



DIOCESAN GUIDANCE RE: ACADEMY STATUS AND THE DEVELOPMENT OF A CATHOLIC MULTI ACADEMY TRUST

INITIAL CONSIDERATIONS FOR SCHOOLS

1. Introduction

This brief document is intended to assist the thinking of schools in the Catholic Diocese of East Anglia who may be considering Academy Status and/or forming or joining a Catholic multi academy trust.

The Academies Act requires Catholic schools to have the permission of their Diocesan Bishop and Diocesan Trustees (in the form of a “conditional consent” letter) at the start of the process and the Diocesan Bishop’s and Trustees’ “final consent” upon conversion. A number of schools in the Diocese are now academies.

The model now adopted by the Diocese is for a number of clustered academies working under a “multi academy trust” (“MAT”) which means that all the schools in that cluster will be run by one academy trust company, under the guidance of the Diocese. This formal guidance (and the commitments and expectations of all those involved in the MAT) is set out in a Memorandum of Understanding (“MOU”) (see **Appendix 1** for the full list of documents required for Catholic schools and a guide as to why each is needed and see **Appendix 2** for the full text of the East Anglia Diocesan MOU).

Schools will be expected to establish or join (if already established) the MAT already identified for the cluster of local schools. Schools are expected to work together and a joint application is recommended.

All this means that the Diocese (Bishop, the Diocesan Trustees, the Schools Service Commission and the Diocesan Schools Department) has accepted the assurances of the DfE and the Catholic Education Service that all the initial problems and concerns regarding the protection of the Catholic/Diocesan interests have been satisfactorily overcome. Providing schools meet the requirements of the

DfE and the Diocese, conditional consent will normally continue to be given to schools who are intending to convert.

2. If you're considering conversion;

- Read the material on the DfE, CES, and Diocesan websites, including the various documents for Church schools, and the Diocesan MOU. Model documents for academies have been developed by the Diocesan Schools Department and details are available either from them or on the Diocesan Solicitors' (Winckworth Sherwood) website <http://extranet.wslaw.co.uk/wsacademies/>.
- Study the list of steps and issues at section 7 of this document.
- Have informal conversations with: the Diocesan Director of the Schools Service, the Head of a school in the Diocese that is already an academy; Andrea Squires of Winckworth Sherwood ("WS"), the Diocesan solicitor.
- Have informal discussions in school with: the GB; SLT; Bursar (see 7.3 below for guidance on points that need to be discussed).
- Have informal discussions with the LA (especially their legal and finance people); local schools (including academies), feeder schools (if applicable); Parents' Association, local Union representatives etc.
- Collaborate with the other schools in the cluster, look to share resources and workload. Assess what the implications and opportunities will be of working more formally with the other schools. If the MAT is not yet established, discuss early and openly with the other schools what the expectations are regarding governance: who will serve as Directors on the Trust Board? In what areas will the schools collaborate? What due diligence is needed? Who will act as the Accounting Officer? Will there be a Chief Financial Officer?

3. Arguments for converting:

- Government policy is for all schools to become academies. Schools that are failing may be forced to become academies under less advantageous circumstances if they do not take the initiative to convert themselves.
- Independence from Local Authority (LA) decisions, funding, services and control.
- Greater school control over finance, services and decision making.
- Greater school control over curriculum, personnel etc.
- Independence from LA control.
- Concern over future of LAs, and their ability to provide services free or cheaply.

- Increase in funding (not a sufficient reason in itself!)
- Recovery of VAT on capital projects.
- No 10% capital contribution for the time being.
- Converting as a cluster of academies within one MAT will provide a framework of support and greater opportunity for collaboration, reinforcing the family of Catholic schools.
- The preservation of the Catholic identity within the MAT will strengthen the voice of the Church and the right to a Catholic education.

4. Arguments against converting:

- Uncertainty over future Government policy. Concerns over protecting the contribution of the school to local networks.
- Desire to preserve good working relations with the LA.
- Concerns over the capacity of the school/MAT to take over all the functions/services provided by the LA (whether free or charged, overt or hidden).
- Concerns relating to the outcome of the Government's review of school funding.
- Concerns that the extra funding for academies will not be enough to buy in all the services required.
- These are all legitimate concerns, but see Section 1 above. A great deal of work has been done by the CES, Ministers, DfE, the Diocese and the Diocesan solicitors, Winckworth Sherwood, to put into place adequate protections for Catholic schools and Dioceses.
- The Diocese will not assume financial responsibility for academy schools any more than it does for VA schools.

5. Philosophical and political considerations that have informed the debate about Catholic schools becoming Academies:

- The Catholicity of the school: how best to preserve and develop it (see the MOU, the Articles of Association and the Church Supplemental Agreement).
- How to protect and develop the Catholic "family of schools", at Deanery, Diocesan and national levels.
- How to preserve good working relationships with the LA and other local schools.
- How best to maximise outcomes for pupils and families.
- The future of LAs, the Government, VA schools.

- The views of staff, parents etc.

6. **Practical considerations:**

- Funding: uncertainty over the Government review of school funding; no big “bonus” any more for Academies; the LA top-slice will certainly diminish.
- Services: you’ll have to buy them all, including those the LA has provided free (see Section 7.3). You might not even be aware of all of these.
- The LA “safety-net” would disappear. (But it might anyway as LAs become less involved in the provision of education). How will the school’s “robustness” in standards, outcomes, financial health etc be monitored in future? This is expected to be addressed within the cluster and directly impacts on the question of reserves and levies for shared costs.
- Capacity: of support staff, the GB, the SLT (work-life balance) to deal with the changes. The feedback from some schools that have already converted is that the major impact is on the finance staff.
- Meeting all the requirements of the Diocese and DfE for conversion.
- Collaboration: what does this look like and how can it be developed within the cluster, there will need to be assimilation of some policies and procedures.
- Timescale, process and the extra work involved in conversion. Early feedback is that it’s a lot of work for a few people in a short timescale, but that it is “do-able” even for small Primary schools.
- Arranging a presentation to interested parties (e.g. GB, staff, parents) before any decision is made. Taking the troops with you!

7. **Next Steps (as far as the Diocesan element of the process is concerned):**

This section takes into account the experience and advice from schools who have already converted. The precise order in which schools undertake these steps will vary from school to school. A summary of the steps is set out in **Appendix 3**:

1. Once the decision is taken in principle to explore academy conversion, set up a small working group to oversee the process. Do the research on the relevant websites (see **Appendix 4**), go to relevant conferences etc.
2. Register your interest with the DfE by using their online Registration of Interest page.
3. Do the initial analysis on benefits/costs etc including an outline “business plan”. Engage fully with the others schools forming the cluster (those that have gone

through the process before can help). This analysis should include consideration of the following:

- a. The increase in funding (use the DFE ESG (Education Services Grant) calculator to work out the additional funding that the school will receive as an academy).
 - b. The increase in costs.
 - c. List all the LA services, including the “hidden” free ones (e.g. maternity leave cover).
 - d. List and cost what you can provide in-house and what you’d have to buy in (e.g. Section 48 inspections?). What costs will be shared within the MAT (as a minimum, accounting and financial software packages)?
 - e. Consider and cost all the buildings, costs, maintenance, refurbishments, new build etc, which you will no longer be funded for. Research the changes in the capital funding system for Academies.
 - f. Consider the land transfer issues. Anticipate any potential problems (e.g. land not currently owned by the Diocese or Governing Body; outstanding statutory transfers; land in shared use; unresolved title issues; transfer of GB land; transfer of LA land). Ensure that you communicate all information to your solicitors when you appoint them and they will deal with the issues.
 - g. If you have other income sources totalling £50,000 or more from “trading”, the DFE may require you to set up a separate traded services company. You will need to draw the sources of any considerable income to the attention of your solicitors when you appoint them.
 - h. If your budget is in deficit, talk to the DFE and Diocese early in the process. Are there any outstanding loan arrangements with the LA? or with the Diocese?
4. Consult widely and properly on the question of becoming an academy with other schools, the LA, parents, pupils and anyone else who will be affected by conversion. Please note this is a consultation only on the question of becoming an academy and that the TUPE consultation (with employees and unions) will happen later on in the process. If staff become apprehensive as a result of this

consultation tell them that their pensions will be OK and that you do not intend leaving the national TP&C system on conversion. Tell staff that, if at any point in the future the GB were to consider varying the TP&C, this could only be done after full consultation with staff and unions. Experience from other schools and ex GM schools say that many potential problems can be resolved at an early stage by listening and talking.

5. Pass the first GB resolution in favour of academy conversion. Delegate authority to a small working group to make day to day decisions to achieve academy conversion.
6. Apply for the Bishop/Trustees' Conditional Consent (contact Julie O'Connor). Mention any loan arrangements. As it states in Section 7.3.h above, if your budget is in deficit, talk to the DFE and Diocese early in the process.
7. You may be asked to describe the rationale for converting, including:
 - The impact of academy conversion on teaching and learning
 - A record of your due diligence analysis
 - Evidence of your consultation process and outcomes
 - Any issues specific to your school
 - A brief summary of your business plan/school development plan
 - Details of any support provided or received from others
 - Where a new MAT is being formed, what the long term plan is for forming a cohesive and effective cluster of Catholic academies.

A statement that the school will abide by the conditions required by the Diocese including the Diocesan MoU (which is legally binding on upon the Governors on conversion) is also part of the process.

8. Contact the Diocesan solicitor if you didn't do so earlier. A fixed fee has been agreed with the Diocesan solicitor, Winckworth Sherwood, to act for and support schools through conversion, conferring various economy of scale benefits. The solicitors will guide you through the legal requirements, provide advice and draft the documentation relating to conversion. This will include an element of project management, but it does not restrict you from employing additional resource to help you through the process. Talk to other Heads for further information. The

solicitors will ask for information from you including information relating to land ownership, land agreements, school contracts and your Instrument of Government. You will need to be ready to provide this information to the solicitors.

9. Get a comprehensive process checklist (WS will send the School a checklist once appointed). There are other checklists available from the Gov.uk and Churchmarketplace websites. This will help guide you through the process.
10. Apply to the DfE using their online DfE Application Form as soon as possible. Include a Catholic school as the “supported school” if possible. This may not be required for an application to convert as a multi academy trust with other local schools. Whilst it is a relatively straight forward form, questions about governance and pupil numbers may be challenging to answer (the DfE will require further information where the roll is falling or a school is in danger of slipping below floor standards). Seek advice from the Diocese or Winckworth Sherwood. Be ready to provide CVs for those who will be the initial Directors where a new MAT is contemplated. We advise against using too much detail. The DfE will require sight of the Diocesan consent letter so you will either need to attach the Diocese’s conditional consent letter to the DfE Application Form or, send the form in and send the conditional consent letter in later.
11. Once the Academy Order is issued by the DfE (and you/your solicitors may have to chase it), submit the application for the £25K Academy Conversion grant, given to pay the costs of the conversion process. You will have to pay the Diocese’s costs as well (which may be included in the fee if you use Winckworth Sherwood).
12. Talk to your DfE “Project Lead”. Get all parties communicating with each other, particularly the Project Lead and your solicitor (though WS will make contact once you confirm who it is).
13. Do your TUPE consultation under the guidance of your solicitors and with the support of the LA HR advisors. It will be very important that this is done properly as the penalties for incorrect process are severe.
14. Keep a record of the steps of the process (especially of your communication with the Diocese) using the checklist that you are adopting, and your consultation processes and outcomes.
15. Remember that help and advice are available throughout from: Julie O’Connor (joschools@east-angliadiocese.org.uk); Andrea Squires (020 7593 5039 or email: asquires@wslaw.co.uk) or Emily Towner of Winckworth Sherwood (tel: 020 7593 5177 or email: etowner@wslaw.co.uk), the Diocesan solicitors.

8. List of Appendices

Appendix 1: List of the key for schools becoming academies and a guide as to why each is needed.

Appendix 2: Diocesan MOU

Appendix 3: Academy Conversion Process

Appendix 4 List of useful websites and links.

APPENDIX 1

LIST OF KEY DOCUMENTS AND GUIDE AS TO CONTENT

1. MAT Articles of Association

The Academies in the cluster will be operated by the multi academy trust ("MAT"). The MAT will be established when the Articles of Association (the company's constitution) are registered with Company's House. At that point the MAT will have a registered number which will never change (unlike the name which might change from time to time).

The Articles are adopted by the founding "Members", which for all Diocesan MATs are the Bishop and the Diocesan Trustee (as corporate Members) together with 3 individuals appointed by the Bishop. The Bishop will appoint the Directors of the MAT, who in turn will establish "Local Governing Bodies" to provide governance within the school itself. Management responsibility will continue to be vested in the Academy's Principal/Headteacher and senior leadership team.

In line with any trust established by the Bishop, the MAT's charitable object is to advance the Catholic religion, in this case by operating Catholic schools and with the express approval only of the Bishop other schools, which may include others schools without a religious character. The Articles set out the powers of the Directors and the regulations which govern their activities.

The MAT is an exempt charity, regulated by the Secretary of State for Education.

2. Master Funding Agreement

The MAT receives funding for each Academy pursuant to a Master and Supplemental Funding Agreements. The Master Funding Agreement sets out the conditions that the MAT and the Academies must observe if funding is to be paid, one of which is compliance with the Academies Financial Handbook and any other guidance issued by the Secretary of State from time to time. The Master Funding Agreement provides for intervention in the event of failings.

3. Supplemental Funding Agreement

Each Academy will have its own Supplemental Funding Agreement and it is this document which will set out the Academy specific arrangements, e.g. designation as a Catholic school, whether secondary or primary etc. and what the land arrangements are.

4. Commercial Transfer Agreement

The business and assets of the school on conversion will transfer to the MAT under the Commercial Transfer Agreement, to which the Local Authority is also a party in light of

their responsibility for any historic revenue liabilities. It also sets out the information to be disclosed in respect of the staff who will transfer from the Governing Body's employment to that of the MAT. It may also list all contracts which will transfer to the MAT.

5. Church Supplemental Agreement

The Church Supplemental Agreement is the only document to which the Bishop and the Diocesan Trustee (or other Trustees who own the school land) will be a party and as well as recognising that all Diocesan land will continue to be held by the Trustees on behalf of the Academy, it also reflects the commitments being made by the Secretary of State and the Bishop to each other in relation to the provision of a Catholic education. For example, it makes clear that no intervention must be exercised by the SoS without first discussing the circumstances with the Diocesan Schools Department.

6. Diocesan Memorandum of Understanding

The requirements of the Bishop of those responsible for providing a Catholic education are set out in the Memorandum of Understanding, which the MAT must comply with. It sets out current guidance as well as makes reference to any future guidance and requirements. The MOU deals with a range of matters, including preserving a Catholic character, the teaching of RE, the use of land, the oversight by the Diocese of standards and finances and the appointment of Foundation Directors and Foundation Governors.

7. Scheme of Delegation

The responsibilities of those providing governance at the Academy level is set out in the Scheme of Delegation which will be adopted by the Directors on the advice of the Members. The Scheme is the document which creates the Local Governing Bodies and regulates their activities. The Scheme will provide clarity as to the roles and responsibilities of all those working within the MAT and Academies (ignoring any employment obligations). A responsibility matrix will sit alongside the Scheme to aid decision making.

APPENDIX 2

DIOCESAN MEMORANDUM OF UNDERSTANDING



Memorandum of Understanding – Cluster Multi Academy Trusts

4th November 2015

Background

The task of the Catholic school or academy “is fundamentally a synthesis of culture and faith, and a synthesis of faith and life: the first is reached by integrating all different aspects of human knowledge through the subjects taught, in the light of the Gospel; the second in the growth of the virtues characteristic of the Christian.”

(The Catholic School, Rome, 1977)

Within this context Catholic education is structured around three core principles:

1. The education of the whole child as a unique individual created in the image of God
2. The search for excellence as an integral part of the spiritual quest
3. The education of all with the particular duty to care for the poor and disadvantaged.

In light of the significant changes affecting Catholic schools in the Diocese and nationally brought about by the Academies Act 2010, the Bishop of East Anglia and the Diocesan Trustees together with the schools have set out in this Memorandum of Understanding their commitments to each other to ensure that the schools continue (irrespective of any change in status from voluntary aided to academy) to be conducted as Catholic schools. This means in accordance with the Code of Canon Law of the Latin Church from time to time and the doctrinal, social and moral teachings of the Catholic Church from time to time and following the directives and policies issued by the Diocesan Bishop to ensure that the formation, governance and education of the schools are based on the principles of Catholic doctrine, and at all times serving as a witness to the Catholic faith in Our Lord Jesus Christ.

This Memorandum of Understanding serves as a restatement of the purpose of the Diocesan Trust and the schools’ Catholic distinctiveness, acknowledging that:

- A. The schools shall be conducted in accordance with the terms of the trust of the Diocese of East Anglia.
- B. Each schools' admission policy must be subject to any and all statutory requirements and common law (as the same are in force from time to time) and comply with the Diocesan Policy on Admissions.
- C. The provision of religious education and collective worship will be undertaken in accordance with the teachings, rites and liturgical norms of the Catholic Church and will be subject to the authority and direction of the Diocesan Bishop as articulated from time to time by the Diocesan Schools Department.
- D. Land held by the Diocesan Trustees is used by the schools at the discretion of the Bishop and must be used for purposes which are consistent with the objects of the Diocesan Trust.

Changes to this Memorandum of Understanding will be made by the Bishop at any time and at his discretion. It is issued as a directive of the Bishop and as such it is binding on the schools and any cluster multi academy trust established by the Bishop and must be complied with.

Section A: Purpose

This Memorandum of Understanding (MoU) sets out the understandings and conditions that apply to the formation of a cluster Multi Academy Trust (MAT). It identifies the catholic distinctiveness that must apply to the academies within the MAT and identifies the commitments that must be made to secure the success of the MAT and its constituent schools by the MAT Trust Board, the Diocesan Trustees and the Diocesan Schools Department in providing support and having the necessary oversight of the MATs established in the Diocese. All these organisations or bodies have a duty to operate within the guidance of the Bishop of East Anglia and it is acknowledged that the Bishop is the primary authority for determining the membership of the respective boards of governance.

In order to exemplify the respective roles and responsibilities of various parties associated with the successful operation of the MAT a 'Responsibility, Accountability, Consultation and Information (RACI) Chart' has been drawn up and is attached as Appendix A. All parties will be expected to commit its best endeavours to make sure that those aspects within its remit and control are delivered in a complete and timely manner.

Section B: Catholic Distinctiveness

Set out below are the characteristics of catholic distinctiveness which must be evident in any school that is within the responsibilities of the MAT, which characteristics are intended to mirror those applicable to voluntary aided Catholic schools.

1. Each school in the MAT must be conducted in accordance with the principles, practices and tenets of the Catholic Church and all Catholic canon law applying thereto including the terms of the trust of the Diocese of East Anglia, so that at all times the school may serve as a witness to the Catholic faith in Our Lord Jesus Christ. The establishment of Catholic schools in the Diocese is a matter for the sole discretion of the Bishop of East Anglia.
2. Each school in the MAT (as with all Catholic schools in the Diocese) is primarily provided for the education of persons who are baptised members of the Catholic Church and the admittance of any other persons must be made only in conformity with the respective academy's admissions policy approved by the Bishop and any direction issued by the Bishop in respect of the same.
3. Each school in the MAT must provide religious education and collective worship in accordance with the teachings, rites and liturgical norms of the Catholic Church and will be subject to the authority and direction of the Bishop of East Anglia. The key areas of the distinctive nature of catholic education are recorded in 'Principles, Practices and Concerns' as supplemented by 'The Common Good in Education' (Bishops Conference 1996), focussing particularly on the search for excellence as an integral part of the spiritual quest within oneself and within the wider community.
4. Each school in the MAT is part of a wider family of schools in the Diocese of East Anglia, with particular emphasis on the mutual support and protection of the schools within the cluster MAT.

Section C: Commitments made by the Bishop and the Diocesan Trustees

Catholic Character

1. The Bishop of East Anglia will continue to support the development of a strong Catholic ethos within schools which are part of the cluster MAT, consistent with all schools in the Diocese. Whilst the Schools Service Commission has been given responsibility for securing this mission, the Diocesan Schools Department has been tasked by the Bishop to fulfil this purpose on his behalf. The Schools

Department will seek to encourage, promote and support a collective voice on national issues affecting all schools in the Diocese and will help to communicate concerns and needs to the range of bodies with the responsibility for the funding and regulation of schools.

2. The Bishop of East Anglia acting through the Diocesan Schools Department will provide guidance on the teachings of the Catholic Church in order to support the teaching of others.

Governance and Management Support

3. The Bishop will ensure that any directive issued by him will be in writing and be clearly communicated to the Chair of the MAT.
4. The Diocese will provide support to the MAT through its Diocesan Schools Department. Care will always be taken to identify when such support is part of the intrinsic nature of the Schools Service and those occasions when the support is so specialist in its nature that the Diocese will seek a recovery of any costs incurred, which will not be unreasonable and wherever possible will be agreed in advance.
5. The Director of the Diocesan Schools Service will continue to support regular meetings of representatives of all the Catholic schools in the Diocese to encourage the transfer of knowledge and the sharing of best practice.
6. The Bishop will seek in so far as he is able to ensure that high quality committed, skilled individuals are put forward as foundation directors of the MAT and governors of the local governing committees established for each of the academies in the cluster MAT. He will make sure there are arrangements to monitor the contribution made by such appointees and will remove individuals in the event of misconduct and/or a failure to support the high ideals of the MAT and the Bishop together.
7. The Diocesan Schools Department can ask the MAT board for information in respect of the governance and management of the MAT and the academies for which the MAT is responsible. The Director of Diocesan Schools Service will endeavour to make sure such requests are necessary and proportionate to the role and responsibilities of the Service (including its oversight role) as determined by the Bishop and the Diocesan Trustees.

Land, Buildings and Capital Expenditure

8. The land on which the schools that form part of the MAT operate is owned by the East Anglia Roman Catholic Diocese Trustee (the Diocesan Trustee) and as such

neither the land nor the buildings constructed thereon are formally assets of the MAT. The Church Supplemental Agreement, which is put in place when each school joins the MAT, recognises the occupation and use of the school site by the MAT for the particular Catholic school as a bare licensee and that the right of the Diocesan Trustee to terminate the MAT's use of the site is subject only to the giving by the Diocesan Trustee of 2 years' notice. Both the Diocesan Trustee and the MAT will have regard to any guidance issued by the Catholic Education Service as to the question of whether the land and buildings should be recognised as an asset on the balance sheet of the MAT.

9. No significant capital works will be carried out on any school site by the MAT (or its schools) without the prior written consent of the Diocesan Trustee, which consent will not be unreasonably withheld provided that there is clear evidence that there are funds readily available to the MAT to undertake all of the work and that any capital works comply with any Diocesan policy on capital works to school sites issued from time to time. Confirmation of approval will be given by the Director of the Schools Service after consulting with the Diocesan Financial Secretary.
10. In so far as the Diocesan Trust is able, taking into account other competing requests from schools in the Diocese, it will support the MAT in any specific grant application to the Secretary of State and will provide advice and support in the procurement of capital works. For the avoidance of doubt the Diocesan Trustee cannot be relied on to provide any form of financial guarantees or assume any financial responsibilities in respect of such works.

Section D: Oversight by the Bishop

Role and Responsibilities of the Diocesan Schools Department

1. The Bishop has given responsibility to the Schools Department to provide support and challenge to the MATs. This is in recognition of the role of the Bishop as the appropriate diocesan authority in overseeing the Catholic schools in the Diocese reflected in canon law and recognised both in the Education Acts and the Church Supplemental Agreement. This role is wider than the role of the Bishop as the principal and founding Member of the MAT and is crucial to the preservation of the religious character of the schools and the fulfilment of the objects of the MAT. The Schools Department may be assisted by a strategic advisory board established by the Bishop to support the Director of the Schools Service in overseeing the MATs and in developing and sharing best practice.

2. The Schools Department shall assist the Bishop and the Diocesan Trustees in monitoring the educational and business management performance of all MATs in the Diocese, advising the Bishop, the Schools Service Commission and the Diocesan Trustees of any concerns regarding the performance of any MAT and in particular the effectiveness of the MAT's Board of Directors (the "Trust Board").
3. Specifically the Director of the Schools Service has the authority to seek from the MAT Trust Board any information or assurance it believes necessary and appropriate (about the MAT and/or the schools for which the MAT is responsible) to undertake its role whether on a regular or random basis. The MAT Trust Board will provide to the Director of the Schools Service regular, high-level reports regarding the educational and financial performance of the schools and any risks likely to affect the schools or the MAT as a whole to enable the Schools Department to:
 - a. measure the performance of the Catholic schools across the Diocese;
 - b. identify when additional support is needed by a MAT;
 - c. facilitate the provision of support to a MAT or any of its schools whether from another MAT, another Catholic school in the Diocese or any third party agencies;
 - d. identify and share best practice across the Diocese, both in terms of school performance and the efficient and proper running of the MAT itself;
 - e. ensure that when the MAT is established the Directors of the MAT fully understand their responsibilities and together have the full range of skills and experience needed;
 - f. review on a periodic basis the skills and experience of the MAT Directors, advising the Bishop and making recommendations as may be necessary as to the appointment and in some cases replacement of those serving as foundation directors;
 - g. develop and deliver a programme of training for those who serve as foundation Directors where it has been identified that this might best be done on a diocesan wide basis rather than within an individual MAT.
4. Where the Director of the Schools Service believes educational or business management standards within a MAT are below those that have been identified as consistent with the standards and aspirations identified by the Bishop and the Diocesan Trustees, including as a minimum in circumstances when the Secretary of State for Education has identified serious weakness and an intention to serve a

warning notice on the MAT or when a complaint has been received by the Bishop, the Director will make recommendations to the Bishop as to any action that should be taken including:

- a. whether any matter needs further investigation or follow up;
- b. whether any independent review is required;
- c. whether the Bishop is advised to take direct action in relation to the MAT or any school; and
- d. whether any approach needs to be made to the Secretary of State under the terms of the Church Supplemental Agreement.

Principles and specifics of the relationship between the Diocese and the MAT Trust Board

5. Notwithstanding the high level oversight role undertaken by the Diocesan Schools Department, the relationship between the Diocese and the MAT Trust Board should be based on one of mutual respect and appropriate question and challenge in an open and transparent manner consistent with the Catholic nature of the organisations. It is expected that both organisations will subscribe to the Seven Principles of Public Life identified by the Nolan Committee and detailed in Appendix B of this document.
6. Information provided to the Schools Department by the MAT Trust Board will be acknowledged and the Director of the Schools Service will share any advice he or she provides to the Bishop regarding any specific matter involving the MAT with the relevant MAT Trust Board except in so far as the Director considers any such advice should be kept confidential.
7. The Director of the Schools Service should be willing and able to provide advice and guidance to the MAT Trust Board outside of any formal reporting regime.
8. It is recognised that good practice would be for representatives of each MAT Trust Board, e.g. the Chair, to meet at least once annually to ensure there is both dialogue and data exchanged between them and the Diocesan Schools Department will facilitate this.
9. Any costs properly incurred by the Bishop in the exercise of his role overseeing the MAT and the schools (whether or not at the request of the Diocesan Schools Department and whether recovered on a pooled basis or as an individual contribution) will be met as an expense by the MAT, which will not be unreasonable and wherever possible will be agreed in advance.

Section E: Commitments made by the MAT Trust Board

Catholic Character

1. The MAT Trust Board will make sure both it and the local school governing bodies maintain and develop the religious character as Catholic schools and no alteration shall be made to the religious character or conduct of the school without the consent of the Bishop of East Anglia, who shall be advised by the Diocesan Schools Department.
2. The MAT Trust Board and the schools for which it is responsible will submit to the canonical inspections and visitations of the Bishop of East Anglia and any person appointed by him for the purpose of monitoring both the Catholic life of the MAT and its schools and the way they operate, ensuring this is in accordance with canon law and following the practices and teachings of the Catholic Church. The MAT Trust Board and the local governing bodies are expected to observe good governance and promote a high quality education, particularly in the light of the additional responsibilities and freedoms afforded to academy trusts and the schools within their control by the State.

Governance and Management

3. The MAT Trust Board must comply with, and must ensure processes are in place to ensure all governors and employees of the MAT comply with, all directives issued by the Bishop of East Anglia including this Memorandum of Understanding, giving effect to the matters addressed within it.
4. The MAT Trust Board will adopt, in so far as they are legally able to, all policies and practices as communicated by the Diocesan Schools Department on behalf of the Bishop from time to time. Any exception to this must be agreed in writing with the Diocesan Director of Schools Service.
5. The MAT Trust Board should be open about decisions affecting the schools for which it is responsible and be prepared to justify those decisions except in so far as the Trust Board considers that such matter should be kept confidential. In the unlikely event of a conflict of loyalty, given the fundamental purpose for which the MAT has been established, guidance will be sought by the Bishop of East Anglia from the Archbishop of Westminster as head of the Catholic Church in England and Wales, with the support of the Catholic Education Service.
6. The MAT Trust Board will, along with any local governing committees, consider on an ongoing basis the need for training and skills development as well as considering succession planning. They shall work with the Diocesan Schools Department and consider any advice or opinions of the Diocesan Director of

Schools Service with regard to leadership, governance and the standards of teaching and learning in particular. The MAT Trust Board acknowledges the Bishop of East Anglia's right to appoint Foundation Directors to the MAT Trust Board and Foundation Governors to any local governing bodies or committees. In so doing the Bishop will consider any recommendations made by the Diocesan Schools Department, particularly where there is a need to secure specific skills on to those bodies.

7. The MAT Trust Board will not implement any proposals that affect the status or size of the MAT or its constituent schools without the written consent of the Bishop.
8. On incorporation, the MAT Trust Board will be expected to adopt the model Scheme of Delegation developed and issued by the Strategic Board from time to time dealing with the governance regime within the MAT. The MAT Trust Board must have the express authority of the Bishop in writing to create a local governing body or committee for any school joining the MAT consistent with the Scheme of Delegation. Any material changes which the MAT Trust Board wish to make to the Scheme of Delegation shall first be discussed with the Schools Department, whose approval must be obtained where any changes impact materially on the principles of delegation, the nature of the relationship between the MAT Trust Board and the local governing bodies, the composition of the local governing bodies (and the appointment of Foundation Governors by the Bishop) and the key responsibilities delegated to the local governing bodies. The Diocesan Schools Department will have regard to any views of any local governing body that is affected by a change.
9. The MAT Trust Board and any local governing committees shall provide the Diocesan Schools Department with copies of all board/committee meetings should they be requested.
10. The MAT Trust Board shall provide the Diocesan Schools Department with copies of any returns provided to the Education Funding Agency (or any other body set up by the Secretary of State to oversee the finances of schools).
11. The MAT Trust Board shall provide the Diocesan Schools Department with copies of any Annual Report and the audited Annual Accounts for the MAT.
12. The MAT Trust Board shall ensure that it has systems in place for the proper conduct and oversight of the management of the Trust and the leadership of the schools, having regard in particular to the Trust's legal responsibilities as a public and corporate body which is regulated by the Secretary of State for Education. The MAT is obliged under the Academies Financial Handbook to appoint persons who will fulfil the role of "Accounting Officer" and "Chief Financial Officer" (as

defined within the Academies Financial Handbook) and the MAT Trust Board will consider carefully who is to fulfil these roles, ensuring that all legal requirements are satisfied and having regard to any advice offered generally or specifically by the Strategic Board. The Accounting Officer is expected to have experience of leadership of a Catholic school and the Chief Financial Officer must have an appropriate financial qualification (or be working towards one). The MAT Trust Board is also encouraged to appoint an appropriately qualified Company Secretary or Clerk who can advise them on corporate governance and compliance.

Financial Management

13. The MAT Trust Board has full responsibility for managing the financial affairs of the MAT including all the constituent schools. Whilst they may delegate day to day financial authority to the school's headteacher and governance oversight to the local governing body, ultimate responsibility remains with the MAT Trust Board. In exercising this responsibility, they are expected to fully comply with any instructions, guidance and best practice identified from time to time by the Education Funding Agency and the professional standards identified by the Accounting Standards bodies relevant to the MAT. No guarantees or assurances in respect of the financial affairs of the MAT will be provided by the Bishop or the East Anglia Roman Catholic Diocese Trustee.
14. Whilst the overall strategic report of the MAT's activities to the Bishop (to be provided to the Diocesan Director of the Schools Service) will address financial risks, should the MAT Trust Board identify through its own regular monitoring of the work of the local governing committees that there is likely to be the need to address financial issues not previously identified in the schools' and MAT's annual budget and/or plan then it is expected to bring these matters to the attention of the Diocesan Schools Department who will consult with the other Members of the MAT with the view to discussing with the MAT Trust Board what action will be taken to avoid any long term threat to the MAT and the schools for which it is responsible.

Land, Buildings and Capital Expenditure

15. In addition to the responsibilities that the MAT has to the Bishop and the Diocesan Trustee in respect of the land and buildings used by the schools outlined in this Memorandum of Understanding, the MAT Trust Board and the local governing bodies will ensure that at all times any land and buildings used or occupied by the MAT (or its schools) is not used for purposes which would not be

consistent with the teachings and practices of the Catholic Church and any lettings of land or buildings shall be in accordance with any policy issued from time to time by the Bishop.

16. The MAT Trust Board will develop an estate strategy in conjunction with the local governing bodies and in consultation with the Diocesan Schools Department that will identify the suitability of facilities on a school by school basis in the light of long term curriculum needs, estate condition and any other demands. This strategy should be appropriately reflected in the MAT business and financial plans and budgets.
17. The MAT Trust Board will comply with and will ensure compliance by its constituent schools with the obligations of the Church Supplemental Agreement and where insurance is not in fact put in place by the Diocesan Trustee, the MAT Trust Board will insure the school sites only with insurers approved by the Diocesan Financial Secretary on behalf of the Bishop, which may include the EFA's "Risk Protection Arrangements" scheme. The MAT Trust Board will obtain professional advice on the reinstatement value when such insurance is being renewed and will ensure that any insurance is taken out or risk protection cover arranged (in joint names with the Diocesan Trustee or ensuring that full cover is extended to the Diocesan Trustee) in the full reinstatement value and will make up any shortfall from its own funds.

Admissions

18. The MAT Trust Board will not determine any changes to the admissions criteria of any of its schools without the written consent of the Bishop of East Anglia.

Employment of Senior Staff and Key Teaching Staff

19. The MAT Trust Board (in conjunction with the local governing bodies) will ensure that the Accounting Officer for the MAT, the headteachers and deputy headteachers for all schools, as well as any key teaching staff, responsible for co-ordinating religious education and any chaplain or reserved post, shall be practicing Catholics. Any departure from this must be approved in writing in advance by the Bishop and is to be reviewed on any future appointments.
20. The MAT Trust Board will make sure that the employment of all staff by the MAT shall be consistent with the policies from time to time notified to Catholic schools by the Bishop of East Anglia.

Appendix A

MAT - Responsibility, Accountability, Consultation, Information (RACI) Chart

Ref	Task	MAT	Diocesan Schools Director (or Strategic Advisory Board)	Diocesan Schools Department	Bishop of East Anglia (or Diocesan Director)
Key	<p>R = The primary body responsible for the completion of the task</p> <p>C = The primary body must consult with this body before completing the task</p> <p>I = The primary body must inform this body once the task has been complete</p> <p>A = The primary body must get formal approval for this task from this individual/organisation before it can be complete</p>				
	Governance and Management				
1	Appointing Foundation Directors under Article 50 (who must be in the majority by at least 2)	C	C	C	R
2	Recruiting and Appointing MAT Directors under Article 50A (i.e. by the MAT Trust Board)	R	C	C	I
3	Recruiting and appointing reserve posts	R		C	
4	Religious Designation	A		C	R
5	Vision and Values	R	C	I	A
6	Strategy, Expansion and Leadership	R		C	
7	Strategic Organisation/Delegated Responsibilities	R		C	
8	Statutory Policies	R		I	
9	Risk Management Reviews	R	I	I	
10	Recruitment of non reserve posts	R			
11	Staff Performance Management process	R			
12	Staff Professional Development	R			

13	Compliance with MOU	R	R	C	I
14	EFA Returns	R			
15	DfE intervention	R	C	C	
16	DfE/EFA approvals for significant changes (as per Diocesan Guidance)	R	C	I	A
17	Due Diligence of schools joining the MAT	R	C	C	
	Education Achievements				
18	Admissions Policy	R		C	
19	Educational Standards	R	I	I	
	Business Management				
20	Statutory Compliances (including Health and Safety)	R	I		
21	Compliance with Academies Financial Handbook	R	I		
22	Business Administration & Organisation	R			
23	Business Plan and Annual Budget Setting	R	I		
24	Estate Strategy/Capital Works	R	C	C	A
25	Pay and conditions of senior staff	R			
26	Insurance/Risk Protection Cover	R		I	A

Appendix B

Seven Principles of Public Life

These 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 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 the 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 the public interest.

Leadership

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

APPENDIX 3

1.	Initial consideration and due diligence undertaken by School/Trust. Each school must consider how the conversion will benefit their Catholic Ethos and consult widely to ensure support within their own community. It is also important to consider how the academy model will benefit all Catholic schools in the area.	Action by School
2.	Governing Body passes resolution to convert to Academy status.	Action by WS
3.	Request by School/Academy Trust for Conditional Consent sent to Diocese (Schools Department).	Action by Diocese
4.	Conditional Consent from the Diocesan Trustee sent to School/Academy Trust. Diocesan Schools Department notify Winckworth Sherwood.	Action by DfE
5.	Diocese to send a copy of the Instrument of Government and Title Deeds for whole School Site/Site plan to Winckworth Sherwood.	
6.	Application sent to DfE by School.	
7.	Winckworth Sherwood write to School/Academy Trust to confirm fees and scope of work and next steps and School confirm instruction to proceed (if not already done).	
8.	The "In Principle" Academy Order is issued. DfE Grant Application Form sent to DfE from School/Trust.	
9.	Winckworth Sherwood to send the School/Academy Trust an Issues Checklist which serves as a detailed programme for conversion from the School's perspective. Winckworth Sherwood to guide School/Academy Trust through initial consultation, including TUPE.	
10.	Establish Academy Trust Company (if appropriate); Winckworth Sherwood to draft company incorporation documents. School/Diocesan Schools Department to agree Articles of Association and Memorandum of Incorporation. Electronic signature details to be provided by School(s) for initial Directors.	
11.	Funding Agreements, Commercial Transfer Agreement, Church Supplemental Agreement (and any land transfer or lease) to be drafted by Winckworth Sherwood. Full report on documents and conversion to be provided by Winckworth Sherwood to the Schools/ Academy Trust, the Diocesan Trustee and Director of Schools Service.	
12.	Execution of Documents. School/Trust to execute Funding Agreement(s), CTA (and Land Transfer/Lease if necessary) and Church Supplemental Agreement. WS to organise this process.	
13.	Execution of Documents: Bishop and Diocesan Trustee to execute Church Supplemental Agreement. WS to organise this process.	
14.	The Academy Order is issued – Academy Conversion achieved.	
15.	Draft minutes for first Academy Trust Board meeting and first Academy Local Governing Body meeting issued by Winckworth Sherwood to assist with formal aspects.	
16.	Academy Trust Directors and Academy Governors to provide undertakings to the Bishop and Diocesan Trustee. Winckworth Sherwood to provide draft wording.	
17.	Documents Bible to be provided by Winckworth Sherwood to Diocese and School/Academy Trust. The Bible will include the Articles, Funding Agreement(s), Church Supplemental Agreement, Commercial Transfer Agreement(s) and land documents.	

APPENDIX 4

USEFUL WEBSITES AND LINKS

1. DfE Website via Gov.UK:

www.gov.uk

2. Winckworth Sherwood Education Website:

<http://www.wslaw.co.uk/core-areas/education>

3. Diocesan Education Service website

www.rcdea.org.uk

4. Catholic Education Service Academies Website:

<http://www.catholicacademies.org.uk/>

5. Churchmarketplace Website:

www.churchmarketplace.org.uk