

Foundation Directors

Education changes rapidly and now Catholic education is in the process of significant change as our schools become academies where the responsibilities move to a Catholic Academy Trust (CAT) a company limited by guarantee. This is not privatising our schools but allowing them to work together to deliver even more opportunities for our young people with the oversight of a board of directors. The board of directors is appointed by the Archbishop to ensure the trust is operated in such a way as to promote the Catholic ethos and support Catholic families. The director role is similar to that of a school governor but the responsibilities have increased and a time commitment of 3-4 hours a month is required.

The Archbishop and Diocesan Trustee are immensely grateful to all those parishioners who give so generously of their time and expertise to promote Catholic education and support those professionals working in our schools all in the interests of the pupils they serve. There is now an opportunity, for those with the time and expertise, to volunteer for the role as a director in one of the five or so Catholic Academy Trusts (CATs) being established across the diocese.

The role is that of a company director in company law and a charitable trustee in Charity Law and individuals. This is in addition to Education Law as the Department for Education is the regulator for all academy trusts. Directors will be required to register at Companies House and undertake a Disclosure and Barring Check. Appointments are made by the diocese to ensure a range of professional skills across the CAT board to allow it to carry out all its duties proficiently e.g. educationalists, accountancy, legal, HR, health and safety specialists, social care, police etc. Appointees are expected to understand the ethos of Catholic education and be involved in the work of the church often as active parishioners in their own parishes. At all times directors are answerable to the members who are the Archbishop and other senior clergy and curial staff.

Appointed in Civil Law, foundation directors are responsible in Canon Law for the following:

1. Know and implement the bishop's policies on education, including religious education;
2. Represent those policies to the governing body;
3. Understand and promote the distinctive nature of Catholic education;
4. Act for the good of Catholic education as a whole within the diocese, considering not only the interests of
5. the individual school or college, but the interests of other schools and colleges;
6. Respond to the needs of the Catholic community as a whole, as represented by the bishop;
7. Secure the long-term future of Catholic education;
8. Always act in accordance with the mind of the bishop.

Other responsibilities are the same as directors in any school. The core functions are:

1. Ensuring there is clarity of vision, ethos and strategic direction
2. Holding executive leaders to account for the educational performance of the organisation
3. Overseeing the financial performance of the trust and ensuring its money is well spent
4. Ensuring the voices of stakeholders are heard
5. Act in accordance with the Articles and Memorandum of Association

Foundation Directors are responsible for governing a charitable company and directing how it is managed and run. Foundation Directors should seek the advice of the board's governance professional and other professional advice as appropriate. Professional development will be provided for those accepting an appointment.

The Detail

The trust board's strategic responsibilities

The trust board works closely with their senior executive leader. Senior executive leaders are responsible for day-to-day operational management of the trust and its school, whereas the role of the board is strategic. As such, Foundation Directors are responsible for:

- Determining the mission, values and long-term ambitious Catholic vision for the trust
- Based on a Catholic ethos, deciding the principles in and approving key trust policies
- Appointing and appraising the senior Catholic executive leader and making pay recommendations
- Working with senior leaders to develop a strategy for achieving the vision
- Ensuring that stakeholders are involved, consulted and informed as appropriate
- Ensuring that all schools in the trust deliver a broad and balanced curriculum such that pupils are well prepared for the next stage of their education and adult life.
- Taking ownership of the trust's financial sustainability and ensuring effective resource management across the trust
- Agreeing the trust's staffing structure and keeping it under review to ensure it supports delivery of the strategy
- Ensuring robust risk management policy and procedures are in place and that risk control measures are appropriate and effective
- Knowing and implementing the Archbishop's directives on education
- Securing the long-term future of Catholic education

Monitoring and evaluating trust performance

Foundation Directors must monitor the priorities that have been set to ensure progress is being made by:

- Measuring the trust's impact and progress toward its strategic objectives
- Ensuring the required policies and procedures are in place and the trust is operating effectively in line with these policies
- Holding the senior executive leader to account for standards, financial probity and compliance with agreed policies
- Evaluating relevant data and feedback provided by senior executive leaders and external reporting on all aspects of trust performance
- Asking challenging questions of the senior executive leader in order to hold them to account
- Being answerable to the Archbishop or his officers in his own right but also as a member
- Ensuring that there are policies and procedures in place to deal with complaints effectively

Contribution to the trust board

Foundation Directors should ensure they are making a positive and meaningful contribution to the board by:

- Understanding the very specific context of a company responsible for schools
- Attending meetings (typically 6 full board meetings each year), reading papers and preparing questions for the senior executive leader in advance
- Being a member of a committee (3 meetings a year)

- Establishing and maintaining professional relationships with senior executive leaders and colleagues on the trust board
- Getting to know schools within the trust, including visiting occasionally during school hours
- Undertaking training and developing knowledge and skills on an ongoing basis

In trusts with local governance arrangements

In most medium-sized and larger multi academy trusts, there will be some form of governance below the trust level often at the level of an academy or groups of academies. In such cases, Foundation Directors are responsible for:

- Ensuring that the trust's governance structure, meets the needs of the trust
- Agreeing clear schemes of delegation, outlining the responsibilities delegated to the senior executive leader and the responsibilities of the board and academy committees
- Ensuring effective communication channels are in place

Expenses

Foundation Directors may receive out of pocket expenses incurred as a result of fulfilling their role as Foundation Director and to do this, a trust board should have such as an expenses policy. Payments can cover incidental expenses, such as travel and dependency care, but not loss of earnings.

Nolan Principles

Furthermore all Catholic Academy Trust Directors must abide by the Seven Principles of Public Life enunciated by the Nolan Committee, which are:

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 material 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 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 public interest.

Leadership

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