

A proposal for the STEP Multi Academy Trust (MAT) – for review and discussion

March 2017

Areas discussed in which broad agreement exists in group

- Section 1** Vision, values and mission
- Section 2** Introduction to proposals on structure of the MAT
- Section 3** Members
- Section 4** Trustees
- Section 5** Forum

Area not yet discussed by the group in any detail

- Section 6** Committees including LGBs
- Section 7** SEL role, central functions

Section 1

Vision

Child and community

- Improved educational and personal outcomes of all children, no matter their starting ability or specific needs in a child centred MAT
- Learners with a global perspective rooted in our values, helping them to become responsible and articulate citizens in a global economy affected by rapid environmental and economic change
- Working closely with our communities, with specific focus on the community of schools in and around Birmingham
- Individual schools with unique ethos and approaches that support their individual communities' education and social needs
- Valued and sustained by the community served

Education policy

- Contributing to Birmingham education agenda, working with other groups as appropriate

Collaboration

- Close collaboration between the schools to ensure knowledge and best practice is shared for the benefit of all pupils and staff
- Working closely together to ensure the efficiency and effectiveness of the support functions to maximise the amount that can be invested in teaching and learning

Continuous Improvement

- Relentless drive for continuous improvement based on robust peer-review, support and challenge
- Continuous review, adapting strategies and finding new ways of working as circumstances change or opportunities arise

Growth

- Welcoming new schools into the MAT when the MAT believes it has the capacity and skills to support and improve the new schools without detriment to its existing schools
- A broad mix of primary and secondary schools, supporting the development and interests of both types of school

Governance, Leadership and staff

- Excellent leadership of the MAT and the individual schools, employing individuals that are trusted by the community and respected by their peers
- Being an employer of choice for skilled and motivated staff
- Skilled and highly regarded governance permeating throughout the MAT from the board of trustees to individual local governing bodies using people with the appropriate mix of skills, knowledge and experience from the community that is served who have the time and attitudes to govern well. Risk management and due diligence critical in decision making to protect the MAT and its existing schools

Values

Values drive all that we do, from the way we treat each-other on a daily basis to guiding strategic decisions about the future of our schools, and what we will teach our children to uphold.

Societal values

- self-help,
- self-responsibility,
- democracy,
- equality,
- equity,
- solidarity,
- honesty,
- social responsibility and
- caring for others

Organisational values

- **Uniqueness/Distinctiveness** - celebrating the diversity of the schools and the distinctiveness of their education provision, ensuring that each school maintains its own distinct ethos within the overall ethos of the MAT
- **Integrity** – deal with all stakeholders with integrity and maintain the highest standards of governance
- **School Autonomy** – each school will retain ‘earned autonomy’ and this will be reduced only in exceptional circumstances and by fair application of robust criteria
- **Collaboration** – ensuring schools collaborate and support each other for the benefit of all the community and to ensure continuous improvement in our schools
- **Inclusivity** - ensuring all our pupils and staff are able to participate fully in school life
- **Engagement** – engaging with the communities to ensure the schools meet the needs of those communities

Mission

- To promote and maintain the ethos and principles of comprehensive and fully inclusive education.
- Excellent leadership of the MAT and the individual schools, employing individuals that are trusted by the community and respected by their peers
- Being an employer of choice for skilled and motivated staff
- Skilled and highly regarded governance permeating throughout the MAT from the board of trustees to individual local governing bodies using people with the appropriate mix of skills, knowledge and experience from the community that is served who have the time and attitudes to govern well. Highly effective risk management and due diligence will protect the MAT and its existing schools
- To ensure staff feel valued as our greatest asset for whom we will provide high quality CPD and opportunity for professional development and promotion throughout the trust and providing opportunities for them to develop and progress across the MAT
- To build a collective strength that will enable all our schools to thrive in the ever-changing educational landscape

- To work directly and with other organisations to support our students and their families to combat social exclusion and deprivation and to build a sustainable and vibrant community and local economy
- To actively participate in the wider community of Birmingham schools

DRAFT

Section 2

Introduction to proposals on structure of the MAT

The proposals set out below are subject to consultation with stakeholders and advice from lawyers as to whether, or how, they can be enshrined in the legal structure. Many of the provisions will be included in the MAT's Articles of Association and we propose to use the DfE's model 6 articles as a starting point (without the specific references to the Co-operative Society).

Where we are advised that a matter cannot / should not be included in the articles it is proposed to include them in a document which regulates the conduct of the MAT. This document would include the MAT's vision, values and ethos together with detailed rules on how member, trustees and forum operate. We would expect all members, trustees and forum members to agree to this document as part of their code of conduct. These are referred to as 'by laws' hereafter.

Checks and balances and stakeholder involvement

Whilst the MAT will have statutory/regulatory responsibilities which it must fulfil through the trustees and SEL (Senior Executive Leader) the guiding principle is that maximum operational autonomy should be given to each school's LGB (Local Governing Body). LGBs will include parents, staff, and community (including councillors) in the same way as present. The mix may vary across different schools.

Legally, LGBs are committees of the MAT and LGB 'governors' will be appointed and removed by the MAT trustees. The by-laws will allow LGBs to choose how they select governors and require trustees to ratify them. The trustees will however provide checks and balances and have the reserve power to refuse to appoint a governor or to remove one or more governors.

The trust board includes elected parent and staff trustees giving significant stakeholder involvement in the ultimate decision making body.

The members provide a check over the trustees by having the power to approve co-opted trustees and, in extremis, remove trustees.

The forum is a MAT-wide body providing further stakeholder involvement. The forum provides a check over the members by having the power to approve appointment or reappointment of members and by having the power to appoint one member directly.

The sections below deal with members, trustees and forum in more detail.

Section 3

Members

There would be 7 Members, If the number temporarily falls below 7 this would not invalidate actions of the members or trust but there must never be fewer than 3 members.

One member would be nominated by the forum (see below).

All other members will be appointed by existing members subject to ratification by forum (see below)

There should be at least one, but no more than two, trustees who are appointed members.

In appointing members due regard will be given to achieving a good mix of competencies, experience and characteristics, including diversity. The by-laws will suggest that members should include:

- 1 An educationalist with senior experience within relevant educational phases
- 2 An individual with social/health/wellbeing background from Birmingham
- 3 An individual with a business/industry background from Birmingham
- 4 An individual to represent the wider educational interests in Birmingham

The initial members will be identified and appointed as part of the formation of the MAT and will be individuals who in the opinion of the existing GBs meet the above criteria and will commit to the values and vision. The initial members will be gender balanced and reflect the diversity of the communities we serve.

Thereafter, members would be appointed (or removed) by the members by special resolution (which requires a 75% majority of members) subject to ratification by the forum. The members are entitled to consider and approve new members proposed by the trustees or those identified by members but members are not required to actively search for potential members.

The by-laws:

- Would limit the time a member can serve to 6 years with the possibility of re-appointment for a second term
- Would allow up to two non-employee trustees to be members. A non-employee LGB governor could be a member
- Would set out the vision and guiding principles of the trust
- That members will not be paid and must have no business interests in the MAT

The members would meet once a year as an AGM and this would be held together with the forum. So far as possible replacement members would only be appointed at the AGM. There would be the possibility of an EGM if urgently required.

Responsibilities and powers of members

Members would not attend board meetings nor contribute to specific decisions in relation to the MAT's business. Members who are also a trustee will ensure that members are kept informed of matters that should be brought to their attention.

Routine - usually at AGM

- Appoint new members – subject to forum ratification
- Ratify appointment of trustees co-opted during the year. An application form /CV will be provided to members but they would not be expected to carry out interviews.
- Receive the Annual Report and accounts and ask questions of the SEL thereon.

Reserve powers:

- May, by special resolution (75% members must agree), amend the articles of association, subject to any restrictions in the funding agreement and charity law
- May, by special resolution remove existing members
- Have power under the Companies Act to remove any or all serving trustees
- May by special resolution issue direction to the trustees to take a specific action

We would seek to limit the use of the reserve powers to situations where such action was necessary to ensure adherence to the vision and values.

Section 4

Forum

The forum representatives would be:

- 1 nominated by each LGB
- 2 staff representatives for each school elected by all staff of that school
- 2 parent representatives for each school elected by all parents of that school
- 2 student representatives (in total) nominated by the STEP schools' student parliament

For 6 schools = 32 Forum representatives

The parent and staff representatives could, but need not be, governors of the local governing body.

The forum would meet once a year alongside the trust members' AGM and if unavoidable at other times to approve appointment of a new member nominated by the members or the removal of a member recommended by members.

The forum will receive the annual report of the trust and may question relevant members and trustees present at the AGM to clarify issues.

The forum will elect one of its members to act as member. They will serve a 3 year term as member and may stand for a second term. This person will be the key means of communication between forum and members. They may question other members regarding their nominations for new members or their reasons for seeking removal of a member and report back to forum. Forum may only withhold approval of a nominated member where it has substantial reason to believe that the nominee would not uphold the values of the trust.

Forum representatives would serve for 3 years and may stand for a second term. A forum representative would immediately stand down if they no longer met the criteria for election (eg they were no longer a member of the LGB).

Other matters regarding the operation of the forum will be included in articles /by-laws.

Section 5

Trustees

The trustee board would comprise of 12 trustees:

2 Parents - one elected by all primary LGB parent governors and one by secondary

2 Staff – one elected by all primary LGB staff governors and one by secondary

These trustees are not subject to member approval

SEL (ex officio)

7 ‘co-opted’ trustees to be approved by members at AGM following appointment.

The trust will agree by-laws which amongst other things will include:

- Appointments as trustees must reflect the need for a skills-based board;
- Subject to the above trustees will generally be drawn from LGBs;
- So far as possible, initially each LGB will ‘provide’ at least one but no more than 3 trustees;
- Trustees must be committed to the values of the trust and recognise that their responsibilities are for the trust as a whole and not just a single school.
- Trustees will meet once per term
- Apart from the SEL they will be unpaid and will have no business interests in the MAT

All except SEL have 4 year terms, renewable once, or more in special circumstances (as determined by members).

If staff trustees cease to be eligible (eg cease to be an employee of the MAT) they shall stand down and a replacement shall be elected. Other trustees who cease their direct association with a STEP school may complete their term as trustee but may resign at any time.

Trustees may ‘suspend’ a trustee for 6 months under Article 67A.

There will be other detailed rules about trustees having to stand down if they don’t attend meetings regularly, etc. Trustees will also have to sign up to the code of conduct.

Responsibilities

The trust board is legally responsible for running the MAT in accordance with company and charitable law, the articles and by-laws, the EFA funding agreement and directions issued by the DfE.

It must appoint a SEL who will manage the MAT on a day to day basis and also be the MAT’s ‘Accounting Officer’.

It will appoint committees including LGBs and agree a scheme of delegation which as regards LGBs will give them maximum autonomy consistent with the trustees responsibilities for the MAT as a whole. Each school will retain ‘earned autonomy’ and this will be reduced only in exceptional circumstances and by fair application of robust criteria.

Annex C of The Academies Financial Handbook contains details of the things trusts **must** do.

Section 6

Committees of the board of trustees [under discussion]

Section 7

Senior Executive Leader and central functions

SEL

The role is designed to fulfil the DfE requirement for the trust to appoint a SEL who shall be the lead trust employee for matters regarding the efficient, effective and compliant management of the trust. The trust is being established on the principle that each headteacher will continue to fulfil their statutory, regulatory and legal responsibilities for their school, recognising the parameters of a multi academy trust. The role therefore is regarded as the 'first among equals' with specific responsibility to lead, co-ordinate and delegate to as appropriate the leadership group of headteachers. The SEL will be a trustee and will be the accounting officer for the trust. An existing headteacher within the trust will be appointed by the trustees on a 3 year fixed term contract initially. The role is in addition to the post-holder's current school specific role with appropriate adjustment of current responsibilities to ensure reasonable workloads. The additional payment to the SEL will be limited and their school will receive funding from the MAT to ensure leadership capacity is maintained.

Central functions (Discussions on going)