

Meeting of Rosendale-Elmgreen Multi-Academy Trust Steering Group

23 November 2016

Chair: Marc Rowland

From Rosendale Governing Body: Kate Atkins, Jeremy Baker*, Caroline Gray, Biba Stanton, Rosie Unwin

From The Elmgreen School Governing Body: Dominic Bergin, Sandy Nuttgens, Kate Scrase

Apologies from, Cathy Ashley, Michael Brady, Dharshi David, Adrian Butler, Edwina Nummey, Tony Pizzoferro, Shola Salako, Jo Wallman

*Jeremy Baker is also a governor at the Elmgreen School.

Graham Burns of Stone King Solicitors was in attendance.

Michael Burke, Director of Finance and Administration at The Elmgreen School was present as minute taker.

The meeting opened at 4.33pm

1. Introductions

The chair asked those present to introduce themselves.

2. Minutes

The minutes of the meeting held on 1 November had previously been circulated and were agreed.

3. Matters Arising from the Minutes (not already on the agenda)

3.1 Sandy Nuttgens asked if the responses to the consultation had now been published.

3.2 The responses had been reported to governors and minuted.

3.3 Discussion followed on the best way to present the consultation and the responses of the governing bodies to the points raised.

Action: To look further at the best way to report back on the consultation

3.4 The naming of the trust had not been included on the agenda and would need to be considered. The working name of the Great Northwood Multi Academy Trust was of concern as it was also the name of a public house. It was important to find a name that was not so specific to the current schools that it would be a deterrent to any schools considering joining the MAT.

Action: Steering Group to discuss at next meeting

4. Legal Process for MAT formation and the Memorandum and Articles of Association

4.1 Graham Burns of Stone King Solicitors was present to take the steering group through what is required and the decisions which lie ahead on the governance arrangements for the MAT.

4.2 A document prepared by Graham Burns dealing with governance issues was tabled (copy appended)

4.3 Purpose of the document was to look at the high level structural issues in establishing the company. Once that is done it is possible to draft articles of association (articles) to be compliant with Department for Education (DfE) requirements.

4.4 The paper and the proposals are based on the minuted decisions taken so far by the Steering Group.

4.5 Members

- i. DfE prefer there to be 5 members and want to see a degree of independence from the board of trustees.
- ii. The role of the members is contained in the Companies Act and articles. In summary they can be seen as the custodians of the company, they can change the articles and appoint the trustees
- iii. In establishing the members there needs to be a mechanism for securing the role of the Parent Promoters Foundation (PPF) as the foundation body of The Elmgreen School. The situation is analogous, but not quite identical to the situation where schools have a religious foundation.
- iv. The model proposed, based on earlier discussions is that the PPF be a corporate member.
- v. The decision to appoint replacement members or additional members would be for all the members and no one member would have the right of veto.
- vi. Graham Burns felt that the structure proposed was proportionate and likely to find favour with the DfE.
- vii. The issue of possible conflict of interest where members are also trustees was acknowledged as a possibility.
- viii. The question as raised concerning any cap on the number of additional members or whether the need to always have an odd number could be specified. In reply Graham Burns explained that there was no cap and whilst members can appoint beyond the 5 it was not usual.
- ix. It is individuals who are nominated as members. It is not possible to nominate a member by virtue of the role they hold e.g. Chair of Governors. The DfE is not keen on a stakeholder model. A memorandum of understanding can be drawn up to secure balance of members and this document is not subject to DfE scrutiny. It is common, but not a requirement that the chair of the trust board is a member.

4.6 Board of Trustees

- i. DfE wants a skills base for the board
- ii. Trustees are appointed and removed by the trustees. The exception is the proviso for a PPF trustee who will be appointed by the PPF. They cannot be

removed by the members, but can be removed by the PPF directors. In the event of a conflict the members could amend the articles.

- iii. The CEO and any other headteacher can be a trustee, but only if appointed by the members. The CEO is normally the accounting officer and is customary for the accounting officer to be a trustee. If the circumstances requires it the members can remove the CEO from the board.
- iv. Where there is no plan to have elected parent governors on a local governing body there then must be provision for two parent trustees. This will not apply in this case as there will be elected parents at local governing body level.
- v. The trustees can co-opt up to 3 additional trustees.
- vi. There can be some flexibility over the size of the board. All places do not have to be filled. This could for instance allow inclusion of further trustees if MAT expands.
- vii. Expansion is a trustee decision as they sign any new funding agreement and commercial transfer agreement. Can be tensions if the members do not favour expansion. The memorandum of understanding as mentioned in 4.5 ix. could help in this regard.

4.7. Local Governing Bodies

- i. Local Governing Body (LGB) arrangements do not form part of the articles and are very much an internal matter. The DfE does not see the scheme of delegation between the trust the LGB.
- ii. DfE favour smaller governing bodies, but need to be sufficient governors to share the workload.
- iii. The model for The Elmgreen School LGB is 5 foundation governors, 1 staff governors, 5 elected parents, the headteacher and 3 co-optees. In this case the trust is not determining the composition as there is a foundation body. However the trust has the right to change governance arrangements if for instance, the school was performing badly.
- iv. The Rosendale LGB is different as it has no outside body to appoint governors and so these would have to be appointed by the trust.
- v. It is possible to continue to have LA governors if this is included in the scheme of delegation. These can be appointed by the trustees or co-opted.
- vi. It was agreed that the number of co-optees on The Elmgreen School LGB would be increased to 5.
- vii. It is usual for the existing maintained school governing body to move across and become the LGB.
- viii. Graham Burns felt that there no issues in the proposals so far although DfE officials can sometime raise objections. The real detail will be in the articles

Action: Further discussion by the Rosendale Governing Body on the number of staff governors.

5. Approval of proposed Members of the MAT

- 5.1. Four members had been identified and meeting was asked to consider and approve a fifth member

- 5.2. Dominic Bergin had proposed Tony Butler. Details had previously been circulated.
- 5.3. Concern was expressed about what assurance could be given that those proposed as member or trustees would share the ethos. It was proposed that the ethos should be included in the memorandum of understand and that members could sign a declaration on incorporation.
- 5.4. A ballot was taken on the members. As no proxy votes had been nominated the ballot proceeded among those present.
- 5.5. The members were agreed as Jeremy Baker, Kate Scrase, Shola Salako, Tony Butler and the PPF.

6. Approval of proposed Trustees of the MAT

- 6.1. Trustees are appointed at incorporation which is normally 2 months before conversion.
- 6.2. It was suggested that as the appointment of the trustees was not so urgent could further nominations be sought. After discussion it was agreed that the field available was a good one and that as they have volunteered it would be inappropriate to now make selection competitive.
- 6.3. The steering group itself does not appoint the trustees, but it can make recommendations to the members.
- 6.4. Graham Burns highlighted the importance of identifying categories of trustee in relation to who appoints and removes them. It was recommended, that at the first meeting of the trust board, the minutes contain a table showing the categories of trustee.

Action: Provide further clarity around the process for selecting trustees

7. Chair of the Board of Trustees

- 7.1. The application documents to the DfE require that the chair of the trustee board is named. This is an interim position until the board meets and elects a chair.
- 7.2. It was proposed by Dominic Bergin and seconded by Rosie Unwin that Jeremy Baker be the interim chair of the trustees. This was agreed unanimously.

8. Submission of the application for an academy order

- 8.1. It was agreed that the application would be drafted and circulated to the steering group with a clear deadline for comments.

9. Ethos Statement

Action: Dominic Bergin and Kate Scrase

10. Banking Arrangements

- 10.1 The steering group agreed to delegate the arrangements for new banking arrangements to the Director of Finance subject to the approval of the

Headteachers. It was noted that the account could not actually open until incorporation.

Action: Michael Burke

The meeting closed at 18.36

Proposal for the Composition of Great North Wood Multi Academy Trust (the “Trust”)

Membership of the MAT

The Trust must comprise a minimum of three members under the DfE model Articles. Some multi-academy trusts opt for a small membership structure e.g. just three to five members. The DfE’s current preference is for five Members. The DfE’s policy is that there should be a degree of separation between the Members and Trustees (e.g. there must be some Members who are not also Trustees).

Proposal for the Membership of the MAT:

The Trust will comprise the following Members:

- The signatories to the Memorandum until they resign or otherwise cease to be Members;
- The Parents Promoters Foundation (“PPF”) and
- Any person appointed under Article 15A (i.e. by a special resolution of the Members).

It is proposed that initially there will be a total of five Members in place: the Chairs of Rosendale and Elmgreen; PPF as a corporate member; one Rosendale Governor and one Member to be appointed. There will need to be a degree of separation and independence from the Board of Trustees to enable the Members to hold the Board to account.

Board of Trustees

Current Structure of the Governing Bodies of the Two Schools

According to the Instruments of Governments of each school, the current structure of the governing bodies is as follows:

The Elmgreen School	Rosendale Primary School
<ul style="list-style-type: none">• 5 Parent Governors• 1 LA Governor• 1 Staff Governor• 1 Headteacher• 5 Co-opted Governors• 5 Foundation Governors	<ul style="list-style-type: none">• 4 Parent Governors• 1 LA Governor• 1 Headteacher• 1 Staff Governor• 9 Co-opted Governors
Total: 18 Governors	Total: 16 Governors

Proposal for the MAT Structure of the Board

Whilst it is difficult to fully futureproof the Articles, we would suggest that you structure the Board of Trustees to allow for flexibility should other schools join the MAT in the future. A proposed structure is set out as follows:

- Up to [10] Trustees, appointed by the Members under Article 50;
- Up to 1 Trustee appointed by PPF;
- The Chief Executive Officer [or Executive Head if that job title is preferred] if appointed by the Members under Article 57;
- A minimum of 2 Parent Trustees elected under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100a, or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A.

The Articles will also provide that additional Trustees can be co-opted by the Trustees (up to three). The ability to co-opt will allow for an extended Board of Trustees should that be required.

New Multi Academy Trust – Proposed Structure	
Members	Board of Trustees
<ul style="list-style-type: none"> • The signatories to the Memorandum until they resign or otherwise cease to be Members; • PPF as a corporate member; and • Any person appointed under Article 15A (i.e. by a special resolution of the Members). <p>It is proposed that initially there will be a total of five Members in place; the Chairs of Rosendale and Elmgreen; PPF; one Rosendale Governor and one Member to be appointed.</p>	<ul style="list-style-type: none"> • Up to [10] Trustees, appointed by the Members under Article 50; • Up to 1 Trustee appointed by PPF; • The Chief Executive Officer [or Executive Head if that job title is preferred] if appointed by the Members under Article 57; • A minimum of 2 Parent Trustees elected under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100a, or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A. <p>The Articles will also provide that additional Trustees can be co-opted by the Trustees (up to three). The ability to co-opt will allow for an extended Board of Trustees should that be required.</p>

Local Governing Bodies (LGBs)

The Board of Trustees has the power under the Articles to appoint LGBs. The structure of the LGB is not set out in the Articles, but will be set out in a terms of reference determined by the Board of Trustees. It is expected that the composition of the LGBs will mirror the current structure for the maintained school governing bodies.

Elmgreen – 5 appointed by PPF; 1 Staff; 5 elected parents; Headteacher; 3 co-optees.

Rosendale – 11 appointed by Trustees; 4 elected parents; 1 staff; Headteacher.

Great North Wood Multi Academy Trust (the "Trust")

Members

- The signatories to the Memorandum until they resign or otherwise cease to be Members;
- The Parents Promoters Foundation ("PPF") and
- Any person appointed under Article 15A (i.e. by a special resolution of the Members).

It is proposed that initially there will be a total of five Members in place: the Chairs of Rosendale and Elmgreen; PPF as a corporate member; one Rosendale Governor and one Member to be appointed.

Trustees

The Board of Trustees comprises:

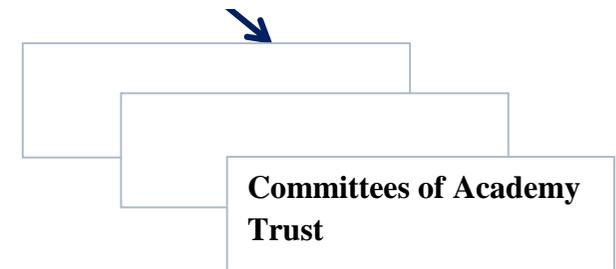
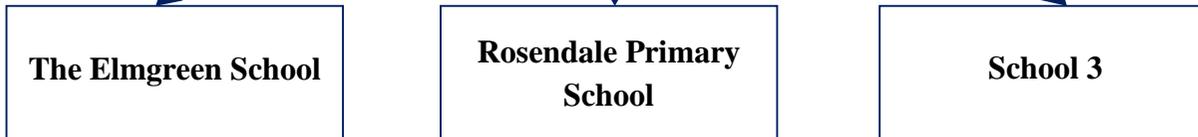
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- A minimum of 2 Parent Trustees elected under Articles 53-56 in the event that no Local Governing Bodies are established under Article 100a, or if no provision is made for at least 2 Parent Local Governors on each established Local Governing Body pursuant to Article 101A.

NB: Staff of the Academy Trust must not exceed one third of the number of Trustees.

NB: the number of Local Authority Associated Persons ("**LAAPs**") must be less than 20% of the Members and less than 20% of the Trustees. LAAPs include employees of a LA ("**LA**" for this purpose also extends to other bodies such as a fire and rescue authority, a police

Trustees may delegate responsibilities to Local Governing Bodies – such bodies need not contain a majority of MAT

Trustees may also delegate to other committees – such committees must contain a majority of MAT Trustees



Composition of the LGBs

Elmgreen – 5 appointed by PPF; 1 Staff; 5 elected parents; Headteacher; 3 co-optees.

Rosendale – 11 appointed by Trustees; 4 elected parents; 1 staff; Headteacher