

**Subject:** Policy for the removal of a Director appointed by the Diocese of St Albans Educational Trust (DSAET)

**Adopted:** March 2024

**Reviewed:** N/A

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### **POLICY FOR THE REMOVAL OF A DIRECTOR APPOINTED BY THE DIOCESE OF ST ALBANS EDUCATIONAL TRUST (DSAET)**

The Articles of Association for each Academy state who the appointing authority is, for those directors who are specifically charged with maintaining the religious character of the schools/academy trust. These directors are not designated as Foundation Directors in the articles, but for convenience they are referred to as such in this policy.

This policy applies to Academy Trusts where there is reference to the Diocese of St Albans Educational Trust (DSAET) being the appointing authority/Diocesan Corporate Member.

It is important that DSAET appoints persons who it believes will be best able to assist the Academy Trust to deliver its charitable purpose and maintain the religious character of the school, or schools, within the academy trust. The person appointed will need to be able to uphold the principles, ethos, practices and beliefs of the Church of England if they are to be effective in this role.

This policy is issued by DSAET to outline the process for dealing with issues with appointed Foundation Directors to Academy Trusts.

It should be noted that DSAET may remove a Foundation Director at any time (including without cause) subject to the Articles of Association if it appointed such foundation director.

As the directors of an Academy Trust are trustees, they have no rights to appointment and no rights to any financial benefits (other than those set out in the articles, which are largely discretionary).

#### **Ending an appointment as director**

There are a number of ways a person can cease to be a director:

- Their term of office expires, and they are not re-appointed
- They resign
- They become disqualified from being able to be a director or a trustee

- They are removed by the appointing body or the members of the company before the end of their term of appointment

### **Possible reasons for removal**

Please note that this list is neither exhaustive nor in order of priority, and is largely based on breaches of the Academy Trust's governance code of conduct which all directors of an Academy Trust should adhere to. In all cases, the reason(s) is/are reasonably believed by the DSAET to be applicable.

DSAET may consider removal of a Foundation Director where it considers there to have been:

- A refusal to uphold the continuance or effectiveness of the religious character of the Academy Trust and of the CofE schools in the Academy Trust
- A serious breakdown of relationships for which the appointed Foundation Director can reasonably be shown to be responsible and which impacts on or risks impacting on the effectiveness of the Academy Trust Board
- Misconduct and / or behaviour including but not limited to acts or omissions that have or may result in breaches:
  - of the trusts
  - of the law
  - of the Academy Trust's policies or procedures
  - of trustee or directors' duties
- Behaviour which adversely impacts on the reputation of the Academy Trust and/or the Church of England
- Failure by the appointed Foundation Director to recognise or disclose conflicts of interest
- Failure by the appointed Foundation Director to adhere to the Academy Trust's vision, values and principles

All the above are likely to result in the Foundation Director not being able to discharge their duties to the Academy Trust and their role in protecting the religious character of the school or schools.

### **Process for the Removal a Foundation Director appointed by DSAET where a complaint has been made**

If DSAET receives a complaint about the behaviour, conduct or ability of a Foundation Director it has appointed, it will always try to resolve the issue at a local level. If such resolution is not possible, DSAET will follow the process outlined in this policy.

**Stage 1:** Initially, the Diocesan Director of Education (DDE) will be the point of contact for concerns to be escalated from the Academy Trust Board in respect of a Foundation Director. The DDE will liaise with the Chair (or Vice Chair) of the Academy Trust Board (as appropriate) to understand:

- a. the concerns raised, evidence and any investigations undertaken;
- b. the attempts to resolve issues at Academy Trust level.

The DDE may ask the Academy Trust for any additional information or supporting documentation in order for the DDE to present the matter to DSAET. Note: where a disagreement over sufficiency of evidence exists between the DDE and the Academy Trust, DSAET may request that the Chair of DSAET makes a decision on whether to move to Stage 2 below.

**Stage 2:** The DDE will make a report to DSAET setting out the issues, what has happened to date, and recommending a course of action: further investigation; immediate removal; or confirmation that the appointment stands.

#### Further Investigation

Unless DSAET resolves otherwise, DSAET shall set up an ad-hoc single-issue sub-committee to consider whether it should remove a Foundation Director of an Academy Trust or not. This will consist of three DSAET members. At the commencement of the triennium, and to be called on at need, these will be appointed by the DSAET on the basis of their suitability and availability to investigate the issues raised. Unless otherwise agreed by the DSAET, they shall include the DSAET Chair. The Sub-Committee shall be authorised on behalf of DSAET to liaise with the DDE in connection with any investigation and determine the issues raised. In accordance with this Policy, DSAET grants to the Sub-Committee delegated authority to exercise DSAET's right to remove (or decide not to remove) a Foundation Director on its behalf.

#### Mechanism for stage 2 consideration

1. The Foundation Director concerned will be informed in writing of the issues of concern and the consequent decision to refer the matter of their removal to DSAET by the DDE. The Foundation Director will be given the right, within 10 working days, to make written representations to the Sub-Committee, prior to a decision being made.
2. A meeting of the Sub-Committee will, within a further 10 working days, be convened to discuss the case. The DDE shall attend for the purpose of advising and the meeting will be minuted.
3. The DDE will present the reasons for requesting the removal of the Foundation status from the Director.
4. The Sub-Committee will consider any written representation from the Foundation Director.
5. The Sub-Committee will make its decision and inform DSAET of its decision as soon as reasonably practicable. The DDE will write, within 5 working days, to the Foundation Director concerned to confirm its decision, and to the Clerk to the Academy Trust board to confirm any removal so that the individual can be removed as a director at Companies House. It will be the responsibility of the Academy Trust to follow its exit strategy for a director ceasing to hold office.
6. Simultaneously the DDE will advise the Academy Trust board and members of the Academy Trust of the decision.
7. DSAET will liaise with the Academy Trust to appoint a new Foundation Director.

8. Whilst it will primarily be the responsibility of the Academy Trust to make any reports or disclosures relating to the issues raised to any regulatory or statutory bodies pursuant to legal requirements, DSAET will ensure that it complies with its legal requirements and reporting duties in accordance with its policies and procedures as appropriate.

### **Removal of a foundation director by DSAET of its own motion**

DSAET may remove any Foundation Director it has appointed. It does not need to give a reason to the Foundation Director concerned. It will, however, be unusual for this to happen. Such a removal would result from serious circumstances such as bringing the school into disrepute, failure to uphold the school's Christian character, serious misconduct, or safeguarding. In any decision to remove a foundation governor, DSAET will act with appropriate regard to the Nolan principles for public life, and to the House of Bishops' safeguarding guidance. When DSAET determines to end the appointment of a Foundation Director under its general power in the Articles of Association of the Academy Trust, it will write, within 5 working days, to the Foundation Director concerned to confirm its decision, and to the Clerk to the Academy Trust board to confirm any removal so that the individual can be removed as a director at Companies House. It will be the responsibility of the Academy Trust to follow its exit strategy for a director ceasing to hold office.

Simultaneously the DDE will advise the Academy Trust board and members of the Academy Trust of the decision.

DSAET will liaise with the Academy Trust to appoint a new Foundation Director.