

Directors of a Catholic Multi Academy Trust

Role description

How does a Catholic Diocese work?

The Diocesan Bishop and Diocesan Trustees

A Diocese is a portion of the people of God entrusted to a bishop. It constitutes a particular Church in which and from which the one and only Catholic Church exists. The diocesan bishop governs the particular Church entrusted to him as Vicar of Christ: he has proper, ordinary and immediate jurisdiction, exercised by him personally in Christ's name. Canon law provides that each diocesan bishop has strategic responsibility to commission sufficient school places to meet the needs of baptised Catholic children resident in his area. A Catholic school is one which is recognised as such by the diocesan bishop.

Canon 803 provides the definition of a Catholic school. **Canon 803§1** provides that a school is Catholic if:

- (a) It is controlled by a diocese or religious order (or other public juridical person²); or*
- (b) It is acknowledged in a written document as Catholic by the diocesan bishop.*

The 'control' specified in canon 803 is normally established where the diocese or religious order owns the school and appoints the governing body (or at least a majority of it). In addition **canon 803§3** provides that no school, even if it is Catholic, may use the title 'Catholic school' without the consent of the bishop.

As works of the apostolate, all Catholic schools are subject to the jurisdiction of the diocesan bishop, even those that are not in diocesan trusteeship. **Canon 806§1** provides that the diocesan bishop has the right of supervision, visitation and inspection of Catholic schools in his diocese, even those established or directed by members of religious orders. He also has the right to issue directives concerning the general regulation of Catholic schools.

Inspection is where the diocesan bishop or his delegate inspects a school according to criteria determined by the bishop. In practice, this is normally carried out under section 48 of the Education Act 2005 (or equivalent) in a way which is complementary in scope to the s.5 inspection, but it can extend to all aspects of the school's curriculum and life at the bishop's discretion.

Visitation is a particular form of inspection which the diocesan bishop is obliged to carry out from time to time. Whereas inspections are usually carried out according to a schedule and specific framework, visitations tend to be carried out on an ad hoc basis. They are carried out by the Ordinary or his delegate, and can be broad ranging or specific in focus. They can be carried out in response to concerns that come to the attention of the Ordinary, or as part of the bishop's general duty of visitation. Schools are most likely to experience visitations as part of a broader visitation of, for example, a parish, deanery or religious institute, but all Catholic schools can be the subject of a visitation by the diocesan bishop. Supervision, or episcopal oversight, is the duty of the diocesan bishop, personally or through others, to ensure that all Catholic institutions within his diocese are acting in conformity with the teachings and regulations of the Church and the mission of the Diocese, to regulate all works of the apostolate, and to take all necessary actions to ensure such conformity.

Most Catholic schools, and the land they are built on, are owned by the diocese. They are held in charitable trusts by diocesan trustees, appointed by the bishop. The role of the diocesan trustees is to safeguard the interests of the Catholic community as a whole in the diocese and to serve its needs. Other Catholic schools, mainly owned by religious orders, have their own trustees, but are nevertheless within the authority of the bishop.

Catholic schools are provided by the trustees for the purposes set out in their governing documents, known as the trust deed. Most trust deeds state that the school is provided 'for the maintenance and advancement of the Roman Catholic religion', and the provisions of canon law form part of the trust deed in every Catholic school. Under charity and education law, the school is regulated by its trust deed, and the school's Instrument of Government must reflect those requirements.

How does Governance work within the St John the Baptist Catholic Multi Academy Trust (SJB CMAT)?

The Members

The SJB Trust is comprised of 5 Members – the Diocesan Bishop, 1 Diocesan Trustee and 3 other Members appointed by the Bishop.

The SJB Trust occupies and conducts the schools within diocese on behalf of the Diocesan trustees and under the supervision of the diocesan bishop as the occupier of the premises, proprietor of the undertaking, and employer of the staff. It occupies the schools subject to the parameters laid down by the Diocesan trustees, and ultimately any decisions relating to the land and buildings rest with the Diocesan trustees, except in so far as these have been delegated to the SJB Trust by the Diocesan trustees.

Diocesan Officers

In order to assist him in carrying out his responsibilities, the diocesan bishop has a diocesan curia: offices, departments and officers appointed to assist him and to act in his name in the governance of the diocese. For schools in the Trusteeship of the diocese, including SJB Trust, they also act on behalf of the diocesan trustees. This includes a Diocesan Schools' Commission. Each diocese has a Director of Schools, or equivalent, who acts in the name of the diocesan bishop and is responsible for exercising the bishop's authority and implementing his education policy at a local level.

Directors of SJB Trust

The Directors of SJB Trust are appointed by the Bishop. The Directors of SJB Trust work as a team, in close co-operation with the headteachers and all staff. All Directors and staff contribute to the Catholic character of the school and the Catholic nature of the education provided, as set out in its mission statement. Successive Governments have recognised the responsibilities of the Diocesan trustees and the rights of the Catholic community as a whole to ensure that the long term future of Catholic education is secure. The law enshrines a number of guarantees from the State to ensure the Catholic character and ethos of the schools is maintained; particularly in the areas of admissions, staffing and governance. As a charity and company limited by guarantee the Multi-Academy Trust Company is governed by

the Board of Directors who are responsible for, and oversee, the management and administration of the Multi-Academy Trust Company and the academies run by the Multi-Academy Trust Company, including the Academy. The Directors have overall responsibility and ultimate decision-making authority for all the work of the Multi-Academy Trust Company. These responsibilities are largely carried out through strategic planning and the setting of policy.

As the Academies are Catholic schools, designated as such, the Directors are accountable to the Bishop to ensure that the Academy is conducted as a Catholic school in accordance with Canon law and the teachings of the Roman Catholic Church so that, at all times, the Academy may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The Directors are also accountable to external government agencies including the Charity Commission, the Department for Education and the Education & Skills Funding Agency (including any of their successor bodies). Both the Bishop and external government agencies hold the Multi-Academy Trust Company to account for the quality of the education, the financial propriety and the value they provide, and they require that the Multi-Academy Trust Company has systems in place through which they can assure themselves of such quality, safety and good practice.

In order to discharge these responsibilities people who are more locally based may be appointed by the Directors, except insofar as the Bishop appoints the Foundation Governors, to serve on a Local Governing Body (or equivalent) which has been established to ensure the good governance of the Academy. In discharging their duties, the Local Governing Body will comply with any relevant policies, protocols and procedures adopted by the Multi-Academy Trust Company which, in turn, reflect national and Diocesan directions and guidance, where required.

In summary, these are the levels of governance in a Catholic Multi Academy Trust

Members:

- Guardians of the governance and the catholic ethos of the Multi-Academy Trust Company
- Signatories to the Memorandum and Articles of Association
- Akin to shareholders

Directors:

- Company Directors and Charity Trustees (with a financial liability of just £10)
- Accountable to the Members and the Bishop
- Duty to uphold the Multi-Academy Trust Company's objects and to comply with any directives, advice and/or guidance issued by the Bishop
- Responsible for preserving and developing the Multi-Academy Trust Company's Catholic character at all times, and this overriding duty (which is also a legal duty) should permeate everything that the Directors do.
- Responsible for the general control and management of the administration of the Multi-Academy Trust Company and for delivering the three core functions

- Responsible for standards of education in the academies within the Multi-Academy Trust Company
- Delegate functions to sub-committees, senior executive leadership, LGBs, and Principals/Headteachers

Senior executive leadership:

- Appointed by the Board of Directors and employed by the Multi-Academy Trust Company
- Expectation that this will include a senior executive, for example a CEO, if appropriate depending on the size and stage of development of the multi-academy trust company
- Responsible for 'operations' and for delivering the Board's vision and ethos – the 'professional leaders'
- Responsible for the Multi-Academy Trust Company's financial effectiveness and stability and for ensuring value for money
- Performance manages the Principals/Headteachers

LGB Governors:

- Appointed/elected to govern a specific academy within the Multi-Academy Trust Company in accordance with the Scheme of Delegation
- Have oversight of one academy (or federation) in the multi-academy trust company and are accountable to the board of Directors of the multi-academy trust company
- Vital link to the local community
- Foundation governors appointed by the Bishop and serve as the majority on the governing body

Headteacher/Head of School:

- Responsible for day to day management of the Academy (or academies in an executive headship type arrangement)
- Responsible for performance management of staff excluding those staff whose performance is managed by the Directors, a committee of the Directors, the senior executive leadership (including the CEO, if appropriate), the LGB or a committee thereof.

Extracts from the model documentation for Catholic MATs. (Articles of Association)

POWERS OF DIRECTORS

93. Subject to provisions of the Companies Act 2006, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this

Article shall not be limited by any special power given to the s by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

94. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers, namely:

- a. to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
- b. to enter into contracts on behalf of the Company.

95. In the exercise of their powers and functions, the Directors may consider any advice given by the CEO any other executive officer.

96. Any bank account in which any money of the Company is deposited shall be operated by the Directors in the name of the Company. All cheques and orders for the payment of money, including electronic payments, from such an account shall be signed, or authorised, by at least two signatories authorised by the Directors.

CONFLICTS OF INTEREST

97. Any Director who has or can have any direct or indirect duty or personal interest (including but not limited to any Personal Financial Interest) which conflicts or may conflict with his duties as a Director shall disclose that fact to the Directors as soon as he becomes aware of it. A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any duty or personal interest (including but not limited to any Personal Financial Interest).

98. For the purpose of Article 97, a Director has a Personal Financial Interest in the employment or remuneration of, or the provision of any other benefit to, that Director as permitted by and as defined by Articles 6.5-6.9.

98A A conflict of interest or conflict of loyalty shall not be deemed to occur solely from the fact that any Member or Director is also a trustee, charity trustee, governor or director of any Catholic school, Diocese, or religious order, or of any other charity which permits its land to be occupied by a Catholic school or schools or other educational institution(s).

THE MINUTES

99. The minutes of the proceedings of a meeting of the Directors shall be drawn up and entered into a book kept for the purpose by the person acting as Clerk for the purposes of the meeting; and shall be signed (subject to the approval of the Directors) at the same or next subsequent meeting by the person acting as chairman thereof. The minutes shall include a record of:

- a. all appointments of officers made by the Directors; and
- b. all proceedings at meetings of the Company and of the Directors and of committees of Directors including the names of the Directors present at each such meeting.

COMMITTEES

100. Subject to these Articles, the Directors:

- a. may appoint separate committees to be known as Local Governing Bodies for each Academy and the Directors shall be free to appoint one committee for several Academies if they so wish.
- b. may establish any other committee

101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors. The establishment, terms of reference, constitution and membership of any committee of the Directors shall be reviewed at least once in every twelve months. The membership of any committee of the Directors may include persons who are not Directors, provided that with the exception of the Local Governing Bodies a majority of members of any such committee shall be Directors. No vote on any matter shall be taken at a meeting of a committee of the Directors unless the majority of members of the committee present are Directors.

102. The power of delegation exercised under Article 105 in relation to the establishment of a Local Governing Body for an Academy shall be by way of Scheme of Delegation. The first Scheme of Delegation to be put in place for an Academy following incorporation will follow the framework Scheme of Delegation attached to these Articles.

103. All members of a Local Governing Body shall upon their appointment or election, and before exercising any duties as a member of the Local Governing Body, give a written undertaking to the Directors, the Members and the Diocesan Bishop to uphold the Objects of the Company.

104. The functions, duties and proceedings of the Local Governing Bodies shall be subject to regulations made by the Directors from time to time.

DELEGATION

105A. The Directors shall not delegate the following functions:

- a. the preservation and development of the educational character and mission of the Company and its Academies;
- b. The approval of the consolidated annual estimates of income and expenditure of the Company
- c. the responsibility for ensuring the solvency of the Company and its Academies;
- d. the appointment of the Clerk, (including where the Clerk is, or is to be, appointed as a member of staff, the Clerk's appointment in the capacity of a member of staff); and
- e. the modification or revocation of the these Articles.

105AA. The Directors shall not delegate the following functions:

- a. the appointment of any senior Catholic post; and
- b. the approval of the annual estimates of income and expenditure for one or more Academies;

other than to a Local Governing Body.

105B. The Directors may not delegate:

- a. the consideration of the case for dismissal, and
- b. the power to determine an appeal,

in connection with the dismissal of the holder of a senior Catholic post, other than to a committee of the members of the Board of Directors or members of a Local Governing Body.

105C. The Directors may delegate, subject to 105A and B, to any Director, committee [(including any Local Governing Body)], or any holder of an executive office, such of their powers or functions as they consider desirable to be exercised by them. Any such delegation shall be made in writing and subject to any conditions the Directors may impose, and may be revoked or altered.

106. Where any power or function of the Directors has been exercised by any committee, including any Local Governing Body, any Director, or any holder of an executive office, that person or committee shall report to the Directors in respect of any action taken or decision made with respect to the exercise of that power or function at the meeting of the Directors immediately following the taking of the action or the making of the decision.

EXECUTIVE DIRECTORS [AND] PRINCIPAL[S]

107. Any appointment of any Executive Director and the Principal[s] of the Academies shall be first approved by the Diocesan Bishop. The Directors may delegate such powers and functions as they consider are required by any Executive Director and/or the Principal[s] for the internal organisation, management and control of the Academies (including the implementation of all policies approved by the Directors and for the direction of the teaching and curriculum at the Academies.

MEETINGS OF THE DIRECTORS

108. Subject to these Articles, the Directors may regulate their proceedings as they think fit.

109. The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction -

- a. given by the Directors; or
- b. given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).

110. Any three Directors may, by notice in writing given to the Clerk, requisition a meeting of the Directors; and it shall be the duty of the Clerk to convene such a meeting as soon as is reasonably practicable.

111. Each Director shall be given at least seven clear days before the date of a meeting –
(i) notice in writing thereof, signed by the Clerk, and sent to each Director at the address provided by each Director from time to time; and
(ii) a copy of the agenda for the meeting;

provided that where the chairman or, in his absence or where there is a vacancy in the office

of chairman, the vice-chairman, so determines on the ground that there are matters demanding urgent consideration, it shall be sufficient if the written notice of a meeting, and the copy of the agenda thereof are given within such shorter period as he directs.

112. The convening of a meeting and the proceedings conducted thereat shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda thereof.

113. A resolution to rescind or vary a resolution carried at a previous meeting of the Directors shall not be proposed at a meeting of the Directors unless the consideration of the rescission or variation of the previous resolution is a specific item of business on the agenda for that meeting.

114. A meeting of the Directors shall be terminated forthwith if -
a. the Directors so resolve; or
b. the number of Directors present ceases to constitute a quorum for a meeting of the Directors in accordance with Article 117, subject to Article 119 .

115. Where in accordance with Article 114 a meeting is not held or is terminated before all the matters specified as items of business on the agenda for the meeting have been disposed of, a further meeting shall be convened by the Clerk as soon as is reasonably practicable, but in any event within seven days of the date on which the meeting was originally to be held or was so terminated.

116. Where the Directors resolve in accordance with Article 114 to adjourn a meeting before all the items of business on the agenda have been disposed of, the Directors shall before doing so determine the time and date at which a further meeting is to be held for the purposes of completing the consideration of those items, and they shall direct the Clerk to convene a meeting accordingly.

117. Subject to Article 119, the quorum for a meeting of the Directors, and any vote on any matter thereat, shall be any three Directors, or, where greater, any one third (rounded up to a whole number) of the total number of Directors holding office at the date of the meeting, who are in each case present at the meeting and entitled to vote on the matters to be resolved.

118. The Directors may act notwithstanding any vacancies in their number, but, if the numbers of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.

119. The quorum for the purposes of—
a. any vote on the removal of a Director in accordance with Article 66;
b. any vote on the removal of the chairman of the Directors in accordance with Article 90;

shall be any two-thirds (rounded up to a whole number) of the persons who are at the time Directors present at the meeting and entitled to vote on those respective matters.

120. Subject to these Articles, every question to be decided at a meeting of the Directors shall be determined by a majority of the votes of the Directors present and voting on the question. Every Director shall have one vote.

121. Subject to Articles 117-119, where there is an equal division of votes, the chairman of the meeting shall have a casting vote in addition to any other vote he may have.

122. The proceedings of the Directors shall not be invalidated by

- a. any vacancy among their number; or
- b. any defect in the election, appointment or nomination of any Director.

123. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

124. Subject to Article 125, the Directors shall ensure that a copy of

- a. the agenda for every meeting of the Directors;
- b. the draft minutes of every such meeting, if they have been approved by the person acting as chairman of that meeting;
- a. the signed minutes of every such meeting; and
- b. any report, document or other paper considered at any such meeting,

are, as soon as is reasonably practicable, made available at [every] [the] Academy to persons wishing to inspect them.

125. There may be excluded from any item required to be made available in pursuance of Article 124, any material relating to -

- a. a named teacher or other person employed, or proposed to be employed, at any Academy;
- b. a named pupil or named student at, or candidate for admission or referral to, any Academy; and
- c. any matter which, by reason of its nature, the Directors are satisfied should remain confidential.

126. Any Director shall be able to participate in meetings of the Directors by telephone or video conference provided that:

- a. he has given notice of his intention to do so detailing the telephone number on which he can be reached and/or appropriate details of the video conference suite from which he shall be taking part at the time of the meeting at least 48 hours before the meeting; and,
- b. the Directors have access to the appropriate equipment if after all reasonable efforts it does not prove possible for the person to participate by telephone or video conference the meeting may still proceed with its business provided it is otherwise quorate.

PATRONS AND HONORARY OFFICERS

127. The Directors may from time to time, with the consent of the Diocesan Bishop, appoint any person whether or not a Member of the Company to be a patron of the Company or to hold any honorary office and may determine for what period he is to hold such office.

THE SEAL

128. The seal, if any, shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Clerk or by a second Director.

ACCOUNTS

129. Accounts shall be prepared in accordance with the relevant Statement of Recommended Practice as if the Company was a non-exempt charity and Parts 15 and 16 of the Companies Act 2006 and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL REPORT

130. The Directors shall prepare its Annual Report in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and shall file these with the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

ANNUAL RETURN

131. The Directors shall comply with their obligations under Part 24 of the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return to the Registrar of Companies and in accordance with the Statement of Recommended Practice as if the Company was a non-exempt charity and to the Secretary of State and the Principal Regulator by 31 December each Academy Financial Year.

NOTICES

132. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In these Articles, "Address" in relation to electronic communications, includes a number or address used for the purposes of such communications.

133. A notice may be given by the Company to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the Member. A Member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Company.

134. A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

135. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

INDEMNITY

136. Subject to the provisions of the Companies Act 2006 every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

RULES

137. The Directors may from time to time make such rules or bye laws, with the consent of the Diocesan Bishop, as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- a. subject to any agreement between the Members, the conduct of Members of the Company in relation to one another;
- b. the setting aside of the whole or any parts of premises owned by the Company at any particular time or times or for any particular purpose or purposes;
- c. the procedure at general meetings and meetings of the Directors and committees of the Directors which is not to have Local Governing Bodies in so far as such procedure is not regulated by the Articles; and,
- d. generally, all such matters as are commonly the subject matter of company rules.

138. The Company in general meeting shall have power to alter, add or to repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

Please contact Mrs Julie O'Connor, Diocesan Director of Schools, if you wish to discuss the Role of the Director in St John the Baptist Catholic Multi Academy Trust. - 07747698524