

# PORTSMOUTH DIOCESAN TRUST

## TERMS OF REFERENCE FOR THE EDUCATION COMMITTEE

### 1 DEFINITIONS

"the Bishop"	means the Catholic Bishop of Portsmouth;
"the Committee"	means the committee appointed by the Trustees and the Bishop in accordance with clause 2;
"the Core members"	means both the Vicars General, the Episcopal Vicar for Education and three other Trustees, all lay, who are to be appointed by the Trustees with the prior approval of the Bishop;
"ex-officio members"	means the Vicar General and the Episcopal Vicar for Evangelisation being two of the Core members
"ordinary member"	means a member of the Committee other than the ex-officio members;
"the panel"	means the panel comprising Vicar General who is the Moderator of the Curia, the Episcopal Vicar for Evangelisation and the Secretary to the Trustees established under clause 11.6;
"the Trusts"	means the trusts identified in note 1 below; and
"the Trustees"	means Portsmouth Roman Catholic Diocesan Trustees Registered.

### 2 THE COMMITTEE

- 2.1 The Trustees, the trustees of the Trusts, with the consent of the Bishop, appoint a committee to act on their behalf in matters concerning the Trusts which relate to education and delegate to the Committee the powers set out in this document.

### 3 RESTRICTED POWERS

- 3.1 Where the business of the Committee concerns trusts other than the Portsmouth Diocesan Trust, the Trustees' power to delegate to the Committee may be restricted as indicated in note 1 below.
- 3.2 When dealing with the business, property or funds of these trusts, the Committee must check the limits within which it is authorised to act.

### 4 NAME

- 4.1 The Committee is to be known as the Education Committee.

## **5 MEMBERS**

- 5.1 The members of the Committee are to comprise the Core members, and others, whether Trustees or not, appointed by the Trustees with the prior approval of the Bishop.
- 5.2 No employed member of the Curia is to be a member of the Committee.
- 5.3 Each ex-officio member is to hold office as a member of the Committee for as long as he is a Vicar General or the Episcopal Vicar for Evangelisation respectively.
- 5.4 Each ordinary member of the Committee is to hold office for a term of five years starting on the date of his appointment or re-appointment and ending on the fifth anniversary of that date or (if a Trustee) when he ceases to be a Trustee, if earlier.
- 5.5 An ordinary member of the Committee
- 5.5.1 may be appointed for a second term starting on the day after the end of his first term; and
  - 5.5.2 may not then be re-appointed until the end of 12 months from the end of his second term.
- 5.6 An ordinary member of the Committee may be re-appointed at the end of his second or any subsequent term if the approval of the Bishop has been obtained and if the Trustees are satisfied that the re-appointment
- 5.6.1 is strongly recommended by the Core members given the importance to the Trusts of that person remaining a member of the Committee; and
  - 5.6.2 will be in the interests of the Trusts.
- 5.7 Any appointment of an ordinary member may specify a period shorter than five years and contain provisions for earlier termination.

## **6 CHAIRMAN**

- 6.1 The chairman of the Committee is to be the Episcopal Vicar for Education for the time being.
- 6.2 If at any time there is no Episcopal Vicar for Education, the Trustees will appoint a Core member, approved by the Bishop, to be its chairman until a new Episcopal Vicar for Education is appointed by the Bishop.

## **7 RESERVED POWERS**

- 7.1 The Trustees reserve to themselves the following decisions, none of which may therefore be taken by the Committee, even if otherwise within the Committee's powers under this document:
- 7.1.1 major policy decisions affecting the life of the Diocese, which include, without limitation, opening, expanding or closing schools or categories of schools;

7.1.2 major expenditure decisions, being decisions about capital expenditure not authorised by clauses 12 to 14 below; and

7.1.3 major contractual decisions including (without limitation) the employment of the head of any department of the Curia, but this does not include the appointment of any cleric to be the head of any department.

7.2 Any disagreement between the Trustees and the Committee as to whether a decision is a reserved decision is to be settled by the majority vote of the Vicars General, the Episcopal Vicars and the Secretary to the Trustees, with the Vicar General who is the Moderator of the Curia having a casting vote.

## **8 RESPONSIBILITIES**

8.1 The Committee is to be responsible for the following:

8.1.1 formulating policies and setting objectives in respect of all matters within the responsibilities of the Vicariate for Education;

8.1.2 scrutinising annual budgets submitted by the departments within the Vicariate, namely the Department for Schools and the Department for Educational Chaplaincies, with a view to recommending them to the Trustees for approval;

8.1.3 receiving reports in respect of those policies and objectives, and communicating the reports to the Trustees;

8.1.4 providing oversight of and taking decisions, on behalf of the Trustees, in relation to the following:

(a) any matter within the responsibilities for the time being of the Vicariate or either of the departments within the Vicariate; and

(b) any other matter relating to education referred to the Committee by the Trustees with the prior approval of the Bishop.

8.2 The responsibilities of the Vicariate for Education as at the date of this document are set out in appendix 1 and may be amended by the Trustees with the approval of the Bishop from time to time.

## **9 TRUSTEES' PROCEDURE**

9.1 In carrying out its function under these terms of reference the Committee is to operate in accordance with any Trustees' procedure established by the Trustees with the approval of the Bishop.

9.2 The Trustees' procedure in force at the date of this document is set out in appendix 2.

## **10 CURIAL REPORTING SYSTEM**

10.1 In carrying out its functions under these terms of reference the Committee is to operate in accordance with any Curial reporting system established by the Trustees with the approval of

the Bishop and designed to ensure that the Trustees and their Committees deal with the governance of the Trusts (and not their management) on the basis (among other things) of reports provided to the Trustees and their Committees by the Curial departments relating to the management of the Trusts.

10.2 The Curial reporting system in force at the date of this document is set out in appendix 3.

## **11 TEAMS AND THE PANEL**

11.1 The Committee is to establish:

11.1.1 the teams which it considers necessary, or which are required from time to time by the Trustees, to enable it properly to discharge its functions under this document; and

11.1.2 the terms on which those teams are to operate.

11.2 In particular the Committee is to establish the following teams:

11.2.1 the governance team, to deal with selection of foundation governors, schemes of governance and anything else of a governance nature referred to the team by the Committee;

11.2.2 the academies' conversion team, to deal with applications for conversion to academics;

11.2.3 the standards team, to deal with OFSTED reports and similar matters; and

11.2.4 the educational chaplaincies team, to deal with the recruitment and monitoring of team leaders.

11.3 Each team is to comprise the chairman of the Committee, two other members who are Trustees and such other persons as the chairman of the Committee may decide and as the Trustees may approve. No employed member of the Curia is to be a member of any team.

11.4 The chairman of the team is to decide which (if any) employed members of the Curia or other persons are to attend each meeting or part of each meeting of the team. The Secretary to the Trustees is not expected to attend the meetings of any team but he may attend any meeting and the chairman of the team may require him to attend any meeting.

11.5 Clause 17 applies, with the necessary changes, to meetings of a team as it applies to meetings of the Committee.

11.6 The Committee is also to establish

11.6.1 a panel comprising the Vicar General who is the Moderator of the Curia, the Episcopal Vicar for Education and the Secretary to the Trustees; and

11.6.2 the terms on which the panel is to operate.

11.7 Clause 17 applies, with the necessary changes, to meetings of the panel as it applies to meetings of the Committee save insofar as that clause is inconsistent with the requirement for unanimity in clause 14.1 or the operating terms of the panel..

## **12 CAPITAL EXPENDITURE – THE COMMITTEE**

12.1 The Committee may authorise any capital expenditure not exceeding £250,000 other than any expenditure which the Trustees have directed is to be referred to them for decision.

12.2 The Committee is to consider and make a recommendation to the Trustees in respect of any capital expenditure exceeding £250,000.

12.3 The Committee may refer any capital expenditure whatsoever to the Trustees for decision; if it does so, the Committee may not then authorise that expenditure unless permitted to do so by the Trustees.

12.4 The Committee is to provide a recommendation to the Trustees about any expenditure referred to the Trustees.

## **13 CAPITAL EXPENDITURE – A TEAM OF THE COMMITTEE**

13.1 A team of the Committee may authorise any capital expenditure not exceeding £100,000 other than expenditure which the Committee has directed is to be referred to it for approval.

13.2 Clauses 12.2 to 12.4 are to apply to this clause as if

13.2.1 references to the Committee were references to the team of the Committee;

13.2.2 references to the Trustees were references to the Committee; and

13.2.3 the reference to £250,000 were a reference to £100,000.

## **14 CAPITAL EXPENDITURE – THE PANEL**

14.1 The panel may authorise, but only by the unanimous decision of its members, any capital expenditure not exceeding £50,000 other than expenditure which the Committee has directed is to be referred to it for approval.

14.2 Clauses 12.2 to 12.4 are to apply to this clause as if

14.2.1 references to the Committee were references to the panel;

14.2.2 references to the Trustees were references to the Committee; and

14.2.3 the reference to £250,000 were a reference to £50,000.

14.3 If any of the members of the panel is the person seeking authority to incur the expenditure, the other Vicar General is to replace him on the panel.

## **15 UNBUDGETED REVENUE EXPENDITURE**

- 15.1 Neither the Committee nor any team of the Committee may authorise or incur unbudgeted revenue expenditure.

## **16 PUBLIC BENEFIT GUIDANCE**

- 16.1 Every member of the Committee, and every member of any team, and every member of the panel, must have regard to the guidance of the Charity Commission on public benefit in carrying out the work of the Committee or the team or the panel.

## **17 MEETINGS**

- 17.1 At the start of each of the Trusts' financial years the chairman of the Committee is to produce for the approval of the Trustees a outline Committee meeting plan with the dates of the Committee meetings for that year, the matters to be dealt with at each meeting and any other matters which the Trustees require to be included in the plan.
- 17.2 The Committee must meet at least five times in each of the Trusts' financial years or as directed by the Trustees. Subject to the plan, the chairman is to decide the date and time of each meeting and its agenda. The Secretary to the Trustees must give the other members of the Committee at least ten working days' notice of the date, time and agenda. The Episcopal Vicar for Education is to decide before each meeting of the Committee which employed members of the Curia or other persons are to attend that meeting. The Secretary to the Trustees is expected to attend the meetings of the Committee.
- 17.3 The quorum for any meeting of the Committee is two Core members present in person at least one of whom must be an ex officio member.
- 17.4 If the chairman is not present within 10 minutes after the time appointed for the start of the meeting, but the meeting is quorate, the Core members present are to appoint one of their number to chair the meeting.
- 17.5 A meeting may be held in person or by suitable electronic means agreed by the Core members by virtue of which all the participants can communicate with all the other participants.
- 17.6 Every member of the Committee is to have one vote. Every matter is to be determined by the majority of the votes of the members of the Committee present and voting including at least one vote in favour by one of the ex officio members. In the case of an equality of votes the chairman is to have a casting vote whether or not he has previously voted on that matter. Proxy voting is forbidden.
- 17.7 Any resolution of the Committee which is in writing, circulated to all members of the Committee and signed by at least three quarters of the Core members of the Committee including one of the ex officio members is as valid as a resolution passed at a meeting subject to none of the other Core members having indicated in writing his opposition to the resolution before the date on which the resolution is to be treated as passed. For this purpose a resolution may be contained in more than one document and is to be treated as passed on the date of the last signature.

- 17.8 A proposed resolution in writing of the Committee that has not been passed within 28 days (or such other period as may be specified in writing at the time of circulation) of circulation to all the members of the Committee shall lapse at the end of such period.
- 17.9 The Committee must cause minutes of its meetings to be taken and a record of any resolution in writing to be kept; the minutes and the record may be in electronic form. Draft minutes, first approved by the chairman of the Committee whenever possible, must be produced to the Secretary to the Trustees no later than 14 days after the date of the meeting of the Committee.
- 17.10 At each meeting the Committee must approve the minutes of the previous meeting, with such changes as may be agreed, the chairman must then sign those minutes and the minutes must then be entered in an archive.
- 17.11 If required by the Trustees, at each meeting of the Trustees a copy of the minutes of each meeting of the Committee held since the last meeting of the Trustees must be produced to the Trustees.

## **18 ADMINISTRATIVE MATTERS**

- 18.1 Any administrative matter relating to meetings of the Committee not covered by these rules may be decided by the Committee.

## **19 REVOCATION AND SUSPENSION**

- 19.1 The Trustees may at any time revoke the appointment of any member of the Committee, suspend the Committee for a fixed period or indefinitely or amend or revoke these terms of reference.

## **20 ANNUAL REVIEW**

- 20.1 These terms of reference are to be reviewed annually, at the first meeting of the Trustees after the start of the Trusts' financial year.
- 20.2 To enable that to be done, the Committee is to review these terms of reference at its meeting immediately before the Trustees' meeting mentioned in clause 20.1 and is to provide the Trustees with a note of any changes which the Committee considers need to be made.

### **NOTE:**

- 1 These terms of reference are made in accordance with:
- 1.1 for the Portsmouth Diocesan Trust, (charity registration no.246871) clause 12.2 of the declaration of trust dated 5 December 2002 and the Trustee Act 2000; and
- 1.2 for each of certain other trusts (the other trusts), being those which, together with the Portsmouth Diocesan Trust, are the subject of a uniting direction of 20 July 2001 under Charities Act 1993 section 96(6), the deed or deeds constituting each of the other trusts and the Trustee Act 2000.

- 1.3 Insofar as this delegation relates to the other trusts, the Trustees make this delegation only to the extent that they are entitled to do so under either the deed or deeds constituting each of the other trusts or the Trustee Act 2000.

Authorised at a meeting of the Trustees, with the consent of the Bishop, held on 28 November 2013.

Stephen Morgan

Secretary to the Trustees



## APPENDIX 1

Responsibilities of the Vicariate for Education as at 8 September 2013 and as at the date of this document

<b>Department for Schools (Director of Schools)</b>	<b>Department for Educational Chaplaincies</b>
Primary & Academies	School/Academy Chaplaincies
Secondary & Academies	University Chaplaincies
Independent Schools	Youth Chaplaincies
Governor Training	Youth Ministers
Admissions Support	Confirmation Follow Up
Teacher Formation/CCRS	Youth Days and Events
	Youth Movements
	Altar Servers

## APPENDIX 2

### TRUSTEES' PROCEDURE AS AT THE DATE OF THIS DOCUMENT

- 1 Trustees' meetings
  - 1.1 The Trustees are to meet five times in each financial year, in late September, late November or early December, February, April and June. Each meeting is to be scheduled for 5 hours, 2½ hours before lunch and 2½ hours after lunch.
  - 1.2 At each meeting the morning part of the meeting is to be devoted to the ordinary business of the meeting and the afternoon part of the meeting is to be devoted to:
    - 1.2.1 the annual review of the Terms of Reference of all Diocesan committees and an annual training session at the September meeting;
    - 1.2.2 the annual review of this procedure and the annual joint meeting with the management board of the Portsmouth Roman Catholic Priests Retirement Fund at the November/December meeting;
    - 1.2.3 the annual review of the Curial reporting system and an annual review of safeguarding at the February meeting;
    - 1.2.4 the annual review of the Diocesan Operating Procedures and an initial review of the draft annual report and accounts for the preceding financial year, and an initial review of the draft budget for the following financial year, at the April meeting; and
    - 1.2.5 the final review and approval of that draft annual report and accounts, and the final review of that draft budget, at the June meeting.
  - 1.3 Unless the Trustees agree otherwise, the morning part of the meeting is to comprise:
    - 1.3.1 for the first 30 minutes – prayer and formation;
    - 1.3.2 for the next 1½ hours – review of Committee reports; and
    - 1.3.3 for the last 30 minutes – discussion of any major topics.
- 2 Proposals

Any matter (a proposal) to be proposed for decision by the Trustees is to come before a meeting of the Trustees in the following manner:

  - 2.1 a proposal may be initiated by a Trustee, the Secretary to the Trustees or the head of a Curial department and the initiator, if not the Secretary to the Trustees, is to give the Secretary to the Trustees such information about the proposal as the Secretary to the Trustees may require;

- 2.2 the proposal may then need to be considered by, as necessary, the relevant Curial department, the relevant Episcopal Vicar, the Bishop's Council, the Council of Priests, any team of the relevant Trustees' committee, the relevant Trustees' committee and the Trustees and;
- 2.3 the Secretary to the Trustees is then to ensure that the appropriate person or body takes a decision on the proposal.

### 3 Capital expenditure limits

- 3.1 The following capital expenditure limits apply at each level of the Diocese in respect of any single item of cost or any linked items of cost:
  - 3.1.1 At parish level – £10,000 – the cost may be authorised only by the parish priest and only if the parish has the funds in hand;
  - 3.1.2 At Vicar General level (but subject to clause 14) - £50,000 – the cost may be authorised only by the unanimous decision of the panel but if any of them is the person seeking authority to incur the expenditure, the other Vicar General is to replace him on the panel;
  - 3.1.3 At team level within a Trustees' committee (but subject to clause 13) - £100,000 – the cost may be authorised only by the chairman of the relevant Trustees' committee; and
  - 3.1.4 At Trustees' committee level (but subject to clause 12) - £250,000 - the cost may be authorised only by the chairman of the relevant Trustees' committee.
- 3.2 If a parish priest seeks authority for capital expenditure over £10,000, he is to apply to the head of the Administration Department. The latter is then to apply to the appropriate level. The application is to be accompanied by, in the case of a property project, the Diocesan Surveyor's opinion (which the head of the Administration Department is to obtain) and, in the case of any other project, by the opinion of the head of the Administration Department.
- 3.3 Any application for approval of capital expenditure at any level must be accompanied by a recommendation in favour of that expenditure from all relevant lower levels.
- 3.4 In the case of any construction project any approval of capital expenditure at any level automatically includes approval for additional expenditure of up to 10% in aggregate of the amount of that capital expenditure
  - 3.4.1 if cost increases in the project during the construction phase give rise to the need for that additional expenditure; and
  - 3.4.2 even if that additional expenditure would otherwise need to be authorised by the level above.

- 3.5 Any operating or equipment lease, any finance lease or any hire purchase agreement must be authorised by the head of the Administration Department and may not be authorised by anyone else. In this clause “operating or equipment lease, finance lease or hire purchase agreement” means any contracts, engagements or orders in relation to the leasing, lease purchase, hire, or any other finance arrangement for the purchase, hire-purchase, hire or lease of goods or equipment.
- 3.6 This procedure may be altered from time to time with the approval of the Bishop and shall be reviewed annually by the Trustees.

#### 4 Annual review

- 4.1 This procedure is to be reviewed annually, at the second meeting of the Trustees after the start of the Trusts' financial year.
- 4.2 To enable that to be done, the Evangelisation Committee is to review this procedure at its meeting immediately before the Trustees' meeting mentioned in sub-clause 4.1 of this appendix and is to provide the Trustees with a note of any changes which the Committee considers need to be made.

## APPENDIX 3

### CURIAL REPORTING SYSTEM AS AT THE DATE OF THIS DOCUMENT

- 1 Policies and objectives
  - 1.1 For each department in the Curia, the Trustees have set or will set policies and objectives relevant to the work of the department. Those policies and objectives will be set in conjunction with the head of each department and the Episcopal Vicar of the vicariate for that department.
  - 1.2 The Bishop may consult the Bishop's Council and the Council of Priests about the policies and objectives.
- 2 Reporting times
  - 2.1 The head of each department will report, first, to his or her Episcopal Vicar and, secondly, to the Trustees' committee having oversight of the work of the department or, if the committee requires, to both the committee and to the relevant team within the committee and, thirdly, if required by the Trustees, to the Trustees.
  - 2.2 Reports to the episcopal vicar will be made as and when required by him.
  - 2.3 Reports to the Trustees' committee and/or its team will be made at all meetings of the committee and the team.
  - 2.4 Reports to the Trustees, if required, will be made at the Trustees' meetings specified by the Trustees.
- 3 Reporting format
  - 3.1 Each head of department will report to his or her Episcopal Vicar in the manner required by the Trustees.
  - 3.2 At each meeting between the Trustees' committee and the head of department, the committee will decide the policies and objectives against which the head of department is to report at the next meeting.
  - 3.3 The report is to be in the format from time to time required by the Trustees.
- 4 Annual review
  - 4.1 This reporting system is to be reviewed annually, at the third meeting of the Trustees after the start of the Trusts' financial year.
  - 4.2 To enable that to be done, the Evangelisation Committee is to review this reporting system at its meeting immediately before the Trustees' meeting mentioned in sub-clause 4.1 of this appendix and is to provide the Trustees with a note of any changes which the Committee considers need to be made.