



Terms of Reference for Governance at all levels within the St John Paul II Multi Academy

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Terms of Reference for Governance

Members

The Members (Birmingham Roman Catholic Diocesan Trustees Registered - BRCOTR) will be responsible for:

- Amending the Articles of Association
- Appointing and removing Members/Directors
- Holding the Directors to account for the effective discharge of their duties
- Winding up the St John Paul II Multi Academy Company

Directors

The Directors will be responsible and accountable for the strategic priorities of the St John Paul II Multi Academy Company.

They will be: -

- Responsible for Catholic identity, strategic oversight, setting vision and agreeing policies
- Pupil outcomes
- Admissions and appeals to St John Paul II Multi Academy Company Schools
- Recommend membership of the BoD and Schools LGB to the Archbishop of Birmingham
- Ensure compliance with all statutory and regulatory requirements Safeguarding, Health and Safety etc.
- Agree the budgets for schools in the St John Paul II Multi Academy Company
- Monitor the Academy Development Plan and receive/review external reports on the performance of schools in the St John Paul II Multi Academy Company
- Ensure each school curriculum is in accordance with the St John Paul II MAC vision.
- Ensure that policies are formulated and monitored and a list will be produced which delineates which policies should be the purview of the BofD and which LGBs.
- The Appointment of CSEL, Executive Principals, Principals and Chief Operating Officer.
- Directors delegate the appointment of Heads of School and Vice Principals for schools in STPIIMAC and those employed centrally/ work across more than one school to HR and Operations Committee, the appointment is subject to ratification by the Board of Directors.
- Appraise Performance and approve Pay of CSEL, with support of an agreed external review
- Appraise performance and approve pay of Deputy CSEL, Executive Principals and Principals and the Chief Operating Officer in conjunction with CSEL. Directors delegate the operation of this to a panel of governors supported by the CSEL.
- Decisions will always be made in the best interests of all in the St John Paul II MAC, not individual schools.

A model agenda for a meeting of the Board of Directors: -

- Progress towards achieving St John Paul II Multi Academy Company Vision, Values and Strategic Priorities
- Catholic Life
- Curriculum, achievement and attainment
- Personal Development, behaviour and attitudes
- HR – workforce: Staffing structures, recruitment, well-being, absence
- Finance – management reports and budget setting
- Matters arising from Committees of the Board of Directors
- Safeguarding
- Health and Safety

Meetings and membership

The Full Board of Directors will meet at least 5 times per year

Membership is as follows:

- A Chair and a Vice Chair appointed annually from current Directors of the St John Paul II Multi Academy Company.
- All other appointed and co-opted Directors

Only Directors have voting rights at Full Board of Directors meetings

Other members of this Committee who will have speaking rights are:

- CSEL

- Deputy CSEL
- COO
- Principals/ Executive Principals by invitation
- Other senior staff by invitation

The Directors will delegate the following to the Local Governing Bodies of each St John Paul II Multi

Academy Company: -

- Accountability for Catholic Life in individual schools in accordance with the Catholic Mission of the St John Paul II MAC
- Monitoring and securing the best possible outcomes for all pupils
- Ensuring safeguarding in school is effective
- Monitoring and managing the budget/site scrutiny/H&S
- Monitoring and reviewing the curriculum for pupils in accordance with the Curriculum vision for the St John Paul II MAC
- Monitor and secure pupils' personal development, behaviour and attitudes
- Ensure provision for SEND is in accordance with the St John Paul II MAC SEND policy.
- Appointing staffing within agreed profiles and scheme of delegation
- Implementation of the Pay Policy in line with that agreed by the Directors
- To monitor and review the quality of teaching and learning
- Monitor extracurricular provision in each of the schools
- Monitor staff well-being
- Monitor and take account of stakeholder feedback
- The performance management process of the Principal/ Executive Principal, supported by the CSEL. Any decisions/ recommendations must be approved by the Board of Directors.

A model agenda for a Local Governing Body Meeting: -

- Catholic Life of the School including the promotion of pupils' spiritual, moral, social and cultural development.
- The quality of education.
- Behaviour and attitudes
- Personal development
- Leadership and Management
- Evaluation of EYFS/Sixth Form Provision
- The above six points should be framed within the priorities of the school improvement plan (which should follow the same headings) using case studies and staff presentations
- Safeguarding
- Budget monitoring
- HR & Operations (Health and Safety)

Sub-committees of the Board of Directors

The committees are:

- **Audit and Finance.** Will meet **at least** 5 times per year.
- **HR, Operations and Staff Well Being.** Will meet **at least** 5 times per year.
- **Curriculum, Standards and Pupil well-being.** Will meet **at least** 3 times per year.
- **Catholic Life and well-being.** Will meet at least 3 times a year.

All sub-committees are to ensure that our Catholic Values underpin all conduct and decisions made. Any meetings must be calendared and reported to the Board of Directors. To be quorate at least 2 directors should be present on each committee.

All committees of the Board of Directors take account of the following:

- **Catholic Life** is at the heart of the distinctive nature of the St John Paul II Multi Academy Company, making sure it fulfils the mission of the Church. All BofD committees must ensure the compliance with the Canon Law of the Roman Catholic Church, Section 48 inspection requirements.
- **Safeguarding** is the first responsibility of all of those in governance of the multi academy as it is for all employed staff.
- **Health and Safety** – All meetings at the St John Paul II MAC include this as a standard item. The Board of Directors are ultimately responsible for the Health and Safety of pupils, staff and visitors.

Audit and Finance Subcommittee

This subcommittee will base its agendas around the requirements of the **Academies Handbook** and will ensure that each school and the St John Paul II Multi Academy Company are meeting the requirements of the ESFA.

The **membership** is as follows:

- Chair nominated by St John Paul II Multi Academy Company Board – voting rights
- At least two other board members – voting rights
- CSEL – speaking rights
- Deputy CSEL – speaking rights
- COO – speaking rights
- By invitation:
 - Principals / HoS by invitation – speaking rights
 - Co-opted members as required – speaking rights
 - Members of LGB as required – Speaking rights.

The **terms of reference** for this committee; -

- Acting on findings of external audit report
- Monitoring St John Paul II Multi Academy Company finances
- Receiving the reports of the Responsible Officer and Auditors
- Reviewing all St John Paul II Multi Academy Company finance related policies
- Catholic Life and how decisions made by this committee strengthen this fundamental aspect of our schools.
- Safeguarding
- Planning strategies for the future sustainability of the St John Paul II Multi Academy Company including VFM with procurement
- Authorised to give approval as stated in the Financial Scheme of Delegation
- Authorised to approve the use of SCA funding as stated in the Financial Scheme of Delegation.
- Authorised to approve policies this committee is responsible for, where there are no changes

HR, Operations and Staff Well Being Subcommittee

This committee will form its agendas to ensure the St John Paul II Multi Academy Company is meeting the requirements of employment law and will review all its activity to ensure it is behaving as a good and fair employer.

The **membership** is as follows:

- Chair nominated by the St John Paul II Multi Academy Company Board – voting rights
- At least two other board members - voting rights
- CSEL – speaking rights
- Deputy CSEL – speaking rights
- COO – speaking rights
- By invitation:
 - Principals / HoS by invitation – speaking rights
 - Chair of Staff Consultative Committee – speaking rights
 - Co-opted members as required by the Chair – speaking rights
 - Members of LGB as required – Speaking rights.

The **terms of reference** for this committee; -

- Approve and monitor staffing structures for all schools and the central team to ensure financial sustainability and operational effectiveness.
- Receive reports from the Principals/HoS/SCC
- Review all St John Paul II Multi Academy Company HR related policies
- Monitor risks to the organisation i.e. Absence, Capability, Disciplinary
- Review performance management procedures and oversee performance management arrangements for the Principals, Executive Principals, HoS and COO
- Monitor any themes/trends of issues of staff wellbeing
- Safeguarding/Health and safety
- Manage and oversee (in accordance with Diocesan guidance) the recruitment of staff to protected positions (substantive and acting) as follows:
 - RE Leader
 - Vice Principal
 - Head of School

A Director must be on the interview panel for each of these appointments and the panel decision must be ratified by Directors.

- Manage and oversee the recruitment of other staff as follows:
 - Centrally employed managers (a Director must be on the panel)
 - Centrally employed staff/ staff employed across more than one school – delegated to CSEL/ COO.

The panel decision must be ratified by the Board of Directors.

- The Chair of the Committee or the Director attending the interview panel will notify the Board and communicate any commencement and outcomes of recruitment for the above positions.
- Authorised to approve policies this committee is responsible for, where there are no changes

Curriculum and Standards Committee

The specific purpose of this committee is to monitor the quality and standards of all St John Paul II MAC schools' education curriculum delivery and outcomes for its pupils. To make appropriate comments and recommendations on such matters, to the Board of Directors on a regular basis and refer major issues to the Board of Directors for ratification.

The **membership** is as follows:

- Chair nominated by the St John Paul II Multi Academy Company Board - voting rights
- At least two board members - voting rights
- CSEL - voting rights
- Deputy CSEL – speaking rights
- By invitation:
 - COO - speaking rights
 - Principals / HoS/ - speaking rights
 - Priest / Chaplaincy /PICCL rep – speaking rights
 - Pupil voice - speaking rights
 - Representatives from the leadership teams by invitation - speaking rights
- Co-opted members as required by the Chair– speaking rights
- Members of LGB as required – speaking rights.

The **terms of reference** for this committee; -

- To understand, support and challenge the performance data on St John Paul II Multi Academy Company schools
- To ensure the curriculum in all schools meets the requirements of the St John Paul II MAC vision.
- To secure SEND provision and outcomes in accordance with St John Paul II MAC policy
- Review all St John Paul II Multi Academy Company related policies
- Monitor Attendance, Behaviour and Exclusion data for each school within the St John Paul II Multi Academy Company
- Monitor pupil wellbeing and encourage the views of pupils on their well-being.
- Monitor Student Development and Careers/Work Based Learning provision
- Monitor the effectiveness of Safeguarding Policy and procedures.
- Authorised to approve policies this committee is responsible for, where there are no changes

Catholic Life and well-being Sub-Committee

The specific purposes of this committee are:

- To articulate and promote the Catholic vision of the St John Paul II MAC.
- To advise St John Paul II MAC on establishing, maintaining and developing high-quality communication between the St John Paul II MAC, its schools, their local parishes and deaneries, and the wider community.
- To monitor the spiritual and pastoral care of all members of our academy communities, ensuring that leaders are supported and trained.
- To ensure the appropriate provision of Chaplaincy is available for every Academy.
- To monitor curriculum advice and guidance.

To oversee appointments to LGBs and governance functions including admissions.

- Chair nominated by the St John Paul II Multi Academy Company Board - voting rights
- At least two board members - voting rights
- CSEL - voting rights
- Deputy CSEL – speaking rights
- By invitation:
 - COO - speaking rights
 - Principals / HoS/ - speaking rights
 - Priest / Chaplaincy /PICCL rep – speaking rights
 - Pupil voice - speaking rights
 - Representatives from the leadership teams by invitation - speaking rights
- Co-opted members as required by the Chair– speaking rights
- Members of LGB as required – speaking rights.

The **terms of reference** for this committee; -

- Receive the reports of the CSEL/Principals /HoS/PICCL
- Monitor and evaluate Catholic Life, RE and Collective Worship across the MAC in line with the Diocesan S48 Inspection Framework.
- Monitor Catholic Life and how decisions made strengthen this fundamental aspect of our schools.
- To promote and develop and evaluate the effectiveness of links between schools and local parish churches.
- To provide Relationships and Sex Education, and Equality and Diversity Policies for schools in St John Paul II MAC, monitoring and reviewing their implementation.
- To monitor the impact of RE on the spiritual wellbeing of St John Paul II MAC schools.
- To promote and develop links between St John Paul II MAC academies and other faith organisations.
- To articulate and evaluate the vision and values of St John Paul II MAC itself, ensuring effective communication of these to academies and other stakeholders.
- To work collaboratively with the Diocesan Board of Education to support the fulfilment of its core aims and statutory responsibility for church academies.
- Authorised to approve policies this committee is responsible for, where there are no changes

Leaders Advisory Group (LAG)

This group will meet at least once a half term. It is not a subcommittee of the Board of Directors but can submit agenda items to the Board of Directors according to and anticipating the needs of all the schools in the St. John Paul II Multi-Academy. This group is a consultative, advisory and coordination group. It generates ideas about future development plans, supports provision of systems leadership across the St John Paul II Multi Academy Company, managing key operational risks.

The **membership** is as follows:

It is expected that each school's Principal or Executive Principal attends these meetings. If the Principal/ Executive Principal is unable to attend, Heads of School, Vice Principals or other senior leader should attend. It is possible that a member of a School's Leadership Team can attend if a request is made of the chair – this would either be to present an initiative or for professional development. As well as the above, this group includes the CSEL, Deputy CSEL and COO and, when the agenda dictates, other senior leaders of the St John Paul II Multi Academy Company. The meeting will be chaired by the CSEL or Deputy CSEL. The Chair of the Board of Directors always attends all or part of this meeting and as with any meeting in the multi-academy any Director can attend the LAG.

The **terms of reference** for this committee; -

- Executive Principals/ Heads of School and Principals to regularly report on areas of strength and development in their schools
- The drafting of cross St John Paul II Multi Academy Company improvement initiatives and policies
- Agree the benchmarking of reports to BofDs and its' committees
- The best possible provision for all schools within the St John Paul II Multi Academy Company with VFM with better control over services provided
- Joint CPD and INSET for the best possible teaching and learning.
- Any member of the committee can suggest agenda items for each meeting that are either coming from individual schools or areas of development across the St John Paul II Multi Academy Company
- Any other joint working or initiatives
- Agree agenda items for the Board of Directors.

Note on attendance at meetings for senior leaders

Executive Principals, Principals and Heads of School are part of the senior group providing professional advice and guidance to Directors and are instrumental in developing and driving the Academy's vision. They are not Directors and attendance at BOD meetings is therefore not required. However, it is important that the LAG group's views are properly represented at BOD meetings. We will achieve this by:

- Ensuring that all issues needing to be discussed at BOD meetings relating to schools will be fully discussed at the LAG group and recommendations/ proposals will be agreed prior to being submitted to Directors for approval.
- Agendas and papers are being published at least 7 days in advance of meetings to ensure that there are no surprises in what is being discussed.
- Principals can attend full BOD meetings and Committees on a rotational basis and by invitation to insure the LAG group is represented at these meetings.

Operational arrangements for the Board of Directors

Membership	<ul style="list-style-type: none"> The membership of the Board shall be up to 11 Foundation Directors appointed by the Diocese with a term of office of four years with a maximum of three terms (added). Co-opted Directors can be appointed by the Diocese for one year, with a maximum of three terms. Membership of any Committee of the Board must be a minimum of 3 Directors As required by the DES, Directors cannot also adopt a position of a Governor of a school within the STJPIIMAC
Quorum	<ul style="list-style-type: none"> There must be at least three MAC Directors for a Board Meeting to be valid. If there are more than nine MAC Directors then that minimum number rises to be one third of the total number of MAC Directors (rounded up to a whole number). There must be at least 2 Directors in attendance at a Committee meeting to be quorate.
Meetings	<ul style="list-style-type: none"> The Full Board shall meet at least 5 times each academic year. Committees to meet otherwise as stated in the Terms of Reference. Any additional meetings will be called as necessary; at least 7 days' notice must be given when calling a board meeting, unless for extraordinary rationale.
Minutes	<ul style="list-style-type: none"> The minutes will be taken by the Governance Professional
Chairing	<ul style="list-style-type: none"> The board should elect a Chair and Vice-Chair on an annual basis. The Chair/Governance Professional will be responsible for drawing up the agenda and getting it sent out to board members at least 7 days in advance. Should the Chair or Vice-Chair not be present at the meeting, a temporary Chair should be elected for the meeting

Operational arrangements for the Local Governing Bodies

Membership	<p>The membership shall be:</p> <ul style="list-style-type: none"> At least six Foundation Governors appointed by the Archbishop or as many more Foundation Governors as are necessary to make sure that the number of Foundation Governors in post always exceeds the number of all other Governors in post (including any Directors) by at least two. One of the Foundation Governor positions must be made available to a Priest. In a Primary School, this will normally be the priest of the parish that the school serves. In a Secondary School, this will normally be the priest of one of the parishes of the feeder schools. 2 elected parents, 1 elected staff and the Principal or Head of School. Local Governing Bodies can also co-opt governors. As required by the DES, LGB members cannot adopt a position of Governor and Director of the STJPIIMAC simultaneously
Quorum	<ul style="list-style-type: none"> The quorum shall be the majority of Foundation Governors; one third of the membership, rounded up to a whole number.
Meetings	<ul style="list-style-type: none"> The committee shall meet at least 5 times each academic year and otherwise as required. – see calendar for meeting 'windows'. Any additional meetings will be called as necessary; at least 7 days' notice must be given when calling a board meeting
Minutes	<ul style="list-style-type: none"> The minutes will be taken by a Governance Professional
Chairing	<ul style="list-style-type: none"> The LGB should elect a Chair and Vice-Chair on an annual basis The Chair/Governance Professional will be responsible for drawing up the agenda and getting it sent out to board members at least 7 days in advance. Should the Chair or Vice-Chair not be present at the meeting, a temporary Chair should be elected for the meeting.

SEVEN PRINCIPLES OF PUBLIC LIFE

Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.