SHAPING THE FUTURE OF EDUCATION ACROSS THE DIOCESE OF SALISBURY

Multi Academy Trust Governance Proposals
Multi Academy Trust Governance

- A Multi-Academy Trust ("MAT") is a Company incorporated running more than one Academy, whose constitution and rules are defined in its “Articles of Association”.
- “Members” are like shareholders in a commercial company, they appoint the Directors to run the Company, and are the only people able to amend the Articles of Association of the Company. The Diocese of Salisbury believes that all Foundation Members should also serve as active Directors in a MAT.
- “Directors” are those people who actually run, determine policy, and make decisions for the Company. They are the statutory Governing Body of each Academy within the Company but the Diocese of Salisbury believes that most of that function should be delegated to a Local Governing Body, reserving only specific decisions to the Directors.
- The “Local Governing Body” ("LGB") provides local governance for each Academy, on behalf of the Directors, and is empowered to do so by a “Scheme of Delegation”. The LGB reports back regularly to the Directors enabling them to monitor the Academy’s performance.
- The “Scheme of Delegation” is the document by which the Directors empower the LGB to provide local governance of the school. It requires the LGB to comply with the DfE and Ofsted guidance, and any MAT policies, and in the case of Church of England schools SIAMS guidance.
Proposed Core Strategy

- To actively enable schools who have so chosen, to convert to academies within strong partnership models that are focused on school improvement and transformation
- To dissuade schools from converting to academy status as stand-alone academies
- To encourage the highest performing schools/academies to secure Church of England academy Sponsor status, to support local schools causing concern
- To support and enable local cluster MATs that embody all category schools (Church of England, Community, Roman Catholic) so that each school retains its own ethos (Christian or otherwise) and works within their MAT structure for the benefit of all the children.
- To protecting the Trust Deeds of Church of England schools the DBE will continue to hold the land and buildings in trust.
- To explore variations of the VA majority model using the approved DfE/Church of England memorandum and articles
- To enable Church of England schools to select appropriate partners from a range of academy providers and become part of reconstituted MATs which protect and preserve their Christian distinctiveness.
Model structure options

➢ The principal Academy model **adopted by the DBE** is a majority Church of England VA governance model to protect the Christian distinctiveness of church schools and remain true to the Trust deeds, governing the original donation of land and buildings.

➢ Many VC schools thrive on a minority church school governance model whilst fully protecting their church school distinctiveness. In all circumstances church schools, VA or VA, are there to serve the whole community, those with faith and those with none.

➢ The principle **adopted by the DfE** is that schools should, in so far as possible, convert on an "as is" category basis and so their presumption is that the current governance arrangements at academy level will be replicated in the appointment of governors on the governing body in the Articles.

It is vital the school and DBE work closely together to agree MAT Academy governance.
The DBE approved church school MAT model

- The approved core Church of England MAT model is a **Majority (VA) model** which assumes the DBE will appoint a majority of members, directors and governors.

- To recognise the diversity of VC and Community school governance we are able to enter into detailed negotiations with schools to agree variations to the core model.

**Variations to the model**

**Members**

- Where VA schools are not in the majority the proportion of Church of England foundation members should reflect the school status mix; in all cases a minimum of 25% church school foundation members.

**Directors**

- All foundation members of the Trust are active, contributing directors.
- Where VA schools are not in the majority, within the MAT, the proportion of Church of England foundation directors will be at least 25%.
The DBE approved church school MAT model

Models A to F are suggested variations to the core majority VA model in order to show a likely range of possible solutions which DBE Trustees may be able to agree.

The models set out the required ratios of Foundation Members, Directors and LGB Governors, but it is important to remember that:

• Foundation Appointees, like non-Foundation appointees, will require skills in addition to the ability to maintain and develop Christian Distinctiveness.
• All Members, Directors and LGB Governors are obliged to maintain the Christian Distinctiveness of a Church of England Academy within the Company – Foundation Appointees have a particular obligation to identify means of enhancing that Distinctiveness, and to identify and prevent any issue which may serve to diminish that Distinctiveness.
• The Board of Directors must include people with skills and experience in Education, Business (including Public Procurement) and Finance. Additional desirable skills might include marketing, PR and HR.

Please do discuss any solutions with your DBE contact.
Core Model: Majority VA Governance – where all academies are former VA status

**4 Members** – Majority Foundation
- 1 DSET appointed Member
- 2 Foundation Members appointed by DBE in co-operation with the schools in the trust
- The chairman of the Directors

**9 - 12 Directors** – Majority Foundation
- The Board of Directors is the statutory governing body of the schools; responsibilities are largely delegated to the Local Governing Bodies
- 5-8 Foundation Directors appointed in agreement with DBE; most, if not all will come from the existing governing bodies and may also sit on the LGBs
- The CEO – Leader of team of Academy Principals
- Directors appointed according to the required range of business and education skills and representative of the types of schools e.g. rural; primary; community

**Local Governing Body (LGB) per academy**
- The smallest LGB will have 9 Governors (recommended) of whom there must be a majority of Foundation Governors appointed by the Trust directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Objects will relate to: appointment of headteacher; admissions; SIAMS; RE; Collective Worship; Christian Distinctiveness
Variation A: where all academies are former VC status

4 Members – Minimum 25% Foundation
- 1 DSET appointed Member
- The chairman of the Directors

9 - 12 Directors – Minimum 25% Foundation
The Board of Directors is the statutory governing body of the schools; responsibilities are largely delegated to the Local Governing Bodies
- 3-7 directors appointed reflecting agreed foundation basis and in agreement with the DBE; most, if not all will come from the existing governing bodies and may also sit on the LGBs
- The CEO - Leader of team of Academy Principals
- Directors appointed according to the required range of business and education skills and representative of the types of schools e.g. rural; primary; community

Local Governing Body (LGB) per academy
- The smallest governing body will have 9 Governors (recommended)
- 5 governors of which 3 are Foundation Governors appointed by the Trust Directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Delegation levels in line with MAT policy & negotiated Church of England minimum requirements; appointment of headteacher; admissions; SIAMS; RE; Collective Worship; Christian Distinctiveness
Variation B: where MAT consists of both VA and VC schools

**4 Members** – Representative Foundation
- 1 DSET appointed Member
- 2 Foundation Members appointed by DBE in cooperation with the schools in the trust
- The chairman of the Directors

**9 - 12 Directors** – Representative Foundation
The Board of Directors is the statutory governing body of the schools; responsibilities are largely delegated to the Local Governing Bodies
- 5-8 directors appointed reflecting agreed foundation basis and in agreement with DBE
- The CEO - Leader of team of Academy Principals
- Directors appointed according to the required range of business and education skills and representative of the types of schools e.g. rural; primary; community

**VA Local Governing Bodies (LGB)**
- The smallest LGB will have 9 Governors (recommended) of whom there must be a majority of Foundation Governors appointed by the Trust directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Delegation levels in line with MAT policy & negotiated Church of England minimum requirements; appointment of headteacher; admissions; SIAMS; RE; Collective Worship; Christian Distinctiveness

**VC Local Governing Bodies (LGB)**
- The smallest governing body will have 9 Governors (recommended)
- 5 governors of which 3 are Foundation Governors appointed by the Trust Directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Delegation levels in line with MAT policy & negotiated Church of England minimum requirements; appointment of headteacher; admissions; land and trust; SIAMS; RE; Collective Worship; Christian Distinctiveness
Variation C: where MAT consists of former VC and Community schools

4 Members – Minimum 25% Foundation
- 1 DSET appointed Member
- The chairman of the Directors

9 - 12 Directors – Minimum 25% Foundation
The Board of Directors is the statutory governing body of the schools; responsibilities are largely delegated to the Local Governing Bodies
- 3-7 Directors appointed reflecting agreed foundation basis and in agreement with the DBE
- The CEO - Leader of team of Academy Principals
- Directors appointed according to the skills required and representative of the types of schools e.g. rural; primary; community

Community Local Governing Bodies (LGB)
- The smallest governing body will have 9 Governors (recommended)
- 5 Governors appointed by the Trust Directors
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Must retain non denominational balance

VC Local Governing Bodies (LGB)
- The smallest governing body will have 9 Governors (recommended)
- 5 governors of which 3 are Foundation Governors appointed by the Trust Directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Delegation levels in line with MAT policy & negotiated Church of England minimum requirements; appointment of headteacher; admissions; SIAMS; RE; Collective Worship; Christian Distinctiveness
Variation D: where MAT consists of former VA and Community schools

4 Members – Representative Foundation
- 1 DSET appointed Member
- 1 Foundation Member appointed by DBE in co-operation with the schools in the trust
- the chairman of the Directors

9 - 12 Directors – Representative Foundation
The Board of Directors is the statutory governing body of the schools; responsibilities are largely delegated to the Local Governing Bodies
- 5-8 Directors appointed reflecting agreed Foundation basis and in agreement with DBE
- The CEO - Leader of team of Academy Principals
- Directors appointed according to the required range of business and education skills and representative of the types of schools e.g. rural; primary; community

VA Local Governing Bodies (LGB)
- The smallest LGB will have 9 Governors (recommended) of whom there must be a majority of Foundation Governors appointed by the Trust directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Delegation levels in line with MAT policy & negotiated Church of England minimum requirements; appointment of headteacher; admissions; SIAMS; RE; Collective Worship; Christian Distinctiveness

Community Local Governing Bodies (LGB)
- The smallest governing body will have 9 Governors (recommended)
- 5 Directors appointed
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Must retain non denominational balance
Variation E: where MAT consists of former VA, VC & Community schools

4 Members – Representative Foundation
- 1 DSET appointed Member;
- 1 Foundation Member appointed by DBE in co-operation with the schools in the trust;
- The chairman of the Directors;

9-12 Directors – Representative Foundation
The Board of Directors is the statutory governing body of the schools; responsibilities are largely delegated to the Local Governing Bodies
- 5-8 directors appointed reflecting agreed foundation basis and in agreement with DBE
- The CEO - Leader of team of Academy Principals
- Directors appointed according to the required range of business and education skills and representative of the types of schools e.g. rural; primary; community

VA Local Governing Bodies (LGB)
- The smallest LGB will have 9 Governors (recommended) of whom there must be a majority of Foundation Governors appointed by the Trust directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Delegation levels in line with MAT policy & negotiated Church of England minimum requirements; appointment of headteacher; admissions; SIAMS; RE; Collective Worship; Christian Distinctiveness

VC Local Governing Bodies (LGB)
- The smallest governing body will have 9 Governors (recommended)
- 5 governors of which 3 are Foundation Governors appointed by the Trust Directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Delegation levels in line with MAT policy & negotiated Church of England minimum requirements; appointment of headteacher; admissions; SIAMS; RE; Collective Worship; Christian Distinctiveness

Community Local Governing Bodies (LGB)
- The smallest governing body will have 9 Governors (recommended)
- 5 Directors appointed
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Must retain non denominational balance
Variation F: where a Church of England VA or VC school wish to join an existing non Church of England MAT

4 Members – Established Trust will need to amend Articles and Funding Agreements
- VA school joining: Equal representation at member level;
- VC school joining: minimum 25% Foundation membership
  - 1 DSET appointed Member
  - other Foundation members by agreement with the DBE

9 – 12 Directors – Representative Foundation
The Board of Directors is the statutory governing body of the schools; responsibilities are largely delegated to the Local Governing Bodies
- 3-7 Directors appointed reflecting agreed Foundation basis and in agreement with DBE
- The CEO - Leader of team of Academy Principals
- Directors appointed according to the required range of business and education skills and representative of the types of schools e.g. rural; primary; community

VA Local Governing Bodies
- The smallest LGB will have 9 Governors (recommended) of whom there must be a majority of Foundation Governors appointed by the Trust directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Delegation levels in line with MAT policy & negotiated Church of England minimum requirements; appointment of headteacher; admissions; SIAMS; RE; Collective Worship; Christian Distinctiveness

VC Local Governing Bodies
- The smallest governing body will have 9 Governors (recommended)
- 5 governors of which 3 are Foundation Governors appointed by the Trust Directors in agreement with the DBE
- 2 elected Parent Governors
- The Head/Principal
- 1 Staff Governor
- Delegation levels in line with MAT policy & negotiated Church of England minimum requirements; appointment of headteacher; admissions; SIAMS; RE; Collective Worship; Christian Distinctiveness

Academy Company
Established – Multi Academy Trust
VA Academy LGB
Existing Academy LGB
VC Academy LGB

Guidance on LGB structures
Academy Conversion – Diocesan Board of Education Support

Group costs
If a group of schools is reflecting on academy trust status, the DBE is able to offer support to help you explore and develop your understanding of what this would mean for you as church schools. The support can be tailored to meet your schools specific needs and could include:

- Up to 4 two hour meetings with a DBE consultant which may be with: a single governing body; representatives of a governing body; group of governing bodies or their representatives
- One, two hour meeting with the Diocese of Salisbury Multi Academy Trust finance director
- Support to understand the approved MAT model and model variations and apply this to the school’s church status
- Support liaising with potential partner schools if exploring MAT status
- Introduction to solicitors

Costs: For a group of schools of which at least 1 has a PSA subscription: £1800
   Non PSA : telephone conversation with Director of Education/Deputy Director of Education

Any additional meetings with individual schools/groups of schools will be costed in addition to the above costs;
2013/2014 rates:

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Multi Academy Trust **Conversion** – Diocesan Board of Education Support

**Single Schools costs**

Following a governing body’s decision to form a part of a multi academy trust the DBE will appoint an academy consultant to ensure that the DBE acts in a way that is timely and appropriate, as the legal process of academy conversion is undertaken. This will include administration, adviser and officer time for:

- Issue of DBE provisional letter of agreement
- Up to 3 two hour meetings with DBE officers/consultants during course of conversion
- Up to 1 two hour meeting with the Diocese of Salisbury Multi Academy Trust staff e.g. Finance Director/HR Manager/Buildings Manager
- The appointment of DBE members and directors of the Trust
- Detailed scrutiny of the memorandum, articles and supplementary and side agreements
- Detailed scrutiny of land and trust issues relevant to the DBE
- Liaison with the Board of Education nominated solicitors
- Final approval by the DBE of all legal documentation
- Signing of the Trust deed

Cost for **each** school within the MAT:  
- PSA subscribers £2000  
- Non PSA £3000

In addition the school will cover the DBE legal costs incurred through the school's conversion. The DBE offers the option of shared legal support with solicitors (xxxxxxx), minimising legal costs to the school.