



## Education Board

**Date:** THURSDAY, 3 DECEMBER 2015  
**Time:** 3.00 pm  
**Venue:** COMMITTEE ROOM - 2ND FLOOR WEST WING, GUILDHALL

### LATE PAPERS

**Item 7 – Governance of Sole Sponsored Academies**

**Item 9 – Appointments to City of London Academy Local Governing Body**

**Item 21 – Non Public Appendix - Appointments to City of London Academy Local Governing Body**

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**NB: Part of this meeting could be the subject of audio video recording.**

**John Barradell  
Town Clerk and Chief Executive**

## **AGENDA**

7. **GOVERNANCE OF SOLE SPONSORED ACADEMIES**  
Report of the Director of Community and Children's Services.

**For Decision**  
(Pages 1 - 6)

9. **APPOINTMENTS TO CITY OF LONDON ACADEMY SOUTHWARK LOCAL GOVERNING BODY**  
Report of the Town Clerk.

**For Decision**  
(Pages 7 - 10)

21. **NON-PUBLIC APPENDIX - APPOINTMENTS TO CITY OF LONDON ACADEMY SOUTHWARK LOCAL GOVERNING BODY**  
Non-public appendix to accompany item 9.

**For Information**  
(Pages 11 - 14)

<b>Committee(s)</b>	<b>Dated:</b>
Education Board – for decision	3 December 2015
Policy and Resources Committee – for decision	10 December 2015
Court of Common Council – for decision	14 January 2015
<b>Subject:</b> Governance of the City’s sole-sponsored academies	<b>Public</b>
<b>Report of:</b> Director of Community and Children’s Services	<b>For Decision</b>

## Summary

The City of London Corporation is 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 recommended by the Department for Education.

This report recommends 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.

This proposal has been discussed in detail with key company representatives and individuals at the Southwark MAT, who support this proposal and will recommend it to their Board on 30 November 2015 where it is anticipated that it will receive the Board’s support. This proposal is recommended because it will provide a robust, efficient and effective governance structure for all current and future sole-sponsored City of London academies. It is also consistent with advice on best practice in academy governance received from DfE.

## Recommendation(s)

- Members of the Education Board are asked to endorse to Policy and Resources Committee and the Court of Common Council the proposal that:
  1. The City of London will 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”);
  2. 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;
  3. 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;

4. 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.
  
5. 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;
  
6. 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;
  
7. 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.
  
- The Court of Common Council is asked to agree to the proposal submitted for approval by the Education Board and the Policy and Resources Committee.

## **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 will recommend it to their Board on 30 November 2015, where it is anticipated that it will receive the Board's full support. Officers will provide a verbal update at the Education Board's meeting on 3 December 2015 and the Policy and Resources Committee meeting on 10 December 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 is anticipated that the proposal will receive 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.

### **Background Reports**

Governance of City academies – Education Board report 23 July 2015

Governance of City academies – Education Board report 15 October 2015

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<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

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