

<b>Committee(s)</b> Education Board	<b>Dated:</b> 3 December 2015
<b>Subject:</b> Appointment of Governors to the Local Governing Body of the City of London Academy, Southwark	<b>Public</b>
<b>Report of:</b> Town Clerk	<b>For Decision</b>

### Summary

The City of London Academies Southwark Multi-Academy Trust (MAT) has informed the City of London Corporation (the City Corporation) as the sponsor that the MAT plans to fill a number of vacancies on the City of London Academy Southwark Local Governing Body (LGB) which is a committee of the MAT's Board of Trustees. The City of London has the right to appoint up to nine Trustees to that Board and the quorum for meetings of the Trustees requires there to be a majority of sponsor Trustees in attendance. The MAT Board of Trustees, which is legally responsible for running the MAT company, has the power to determine the membership of, and to make appointments to, the LGB without referring these decisions first to the City Corporation. This report briefs Members on the process of appointment of governors to LGBs of the City of London Academies (Southwark) MAT; the proposed appointments to the City of London Academy Southwark LGB; and finally asks Members to note that the arrangements will be reviewed as part of the strategic reorganisation of the City Corporation's academy governance.

### Recommendation(s)

It is recommended that Members:

1. Note that the current arrangements for making governor appointments to the City of London Academies (Southwark) MAT LGBs will form part of the current review of governance of the City of London Corporation's sole-sponsored academies;
2. Provide their feedback on current arrangements;
3. Endorse the appointment of Gill Walsh and Jenny Rodericks as governors to the City of London Academy Southwark LGB;
4. Endorse the reappointment of Deputy Bill Fraser as a governor of the City of London Academy Southwark LGB.

### Main Report

#### Background

1. The current Articles of Association of the City of London Academies (Southwark) MAT provide the City of London with the right to directly appoint up to nine Sponsor Directors/Trustees onto the Board of Directors/Trustees of the MAT (hereafter referred to as Trustees). The City Corporation acting through the Court of Common Council has delegated the exercise of these functions to the Education Board.
2. The Board of Trustees has the power under the company's Articles to constitute committees of the Board (including LGBs), and to determine their terms of reference and their membership (subject to specific requirements relating to parental representation). The quorum for meetings of the Board of Trustees requires there to be a majority of sponsor Trustees in attendance. The Board of Trustees may appoint persons to be

members of a committee (including LGBs) who are not members of the Board of Trustees, provided that (with the exception of LGBs) a majority of persons on the committee must be Trustees. Currently there is a LGB for the City of London Academy Southwark and a LGB for the Redriff Primary Academy.

3. Upon becoming a multi-academy trust and delegating the governance of the two schools to two committees (or LGBs) the Board of Trustees agreed, in setting the terms of reference and membership of the LGB of the Southwark Academy, that all sponsor Trustees should be a member of that LGB, thereby providing continuity (i.e. in sponsor appointed individuals continuing to act as governors of the school and to have a direct role in its governance). The LGB's membership also includes the Headmaster, two parent governors, two staff governors, the Head or Deputy Head of Redriff, and any other governors appointed by the Board of Trustees.
4. In light of the proposed re-organisation of the City of London's academies and changes to governance, the City Corporation has not been filling vacancies in its Trustee appointments to the MAT Board of Trustees while those matters are progressed and resolved. This has meant that as the number of sponsor Trustees on the Board has reduced, the number of governors on the Southwark LGB has also reduced. The Southwark MAT has now approached the City to advise that it wishes to fill a number of vacancies on the Southwark LGB to maintain effective governance arrangements. As noted above, the decision to appoint lies with the Board of Trustees of the Southwark MAT; nevertheless, respecting the City Corporation's role as sponsor the Board has sought our endorsement of those appointments.
5. Members will be aware that MAT Trustees are directly appointed to the MAT Board by the City Corporation using an appointment process adopted by the Education Board, whereby an applicant's skills and experience are evaluated prior to their appointment to a governance role in any of the City of London Corporation's academies. The Southwark MAT Trustees, complying with their legal duties as Directors and Trustees and reflective of Department for Education guidance to academies, have adopted a similar process for the appointments to the Southwark Academy LGB recruiting individuals with the required skills and experience which the relevant governing body requires to be effective.

#### **Appointments to the City of London Academies Southwark LGBs**

6. The City Corporation has been fully consulted by the Chairman of the Southwark MAT on the proposed appointment of two new non-Directors to the Southwark LGB. Whilst his MAT Board has the power to appoint the two applicants directly to the Southwark LGB, he has asked that the Education Board review and endorse the two applicants, whose details are included as a non-public appendix.
7. Moreover the Chairman of the Southwark MAT has asked for the Education Board to endorse the reappointment of Deputy Bill Fraser to the Southwark LGB. Deputy Fraser's term as governor on the LGB recently expired in October with the expiry of his term as sponsor appointed Trustee on the MAT Board. Deputy Fraser is the past Chairman of the Board of Trustees of the City of London Academy/ies (Southwark) (i.e. both as a single academy trust and when constituted as a multi-academy trust) and the current Chairman would welcome the continuing input of Deputy Fraser's experience and expertise regarding the City of London Academy Southwark.

#### **Conclusion**

8. The situation outlined above reflects the organic development of the City of London Academies (Southwark) MAT and emphasises the importance of the proper exercise of the City Corporation's Trustee appointment rights (and also in appointing members of the company); as it is those Trustees of the MAT who hold the ultimate legal accountability for the educational outcomes of the company's academies, the management of its

finances and all regulatory compliance for the company. It also emphasises the importance of establishing appropriate arrangements between the City Corporation and the MAT to provide clarity as to the City Corporation's expectations as sponsor and to provide a framework for regular engagement between us. These matters will be dealt with as part of the current review of City of London Corporation academy governance.

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**Non-Public Appendix**

- LGB Member Applications - Gill Walsh and Jenny Rodericks