi-company resources.
2. Manage the premises and infrastructure with 5 year plans guiding the strategic use of resources
3. Ensure robust Health and Safety processes and compliance are operating across all aspects of the Company activity
4. To agree on behalf of the Board the internal scrutiny plan and review reports
5. To recommend re-appointment of the External Auditors to the Board.
6. In conjunction with MAC senior leaders review the MAC register and report key risks to the fill board.

Catholic Life, Curriculum and Standards Committee

The Catholic Life, Standards and Curriculum Sub-Committee exists to secure, protect and enrich Catholic education across all the MAC schools by:

- Ensuring the future of Catholic education is secure and stable through effective governance and parish engagement.
- Developing curriculum and standards that reflect the Catholic Life approach and ethos.

The Committee is responsible for providing assurance to the MAC Board on:

- the standards and performance of all schools within the MAC;
- the effectiveness of the MAC Quality Assurance process; and
- that each school is promoting and upholding the MAC's vision, values, and ethos.

Full details of the specific roles of these sub-committees can be located in the individual sub-committee terms of reference documents.



Scheme of Delegation

This Scheme identifies the key decisions that are required in connection with the overall governance and management of the Our Lady and All Saints Catholic Multi Academy Company and the individual schools within it and should be read in conjunction with the Terms of Reference for Local Governing Bodies and the Articles of Association of the Multi Academy Company.

The bodies identified in the Scheme are as follows:

- Members = shareholders who have ultimate control over the direction of Our Lady and All Saints Catholic MAC and ensure that Our Lady and All Saints achieves its objectives
- MAC Board of Directors (including delegations to its committees and the CSEL) = develops strategic direction, holds individual schools to account for their performance and ensures the MAC and academies are performing financially

CSEL = Catholic Senior Executive Leader and Accounting Officer for the MAC who also leads the Central Executive Team

- Local Governing Body of the School = a committee of the MAC Board, which operates subject to Terms of Reference set by the MAC Board. It is important to remember that although a responsibility may have been delegated to an LGB the legal responsibility is still with the MAC in terms of performance, finance and as the employer of staff
- Head Teachers = responsible the day to day management and teaching and learning within in our schools

Whilst this scheme intends to cover all foreseen aspects of responsibility and procedure it is not exhaustive and when in doubt all parties should engage in meaningful consultation before acting, in order to ensure that the MAC meets the regulations as set out in the Academy Trust Handbook.

It is the Our Lady and All Saints Catholic Multi Academy Company's stated intention and preference that:

- The MAC and the LGBs will work collaboratively and in partnership at all times
- The MAC will make decisions, following appropriate consultation with LGB's, on matters related to all the schools in the MAC. LGB's will make decisions within their powers of delegation on matters which affect individual schools and make recommendations to the MAC and the Head Teacher of the School.
- The MAC Board will put into place effective arrangements for monitoring and evaluating the performance of LGB's and Schools.
- LGBs / Head Teachers will report regularly and frequently to the Board and will make available all relevant data and information on performance and effectiveness.

Scheme of Delegation

Key
Level 1: Members Level 2: Board of Directors of the MAC Level 3: Catholic Senior Executive Leader (CSEL) Level 4: Local governing body (LGB) Level 5: Head Teacher
Function cannot be legally carried out at this level.
✓ Action to be undertaken at this level ✓ Action to be undertaken at this level A Provide advice and support to those accountable for decision making <> Direction of advice and support

NB: for those rare occasions where responsibilities are delegated to multiple groups, as identified in the tables below, advice should be sought from the Catholic Senior Leader if there is any uncertainty over the parameters of delegation.

Area	Decision	DELEGATION				
		MEMBERS	MAC BOARD	CSEL	LGB	HEAD TEACHER
GOVERNANCE FRAMEWORK						
People	Members: Appoint/Remove	✓				
	Review governance		✓	<A		
	Directors: Appoint/Remove	✓				
	Role descriptions for members	✓				
	Role descriptions for directors/chair/ specific roles/committee members: agree		✓	<A		
	Parent director/committee member: elected				✓	
	Committee chairs: appoint and remove		✓	<A		
	LGB chairs: (Directors also have the power to appoint & remove in exceptional circumstances)	✓		<A	✓	
	Clerk to board: appoint and remove		✓			
	Clerk to LGB:				✓	

Area	Decision	DELEGATION				
		MEMBERS	MAC BOARD	CSEL	LGB	HEAD TEACHER
GOVERNANCE FRAMEWORK						
Systems and Structures	Articles of association: agree and review	✓				
	Governance structure (committees) for the MAC: establish and review annually		✓	<A		
	Terms of reference for MAC committees (including audit if required, and scheme for school committees): agree annually		✓	<A		
	Terms of reference for LGB/local committees: agree and review annually		✓	<A		
	Skills audit: complete and recruit to fill gaps		✓	<A>		
	Annual self-review of MAC board and committee performance: complete annually		✓			
	Annual self-review of LGB performance: complete annually				✓	
	Chair's performance: carry out 360 review annually		✓		✓	
	Director / committee member contribution: review annually		✓		✓	
	Succession: plan		✓	<A>	✓	A
	Annual schedule of business for MAC Board: agree		✓	<A		
	Annual schedule of business for LGB: agree			A>	✓	A



Area	Decision	DELEGATION				
		MEMBERS	MAC BOARD	CSEL	LGB	HEAD TEACHER
GOVERNANCE FRAMEWORK						
Reporting	Director governance details on MAC and schools' websites: ensure		✓	<A		
	School governance details on MAC & school websites: ensure		✓	<A>	✓	A
	Register of all interests, business, pecuniary, loyalty, meeting attendance for Directors and LGB members: establish and publish		✓	<A>	✓	A
	Annual report on performance of the MAC: submit to members and publish		✓	<A		
	Annual report and accounts including accounting policies, signed statement on regularity, propriety and compliance, incorporating governance statement demonstrating value for money: submit		✓	<A		
	Annual report work of LGB: submit to MAC and publish as requested				✓	A
Holding To account	Auditing and reporting arrangements for matters of compliance (e.g. safeguarding, H&S, employment): agree		✓	<A>	✓	A
	Reporting arrangements for progress on key priorities: agree		✓	<A>	✓	A
	Performance management of CSEL: undertake		✓			
	Performance management of Head Teacher : undertake			✓	A	
	Director monitoring: agree arrangements		✓	<A		
	LGB member monitoring: agree arrangements				✓	A

Area	Decision	DELEGATION				
		MEMBERS	MAC BOARD	CSEL	LGB	HEAD TEACHER
GOVERNANCE FRAMEWORK						
Being Strategic	Determine MAC wide policies which reflect the MAC's ethos and values (facilitating discussions with unions where appropriate) including: admissions; charging and remissions; complaints; health and safety, estates management; pay policy; GDPR; whistle blowing; staffing policies including capability, discipline, conduct and grievance, sickness absence; teacher and support staff appraisal: approve		✓	<A		
	Determine school level policies which reflect the school's ethos and values to include e.g. admissions; SEND; safeguarding and child protection; curriculum; behaviour: approve			A>	✓	A
	Central spend / top slice: agree		✓	<A		
	Management of risk: establish register, review and monitor		✓	<A>	✓	A
	Engagement with stakeholders		✓	✓	✓	✓
	MAC's vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine		✓	<A		
	Schools vision and strategy, agreeing key priorities and key performance indicators (KPIs) against which progress towards achieving the vision can be measured: determine			A>	A	✓
	Catholic Senior Executive leader: Appoint and dismiss		✓			
	Head Teacher & Protected Positions : Appoint and dismiss		✓	<A	A	
	Appointing staff – Financial approval before advertising			✓	<A>	<A
	Budget plan to support delivery of MAC key priorities: agree		✓	<A		
	Budget plan to support delivery of school key priorities: agree			A>	✓	A
	MAC's staffing structure: agree		✓	<A		
	School staffing structure: agree			A>	✓	A

Area	Decision	DELEGATION				
		MEMBERS	MAC BOARD	CSEL	LGB	HEAD TEACHER
GOVERNANCE FRAMEWORK						
Ensuring financial probity	Chief Financial Officer for delivery of MACs detailed accounting processes: appoint		✓	<A		
	MAC scheme of financial delegation: establish and review		✓	<A		
	School's scheme of financial delegation: establish and review		✓	<A		
	External auditors' report: receive and respond		✓	<A	✓	A
	CSEL pay award: agree		✓			
	Principal pay award: agree		✓	<A	A	
	Staff appraisal procedure and pay progression: monitor and agree		✓	A>	A	✓
	Benchmarking and MAC wide value for money: ensure robustness		✓	<A		
	Benchmarking and school value for money: ensure robustness				✓	A
	Develop MAC wide procurement strategies and efficiency savings programme		A>	✓		
MAC Annual Budgets/Accounts		✓	✓	<A>	✓	
Catholic Life	Catholic Life, Curriculum & Standards		✓	<A>	<A>	✓
The School Year	Term dates and length of school day/school lunch/INSET days		✓	<A>	<A>	<A

Area	Decision	DELEGATION				
		MEMBERS	MAC BOARD	CSEL	LGB	HEAD TEACHER
GOVERNANCE FRAMEWORK						
Risk	Corporate Risk Register, Audit & Risk Committee		✓	✓	<A>	<A>
	Arranging insurance for the MAC and it's schools			✓		
Estates	Assets and premises maintenance strategy		✓	<A>	<A>	<A>
Branding & Marketing	Media & PR		A>	✓		
	Branding – MAC		A>	✓		
	Branding – Schools			A>	<A>	✓

