



BRENTWOOD DIOCESAN EDUCATION SERVICE

*“Supporting Catholic schools to provide excellent education where pupils flourish,
and Christ is made known to all.”*

Governor News – September 2025

This is a monthly summary designed to help governors stay up to date with key themes in national education policy, the local Diocesan context, research, and best practice.

DIOCESE NEWS

Appointment of a new Diocesan Director of Education for Brentwood Diocese

Dear Governors and Trustees

I would like to extend a sincere greeting to you all. I have taken up post as Director of Education in Brentwood from 1 September 2025. I wrote to our schools on the first ‘Friday Mailing’ of September saying how proud I am to have taken up the position.

I have served as a Governor, Chair and Director of a number of schools and academy trusts over the last twenty years. Many of the schools faced challenges which we overcame, some grew into multi-academy trusts. One particularly significant school that I served as the founding Chair is St John Henry Newman Catholic Primary Peterborough. We established this as a new school a few years ago, this was against a significant wave of anti-Catholic sentiment both nationally and locally. We got through this difficult period, and the school has had its first Ofsted inspection and achieved Outstanding in all areas. More importantly, it is serving and offering wonderful faith education within the heart of the community.

The role you all play in securing the quality of education both now and into the future is vitally important and one which I never take for granted.

Please see my new number should anyone need to contact me directly, 07469706535.

I wish you all the very best for the year ahead and I look forward to meeting you soon.

Flavio Vettese,

Director of Education

Catholic School Inspection

Updated CSI Handbook, September 2025, v4.0

With the new academic year underway, we will resume CSI inspections in the coming weeks. For your information, I am attaching a link to the latest version of the CSI Handbook, September 2025, v4.0.

[Link to the Handbook](#)

CSI Training and Update Session - click [here](#) to sign up (7/10/25: 9am - 12.00pm)

This session is aimed at Headteachers, senior leaders, Religious Education leaders and chaplains. We will provide an overview of the framework and evaluation schedule, whilst exploring the Catholic Self Evaluation Document, compliance, logistics and the report. There will also be lots of opportunity for discussion and questions. Has your headteacher signed up?

Educate Against Hate

Concerns about the impact on schools arising from what appears to be a growing unrest in local communities in some areas has been raised by different dioceses with CES which in turn has been raised with DfE.

Whilst the Department is not currently logging incidents, they confirmed that incidences of division are being reported coming from regional coordinators and from RD offices. If incidents occur and are

reported to the diocese, we will report any significant incidents of concern to your RD. Currently there is cross government work looking at a long-term approach to social cohesion.

There are some useful Educate Against Hate resources which can be accessed here:

- <https://www.educateagainsthate.com/>

Below is a link to the Regional Prevent Coordinators which can be accessed here:

- <https://www.gov.uk/guidance/regional-prevent-education-coordinators>

The department is keen to receive feedback on how useful the resources are and whether there are any additional resources that could be included.

NEWS

Classroom disruption is on the rise while parents are less supportive of behaviour policies, a DfE [survey](#) finds. The survey also highlighted more pupils feeling less safe at school, with increases in bullying over race or ethnicity.

The government is consulting on a proposed ban on the sale of high-caffeine energy drinks to under 16s in England. The consultation, which closes on Wednesday 26 November, is seeking views on a range of proposals, including how the ban would be enforced. You can read more about the consultation, and respond online [here](#).

Half of all mental health conditions start by the age of 14, with most cases going undetected and untreated. A [report](#) from the World Health Organization (WHO) identifies depression, anxiety, and behavioural disorders as leading causes of illness and disability among young people globally.

The 2025 School Teachers' Pay and Conditions Document has now been published. It came into force on 1 September 2025 replacing the 2024 version of the document. You can view the latest version of the STPCD [here](#).

This July, the Department for Education published new statutory guidance for Relationships, Sex and Health Education (RSHE). These updated requirements will become statutory in September 2026, and until then, the current 2019 guidelines remain in effect. TenTen Resources want to reassure that there is no immediate action required and they are already working behind the scenes to update the Life to the Full programme so that the curriculum remains compliant, high-quality and faithful to a Catholic understanding of the human person.

The new guidance builds on the 2019 curriculum and introduces some new areas of focus. Here's how TenTen will support your school:

- Over the coming year, they will begin updating the Life to the Full programme to reflect the new requirements—always through a Catholic lens.
- By Summer Term 2026, they will publish new materials to support planning. This will include optional training resources for staff and communications that can be shared with parents.
- From September 2026, schools will be fully equipped to teach the updated curriculum confidently and in line with statutory expectations.
- Throughout, they will continue to liaise with diocesan education offices to ensure their updates align with local and national expectations.

In July 2025, the Department for Education (DfE) released statistics on permanent exclusions and suspensions for the academic year 2023/24. The statistics showed a continued increase in the number of suspensions and permanent exclusions:

- In relation to suspensions, these rose by 21% to 954,952, with the most common reasons for suspension being persistent disruptive behaviour, verbal abuse or threats to an adult and physical assault on a pupil;
- In relation to permanent exclusions, these rose by 16% to 10,885, with the most common reasons being persistent disruptive behaviour, physical assault on a pupil and then verbal abuse or threats to an adult.

The DfE's data indicated that a child was four times more likely to be permanently excluded if they were eligible for free school meals, and three times more likely if they had special educational needs. It does not produce data on governing board reviews of permanent exclusions, but the number of parental requests for independent reviews also rose from 676 (in 2022/23) to 810 (in 2023/24). Of

those reviews which were heard by an independent review panel, the panel upheld the decisions reached by the governing board in 61% of the reviews.

ACADEMIES

Companies House – New Identity Verification Requirements - FOR ACTION

On 18 November 2025, new legal requirements will come into force which will require company directors and persons with significant control to undertake a process of identity verification. The CES has prepared a guidance document which provides information in relation to the new requirements, and sets out the actions that dioceses, religious orders, Catholic academy trusts and their directors will need to take and by when. The CES advises that steps are taken at the earliest opportunity to begin this process. Failure to comply with the requirements is a criminal offence and it is likely that Companies House will be more rigorous in its compliance responsibilities in the future.

In future, anyone filing any information at Companies House on behalf of themselves or a company – for example a company secretary and/or governance professional of an academy trust that files information at Companies House on behalf of the academy trust will also be subject to identity verification rules.

CES are also taking this opportunity to re-issue guidance relating to company members and persons with significant control as Catholic academy trusts will need to ensure that their PSC registers are up to date so that unnecessary identity verification is not required – *please note two specific documents in relation to this requirement at the end of the newsletter.*

A new [Academy Trust Handbook](#) (ATH 2025) has been published by the Department for Education (DfE) which took effect on 1 September. This replaces the Academy Trust Handbook 2024 (ATH 2024). The ATH 2025 sets out regulatory requirements concerning governance, management and audit, which academy trusts are required to comply with under the terms of the model funding agreements.

Staff governors are not legally required in academies, though their funding agreements may specify them, and the Academy Trust Handbook strongly advises against it for trust boards to ensure clear accountability between the trust and its employees. Instead of governors, academies have trustees, who are accountable for the trust's performance and strategic direction. While staff can serve on local governing bodies (LGBs) if the trust's articles of association permit, the strong preference from the Department for Education is that only the CEO or principal serves as a trustee, with other staff members excluded from the trust board.

GOVERNOR DEVELOPMENT

Foundation Governor Vacancies – [Here is a list of current vacancies](#)

Chair and Vice Chair - Please note that **only Foundation Governors** can be appointed as the Chair or Vice Chair of a Governing Board.

Foundation Governors - In respect of the school or college for which a person is or is to be a Foundation Governor, he or she must not at any time be:

- related to any member of the school or college staff, teaching, or non-teaching;
- related to any governor whether elected, appointed, or *ex-officio*, of the school;
- employed (whether as a teacher or otherwise) at the school.

A person (other than the parish Priest) will not be re-appointed as a foundation governor of a particular school or college if he or she has just completed three terms of office on that particular governing body.

This message appeared in a July 2024 Friday mailing, and it has come to our attention that some schools are still not adhering to this. We will now be making contact with individual schools to ensure the situation is rectified.

TRAINING

We are grateful for the tremendous commitment our community gives to our schools across the Diocese. Directors and Governors play a fundamental role in the mission of Catholic education.

Please do note the importance of continued relevant CPD, as set out below;

Participating in appropriate Catholic governor training is both an expectation and an entitlement for all Foundation Governors and Foundation Directors, regardless of length of service and experience. In order to ensure that this happens the Brentwood Diocesan Education Service (BDES) has produced a number of training resources. These are delivered via App, online and face to face. The diocese expects that you will complete at least one BDES Catholic module/training course a year for every year of service - a reasonable level of engagement. Where re-appointment is subsequently requested, and relevant Catholic training has not been completed, this would be a barrier for re-appointment.

*Flavio Vettese,
Director of Education*

For all training and events for 25/26 see the Diocese website:

<https://www.dioceseofbrentwood.net/departments/education/events/>

Non-attendance at Diocesan Governor Training

We have noted several occasions where people have signed up for training and have simply not turned up and have not notified us in advance that they would not be attending. This has resulted in some people not being accepted on to courses because we understood them to be fully booked. It also adds to the administrative load both before and after a training event.

This has been highlighted with Chairs via the Chairs Forum and has also been discussed with the Diocesan Board of Education (DBE). Following the approval of the DBE **we will now implement a £25 charge** if people sign up for training and fail to attend or do not cancel their place on a training session at least 24 hours in advance.

We will include this message in the Governor Newsletters, Friday mailing to all schools and on the booking form for all Governor training with effect from Monday 1st September 2025 so that this change can be known and understood.

Key Information for Governors - Documentation and Policies

<https://www.dioceseofbrentwood.net/departments/education/school-governance-2/diocesan-guidance-model-policies/>

Governor Induction

As well as in-school induction, it is important that new Governors attend induction training to gain confidence and knowledge of their role within a Catholic setting. Diocesan induction training consists of **two modules**, and the expectation is that Governors attend both to complete their induction training

Module 1: *The Distinctive Nature of Catholic Schools – 9th December 2025 (5.00pm – 6.30pm)*

This module explores the distinctive ethos of church schools and the role of governance within a Catholic setting. To book your place please [complete this form](#)

Module 2: *An Introduction to the Roles and Responsibilities of Governors – 28th January 2026 (5.00pm – 6.30pm)*

This module will help governors gain confidence and knowledge of the three core functions of governance and share good practice. To book your place please [complete this form](#)

Permanent Exclusions and Suspensions Best Practice

22nd September 2025: 4.30pm - 6.30pm

School Admissions Training

24th September 2025: 11am

very important that Foundation Governors attend, it is in person and virtual. *To register, please use the link to the [booking form](#)*

[Understanding Independent Review](#) 30th September 2025: 4.30pm - 6pm

[Governance: Safeguarding Children](#) 7th October 2025: 5.30pm - 7pm

Gift-Ed - the Gift-Ed library of online courses, supporting Governors in their role, has been funded for 4 years but there is now a subscription for this valuable training tool. You will not be able to access Gift-Ed courses without a subscription. **Does your school subscribe?** Completed order forms should be returned to info@anspear.com
[Link to order form.](#)

CLERKS

Clerking Diocesan schools

It is important that full Governing Boards are clerked by a professional Clerk/Governance Professional rather than a school employee such as a Secretary, PA or Business Manager. We understand that there is a cost implication, but the Clerk carries out a significant role and where this is done professionally this will have real benefits for the Governors as well as avoiding any suggestions of a conflict of interest. As well as organising and minuting Governing meetings and supporting the Board with administrative tasks, such as record keeping, to make sure everything runs smoothly, a professional Clerk makes an important contribution to the efficient and effective functioning of a Governing Board by providing expert advice and guidance on a range of statutory and procedural matters to ensure efficiency and compliance. This includes working in partnership with the Chair to keep the Governing Body focussed on its core strategic priorities and providing independent advice on procedures, statutory guidance and policies and the annual tasks and decisions that need to be made.

Foundation Governor Appointment/Re-Appointment

Please see the following diocesan requirements for all appointments and re-appointments of foundation governors:

- A letter on the school's headed paper which requests the re-appointment, signed by the Headteacher and/or Chair
- A fully completed disclosure form (*for all re-appointments, please list all completed diocesan and/or Gift-Ed training*)
- A Priest's reference

The governing boards of maintained schools must be made up of specific types of governors. In terms of governor numbers, there are legal requirements applicable to all maintained schools which must be followed, and they are listed below for your information: ([The School Governance \(Constitution\) \(England\) Regulations 2012](#))

13.— (1) The governing body of every maintained school must be constituted in accordance with this regulation.

(2) The total membership of the governing body of a maintained school must be no fewer than seven governors.

(3) The governing body of a maintained school must include the following—

(a) at least two parent governors;

(b) the head teacher unless the head teacher resigns the office of governor in accordance with regulation 19;

(c) one staff governor; and

(d) one local authority governor.

(4) The governing body may in addition appoint such number of co-opted governors as they consider necessary provided that the requirements in regulation 14 are met in respect of governing bodies of foundation and voluntary schools.

(5) The total number of co-opted governors who are also eligible to be elected as staff governors under Schedule 2, when counted with the staff governor and the head teacher, must not exceed one third of the total membership of the governing body.

The governing body of a voluntary aided school must also include such number of foundation governors as to outnumber all the other governors by two ie if you have 6 non-foundation governors, you will need 8 Foundation Governors. Further information can be found: [via this link.](#)

Statutory Guidance [The constitution of governing bodies of maintained schools \(publishing.service.gov.uk\)](#)

There have been a number of high court cases recently which set out the law regarding good practice for Permanent Exclusions.

The courts have said that minor errors should not detract from the main substance of decisions, schools can help mitigate against the risks of claims being brought by tightening up their procedures and avoiding errors that give prospective claimants ammunition for bringing claims.

Schools should put together clear and comprehensive evidentiary packs for a governors' review meeting. Governors should ensure they have all relevant evidence and information and ask for any paperwork that they feel might be missing, ask probing questions and be conscious that the record of the meeting and their deliberations along with their decision letter will be subject to close scrutiny.

[R \(on the Application of CM\) v Independent Review Panel of PQR Academy Trust \[2025\]](#) Article 4

ECHR - slavery and forced labour.

[R \(on the application of TZA\) v A secondary school \[2025\]](#) CA - undue focus on public sector equality duty

[R \(on the application of RWU\) v The Governing Body of A Academy \[2025\]](#)

[R \(on the application of CWJ\) v Director of Legal Aid Casework \[2025\]](#) – Legal Aid

[R \(on the application of RWU\) v a governing body of an academy \[2024\]](#)

[R \(on the application of TTT\) v Michaela Community Schools Trust \[2024\]](#)

[\(RWU\) v A Governing Body of A Academy and London Borough of Southwark \[2024\] EWHC 2828 \(Admin\).](#)

NEWSLETTERS

Past Chairs and Governor Newsletters:

<https://www.dioceseofbrentwood.net/departments/education/school-governance-2/governors-newsletters/>

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Catholic Education Service

Since 1847

Companies House - New Identity Verification Requirements

Guidance for Dioceses, Religious Orders and Catholic Academy Trusts

Introduction

The Economic Crime and Corporate Transparency Act 2023 (the Act) is a comprehensive piece of legislation which reforms the role of Companies House and seeks to improve transparency in relation to the ownership and management of UK companies. The policy paper which provides further information about the aims of the Act can be found by following this link:

<https://www.gov.uk/government/publications/economic-crime-and-corporate-transparency-act-outline-transition-plan-for-companies-house/economic-crime-and-corporate-transparency-act-outline-transition-plan-for-companies-house>

Academy trusts are companies limited by guarantee, and the provisions of the Act therefore apply in their entirety.

The reforms will come into effect over the next few years, and the purpose of this guidance note is to provide information about the new identity verification requirements which will be in force from **November 2025**.

This guidance note should be read alongside the guidance issued by the CES in relation to Company Members and Persons with Significant Control and all academy trusts should seek advice from their legal advisers and/or governance professionals as to the application of the new requirements in their context. It is worth noting that s.51 of the Act abolishes the requirement for companies to maintain certain registers as follows:

- Register of directors
- Register of directors' residential addresses
- Register of secretaries
- Register of people with significant control (PSC register), therefore references in the CES guidance to maintaining this register can be disregarded, but the requirements to keep the register held at Companies House up to date remain.

This guidance note does not constitute legal advice for academy trusts.

What are the requirements?

Detailed guidance from Companies House can be found by following this link:

<https://www.gov.uk/guidance/verifying-your-identity-for-companies-house>

Under the current law, when a company appoints a director, there is a requirement to notify Companies House of the appointment within 14 days¹. Following appointment, a director is able to act immediately, and they do not have to wait until the relevant filing has been made. The new provisions state that a person must not act as a director unless their identity has been verified, and it is an offence for an individual to act as a director unless the company has made the relevant filing. An offence is also committed by the company and every officer of the company (although the contravention does not affect the validity of any acts taken by the individual director)². In practice, this means that companies will need to be more rigorous in ensuring that identity verification and filings are carried out within the appropriate timescales.

Who needs to verify³?

For the purposes of Catholic academy trusts, the key individuals are:

- Directors; and
- Persons with significant control (please see the CES guidance Company Members and Persons with Significant Control in order to ensure that you have correctly identified and registered at Companies House those with significant control. In most cases, a person with significant control will be the Diocesan Bishop and/or the Religious Order Superior).

Verification for Directors

All current directors will be required to provide their Companies House Personal Code in the company's next confirmation statement filing from **18 November 2025**. Governance professionals and those with responsibility for submitting Companies House filings should start to work with current directors now in order to ensure that their identification is verified and they have a Companies House Personal Code, (which is obtained once identity verification is complete), ready to submit by the time that the next confirmation statement is due. Between now and 18 November directors can be appointed and registered at Companies House in the usual way.

Individuals who become a director after 18 November 2025 will need to provide their Companies House Personal Code as part of the appointment filing, or for new companies, on incorporation. Where a new company is to be incorporated from 18 November 2025 onwards it will be important to ensure that the steps required to verify the identity of the directors are carried out in advance of incorporation as a statement will need to be made at incorporation that each individual named as a director has had their identity verified⁴.

If an individual is a director of more than one company, they will need to provide the Companies House Personal Code in relation to each company.

As Companies House filings are the responsibility of the company, the Diocese or Religious Order **will not** be involved with the verification process, but it will need to ensure that individual directors are informed that they will be asked by the company to ensure that verification takes place and they will be asked to provide their Companies House Personal Code. Directors must

¹ S.167 Companies Act 2006

² S.167M and S.167N Companies Act 2006 (as amended by s.43 and s.44 of the Act)

³ For the meaning of "identity is verified" and verification requirements see s.1110A and s.1110B Companies Act 2006 (as amended by s.65 of the Act)

⁴ S.12(2A) Companies Act 2006 (as amended by s.4 of the Act)

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Companies House - New Identity Verification Requirements Guidance for Dioceses, Religious Orders and Catholic Academy Trusts

also be informed that they must not take any action as a director until the relevant processes have been followed and the company has confirmed this to them.

It is possible for individuals to voluntarily verify their identity early. As there will be a significant number of people seeking to verify following the deadline, voluntary verification at the earliest possible opportunity should be considered.

Verification for Persons with Significant Control (PSCs)

Companies House will provide an online service for PSCs to provide their Companies House Personal Code, (which is obtained once identity verification is complete), when the requirement comes into force on **18 November 2025**.

PSCs will have 14 days from the “specified date” in which to provide their Companies House Personal Code⁵.

The “specified date” is as follows:

- If the PSC is **also** a director of the **same** company, they must provide their Companies House Personal Code within 14 days of the relevant company’s confirmation statement using the online service which will be available from 18 November 2025. In this case, the Companies House Personal Code will be supplied twice, once as a director and once as a PSC;
- If the PSC is **not** also a director of the **same** company, they must provide their Companies House Personal Code within the first 14 days of their birth month after 18 November 2025. So, if the PSC’s birth month is March, the 14-day period will begin on 1 March 2026.
- If an individual becomes a PSC **after** 18 November 2025, they must provide their Companies House Personal Number within 14 days of being added to the Companies House register.

Dioceses, religious orders and academy trusts should review the CES guidance on Members and Persons with Significant Control as soon as possible in order to ensure that the entries on Companies House are accurate. Corrections should then be made prior to November 2025 in order to avoid unnecessary identify verification. If there is any doubt as to whether the PSC register is accurate, legal advice should be taken. It is an offence for a person to fail, without reasonable excuse to comply with the identity verification requirements⁶.

How do you verify your identity?

Comprehensive guidance is provided by Companies House and can be found by following this link:

<https://www.gov.uk/guidance/verify-your-identity-for-companies-house>

The simplest way to verify is likely to be through the ‘Verify your identity for Companies House Service’. Verification will only need to be completed once, and an individual should not attempt to verify their identity more than once unless they are asked by Companies House to do so. Verification in this way should take around ten minutes and once completed a Companies House Personal Code will be provided.

⁵ S.790LM – s.790LT Companies Act 2006 (as amended by s.64 of the Act)

⁶ S.790LT Companies Act 2006 (as amended by s.64 of the Act)

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It is worth noting that there may be some issues where the names of individuals, particularly their surnames, do not match when the identify verification documents and the records on Companies House are cross checked. This may happen where individuals use a different surname for work purposes. In such cases, the individuals should verify their identification using the surname on their photographic ID and there will be space on the confirmation statement to explain any differences.

Sharing of Companies House Personal Codes

Once an individual's identity has been verified any person can submit the Companies House Personal Code on their behalf. Individuals should, however, only share their Companies House Personal Code with people they trust to file on their behalf, for example those performing company secretarial functions such as governance professionals. It is important that all Companies House Personal Codes are securely stored, and dioceses, religious orders and academy trusts will need to ensure that they keep secure records in order that appropriate filings can be made in a timely manner.

Consequences for failure to comply with identity verification requirements

It is important to note, that failure to comply with the identity verification requirements on time is a criminal offence and both individual directors, PSCs, the relevant company and every other officer of the company may be held liable. In addition, if an individual continues to act as a director without verifying after it becomes a legal requirement, they may be disqualified from acting as a director and new company incorporations may be rejected if all of the directors have not provided their Companies House Personal Code.

Further information and questions

Academy trusts should seek appropriate independent legal advice if they have further questions in relation to identity verification. Dioceses and Religious Orders should seek advice from the CES if required.

Catholic Education Service

29 September 2025



Persons with Significant Control

Guidance for Catholic Academy Companies

Introduction

Academy companies are companies limited by guarantee without a share capital, and as such, they are subject to company law reporting requirements. It is therefore important that academy company directors are aware of the requirements which relate to the recording of information relating to persons with significant control.

The purpose of this guidance is not to provide comprehensive advice on company law requirements to Catholic academy companies, but to provide information that can be used to assess whether further questions need to be asked of auditors, governance professionals or solicitors.

Persons with significant control (PSC)

Part 21A, Chapter 1 and Schedule 1A of the Companies Act 2006 provide information about how PSCs are identified, what information companies must gather in relation to PSCs, and what information must be kept on a company's register of PSCs. The purpose of these rules is for the public to be able to understand where the ultimate ownership and/or control of a company might lie as this is not always clear from simply looking at membership.

What are companies required to do?

An officer of the company is required to identify the people with significant control and keep a register of their required particulars (s. 790M). The register must be kept available for inspection and when changes are made to the register the company must notify Companies House within 14 days of making the change. If a company fails to comply with the requirements, then the company and each director of the company is committing an offence. When a company is incorporated there is a requirement to identify PSCs, provide that information to Companies House and record the details on the PSC register.

The required particulars are as follows:

- Name
- Date of birth
- Nationality and country of residence
- Correspondence address
- Home address
- The date they became a PSC of the company
- The date they were entered onto the PSC register
- All natures of control which apply
- The level of their voting rights

As an alternative to keeping the register of required particulars, private companies can keep the information on the register kept at Companies House provided that an election is made in accordance with the provisions of s.790X of the Companies Act 2006.

Companies are also required to confirm to Companies House that the information on the public register is accurate, where it has not been updated in the previous 12 months, and this is usually done at the same time as submitting the annual confirmation statement.

Who is a PSC?

In basic terms, a PSC is a person who owns or controls a company. A company can have more than one PSC.

Schedule 1A of the Companies Act 2006 provides the definition of a person with 'significant control'. A PSC is:

1. An individual who holds, directly or indirectly, more than 25% of the shares in a company;
2. An individual who holds, directly or indirectly, more than 25% of the voting rights in a company;
3. An individual who holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of a company.

Where one of the conditions above **have not** been met an individual could still be a PSC if they:

4. Have the right to exercise, or actually exercise, significant control over a company;
5. Are the trustees of a trust (or the members of a firm that, under the law by which it is governed, is not a legal person) and they meet any of the specified conditions above, and the PSC has the right to exercise, or actually exercises, significant influence or control over the activities of that trust (or firm).

How is this applied in the context of a Catholic academy company?

Information relating to voting rights in Catholic academy companies is contained in the articles of association for each company.

Article 50 of the model Academy articles of association: For use by Catholic academies, February 2019 ("the Catholic Academy Articles") states:

"The Diocesan Bishop [Religious Superior] shall appoint such number of Foundation Directors as shall ensure that at all times the number of Foundation Directors exceeds the other Directors (including any Co-opted Directors) by at least two."

The expectation is that the Catholic Academy Articles have been adopted by Catholic Academy companies, but the provision above has featured in all previous versions of the Catholic model articles and, therefore, we would expect this article to be included in all Catholic academy articles.

Consequently, since the Diocesan Bishop or Religious Superior is able to appoint the majority of the board of directors, the Diocesan Bishop or Religious Superior will always be a PSC, where the

Catholic Academy Articles have been adopted, because condition 3 above has been met. Therefore, in most cases it is likely that the Diocesan Bishop or Religious Superior will need to be included on the register of PSCs. We would not expect there to be many scenarios in which other individuals or organisations are listed as PSCs.

Other members of Catholic academy companies may also be PSCs if the academy company has 3 members (or less) because this means that they will each have a 33% share (or more) of the voting rights in the Company, therefore satisfying condition 2 above. For the avoidance of doubt, where there are 4 members, the test in condition 2 above is **not** met as the requirement is for shareholdings of **more than** 25%.

Conclusion

The CES has seen many varied examples of PSC registers on Companies House which relate to Catholic academy companies, and some appear to be more accurate than others. It is important for the Catholic sector that our ownership arrangements are transparent and that Catholic academy companies follow the rules set out above in order to ensure that this transparency exists. If, having reviewed this guidance, Catholic academy companies are in any doubt as to who should be listed as a PSC, they should seek advice from their auditors, governance professional or solicitors. Academy company directors are responsible for ensuring that the PSC register is accurate and where there is doubt, appropriate enquiries should be made.

Economic Crime and Corporate Transparency Bill

Should the Economic Crime and Corporate Transparency Bill become law there may be some changes to the advice set out above and this guidance will be amended accordingly.

Catholic Education Service
October 2023