

Committee(s)	Dated:
Education Board	10 November 2016
Subject: City of London Academies Trust Local Governing Body governance structures, and appointing governors	Public
Report of: Director of Community and Children’s Services	For information
Officer: Jeanne Barnard	

Summary

This report summarises the City of London Academies Trust’s (CoLAT) governance framework and, following the Education Board’s previous comments on the proposed model LGB governance structure for all new schools which join CoLAT, notes that CoLAT will present a revised model to the Education Board in due course for final endorsement.

The report also outlines the City Corporation’s role, as Sponsor, in nominating suitable candidates to be appointed to CoLAT LGBs, including approving the Chairs appointed to each LGB.

This report also highlights the importance of appointing the right people to LGBs, and the role School Governors' One-Stop Shop (SGOSS) can play in supporting this process.

Recommendations

Members are asked to note:

- CoLAT is yet to consider the Education Board’s comments on the proposed model LGB governance structure for new schools. CoLAT will also consider a revised proposed model LGB governance structure. Once the comments and the revised proposed model LGB governance structure have been considered by CoLAT these matters will be referred back to the Education Board for final endorsement;
- the development of internal governance documents by CoLAT, including a scheme of delegation;
- the City Corporation’s Quality Assurance and Accountability Framework for the City Corporation’s sole and co-sponsored academies;
- the role of the City Corporation as Sponsor to nominate suitable candidates to be appointed to LGBs and to approve LGB Chair appointments; and
- the importance of strong governor appointment processes, and the role SGOSS can play in supporting the City Corporation as Sponsor of CoLAT.

Main Report

Background

1. The Education Board previously considered a proposed model CoLAT LGB governance structure for all new schools at its meetings on 12 May 2016 and 15 September 2016. This paper addresses points raised in those previous Education Board meetings, including the accountability framework, the internal governance and documentation which has been adopted by CoLAT, and clarifying the role of the City Corporation as Sponsor and that of the City's elected Members (or Common Councilmen).

Current position

2. The Education Board considered and endorsed a proposed LGB governance model for all new schools which join CoLAT at its meeting on 12 May 2016. CoLAT subsequently considered LGB governance at its September Board meeting (which preceded the Education Board's September meeting) and a revised proposed model CoLAT LGB governance structure, set out at Appendix 1, for new schools was consequently presented to the Education Board at its meeting on 15 September 2016. At that meeting the Education Board noted the number of school governor positions that are currently filled by Members of the Court of Common Council and provided comments on the proposed model governance structure. The Education Board resolved that:
 - The proposed model governance structure be adopted for the City of London Academy Shoreditch Park, and that arrangements be made of the appointment of a City of London sponsor governor onto that LGB; and
 - Members take a final view on CoLAT LGB governance subject to the forthcoming report on the development of CoLAT governance.
3. Due to the urgency of finalising the LGB governance structure for the City of London Academy Shoreditch Park the City Corporation approved the LGB governance structure for this school as presented to that meeting.
4. Please note, it has since been clarified that the description of the LGB Chair in the proposed model governance structure presented to your Board at its last meeting and set out at Appendix 1 as a Sponsor Appointee should be read to mean that the Chair will be approved by the City Corporation. The nomination of all and any LGB governors may be made by anyone. It is also noted that CoLAT's scheme of delegation provides that a LGB may propose the Chair.
5. The CoLAT Board has not met since your Board's last meeting. As such the comments made at the Education Board's September meeting on the proposed LGB governance structure for new schools are due to be reported to and considered by CoLAT at its next Board meeting in December. A revised proposed model LGB governance structure which incorporates the clarification mentioned in paragraph 4 above and some of the Education Board's comments has been prepared by the City Corporation's Education Strategy Director and is set out at Appendix 2. This revised structure will also be presented to the CoLAT Board for its consideration alongside the Education Board's comments. A final revised

proposed model LGB governance structure for CoLAT's new academy schools will then be presented to the Education Board for its final endorsement.

6. While the CoLAT Board must retain sufficient oversight of any committees appointed by it, including the LGBs, the functions and powers delegated by the Board to those committees/LGBs must, consistent with the obligations on charity trustees (and as reflected in the company's Articles of Association), be in writing and clearly defined. Therefore, CoLAT has developed strong internal corporate governance reflecting best practice in the sector, including terms of references for CoLAT sub-committees, and a scheme of delegation to clarify the roles and responsibilities of the LGBs (and other committees and employed officers). The delegations are made under the principles of accountability and responsibility and also provide for regular reporting. They also specifically provide that the CoLAT Board may remove LGB governors.
7. There are no legal requirements as to how LGBs of multi-academy trusts must be composed, except that the Department for Education's model Articles of Association provide that where there is no parent representation on the multi-academy trust board, there must be representation at LGB level. The proposed model governance structure for new LGBs complies with the CoLAT's Articles of Association which require any LGB to include at least 2 Parent Local Governors. Although the appointment of the LGB Chairs must be approved by the City Corporation under the terms of the sponsorship agreement, there are no additional qualifications for any of the LGB governors.

The City Corporation's role as Sponsor

8. The City Corporation has certain rights and obligations as Sponsor embedded into the Articles of Association of the CoLAT company, including the right to appoint the company's Members as well as being a corporate Member itself, and having the right to appoint the majority of trustees to the CoLAT Board. It is through these trustee appointments, in particular, that the City Corporation can support the success of CoLAT and its academy schools - noting that the company's Articles oblige the City as sponsor in making those appointments to have regard to the need for the board of Trustees to have a balance of skills and experience and to appoint suitably qualified individuals who can commit the time necessary to fulfil the role of trustee.
9. The Members of the company have certain legal rights and responsibilities (including ultimate responsibility for the academy trust company achieving its charitable objectives and the right to remove trustees from the company's Board); and the company's Members have a role in challenging and scrutinising the Board. This is why the Department for Education is supportive of there being some distinction between the individuals who are Members and those who are Trustees of an academy trust company, as is the case for CoLAT.
10. Under CoLAT's Articles, the City Corporation has the right to appoint the majority of the CoLAT Trustees (who need not all be Common Councilmen). Further, Trustees appointed by the City Corporation must be in the majority of all Trustees present and entitled to vote on any particular business of the Trustees (although there are exceptions where the matter gives rise to conflicts of interest) and the Chairman of the CoLAT Board must be a Common Councilman. The City Corporation has

agreed a policy internally for making these trustee appointments i.e. that two are to be nominated by the Policy and Resources Committee, two are to be nominated by the Education Board, as well as the Chairman and Deputy Chairman of the Education Board. Except for the Chairman and Deputy Chairman of the Education Board (as provided in Standing Orders), the City has not resolved that those who are appointed must be Common Councilmen. While the Trustees have an obligation in undertaking their role to act in the best interest of the company; the City Corporation can influence the success of the company, its schools and its education provision, through its appointments to the Board of Trustees. These individuals have ultimate oversight of the LGBs.

11. Additionally, CoLAT and the City Corporation as Sponsor have entered into a sponsorship agreement which (and subject to any overriding obligations that the CoLAT Board of Trustees, who are also the company's Directors, may have to act in the best interests of the charitable company and its schools in their delivery of education) provides that the establishment, terms of reference, constitution and membership of any CoLAT LGB or committee shall be notified to the City Corporation who shall be invited to nominate suitable candidates to be appointed as members of such LGBs. Additionally, that agreement provides that the Chairman of every Local Governing Body must be approved by the City Corporation. The City Corporation, as Sponsor of CoLAT, does not otherwise have rights to make decisions about CoLAT LGB governance or appointments. These matters are ultimately the responsibility of the CoLAT Board.
12. At its meeting on 21 July 2016 the Education Board approved an updated Quality Assurance and Accountability Framework for its sponsored and co-sponsored academies. The City Corporation is accountable to the Department for Education (DfE) for the performance of its sole sponsored and co-sponsored academies. The purpose of the framework is to enable the City of London Corporation to meet its responsibilities as an academy sponsor, including ensuring its academies achieve year on year improvement in educational attainment and standards of teaching and learning.
13. There is no requirement, nor has the City and CoLAT agreed, that LGB governors must be Common Councilmen; although the City Corporation could choose to adopt that policy in identifying and nominating suitable candidates noting again that a decision as to their appointment will always be for the CoLAT Board of Trustees, who are ultimately responsible for ensuring the suitability of those appointed to each academy LGB.
14. It is expected that CoLAT and the City will continue to work closely together to ensure the success of the CoLAT academies. The relationship is such that it is expected that the interests of CoLAT and the City Corporation will remain aligned and therefore conflicts of interests should not usually arise for those individuals who the City either appoints to the CoLAT Board, or who are otherwise appointed with the City's consent to the LGBs. Trustees appointed by the City Corporation are responsible for managing their own interests and a register of interests for all Trustees is held by CoLAT and a conflict management procedure is in place. This is also the case in respect of those appointed to the LGBs, however, the CoLAT Board has the power to intervene and request a governor to stand down, or in extreme cases, remove a governor if necessary.

Governor appointment and training

15. The Government now expects academy sponsors to take on a more active role in supporting the success of the academies they sponsor. The City Corporation will help to achieve this *inter alia* by identifying and nominating suitable candidates for appointment to the CoLAT LGBs.
16. In order for the LGBs to function effectively, suitably qualified people with the relevant and appropriate skills need to be appointed as governors. At its meeting on 3 March 2016, the Education Board agreed that individuals who express an interest in becoming a governor at a City School should be signposted to the SGOSS. SGOSS maintains a database of suitable candidates that can be accessed when there is a governor vacancy. The City Corporation may use SGOSS when nominating candidates for LGBs. As noted above, appointees to CoLAT LGBs do not have to be Common Councilmen and where this is the case, processes are in place to ensure those persons are suitably qualified to be appointed.
17. SGOSS also provides governor induction services which could be utilised in future. This could support the existing governor training programme that is offered by the City Corporation. The training programme is available to all City schools, including CoLAT schools and the independent schools. This is part of the City Corporation's commitment to sharing resources and improving the performance of all City schools.

Conclusion

18. This report updates the City Corporation as sponsor on matters relating to CoLAT governance, including the steps which have been, and which continue to be, taken by CoLAT to ensure that its academy schools are well run, that they operate within clear delegations and a robust governance framework, and that there is proper oversight of those LGBs by the CoLAT Board. The report also notes the importance of appointing the right people to both the Board of Trustees and LGBs, and that resources such as SGOSS offer a database of candidates with the appropriate skills while also providing governor induction training.

Appendices

- Appendix 1 – Proposed LGB governance model for all new schools which join CoLAT presented to the Education Board at its meeting on 15th September 2016.
- Appendix 2 – Revised Proposed LGB governance model for all new schools which join CoLAT to be reported to CoLAT.
- Appendix 3 – CoLAT schools governance structure

Background documents

- (i) Education Board Paper and minutes: Updated Quality Assurance and Accountability Framework (15 October 2015) and Updated Quality Assurance and Accountability Framework Timetable (21 July 2016).

- (ii) Education Board Paper and minutes: Governor database (3 March 2016).
- (iii) Education Board and Policy and Resources Committee Papers and minutes: Officers of the City Corporation as governors at City schools (3 March 2016 and 17 March 2016).
- (iv) Education Board paper and minutes: Proposed model governance structure for local governing bodies of City of London Academies Trust (12 May 2016).
- (v) Education Board paper and minutes: Proposed model governance structure for local governing bodies of City of London Academies Trust (15 September 2016).

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Proposed LGB governance model for all new schools which join CoLAT presented to the Education Board at its meeting on 15th September 2016

The proposed model membership for LGBs of the Trust is:

- 1 Chair (Sponsor Appointee)
- 1 Vice-Chair,
- 2 elected parent Governors,
- the Headteacher, and
- 1 elected staff Governor.

Revised Proposed LGB governance model for all new schools which join CoLAT to be reported to CoLAT.

- 1 Chair (CoLAT Appointment/City Corporation Approved)
- 1 Vice-Chair
- 2 elected parent governors
- 1 Headteacher/Principal
- 1 teacher governor
- 1 non-teaching staff governor
- Up to 5 further governors appointed by the LGB and approved by the CoLAT Board

City of London Schools Governance Structure

Chair of Govs Approval
Terms of Reference
Headteacher/Principal

CoLAT Approved (or CoL)	LGB Appt governors	Co-opted governors	Parent governors	Teaching governors	Non- Teaching governors	Community governors	Local Authority governors	Other	Total
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Secondary

CoLA Southwark*	CoLAT	SoD	1
CoLA Shoreditch Park	CoLAT	SoD	1
CoLA Highgate Hill	CoLAT	SoD	1
CoLA Downs Park	CoLAT	SoD	1

8**	6	0	2	2	0				19
2	5	0	2	1	1				12
2	5	0	2	1	1				12
2	5	0	2	1	1				12

Primary

Redriff CoLPA*	CoLAT	SoD	1
Galleywall CoLPA	CoLAT	SoD	1
CoLPA Islington	CoLAT	SoD	1

6	0	2	5	1	0	4	2	1	22
2	5	0	2	1	1				12
2	5	0	2	1	1				12

*These schools have legacy boards. The preferred structure is 12 governors.

**Reflects the historical arrangements: Currently, the 8 Governors appointed by the CoLAT Board to the LGB are required to be nominated from Sponsor Directors/Trustees appointed to the CoLAT Board. There are no longer 8 Sponsor Directors/Trustees on that Board and the arrangements for the Southwark LGB are to be reviewed at the next CoLAT Board meeting.