



Scheme of Governance

Cathedral Schools Trust

December 2022

Changes

Version	Date	Amended by	Recipients	Purpose
1	1 October 2017	CST Trustees	Members of CST, every Trustee, each Local Governor, the Executive Principal, the Headteachers of the Academies operated by CST (the Heads), the Finance Director, the Clerks and the Company Secretary (if appointed) and others at the discretion of the Chairman of the Trustees of CST. CST Website updated.	Annual review - no changes
2	19 September 2018	CST Trustees		Annual review - no changes
3	12 December 2019	CST Trustees		Annual review - no changes
4	20 October 2020	CST Trustees		Annual review - added in various provisions which relate to the new 'mixed MAT' status of CST as of 01122020 amend in line with best practice and the latest Academies Financial Handbook
5	09 December 2021	CST Trustees		Annual Review - alongside Financial Regulations Policy. Updated in line with changes in legislation and to give more clarity
6	08 December 2022	CST Trustees		Annual Review - alongside Financial Regulations Policy.

Alterations

This Scheme may be altered, added to or repealed by a majority resolution of the Trustees or by the Members of CST in a general meeting.

Approvals (Annual)

Version	Date	Approved by
1	20 June 2016	CST Trustees
2	18 September 2017	CST Trustees
3	19 September 2018	CST Trustees
4	12 December 2019	CST Trustees
5	20 October 2020	CST Trustees
6	09 December 2021	CST Trustees
7	08 December 2022	CST Trustees

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Introduction

This Scheme of Governance (**Scheme**) has been made by the Trustees of the Cathedral Schools Trust (**CST**) to set out a framework under which CST is governed and managed, and in particular:

- how the individuals which are involved in the governance of CST work together effectively;
- the relationship between the Trustees, the local governing bodies (**LGBs**) and the executive leadership team; and
- how the Trustees ensure compliance with the various legal and regulatory requirements placed on them.

This Scheme shall be reviewed by the Trustees annually and in doing so, the Trustees shall have regard to any new legislation or guidance affecting the provisions of these documents.

This Scheme may be altered, added to or repealed by a majority resolution of the Trustees.

A copy of this Scheme shall be given to the Members of CST, every Trustee, each Local Governor, the Executive Principal, the Headteachers of the Academies operated by CST (the **Heads**), the Finance Director, the Clerks to Local Governing Bodies (**LGBs**), and the Governance Professional.

CST - the academy trust

CST is a charitable company limited by guarantee with exempt charitable status. Its constitution is its Articles of Association (**Articles**). The Objects of CST (the purposes it exists to further) are set out in Article 4 as follows:

"The Academy Trust's objects ("the Objects") are to advance for the public benefit education in the United Kingdom"

CST is responsible for the operation of Bristol Cathedral Choir School, Cathedral Primary School, Victoria Park Primary School, Headley Park Primary School, St Katherine's School, Stoke Park Primary School, Trinity Academy, Hotwells Primary School, St Werburgh's Primary School and any schools that join CST in the future (**Academies**). Where an Academy is designated with a Church of England religious character, it shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship.

CST has entered into a master funding agreement and separate supplemental funding agreements for each Academy with the Secretary of State for Education in relation to the funding of the Academies (**Funding Agreement**).

The Funding Agreement places a number of requirements on CST including the requirement to comply with the Department for Education's (**DfE**) Academy trust handbook (as amended from time to time) (**Handbook**).

There are a number of roles involved in the running of any multi-academy trust and these are as follows:

- the Members;
- the Trustees;
- the Executive Principal;
- Local Governing Bodies (**LGBs**): each Academy (or two or more Academies) has an LGB formed by the Trustees as a committee of the Trustees. The members of the LGBs are called **Local Governors**; and
- the Headteachers (**Heads**): who have responsibility for the day to day running of their respective Academy.

Members

1.1 The role of the Members

In simple terms, the Members "own" CST. They have a number of statutory rights, including:

- the right to appoint the auditors;
- the right to remove Trustees (provided that a specific procedure is followed which includes the right of the relevant Trustee to make representations);
- the right to amend the Articles, and
- the right to receive the annual report and accounts.

They also have the right to appoint a minimum of three Trustees under the Articles.

The Members are required to provide a guarantee that if CST were to be wound up and the assets did not meet all of its liabilities, they would contribute £10.

The Members must meet at least once a year at an annual general meeting (**AGM**). Members' meetings are referred to in the Articles as 'general meetings' and, save for the AGM, there is no minimum number of meetings. That said, Members are likely to meet more frequently in order to discharge their wider functions and DfE expectations which are set out in the DfE's document [Governance Structures and Roles](#).

Members have a general duty to exercise their powers in a way which they decide, in good faith, will further CST's Objects and are regarded as the guardian of the governance arrangements.

1.2 The appointment of the Members

Members are appointed in accordance with Articles 12 to 18 and will therefore necessarily include the Dean of the Cathedral Church of the Holy and Undivided Trinity in Bristol (the **Dean**) (in their capacity as representative of The Diocese of Bristol Academies Company) and the Diocesan Bishop together with two individual Members and other individuals appointed by special resolution. There must be a minimum of three Members at any one time although the DfE's current policy is that every academy trust should endeavour to have five Members. As an academy trust which is able to operate academies both with and without religious designation (a 'mixed MAT'), CST will (ordinarily) have eight Members to ensure that 25% of the Members are appointed to represent the Church of England.

On appointment, all Members are required to:

- undergo an enhanced Disclosure and Barring Service (**DBS**) check and a section 128 check;
- complete a consent to be a member form (attached at Appendix 1); and
- complete a declaration of business interest form (attached at Appendix 5).

The member consent form contains an undertaking to the Dean to uphold the Object of CST and the religious ethos of the Academies. The Governance Professional will update the register of Members as appropriate. Companies House does not need to be notified.

The Handbook requires the appointment of any new Member to be notified to the DfE (in practice via the government "Get information about schools" system) within 14 days of appointment to enable an assessment of his or her suitability. New Members must be notified that a notification for this purpose will be made.

Trustees

1.3 Capacity of Trustees

Each Trustee is:

- a director of CST; and
- a charity trustee.

The Trustees meet together as the Board of Trustees to carry out their duties and functions.

All Trustees are required to:

- follow the Seven Principles of Public Life set out by the Committee on Standards in Public life (referred to as "the Nolan Principles" and set out in Appendix 2);
- comply with:
 - the Articles;
 - this Scheme;
 - the Decision Making Matrix;
- uphold the vision and values of CST;
- ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of CST;
- have regard to the DfE guidance on the governance of academy trusts including the Handbook, the Governance Handbook and the Competency Framework for Governance (as amended from time to time);
- not misuse information gained in the course of their Trusteeship for personal gain, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations; and
- participate actively in the induction process and any relevant training.

1.4 Constitution of the Board of Trustees

The minimum number of Trustees is three and the number of Trustees is not subject to any maximum, unless otherwise determined by the Members.

The **Board of Trustees** is constituted as follows:

- a minimum of three Trustees appointed by the Members;
- two Trustees appointed by the Dean provided that these Trustees do not exceed 25% of the total number of Trustees;

- the Executive Principal (if appointed as a Trustee by the Members and if accepted by the Executive Principal);
- at least two parent Trustees elected or appointed under Articles 53-56, unless there is a minimum of one Parent Local Governor serving on each LGB (and in all other cases, such number of parent Trustees as may be confirmed by the Members); and
- co-opted Trustees (appointed by Trustees who are not themselves co-opted Trustees).

1.5 **The appointment of Trustees**

On appointment, all Trustees shall be required to:

- undergo an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chair of Trustees) and a section 128 check;
- complete a Trustee declaration (attached at Appendix 23);
- complete an AP01 form for submission by the Governance Professional to Companies House (either in paper form or electronically); and
- complete a declaration of business and pecuniary interests form (attached at Appendix 5).

The Governance Professional shall update the register of Trustees in the statutory books.

Again, the Handbook requires the appointment of any new Trustee to be notified to the DfE (in practice via the government "Get information about schools" system) within 14 days of appointment to enable an assessment of his or her suitability.

1.6 **Recruitment of Trustees**

It is essential that the Board of Trustees has a proper mix of skills and experience. The Members, the Trustees and the Dean must therefore be able to identify potential new Trustees in order to plan for succession which combines continuity of experience and expertise with new ideas and energy.

The Board as a whole is responsible for ensuring that:

- the skills of any new Trustees fit in with CST's requirements in the short, medium and longer term;
- each new Trustee is not disqualified from acting as a Trustee by any provision of CST's Articles (including the requirement that he or she is not disqualified as a company director or charity trustee);
- there is a system in place which ensures that all relevant checks, including an enhanced DBS check (countersigned by the Secretary of State in the case of a new Chairman) and a section 128 check, are completed before or as soon as practicable after a Trustee takes up position; and
- the new Trustee understands the responsibility he or she is taking on and consents to act as a Trustee.

Each new Trustee will be properly inducted to ensure that he or she understands the nature and extent of his or her role and responsibilities. It is the duty of a new Trustee to ensure that he / she is familiar with the Objects of CST; its history and ethos and the nature and extent of its activities; and the content of CST's Articles.

Each new Trustee shall be provided with a copy of:

- the Articles;

- this Scheme;
- the Decision Making Matrix (referred to in paragraph 5 of this Scheme);
- the Handbook;
- copies of CST's annual report and financial statements from the previous three years;
- CST's vision and values;
- CST's development plan / improvement plan;
- any CST inspection reports (Ofsted);
- a list of CST policies and where to access them;
- a list of other Trustees;
- a calendar of meetings;
- the minutes of the two most recent board meetings;
- details of their fellow mentor Trustee (if applicable); and
- details of any upcoming training sessions available.

1.7 **Training and development of Trustees:**

The Trustees shall ensure that the Board has the skills and experience needed to perform its functions effectively (and shall refer to the DfE's Competency framework for governance in doing so). Trustees shall also be kept up to date with developments in the legal and regulatory framework in which CST operates.

The Trustees must have in place a system for evaluating Trustees, with a view to identifying potential gaps in their skills and any requirements for training and assessing its own effectiveness. Such evaluation shall be carried out annually.

1.8 **Accountability of Trustees**

The Trustees are chiefly accountable to:

- the beneficiaries of CST (pupils at the Academies and their parents) and to the local community for the quality of education and pastoral care at the Academies, for matters of health and safety and for safeguarding and promoting the welfare of the pupils;
- the DfE, the Education and Skills Funding Agency (**ESFA**) and specifically the Secretary of State under the terms of the Funding Agreement;
- the Secretary of State (in his or her role as principal regulator in respect of charity matters) for operating CST for the public benefit, for the prudent management of CST and its financial efficiency, and for compliance with legislation including charities legislation;
- the employees of CST for their working environment, and for compliance with the contract of employment and employment law requirements and matters of health and safety; and
- other regulatory authorities for compliance with regulated responsibilities to which CST and the Academies are subject.

1.9 **Powers, functions and responsibilities of Trustees**

The Trustees are responsible for the governance and supervision of CST, its committees (including the LGBs) and the executive leadership team.

The Trustees have a number of duties and responsibilities relating to the management of CST and its finances. In summary, the Trustees are responsible for:

- establishing the vision, mission and values for CST;
- carrying on CST in accordance with the objects of CST as set out in the Articles and safeguarding the assets of CST;

- designing strategy and structure for the operation of CST;
- the delegation of running the Academies and directing the education, pastoral care, financial and other policies of the Academies to the Executive Principal in accordance with the Articles, the Funding Agreements (including the Handbook), and the Decision Making Matrix;
- ensuring sound management and administration of CST, and ensuring that managers are equipped with the relevant skills and guidance;
- financial controls and the financial management of CST in accordance with the provisions of the Handbook, which sets out in detail provisions for the financial management of each Academy including guidance on financial systems and controls and accounting and reporting requirements;
- setting standards of conduct and values, monitoring performance and the achievement of objectives, and ensuring that plans for improvement are acted upon;
- risk management, that is identifying, quantifying and devising systems to minimise the major risks affecting CST;
- agreeing a procedure for whistleblowing, ensuring that all staff are aware of the whistleblowing procedure, ensuring that there is one Trustee and one member of staff nominated as the contact to which concerns can be raised and that any concerns which have been raised are responded to properly and fairly; and
- ensuring CST and the Academies are conducted in compliance with the general law.

The duties and responsibilities of the Trustees are explained in further detail in *CC3: the essential trustee: what you need to know, what you need to do* (Charity Commission, May 2018).

The Trustees shall have regard to the framework for inspecting schools in England under section 5 of the Education Act 2005 (as amended) issued by the Office for Standards in Education, Children's Services and Skills (**Ofsted**).

1.10 **Conducting Trustees' business**

The Trustees are required to:

- act together and in person and not delegate responsibility of CST to others;
- act strictly in accordance with the Articles;
- act in CST's interests only and without regard to their own private interests;
- manage CST's affairs prudently;
- not take personal benefit from CST unless expressly authorised by the Articles or the Charity Commission; and
- take proper professional advice on matters on which they are not themselves competent.

The Trustees should also hold the Executive Principal and the Finance Director accountable. They should offer support, constructive advice, be a sounding board for ideas, a second opinion on proposals and help where needed, but will also challenge, ask questions, seek information and improve proposals where appropriate and at all times act in the best interests of CST.

1.11 **Chairman of Trustees**

Each school year, the Board shall elect a Chairman and a Vice-Chairman from among their number, provided that the individuals shall not be employees of CST. The terms of the Chairman and Vice-Chairman's appointments are set out in Article 82-92. A change of Chairman will require a notification to be made to the DfE, including a DBS and section 128 check to be submitted via the DfE.

The main role of the Chairman is to chair meetings of the Board of Trustees. He or she also provides leadership to the Trustees and acts as the main point of contact between the Trustees and the Executive Principal and Finance Director.

apart from any special responsibilities or powers given to the Chairman in the Articles of Association (e.g. the right to chair meetings of the Board of Trustees and to have a second or casting vote in any case of an equality of votes at a meeting of the Board of Trustees), the Chairman has no special powers or rights over any other Trustee. If the Chairman is to carry out certain specific functions (for example, the power to approve an overspend in a certain area of the budget or the Executive Principal's appraisal) then this must be delegated to him by the Board (through the Decision Making Matrix or otherwise) in accordance with an appropriate power of delegation in the Academy Trust's Articles.

1.12 Meetings of Trustees

There will be at least three meetings of the Trustees in every academic year. Meetings will normally be held towards the end of each term and the dates will be published at the beginning of each academic year.

All meetings of the Trustees shall be convened and conducted as provided by the Articles.

Each meeting of the Trustees will ordinarily cover the following:

- a report on the financial position, including income and expenditure and financial commitments against agreed budgets;
- whether adequate financial monitoring of budgets and activities is being undertaken;
- progress on any action identified to improve financial arrangements;
- significant contracts proposed to be entered into;
- details of any significant matters affecting:
 - i) staff
 - ii) pupils' welfare or education; and
 - iii) assets.

In consultation with the Chairman and the Executive Principal, the Governance Professional shall ordinarily prepare an annual plan for the meetings of the Trustees in advance.

1.13 Risk management

The charities statements of recommended practice (Charities SORP FRS102 and Charities SORP FRSSE) set out requirements for reporting on the risks to a charity. These requirements apply to all charities which meet the charity audit threshold, regardless of whether they are reporting under FRS102, which applies to larger charities, or FRSSE, which applies to smaller charities.

The Trustees' report must include a description of the principal risks and uncertainties facing CST and its subsidiary undertakings, as identified by the Trustees. The report must also include a summary of the Trustees' plans and strategies for managing these risks. The Trustees must identify specific risks and describe ways to combat each one, rather than making general statements regarding risk management.

The Trustees are therefore responsible for:

- identifying the major risks that apply to CST, including:

- operational risks (employment issues, health and safety, fraud, service quality and development etc.);
- financial risks (accuracy of financial information, cash flow, reserves, over-reliance on funding sources etc.);
- external risks (changes in government policy, economic factors, demographic changes, adverse publicity etc.); and
- regulatory risks (compliance with legislation, changes in policies of the regulators etc.).
- making decisions (based where appropriate on advice from professional advisors) as to how to respond to those risks;
- recording the identification and responses to risks in a risk register; and
- making appropriate statements regarding the management of risks in the annual report.

Noting that the overall responsibility for risk management and oversight of the risk register lies with the Trustees, the Audit and Risk Committee, supported by nominated Trustees and the Finance Director, shall prepare a risk register for approval by the Trustees, along with a procedure by which the risk register shall be subject to regular review and made available to all staff. The risk register shall have named individuals assigned to manage each area.

1.14 The management of conflicts of interest

The Companies Act 2006 imposes a statutory duty on the Trustees to avoid situations in which they have or could have an interest which conflicts (or could conflict) with the interests of CST. The duty is to:

- a) declare the nature and extent of any interest in any matter relating to CST; and
- b) avoid any conflict of interest between that interest and the interests of CST.

In addition, charity law and guidance issued by the Charity Commission confers obligations on the Trustees to manage any conflict between a Trustee's duty to CST and their own personal interests or for a Trustee to be influenced by conflicting duties to CST and a third party.

Trustees who are nominated or appointed by other institutions have the same powers and duties as all other Trustees and owe their duties to CST only. They must not allow those duties to come into conflict with duties they may owe to their nominating / appointing body.

All Trustees are required to complete a declaration of business interests form on appointment contained in Appendix 5 and on an annual basis (including a nil return). Such declarations shall include:

- all business and financial interests such as directorships, shareholdings, and other appointments of influence within a business or other organisation (including trusteeships or governorships held at other educational institutions/charities); and
- interests of related persons including, but not limited to, parents, spouses, children, personal and business partners.

The Governance Professional shall be responsible for maintaining a register of business interests including nil returns.

Each meeting of the Trustees shall include a standing agenda item for those attending to declare any changes to their declarations of interest.

Any payment to a Trustee or a person or body connected to a Trustee) may only be paid if such payment is authorised under Article 6 of the Articles.

No Trustee shall receive any payment for their work as a Trustee, other than payment of reasonable out of pocket travel, accommodation and other expenses which shall be subject to the prior written approval from the Finance Director.

Delegation of powers of Trustees

Trusteeship (and directorship which necessarily follows) is a personal office of trust and responsibility and this cannot be transferred to another individual. However, in order to ensure the proper management of the Academies, the Trustees are able to delegate specific tasks to assist them in carrying out their duties and obligations.

It is for the Board of Trustees to determine what decisions it will take for itself, what will be delegated to committees, working groups or individual Trustees (e.g. the Chairman) and what will be delegated to the Executive Principal and the Finance Director. The Trustees must also consider when and from whom they should take professional advice.

Delegation can be made to:

- Trustee committees (or individual Trustees);
- the LGBs;
- the Executive Principal and other members of the executive leadership team; and
- the Heads.

In determining whether delegation is appropriate, the Trustees will have regard to the following principles:

- non-executive powers must be exercised by the Trustees personally and may not be delegated;
- except when it is impracticable to do so, executive powers should be delegated to the Executive Principal and the Finance Director, who may authorise further delegation; and
- every act of delegation is only a delegation of powers and does not relieve the Trustees of responsibility.

The Trustees must not delegate any of their powers listed in Appendix 4 (**Reserved Matters**).

The Trustees have determined that the delegations set out in the "Decision Making Matrix" shall apply (subject to the Intervention Rights set out in paragraph 6 below) which shall be reviewed annually.

Intervention Rights

Intervention in times of concern

The Board of Trustees remains ultimately responsible for CST and the conduct of the Academies. The operation of the various elements of governance outlined in this Scheme of Governance and the Decision Making Matrix are crucial to its success. However, there will be circumstances (more the exception than the norm) where the Board of Trustees might need to intervene and, for example, withdraw delegated authority for a particular element of governance.

In such circumstances, the Board of Trustees, along with the Executive Principal and his or her team ("the **executive leadership team**"), would work closely with any Academy or Academies concerned and those involved in their governance who would be expected to promptly implement any advice or recommendations made by the Board of Trustees and the executive leadership team.

The Board of Trustees reserves the right to review or remove any power or responsibility which it has delegated, in particular, in circumstances where serious concerns in the running of an Academy or Academies are identified (either internally within CST or by a third party), including but not limited to where:

- there are concerns about financial matters;
- insufficient progress is being made against educational targets (including where intervention by the Secretary of State is being considered or carried out);
- there has been a breakdown in the way the Academy is managed or governed;
- the safety of pupils or staff is threatened, including a breakdown of discipline; or
- the Board of Trustees considers such removal of power or responsibility appropriate in all of the circumstances.

The delegated budget

In line with their duties and responsibilities as trustees and directors and irrespective of the delegations set out in the Decision Making Matrix, the Board of Trustees shall be entitled to determine that a proportion of the budget in respect of the Academy be held centrally for the following reasons:

- to be allocated to the provision of central services received by the Academy;
- in pursuance of CST's reserve policy; and/ or
- as otherwise may be determined by the Board acting reasonably and in the best interests of CST.

The Company Secretary and the Governance Professional

The Company Secretary (if one is appointed) is appointed and removed by the Trustees.

If appointed, the Company Secretary is the chief administrator with respect to CST's administration affairs. If a Company Secretary is not appointed, then the Governance Professional is the chief administrator with respect to CST's administration and affairs.

Pursuant to the Articles and the Handbook, the Trustees must also appoint a Governance Professional (who may or may not also be the Company Secretary). The Governance Professional shall not be a Trustee (including the Executive Principal) or a Head. However, if the Governance Professional fails to attend a meeting of the Trustees, the Trustees may appoint any one of their number or any other person to act as Governance Professional for the purposes of that meeting.

The Trustees and the Governance Professional shall have regard to any DfE guidance relating to the role of the Governance Professional.

Committees

The Trustees may establish committees. The constitution, membership and proceedings of any committee shall be determined by the Trustees under terms of delegation.

Each committee shall be chaired by a Trustee (with the exception of an LGB which may or may not be chaired by a Trustee).

Membership of a committee may include persons who are not Trustees provided that (with the exception of the LGBs) a majority of the members of the committee is Trustee.

Except in the case of an LGB, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees.

The Trustees shall ensure that they receive adequate feedback on the work of any committees.

The Trustees Committees will act in an advisory capacity to the Trustees, except where powers have been specifically delegated to them by the Trustees. The specific committees to be appointed are as follows:

- Finance and Operations;
- Staffing;
- Education and Standards; and
- Audit and Risk.

The terms of delegation of each committee of the Trustees must be approved by the Board of Trustees and reviewed at least once in every 12 months. They provide the sole agreed framework within which each committee operates.

In accordance with the Handbook, the Trustees must establish an Audit and Risk Committee (or other Committee with an audit and risk function) which must direct CST's programme of internal scrutiny and report to the Board of Trustees on the adequacy of CST's financial and other controls and management of risks. The Audit and Risk Committee (or other Committee with an audit and risk function) must have regard to the Handbook. The Audit and Risk Committee (or other Committee with an audit and risk function) must meet at least three times each year.

The Audit and Risk Committee (or other committee with an audit and risk function) must have an annual programme of review and identify on a risk-basis (with reference to its risk register) the areas it will review, modifying its checks accordingly.

A short annual summary report outlining the areas reviewed, key findings, recommendations and conclusions must be prepared and presented to the Audit and Risk Committee (or other Committee with an audit and risk function) for each year ended 31 August by the person or organisation carrying out the programme of works. The summary report must be submitted to the ESFA (along with the audited report and accounts) by 31 December each year.

The terms of delegation of each committee of the Trustees must be approved by the Trustees and reviewed at least once in every 12 months. They provide the sole agreed framework within which each committee operates.

Local Governing Bodies

The Trustees will establish an LGB in respect of each of the Academies (although may, if desired, appoint one LGB in respect of two or more of the Academies). The LGB is a committee of Trustees. They are constituted and operate under terms of delegation which are set out in a separate document which may be amended by the Trustees from time to time. The Decision Making Matrix and the terms of delegation will confirm what powers the Trustees have delegated to the LGB.

In summary, the role of the LGB is to:

- monitoring and challenging the Academy's performance in all matters relating to the Ofsted framework;
- act as a key link between CST, parents and the Academy community;
- act as a sounding board for the Headteacher and executive leadership team and offer challenging but positive support to the Headteacher;
- continually review the overall impact of the Academy; and
- assist with and review the implementation of certain academy policies, such as student admissions and behaviour.

The LGB is made up of individuals who may or may not also be Trustees.

The Executive Principal

The Trustees may appoint a chief executive officer (who will be known as the Executive Principal). In doing so, the Trustees will comply with the Handbook in connection with levels of executive pay.

The role of the Executive Principal is to provide professional leadership, strategic management and direction for CST and its Academies. The Executive Principal may also be a Head of one or more of the Academies.

Subject to the approval of the Members, the Executive Principal may be appointed as a Trustee for a term of four years. At the end of his or her term of office as a Trustee, he or she is eligible for re-appointment.

The Executive Principal will report to the Trustees and shall comply with any reasonable direction by the Trustees when acting on CST's behalf.

Broadly, the Executive Principal is responsible for:

- the internal organisation, management and control of CST and each of the Academies;
- advising on and implementing CST's strategic framework; and
- the implementation of all policies approved by the Trustees.

The Executive Principal shall have the authority to direct the Heads in relation to operational and educational standards matters, particularly with regard to improving educational standards and matters which could adversely affect the financial or reputational position of CST.

The Executive Principal will formulate aims, objectives, policies and targets for the Trustees to consider, and will report to CST on progress at each meeting.

The Executive Principal has the responsibilities indicated in the Decision Making Matrix together with any additional responsibilities delegated to him or her by the Trustees from time to time.

The Trustees may delegate such specific powers as they consider are required by the Executive Principal for the carrying out of the above responsibilities.

The Accounting Officer

The Executive Principal shall have the role of **Accounting Officer** as set out in the Handbook.

The Accounting Officer is personally responsible to the Trustees for ensuring:

- regularity and propriety, that is dealing with money in accordance with applicable legislation, authority and rules and with fairness and integrity (including avoidance of personal gain);
- prudent and economical administration, which is concerned with securing value for money;
- avoidance of waste and extravagance;
- efficient and effective use of available resources; and
- the day to day organisation, staffing and management of CST.

The Accounting Officer is required to share the "Dear Accounting Officer" letters from the DfE with Members, Trustees, the Finance Director and other members of the senior leadership team.

Included in the responsibilities of the Accounting Officer is a duty to take appropriate action if the Trustees (or the LGB) or the Chairman is contemplating a course of action that the Accounting Officer considers would infringe the requirements of propriety or regularity (including the provisions of the Funding Agreement or other documents setting out the financial duties of the Trustees or of any other rules governing the conduct

of the Trustees), or would not represent prudent or economic administration, or the efficient or effective discharge of the Trustees' functions.

The Accounting Officer shall be required to provide a statement on governance, regularity, propriety and compliance in CST's annual report. The format of the statement is included within the Accounts Direction which is issued annually.

The Accounting Officer may delegate or appoint others, such as the Finance Director, to assist in carrying out these responsibilities.

In accordance with the Handbook, the Governance Professional must notify DfE (in practice via the government "Get information about schools" system) within 14 days of appointment of the Accounting Officer.

Finance Director

The Trustees shall appoint a Finance Director who shall be the chief financial officer for the purposes of the Handbook. In doing so, the Trustees will comply with the Handbook in connection with levels of executive pay.

In accordance with the Handbook, the Finance Director is responsible for, along with a wider remit, the following responsibilities:

- the day to day management of financial issues;
- the preparation and management of CST's budget;
- the maintenance of effective systems of internal control;
- ensuring that the annual accounts are properly presented and adequately supported by the underlying books and records of CST.

The Finance Director is responsible for guiding the Trustees on financial, audit and charity accounting matters, as well as dealing with the day to day management of the financial position of the Academies and the maintenance of effective controls.

The Finance Director shall report to the Trustees and the Finance Committee at least termly.

The Finance Director shall ensure compliance with the Handbook in the preparation of the monthly management accounts which set out CST's financial performance and position.

In accordance with the Handbook, the Governance Professional must notify DfE (in practice via the government "Get information about schools" system) within 14 days of appointment of the Finance Director.

CST Financial Regulations Policy

The financial regulations policy (**Finance Policy**), which shall be prepared by the Finance Director, shall be adopted by the Trustees, normally on the recommendation of the Finance and Operations Committee.

The purpose of the Finance Policy is to ensure that CST maintains and develops systems of financial control which conform with the requirements both of propriety and of good financial management.

The Finance Policy shall include:

- finance authorisation levels, which shall confirm the delegation of authority to key individuals up to a specified value;

- appropriate procedures to monitor cash requirements to ensure that CST will not become overdrawn;
- a competitive tendering policy for larger purchases in accordance with the Handbook; and
- a capitalisation limit for assets.

The Finance Director shall be responsible for preparing a policy for the disposal of assets for approval by the Trustees with a view to ensuring the best possible value is obtained from any disposal.

Budget approval

The Trustees shall be presented with a balanced budget for the year to 31 August for submission to the ESFA in line with the reporting deadlines set by the ESFA.

The Finance Director shall be responsible for:

- establishing a written procedure and timetable for setting a budget in advance of each academic year;
- setting the annual budget (including the assumptions on which it is based) for approval by the Trustees and for monitoring progress against it during the year;
- ensuring that all significant in year amendments to budgets are properly notified to the Trustees for approval. The Finance Committee shall determine the appropriate thresholds and procedures for this;
- reporting to the Trustees on the accuracy of the assumptions which have been used; and
- reporting to the Trustees on the key financial performance indicators included in the budget.

The Trustees shall be responsible for approving the final audited accounts and CST's accounting policies, as set out therein.

The Trustees shall ensure that they put in place procedures to review their own effectiveness and skills available in overseeing CST's financial performance, and the soundness of its internal control.

The Headteachers of the Academies

The Heads are responsible to the Executive Principal and to the Trustees for:

- the internal organisation, management and control of his or her respective Academy,
- the implementation of all policies approved by the Trustees that relate to his or her respective Academy; and
- the direction of the teaching and implementation of the curriculum at his or her respective Academy.

The Trustees may delegate such additional powers and functions as they consider are required by each of the Heads to enable them to carry out the above responsibilities.

The relationship between the Trustees and senior staff in general

The Trustees will support and oversee the work of the Executive Principal and the Finance Director and hold them accountable for the authority that is delegated to them and how they exercise it. The Trustees will not without good cause and consultation (where practicable) interfere in the exercise of the Executive Principal and Finance Director's executive powers.

The Trustees must fully consider any views and proposals relating to any matter within the non-executive powers of the Trustees which may be submitted to them by the Executive Principal or the Finance Director.

The Executive Principal and Finance Director shall maintain regular contact with the Chairman and the Vice-Chairman of Trustees and share all relevant information with them concerning the welfare and good reputation of the Academies and their community.

Any issues surrounding the performance of the Executive Principal or the Finance Director should be raised directly with the Chairman of Trustees, and likewise, any concerns the Executive Principal or the Finance Director have over the Trustees or one of their number should be raised with the Chairman (or the Vice Chairman in the case of the Chairman).

Further detail regarding the division of responsibilities between the Executive Principal and the Finance Director shall be set out in their respective service agreements.

Appendix 1 Consent to be a Member

Cathedral Schools Trust (Company)

I hereby consent to being a Member of the Company.

As a Member of the Company, I hereby undertake to contribute to:

- 1 the assets of the Company in the event of it being wound up whilst I am a Member or within one year after I cease to be a Member;
- 2 payment of the debts and liabilities of the Company contracted before I cease to be a Member and of the costs, charges and expenses of winding up; and
- 3 the adjustment of the rights of the contributories among themselves, such amount as may be required;

provided that any such contributions do not exceed in total the value of £10.

I undertake to exercise my powers as a Member in a way which will further the Company's Objects.

I further give an undertaking to the Dean of the Cathedral Church of the Holy and Undivided Trinity in Bristol to uphold the Object of the Company and to promote the religious character of the religiously designated Academies.

Signed

Full name

Address

.....

.....

.....

.....

Date

Please sign and retain the additional copy of this document with your records.

Cathedral Schools Trust: a company limited by guarantee

Company registration number: 06516626

Registered office: Cathedral Schools Trust, Bristol Cathedral Choir School, College Square, Bristol, BS1 5TS.

Appendix 2 The Seven Principles of Public Life set out by the Committee on Standards in Public Life ("the Nolan Principles")

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Appendix 2 Trustee declaration on appointment

Cathedral Schools Trust (Company)

I confirm that I am willing to act as a Trustee of the Company (**Trustee**). I further confirm that I am not disqualified from so acting by virtue of any provisions of the Articles of Association of the Company, including, but not limited to, the requirement that I am not disqualified from acting as a charity trustee or director by virtue of section 178 and 178A of the Charities Act 2011 (extract included below).

I further give an undertaking to the Dean of the Cathedral Church of the Holy and Undivided Trinity in Bristol to uphold the Object of the Company and to promote the religious character of the religiously designated Academies.

Signed

Full name

Address

.....

.....

.....

.....

Date

Please sign and retain the additional copy of this document with your records.

Cathedral Schools Trust: a company limited by guarantee

Company registration number: 06516626

Registered office: Cathedral Schools Trust, Bristol Cathedral Choir School, College Square, Bristol, BS1 5TS.

Extract from section 178 and 178A of the Charities Act 2011

178 Persons disqualified for being trustees of a charity

1 A person (“P”) is disqualified from being a charity trustee or trustee for a charity in the following cases—

Case A

P has been convicted of—

- (a) *an offence specified in section 178A;*
- (b) *an offence, not specified in section 178A, that involves dishonesty or deception.*

Case B

P has been made bankrupt or sequestration of P's estate has been awarded and (in either case)—

- a) *P has not been discharged, or*
- b) *P is the subject of a bankruptcy restrictions order or an interim order.*

Case C

P has made a composition or arrangement with, or granted a trust deed for, creditors and has not been discharged in respect of it.

Case D

P has been removed as a trustee, charity trustee, officer, agent or employee of a charity by an order made—

- a) *by the Commission under section 79(4) or by the Commission or the Commissioners under a relevant earlier enactment (as defined by section 179(5)), or*
- b) *by the High Court*

on the ground of any misconduct or mismanagement in the administration of the charity for which P was responsible for which P knew of and failed to take any reasonable step to oppose, or which P's conduct contributed to or facilitated.

Case E

P has been removed, under section 34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by section 179(6)), from being concerned in the management or control of any body.

Case F

P is subject to—

- a) *a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (SI 2002 / 3150 (N.I.4)), or*

- b) *an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).*

Case G

P is subject to--

- (a) *a moratorium period under a debt relief order under Part 7A of the Insolvency Act 1986; or*
(b) *a debt relief restrictions order or interim order under Schedule 4ZB to that Act.*

Case H

P has been found to be in contempt of court under Civil Procedure Rules for--

- (a) *making a false disclosure statement, or causing one to be made, or*
(b) *making a false statement in a document verified by a statement of truth, or causing one to be made.*

Case I

P has been found guilty of disobedience to an order or direction of the Commission on an application to the High Court under section 336(1).

Case J

P is a designated person for the purposes of--

- (a) *Part 1 of the Terrorist Asset-Freezing etc Act 2010, or*
(b) *the Al-Qaida (Asset-Freezing) Regulations 2011.*

Case K

P is subject to the notification requirements of Part 2 of the Sexual Offences Act 2003.

...

3

While a person is disqualified under this section in relation to a charity, the person is also disqualified from holding an office or employment in the charity with senior management functions.

...

178A Case A: specified offences

- (1) *The following offences are specified for the purposes of Case A--*

- 1 *An offence to which Part 4 of the Counter-Terrorism Act 2008 applies (see sections 41 to 43 of that Act).*
- 2 *An offence under section 13 or 19 of the Terrorism Act 2000 (wearing of uniform etc, and failure to disclose information).*
- 3 *A money laundering offence within the meaning of section 415 of the Proceeds of Crime Act 2002.*
- 4 *An offence under any of the following provisions of the Bribery Act 2010--*
 - (a) *section 1 (bribing another person),*
 - (b) *section 2 (offences relating to being bribed),*
 - (c) *section 6 (bribery of foreign public officials),*
 - (d) *section 7 (failure of commercial organisations to prevent bribery).*
- 5 *An offence under section 77 of this Act.*
- 6 *An offence of--*
 - (a) *misconduct in public office,*
 - (b) *perjury,*
 - (c) *perverting the course of justice.*
- (2) *An offence which has been superseded (directly or indirectly) by an offence specified in subsection (1) is also specified for the purposes of Case A.*
- (3) *In relation to an offence specified in subsection (1) or (2), the following offences are also specified for the purposes of Case A--*
 - (a) *an offence of attempt, conspiracy or incitement to commit the offence;*
 - (b) *an offence of aiding, abetting, counselling or procuring the commission of the offence;*
 - (c) *an offence under Part 2 of the Serious Crime Act 2007 (encouraging or assisting) in relation to the offence.*

Appendix 4 Reserved matters

The Reserved Matters are:

Members

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- 1 to change the name of CST
- 2 to change the Objects (which would require Charity Commission, Secretary of State, and Diocesan consent in any event)
- 3 to change the structure of the Board of Trustees
- 4 to amend the Articles of Association
- 5 to appoint the auditors (save to the extent that the Trustees may make a casual appointment)

Trustees

(subject to such other consents/ requirements as might be required by law or the Funding Agreement)

- 6 to change the name of the Academies
- 7 to amend this Scheme
- 8 to wind up CST
- 9 to determine the educational character, mission or ethos of the Academies
- 10 to adopt or alter the constitution and terms of reference of any committee of the Board of Trustees
- 11 to terminate a supplemental funding agreement for an Academy
- 12 to establish a trading company
- 13 to sell, purchase, mortgage or charge any land in which CST has an interest
- 14 to approve the annual estimates of income and expenditure (budgets) and major projects
- 15 to appoint investment advisors
- 16 to sign off the annual accounts
- 17 to appoint or dismiss the Executive Principal, the Finance Director, the Company Secretary or the Governance Professional

- 18 to settle the division of executive responsibilities between the Trustees on the one hand and Executive Principal and the Finance Director on the other hand
- 19 to do any other act which the Funding Agreement expressly reserves to the Board of Trustees or to another body (including for the avoidance of doubt, terminating the Funding Agreement or any part of it)
- 20 to do any other act which the Articles expressly reserve to the Board of Trustees or to another body
- 21 to do any other act which the Board of Trustees determine to be a Reserved Matter from time to time

Appendix 5 Declaration of business interests forms

Name of Individual:

Your relationship with CST: [Member]/[Trustee]/[Local Governor]/[Senior Employee]

Please disclose any other relationship you have with CST (or could *potentially* have) including:

- under a contract of employment or a contract for goods or services - (you do not need to disclose your contract of employment if you are a Senior Employee);
- trusteeships and governorships at other educational institutions/ charities;
- any family members¹ which might be employed/ contract with CST; and
- details of any company or firm with which you or a family member are connected² that does or may have dealings with CST.

Name of the individual/ business/ other educational institution (if relevant)	Nature of business (e.g. types of services provided/ governorship)	Nature of interest (e.g. how the firm/ business is connected to you /family member and its relationship to CST)	Date that the interest commenced	Date of cessation of interest	Date of entry

I certify that I have declared all interests which:

- I have with CST; or
- Any company or firm connected to me that may have dealings with CST.

Signed

Date

¹
²

OR

I certify that there are no interests which need to be declared at this time:

Signed

Date