

Nottingham Roman Catholic Diocesan Education Service

Chair of Catholic Multi Academy Trust Board Role Description

September 2020

Role Description for Chair of a Catholic Multi Academy Trust Board in the Diocese of Nottingham

Role Title: Chair of St Thérèse of Lisieux Catholic Multi Academy Trust Board

Remuneration: Unpaid voluntary

Status: Non executive position with 3 year term (max of 3 consecutive terms) with annual re-election

Appointed / Removed by: The Bishop of Nottingham

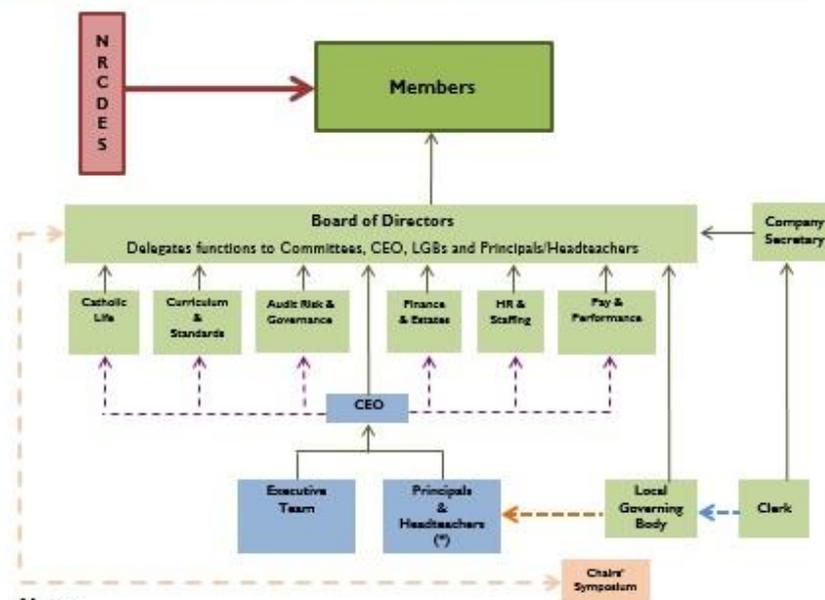
Reports to: The Members

Line Manages: Local Governing Body Chairs, Company Secretary/Governance Lead, Clerk to Board (*amend to reflect position in CMAT*)

Eligibility: Meets eligibility criteria for foundation governor

Accountability:

Governance Structure and Lines of Accountability



Notes:

*Line management of Principals and Headteachers may be undertaken by other Executive Team Members such as a Director of Performance and Standards. The line management arrangements will be determined by the Catholic Multi-Academy Trust Board.

KEY

- Imposes the standard expectation for Catholic education
- Formal Accountability
- Updates on progress
- Monitor and scrutinise performance through support and challenge
- Professional advice in line with scheme of delegation
- Provides advice and feedback

The structure of the Catholic Multi Academy Trust is set out in the Articles of Association and is represented by the chart above.

Introduction

The role of Chair of a Catholic Multi Academy Trust is a complex, multi-faceted and at times demanding position requiring a broad range of skills. The Chair of the Board is the leader of the Board but “first among equals” and is a key position which influences the culture of the Trust.

This role description reflects this and is intended as an acknowledgement of the significance of the role and the value the Diocese places on this key position as well as a guide to what might be required of a Chair of a Catholic Multi Academy Trust. It is not intended as a complete list of every task.

Core Principles

A Chair of a Catholic Multi Academy Trust will lead the Trust Board to ensure that the following core principles are developed and maintained.

1. To support the Catholic Church in its mission.
2. To ensure that mechanisms are in place to safeguard the Bishop’s interests in the land and buildings.
3. In consultation with the CEO, to set the Catholic ethos and strategic direction for the Trust.
4. To hold the CEO to account for the educational and Catholic performance of the Trust, offering appropriate support and challenge. In turn, the CEO line manages other senior executives.
5. To oversee the Trust’s financial performance.
6. With the Governance Lead / Company Secretary and Clerk to ensure effective governance is established and maintained at all levels of the Trust.
7. To ensure that the Trust has access to appropriate skills and expertise to enable it to comply with all its statutory and regulatory frameworks, including but not limited to Company Law, Charity Law, Safeguarding, SEND, Health and Safety, and Data Protection.
8. To promote the Trust within the parishes, the local and wider community and with external stakeholders.

Supporting the Catholic Church in its Mission

The document Christ at the Centre cites four reasons why the Church provides Catholic schools (academies):

- to assist in its mission of making Christ known to all people;
- to assist parents, who are the primary educators of their children, in the education and religious formation of their children;
- to be at the service of the local Church, the diocese, the parish and the Christian home; and
- to be of service to society.

The Chair of a Catholic Multi Academy Trust must ensure that these principles are embodied in the Trust’s Strategic Plan and are central to the Catholic Life of the Trust.

Safeguarding the Bishop’s Interests in land and buildings

The Diocese makes available to Catholic Multi Academy Trusts diocesan land and buildings. The Chair must ensure that as custodian of these assets, the Trust maintains and develops the assets in line with Diocesan guidelines. The Chair must ensure that those with responsibility for premises and estates at senior level in the Trust report to the appropriate committee and comply with Diocesan procedures.

The Chair will be a signature to the Annual Report and Accounts, a statutory public document which includes a statement on the treatment of land and buildings which must be in accordance with CES directions in force at the time.

Setting the Catholic Ethos and Strategic Direction for the Trust

The Chair of the Trust must ensure that the Catholic Ethos is embedded in the Strategic Plan and at all levels within the Trust. The Chair must ensure that the Trust's strategic direction and vision is appropriate, that milestones are set and reviewed, and that progress against the milestones is monitored and reported.

The Chair with the Board, the CEO and senior leadership team will bring forward a Strategic Plan which will be regularly reviewed and amended to reflect current and changing strategic priorities. The Strategic Plan will be presented to Members who will hold the Trust to account through this document.

In consultation with the CEO and Governance Lead, the Chair will:

- set agendas for Board meetings which focus on strategic priorities;
- cascade strategic priorities to Local Governing Body Chairs for their agendas;
- ensure that the strategic priorities are clearly articulated at all levels of the Trust;
- be clear about the need to separate operational matters which are for the CEO and executive team to address, from the strategic; and
- with the Governance Lead ensure that all statutory responsibilities for the Board are planned in an annual cycle and included on Board and committee agendas.

Holding the CEO to Account through Support and Challenge

The Chair will lead the Board in holding to account the CEO, and through the CEO the senior leadership for the educational and Catholic performance of the Trust and its academies. To do this the Chair will:

- facilitate the Board working as a team to challenge, support and contribute to the strategic leadership of the Trust;
- build a professional relationship with the CEO which allows for honest conversations, acting as a sounding board and ensuring there are no surprises at meetings;
- meet regularly with the CEO, the frequency of meetings and contact to be appropriate to circumstances and business need;
- ensure all Chairs of Local Governing Bodies concentrate on their strategic role, receive information fit for purpose and hold the headteacher of their academy to account;
- contribute to the CEO's performance review, ensuring that appropriate CPD and support is provided;
- ensure the Board is represented when recruiting to senior posts in the Trust and Headteacher appointments in an academy; and
- play a lead role in any decision to suspend or remove the CEO.

In addition to the above as leader of the board, the Chair is at times a confidante, a manager, a critical friend, a cheerleader, an ambassador, an arbitrator, and possibly a mentor and coach; the balance of these roles adopted will depend on the situation at hand and in particular the experience and strengths of the leadership team and the circumstances facing the Trust.

Overseeing Financial Performance and ensuring funds are well spent

The Chair will lead the Board in its scrutiny of the financial performance of the Trust by:

- ensuring that the Board appoint external audit to give independent assurance to the Board;
- setting up an audit committee which is separate from the finance committee;
- ensuring that matters raised by auditors are brought to the attention of the Board and actioned;
- agreeing with the Finance Director the high-level key financial performance indicators and then receiving and reviewing reports from the Finance Director showing performance against the KPIs;
- ensuring that the Strategic Plan is costed so that the Board is able to evidence that the Trust's money is being well spent against the Strategic Priorities;
- ensuring that the Board receives financial forecasts with robust assumptions about future income and expenditure; and
- ensuring that the Board with the Executive has a clear picture about future risks and opportunities and that these are regularly reviewed.

Establishing and Promoting Effective Governance

The Chair plays a key role in promoting and maintaining effective governance throughout the CMAT and the culture of the Board will be influenced to a large extent by the Chair. The Chair will:

- provide leadership to the Board and ensure that directors fulfil their functions as company directors and charity trustees;
- work collaboratively with the senior executive team to ensure that governance is understood throughout the Trust;
- work collaboratively with NRCDES to ensure that governance is developed in line with Diocesan expectations, the Articles of Association and other legal requirements;
- ensure that all directors and governors sign up to the relevant Codes of Conduct available on Trust Governor and act reasonably in line with the Codes;
- ensure that all directors and governors complete and maintain the register of business, non-pecuniary and related third party interests;
- ensure that directors and governors have access to thorough induction and engage in relevant CPD so that they have the necessary skills to enable them to fulfil their functions;
- actively promote director and governor training programmes including those provided by NRCDES;
- promote and enable the use of the online governor portal by the Board and LGBs;
- carry out a review of director performance annually and take part in Chairs 360 review;
- carry out a review of Trust Board effectiveness annually (after the end of the third full year of operation);
- ensure that all LGBs complete a governor skills audit annually on the online governor portal so that training can be tailored to identified gaps;
- develop good working relationships with the Vice Chair ensuring s/he is kept fully informed and delegating where appropriate to the Vice Chair and other directors so as to build capacity and support succession planning;
- develop good working relationships with Local Governing Body Chairs so that local governors are effective in their roles and their contribution is recognised;

- with the CEO, Governance Lead and Trust Board Clerk plan for Trust Board meetings, ensure that agendas focus on the Board's key responsibilities and strategic priorities and minimise the amount of paperwork required;
- through the Clerk and/or Governance Lead, commission papers and information from the Executive Team well in advance to support agenda items and discussion at Board meetings;
- ensure that requests for information, reports and papers are reasonable and proportionate and have due regard to work/life balance of Trust employees and the time required for Trust Board Directors to review them;
- chair meetings effectively and promote an open culture on the Board that allows ideas and discussion to thrive whilst ensuring clear decisions are reached as quickly as possible;
- collaborate with the Trust Board Clerk to establish effective working procedures for the Board and its committees;
- seek advice and clarification where required from the Trust Board Clerk and/or Governance Lead on matters relating to role and remit of the Board;
- ensure that decisions taken at the meetings of the Board are followed up and recorded in minutes;
- ensure that, through Chairs symposium meetings or similar, LGB Chairs are informed of Trust decisions, Trust priorities and forward agenda items;
- ensure that the Policy Review Schedule is maintained, used and cascaded to LGBs via the online governor portal;
- ensure that Trust policies are made available on the online governor portal for adoption by LGBs where required;
- determine if Trust Board meeting minutes, redacted of any confidential material, should be made available to all LGBs through the CMAT website or via the online governor portal or only provided to LGB following requests from LGBs.
- ensure the Board has mechanisms in place to obtain and listen to the views of parents, pupils and staff at its academies;
- ensure that each academy LGB sets a clear vision and strategy for the school in line with the Trust Strategic Plan;
- ensure that there is a plan for succession for the Board Chair, Vice Chair and any committee chairs;
- ensure the Board appoints a professional clerk capable of providing advice on the Board's functions and that s/he is appraised and developed;
- take the lead in representing the Trust Board at relevant meetings with NRCDES, ESFA, DfE; and
- when urgent decisions are required, take action without permission of the Board using the Chair's powers to act and then report to the Trust Board at the first available opportunity.

Accessing skills and expertise to ensure compliance

Chairs and directors are not expected to be experts in every area of academy Trust business. However, the Board is expected to ensure that it has access to specialist advice and expertise, either through making appointments within the Trust or by buying in services in order that the Trust Board can demonstrate that it has taken all reasonable steps to minimise risk.

The Chair will:

- seek assurances from the CEO and Director of HR that senior appointments to the Trust Executive are made with due regard to the level of skill, experience and qualifications required for the post and at a salary level appropriate to ensure that the role is fulfilled effectively;

- ensure that the CEO has robust procedures in place for performance management of staff at every level and based on the CMAT policies;
- ensure that the Clerk and/or Governance Lead is appropriately skilled, experienced and qualified to provide guidance to the Trust Board on all matters of compliance.

The Chair will lead the Board in ensuring compliance in the following specific areas:

The Academy Trust as a Company and a Charity: Catholic Multi Academy Trusts in the Diocese of Nottingham are set up as Companies and Charities. The Directors are Directors of the company and also Trustees under Charity Law. All Directors, led by the Chair, must:

- ensure that they are fully aware of their responsibilities under Company Law and Charity Law. Individual Directors are not expected to be experts in Company or Charity Law themselves, however, they must ensure that they have access to appropriate expertise and advice which may be through the appointment of a suitably qualified Company Secretary / Governance Lead or by sourcing this expertise externally.

Education Skills and Funding Agency (ESFA): Academy Trusts are funded by the ESFA through an agreement with the Secretary of State. The Chair will lead the Board in seeking confirmation that the Chief Finance Officer has the necessary skills, expertise, knowledge and qualifications to perform the role of CFO and that the Trust will operate in full compliance with the Academies Financial Handbook and in particular the “Musts” for Trustees summarised at Part 8.

Safeguarding: The Trust Board as proprietor must ensure that the Trust and each academy complies with its legal obligations regarding safeguarding. Detailed guidance can be found in the publication ‘Keeping Children Safe in Education’. In summary the Chair must ensure that:

- there is a director appointed at Board level for Safeguarding;
- child protection and safeguarding policies and procedures are held at each individual academy reflecting their needs and circumstances;
- the Trust has access to appropriate safeguarding expertise;
- a safeguarding audit is carried out annually at each academy;
- the Single Central Record is maintained accurately and kept up to date – checks of the SCR should be recorded and immediate action taken to rectify errors or omissions.

Special Educational Needs and Disabilities: The Trust Board must ensure that arrangements for pupils with Special Education Needs and Disabilities at the academies comply with relevant legislation. In summary the Chair must ensure that:

- each academy has access to a Special Education Needs Co-ordinator (SENCo); and
- each academy publishes a SEND report annually.

Health and Safety: The Multi Academy Trust as a company has overall accountability for Health and Safety but delegates day to day management to academies. The Chair must ensure that:

- the Trust Board has access to appropriate Health and Safety expertise to ensure that policies comply with statutory obligations and procedures are in place to minimise risk of harm to staff and pupils within the Trust;
- monitoring of all areas of health and safety is carried out regularly at each academy; and
- the Trust Board receives regular reports from the executive on the outcomes of the monitoring.

Data Protection: The Multi Academy Trust as a company is both a Data Controller and Data Manager. The Chair must ensure that:

- the Trust has a nominated Data Controller registered with the Information Commissioner's Office;
- the Trust has Data Protection policies which comply with GDPR;
- the Trust has access to external Data Protection expertise and/or an appointed Data Protection Officer

Promoting the Multi Academy Trust

The Chair plays a key role in setting the culture and image of the Trust both internally, to local parishes and to external stakeholders. It is expected that the Chair will be proactive in promoting the Trust and may be involved in some or all of the following activities:

- holding and leading regular Chairs' Symposia for governors;
- issuing regular newsletters;
- contributing to the image and format of Trust website and stationary;
- arranging Trust wide events such as Saint's day celebrations;
- participating in the annual Members Day to promote and celebrate Trust achievements;
- meeting with external agencies such as Ofsted, ESFA when required;
- being visible in local parishes; and
- visiting Trust academies.

Skills, Understanding and Personal Qualities

Skills:

- Ability to think strategically and focus on the key issues which will have impact
- Excellent organisational skills to balance multiple priorities
- Strong communication skills to engage with all stakeholders
- Ability to negotiate and persuade others
- Ability to foster strong professional working relationships
- Excellent chairing skills
- Ability to have courageous conversations and make courageous decisions in the best interests of the Trust
- Ability to build and get the best out of a team
- Capacity to process information quickly and understand relevant data
- Ability to delegate

Understanding:

- Good understanding of the environment in which the Trust is operating and wider education policy
- Good understanding of the legal responsibilities of the Board as both individuals and a corporate entity
- Good understanding of the academies in the Trust and their key strengths and challenges

Personal Qualities:

- Commitment to Catholic education for the long term
- Personal integrity and a role model for others
- Open to new ideas and encouraging others to express an opinion
- Enquiring mind
- A sense of humour

Resources and Further Reading

The Chair should be familiar with the following documents and ensure that the most up to date version is accessed:

Articles of Association

Scheme of Delegation

Academies Financial Handbook

Keeping Children Safe in Education

The Local Governing Body Handbook (NRCDES)

The Essential Trustee (Charity Commission)

Christ at the Centre

Definition of a Practising Catholic