

Report – Policy and Resources Committee

Governance of the City's Sole Sponsored Academies

To be presented on Thursday, 14th January 2016

*To the Right Honourable The Lord Mayor, Aldermen and Commons
of the City of London in Common Council assembled.*

SUMMARY

The City of London Corporation is the sole sponsor for one secondary academy and one primary academy (Redriff, affiliated to Southwark Academy), and has been approved to progress to the 'Pre-opening Phase' for two new primary academies, for which the City Corporation will be sole sponsor. The Corporation also co-sponsors Hackney Academy (with KPMG) and the City of London Academy Islington (with City University). The current structure reflects the organic development of the City of London Corporation academy offer over the last decade. Overall it lacks coherence and does not reflect best practice in academy governance as recommended by the Department for Education.

Your Policy and Resources Committee and Education Board recommend that to address this lack of coherence and deliver best practice in the governance of the City of London academies, the existing Southwark Multi Academy Trust (MAT) be 'scaled up' into the new corporate governing body for all of the City of London Corporation's existing and future sole-sponsored academies, with an associated change of name to become the "City of London Academies".

RECOMMENDATIONS

That the Court of Common Council agree the recommendations of the Education Board and the Policy and Resources Committee, that:

- i) The City of London Corporation have one legal entity to continue to deliver the academies for which it is sole-sponsor and that this entity should be the City of London Academies (Southwark) ("Southwark MAT");
- ii) The City of London Primary Academy Islington (COLPAI) undertaking should be transferred to Southwark MAT and the COLPAI company be wound up and this recommendation will be made to the members of that company who are all City Corporation officers and elected Members;
- iii) Consistent with (1) above the City Corporation would recommend to the Southwark MAT that the company change its name to the "City of London Academies" and that the registered office be transferred to the Guildhall;
- iv) The City Corporation as sponsor exercises its rights to make the following changes to the Southwark MAT's company members –
 - a. by replacing the current members (whether by resignation or removal); and

- b. to appoint up to four new members of the company, to be the Chairman and a Deputy Chairman of the Policy Committee, and the Chairman and Deputy Chairman of the Education Board.
- v) It be recommended to the members of the company, once appointed under 4 (b) above, that they adopt new Articles of Association effective on a named date (“the transition date”) which reflect the current Department for Education (DfE) model multi-academy trust (MAT) Articles of Association and which provide for a smaller Board of Directors/Trustees which will be responsible for the strategic direction of the company (and which provide the City Corporation as sponsor with the right to appoint and to remove up to six Directors/Trustees, the City Corporation having majority appointment rights), which Board will hold the ultimate legal accountability for the educational outcomes of the company’s academies, the management of its finances and all regulatory compliance;
- vi) Subject to the company members adopting new Articles of Association as proposed, that at the transition date –
 - a. the City Corporation agree to be appointed as a corporate member of the company and to appoint the Town Clerk (and his representatives appointed under the City Corporation’s Officer Scheme of Delegations) to be its authorised representative(s) for that purpose;
 - b. the existing Board of Directors be removed; and
 - c. the City Corporation appoint up to six Directors/Trustees to consist of two Directors/Trustees nominated by the Policy Committee, two Directors/Trustees nominated by the Education Board, and the Chairman and Deputy Chairman of the Education Board;
- vii) The Town Clerk, in consultation with the Chairman and Deputy Chairman of the Education Board be given delegated authority, in consultation with the Director of Community and Children’s Services and the Comptroller and City Solicitor, to take any other decisions relating to the above (including any negotiations with the Department for Education) necessary to implement the proposal that the City have one academy trust company to deliver its sole-sponsored academies.

MAIN REPORT

Background

1. The City of London Corporation (“the City Corporation”) currently sponsors one secondary academy (Southwark) and co-sponsors two further secondary academies in Islington and Hackney (with City University and KPMG respectively). It has also been approved to progress to the ‘Pre-opening Phase’ for two new primary academies as the sole-sponsor, namely: City of London Primary Academy Islington (a single academy trust) and Galleywall Primary (which is part of the existing Southwark MAT).
2. The current governance structure for the City Corporation’s academies reflects the City Corporation’s early involvement with academy delivery, and has evolved as the City Corporation has sponsored additional schools. The current

structure lacks coherence and effective lines of governance, accountability and control. It also does not reflect both the Department for Education's (DfE) current policy which requires sponsors to take on a more active role in supporting the success of the academies they sponsor, or the DfE's preferred governance framework where an organisation sponsors a number of academy schools.

3. At its meetings in July and October 2015 the Education Board considered potential options for the City Corporation to exercise its governance responsibilities as an academy sponsor and resolved to support the principle that one multi-academy trust (MAT) deliver the City Corporation's sole-sponsored academies, subject to further consultation with stakeholders.
4. The proposed overarching MAT would only govern the City of London Corporation's sole-sponsored academies and will not include the City Corporation's co-sponsored academies. Co-sponsors have nevertheless been consulted on the proposed changes to the City Corporation academy governance, and the City Corporation's existing memoranda of understanding with its co-sponsors will be reviewed to enhance and strengthen the arrangements which exist between the sponsors and the co-sponsored academies, consistent with the proposals for the City Corporation and its sole-sponsored academies.

Current position

5. Since the Education Board's meeting on 15 October at which the Board agreed to explore the potential to 'scale up' the Southwark MAT, Officers have consulted with stakeholders, reflected upon advice from the Department for Education, and sought expert legal advice about proposals for establishing a single MAT for all current and future sole-sponsored City of London academies.

Proposal

6. This 'scaling up' proposal has been discussed in detail with key company representatives and individuals at the Southwark MAT (including at the time of writing this report the Chairman of the Board, the Heads of both schools currently delivered by that academy trust company). They support this proposal and it was agreed by their MAT Board on 30 November 2015.
7. This proposal is recommended because:
 - a) it will provide a robust, efficient and effective governance structure that will be able to support all current and future sole-sponsored City of London academies;
 - b) it is consistent with advice received from DfE about their preferred structure for a chain of academies that is the size of the City Corporation's;
 - c) the proposed adoption of new Articles reflecting the current DfE model will provide the City Corporation as sponsor with the principal, but not exclusive, rights of appointment of company members and directors/trustees;

- d) the proposed adoption of new Articles reflecting the current DfE model will also create a smaller Board of directors/trustees better suited to strategic governance and oversight of the company;
 - e) it has the support of the Southwark MAT Board; and
 - f) legal advice received by Officers has confirmed that this course is the least disruptive, and most efficient and effective, way to merge the existing entities (by the transfer of the COLPAI undertaking to the Southwark MAT and winding up that company).
8. Implementation of this proposal (consistent with the timetable for opening the new Galleywall Primary in Southwark) will require:
- a) the City Corporation to agree that there be one legal entity to deliver the City Corporation's sole-sponsored academy offer and that this should be the Southwark MAT entity;
 - b) relevant decisions to be taken to transfer the COLPAI undertaking to the Southwark MAT company;
 - c) the MAT members to agree to adopt new Articles of Association reflecting the current DfE model which would better support delivery of an increased number of schools (and noting that the Articles will need to be approved by the DfE in negotiating and agreeing the funding agreement for both COLPAI and Galleywall Primary School with the DfE.);
 - d) the City Corporation as sponsor to exercise its rights to remove existing company members of the MAT (or they would resign) and to make new appointments in their stead (as per recommendation 4b);
 - e) the company members to adopt new Articles of Association reflecting the current DfE model and the expanded role of the MAT company, at which time it is recommended that the MAT would agree to adopt a new name (e.g. the City of London Academies) and move the registered office to Guildhall;
 - f) the City Corporation agree to be appointed as a corporate member of the company and to appoint the Town Clerk (and his representatives appointed under the City Corporation's Officer Scheme of Delegations) to be its authorised representative(s) for that purpose;
 - g) on a date to be agreed, the current undertaking of the COLPAI would be transferred to the MAT entity and the COLPAI company would be wound up;
 - h) the new Articles of Association to provide for a MAT Board of up to 6 directors/trustees appointed by the sponsor (who will be in the majority), to have, collectively with the other directors/trustees appointed to the board, strategic direction of and legal accountability for the company. It is proposed that these appointments (and the simultaneous removal of the existing Board) would be made, and become effective on the same day that the new articles are adopted ("the transition date"). It is proposed that the sponsors/directors /trustees would be appointed as set out in recommendation 6c. The model Articles provide that the Board would meet at least three times a year;

- i) an executive, led by a Chief Executive Officer (CEO), would be created to (subject to the necessary powers delegated by the board of directors) deliver and support the effective operation of the company and who would be directly accountable to the Board;
 - j) written and practical arrangements would be developed and agreed between the City Corporation and the MAT to ensure regular liaison and dialogue, and to clearly set out the City Corporation's expectations in its sponsorship of the schools which are part of the MAT, including the aims of the City Corporation's Education Strategy which the City intends to achieve through its sponsorship.
9. It is vital that the new MAT strikes the correct balance to ensure the local governing bodies of academies are able to exercise autonomy in the management of their schools, whilst ensuring there is proper accountability. It is envisaged that local circumstances would determine the nature and form of local governing bodies and the leadership arrangements in each school, with appropriate delegations in place and employee and parent representation on Local Governing Bodies. The Board of Directors/Trustees will be responsible for agreeing the framework of delegation which is considered to be in the best interest of the company and the schools in their delivery of education.
10. In order to ensure that the approval of the funding agreements for the two free schools is not delayed due to the DfE deciding that an adequate governance structure is not in place, it is imperative that a new governance structure is operational early in the New Year.
11. Officers have received expert legal advice that, subject to all relevant decisions being taken and resourcing of the actions required and the approval of the DfE to the revised MAT Articles of Association, it would be feasible to implement the proposals set out above within that timeframe.

Corporate & Strategic Implications

12. The proposed revised governance structure for the City Corporation's sole-sponsored academies will allow for the effective delivery of a unified sole-sponsored academies offer from the City of London Corporation. This will have strategic implications, such as the need:
- a) for the independent operation of the MAT supported by embedded arrangements to ensure on-going dialogue and liaison between the City Corporation, as sponsor, and the MAT company;
 - b) for the expanded MAT to have an executive (and CEO) to provide appropriate support to the MAT Board of trustees and the academies;
 - c) management of the increased demand on the City Corporation's broader educational offer;
 - d) for identifying suitable individuals to fulfil sponsor appointments; and
 - e) for additional or redistribution of funding allocations.

Conclusion

13. This proposal provides the City Corporation with the opportunity to implement a robust, efficient and effective governance structure that will enable it to fulfil its duties as an academy sponsor and enable it to support all current and future sole-sponsored City of London academies. This proposal is consistent with advice received from DfE about their preferred structure for a chain of academies that is the size of the City Corporation's, if supported by key company members and individuals at the Southwark MAT and is supported by expert legal advice confirming that this proposal is the least disruptive, and most efficient and effective, way to merge the existing entities for which the City Corporation is responsible.

All of which we submit to the judgement of this Honourable Court.

DATED this 10th day of December 2015.

SIGNED on behalf of the Committee.

Mark Boleat
Chairman, Policy and Resources Committee