

Governance

SELCAT Roles and Responsibilities:

In respect of his schools the Archbishop has the legal right to appoint (and remove) an overall majority of the Directors and Governors, who are known as Foundation Directors and Foundation Governors. In addition to all the other legal responsibilities of the Academy Trust Company, the law recognises that Foundation Directors/Governors are appointed specifically to ensure:

- That the Catholic character of the school is preserved;
- That the school is conducted in accordance with its trust deed; and
- That the Religious Education curriculum is in accordance with the bishop's policy for his diocese, based on the Bishops' Conference Curriculum Directory for Religious Education.

The Diocesan Bishop or Archbishop, acting through his Director of Education, is responsible for:

- The provision and future development of excellent Catholic education throughout the diocese
- The oversight of high educational standards, progress and outcomes in all diocesan schools
- The appointment, development and training of foundation directors and governors and their removal
- The inspection of the religious life of schools and RE (section 48/diocesan canonical inspections)
- The development of Catholic teachers and leaders (and all appointments should be made in accordance with diocesan protocol)
- The oversight of school buildings/estates and capital projects
- Planning of school place provision
- Engaging with the Regional Schools Commissioner and Ofsted
- Maintaining links with the Catholic Education Service and the government

The Role of the SELCAT Members

The Members of the SELCAT Company are guardians of the governance of the Trust and they safeguard the Archbishop's interests and as such have a different status to Directors. They are the signatories to the Memorandum of Association and agree the Multi-Academy Trust Company's Articles of Association.

The Members will hold the SELCAT Board to account on standards and the delivery of the Bishop's vision for the MAT.

The Diocesan Education Commission will support the Members in this function.

The powers of Members

Members help to ensure that Academy Directors are exercising effective governance by utilising a range of powers including:

- Appointing and removing Academy Directors: Members can appoint Academy Directors and remove any or all serving Academy Directors and governors.
- Appointing and removing Members: There must always be a minimum of three Members. Members can appoint new Members or remove existing Members
- Directing Academy Directors: Members can, by special resolution, direct Academy Directors to take a specific action where Academy Directors are unable or unwilling to act in the best interests of the academy trust.
- Amending the academy trust's Articles of Association: Members can amend the articles of association (including the objects clause), subject to any restrictions in the articles, the funding agreement or charity and company law.
- Appointing and removing Auditors: Members appoint the academy trust's auditors and will receive and review (but do not have to sign off) the academy trust's annual audited accounts (subject to the Companies Act).

The role of the Directors

SELCAT is a charitable company and so Directors are both charity trustees (within the terms of section 177(1) of the Charities Act 2011) and company directors. As Directors of SELCAT,

bound by both charity and company law, the terms 'trustees' and 'directors' are often used interchangeably. The term 'Director' will be used for SELCAT as it avoids the possible confusion caused when referring to the 'Southwark Diocesan Trustees' who are Trustees of the Diocese.

The Directors are responsible for the general control and management of the administration of SELCAT, and in accordance with the provisions set out in the Memorandum of Association, Articles of Association and its funding agreement, the Directors are legally responsible and accountable for all statutory functions, for the performance of all academies within SELCAT and other powers that maintain robust internal control arrangements.

The Directors are responsible for the prudent management of all resources including financial. All companies are required under company law to produce accounts that give a true and fair view and follow UK accounting standards.

The Directors must comply with:

- Any guidance issued by the Diocese under Canon Law
- The general law of charity
- Company law
- Tax law
- The Education and Skills Funding Agencies' current Academies Financial Handbook
- The terms of the Master and Supplemental Funding Agreements
- The terms set out in any additional grant funding

The Board has the right to review and adapt its governance structure at any time which includes removing or amending its Scheme of Delegation with the prior written consent of the Members.

The Board will be made up of 12 Directors. Appointment of Co-opted Directors (and hopefully Foundation Governors) will take account of the needs of the Board as identified through regular skills audits and also ensure that the board is representative of the communities that it serves.

The role of Local Governing Committees (LGCs)

The Board will establish Local Governing Committees (LGCs) to carry out some of its academy level governance functions. The LGC will be a committee of the SELCAT Board and will report on at a least a termly basis to the SELCAT Board.

The Chair and Vice Chair must be foundation governors.

The constitution of a LGC will be:

PRIMARY SCHOOLS

12 Governors:

- 7 Foundation Governors - to be appointed by the Diocese
- 2 Parent Governors - to be elected by the parents
- 1 Staff Governor - to be elected by the staff
- 1 Co-opted Governor - to be appointed by the Governors
- 1 Headteacher - to be appointed with the position

SECONDARY SCHOOLS

14 Governors:

- 9 Foundation Governors - to be appointed by the Diocese
- 2 Parent Governors - to be elected by the parents
- 1 Staff Governor - to be elected by the staff
- 1 Co-opted Governor - to be appointed by the Governors
- 1 Headteacher - to be appointed with the position

For schools/academies with co-headships only 1 would have voting rights as a governor.

The LGC is responsible for ensuring that there are two parent governors and that all reasonable steps are taken to fill any vacancy for the position of parent governor, appointing to the post only where it has not been possible to fill the post through an election process open to any present parent at the academy. Foundation governors must always have a membership majority of 2 over other governors.

As a committee of the SELCAT Board, delegation to the LGC can be reduced or removed at any time, although only with the prior written consent of the Members via a written submission from the Board. All delegations including those that have been reduced or removed should be reviewed annually by The Board.

The Board will make a written request to the Members for any change to the arrangements previously agreed with them and including an extension of any arrangement beyond one year.

A local governor term of office will normally be four years, with a maximum of 3 consecutive terms at the same academy. Any parish priest appointed as a foundation governor shall not be subject to this restriction and shall be able to serve such terms as are required. A local governor may serve more than 3 consecutive terms if these are not at the same academy.

Foundation governors may be removed from office by the Members, acting on behalf of the Archbishop. Parent governors may be removed from office by the LGC following agreement of the SELCAT Board.

All governor appointments will follow an analysis of the most recent skills audit for the LGC with the successful candidate most closely matching the requirements of the LGC at that time.

Schools requiring intervention or support

The SELCAT Board may determine to establish an Interim Executive Committee (IEC) at an academy if there are concerns over standards, leadership or governance. At the time of establishing the IEC, The Board will explain the reasons for the IEC, and the criteria for it to be removed. The remit and Membership of an IEC and the role of the LGC and how the IEC and LGC communicate with each other may vary according to the specific circumstances and challenges facing the academy. The Board will confirm the remit, membership and the role of the LGC in the IEC terms of reference which will be given to the LGC at the point the IEC is established. This information will also be communicated to the Members as part of the annual performance update from the Board.

The role of the Chief Executive Officer (CEO)

The CEO has the delegated responsibility for the day-to-day operation of SELCAT including the performance of the Academy Trust Company's academies.

The CEO is the accounting officer so has overall responsibility for the operation of the SELCAT`s financial responsibilities and must ensure that the organisation is run with financial effectiveness and stability, avoiding waste and securing value for money.

The CEO leads the executive management team of SELCAT.

The CEO will delegate executive management functions to the executive management team and is accountable to the Board for the performance of the executive management team.

The role of the Academy Headteacher

The Academy Headteacher is responsible for the day-to-day management of the academy but reports to the LGC on matters which have been delegated to it.