

MAINTAINED SCHOOL CREATING MAT: FINAL MEETING TO APPROVE CONVERSION

PARC EGLOS SCHOOL

Minutes of a meeting of the Governors of the above Governing Body (the “**Governing Body**”) held at Parc Eglos School on 24th November 2016 at 5.15pm

Present **Mr Marc Talbot (Chair)**
 Mr Peter Jenkinson
 Mr Stewart Paterson
 Mr Brett Dye (Head)
 Mrs Julia Worsdell
 Mrs Karen Harrison

In attendance **Mrs Jayne Banner (Deputy Head)**
 Mr Luke Haslam (Clerk)

1. **Apologies and preliminaries**

1.1 It was confirmed that due notice of the meeting had been given and that a quorum was present. It was reported that apologies had been received from the following:

Mr Tom Tripp, Mr Andrew O’Neill and Mr John White.

2. **Declaration of interest**

2.1 Each Governor present declared the nature and extent of his interest in the business to be transacted at the meeting or confirmed he had no such interest which he was required to disclose.

2.2 The interests declared were as follows:

Mr Dye reminded governors of his appointment as a Hub Leader and advised that he would excuse himself from the vote on academy conversion.

3. Minutes from previous meeting

3.1 The Governors considered the minutes of the previous meeting dated 18.10.2016 and **IT WAS RESOLVED** that the Chair sign the minutes as a true record of such proceedings.

3.2 Governors were advised clarification had been sought and received regarding the definition of “officers” within the articles and this had been changed to clearly refer to the executive staff (CEO, central staff, heads). Clarification over the amount of representation required by Askel Veur had also been sought, this mandate was to ensure protection of Church School lands belonging to the diocese. Assurance had also been received through a meeting with the Financial Director that there would be no negative impact on individual school finances.

4. Purpose of this meeting

It was noted that on 18.10.2016 the Governing Body had resolved to undertake the work necessary to convert **Parc Eglos School** (the “**School**”) to academy status so that it could form a multi academy trust with Breage Church of England [VA], Crowan Primary, Cury C of E [VA] Primary, Garras Community Primary, Godolphin Primary, Halwin, Helston Community College, Landewednack Community Primary, Mullion Community Primary, Mullion, Porthleven, Sithney Community Primary, Trannack Community Primary, Wendron C of E [VA] Primary. (together, including the School, the “**Joining Schools**”). The proposed date of conversion is 1st February 2017 (the “**Conversion Date**”).

4.1 The purpose of this meeting was specifically to consider and, if thought fit, to approve the following:

4.1.1 conversion of the School to academy status and forming a multi academy trust with the other Joining Schools; and

4.1.2 approval of the documentation relating to the formation of a multi academy trust and the School’s conversion.

5. Consideration of conversion to academy status and forming a multi academy trust

Due diligence

A report was presented to the Governors.

Governors discussed their approach to reviewing the MAT proposal and the rigorous exploration undertaken to ensure viability, meeting regularly to review the proposal

to form a MAT and holding meetings with the Financial Director and CEO to ensure financial viability.

Having regard to the information which had been provided, the Governors concluded that conversion to academy status and forming a multi academy trust with the other Joining Schools appeared to be in the best interests of the School.

Consultation

- 5.1 It was noted that a consultation with stakeholders regarding the School's conversion to academy status had been carried out from 20th June to 15th July and then again from 26th September to 14th October 2016. [See appendix for the consultation meetings details, questions raised and responses to these.]
- 5.2 This consultation included letters to parents, staff and community stakeholders; information being shared through newsletters and websites; local drop-in sessions and a series of formal meetings for all stakeholders; TUPE meetings for all staff.

As a result of the feedback from the first period of consultation, we provided further documentary information; reviewed the governance model; amended the scheme of delegated authority and scheduled a further period of consultation.

0 people from Parc Eglos School formally responded to the consultation. The main themes raised by consultees were as follows:

Not applicable.

Governors noted that additional local consultations had been held at Parc Eglos, advertised through school publications, with no attendees.

The number of official responses across the trust was 37. The main themes of the consultees were: anti-privatisation of education; lack of evidence that conversion would bring a raising of standards; loss of individual identity, ethos or independence; management and sustainability [due to size, rural nature of the area, etc]; possible changes to terms and conditions of employment; the timing of the proposed conversion; a dilution of our co-operative values or a loss of the positive aspects of the Trust.

Impact assessment

- 5.3 The Governors acknowledged their legal obligation to have due regard to the need to:

- 5.3.1 eliminate discrimination, harassment, victimisation and any

other conduct that is prohibited by the Equality Act 2010;

5.3.2 advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it - this includes having due regard to the need to:

- (i) remove or minimise disadvantages suffered by persons who share a relevant protected characteristic that are connected to that characteristic;
- (ii) take steps to meet the needs of persons who share a relevant protected characteristic that are different from the needs of those who do not share it;
- (iii) encourage persons who share a relevant protected characteristic to participate in public life or in any other activity in which participation by such persons is disproportionately low; and
- (iv) foster good relations between people who share a relevant protected characteristic and persons who do not share it - this includes having due regard to the need to tackle prejudice;

5.3.3 promote understanding with regard to the relevant protected characteristics of age; disability; gender reassignment; pregnancy and maternity; race; religion or belief; sex and sexual orientation.

5.4 The Governors considered the likely impact of the conversion to academy status and forming a multi academy trust on equality issues in general, and the matters which they were required to have due regard to, in particular, and concluded that the proposal was unlikely to have any equality impacts.

6. Resolution to proceed with conversion to academy status and forming the Company

6.1 Having considered all relevant factors and their duties generally, **IT WAS RESOLVED** by the Governors to proceed with the formation of a multi academy trust and the conversion of the School to academy status with effect

from the Conversion Date.

7. Formation of the multi academy trust

7.1 A copy of draft Articles of Association (the “Articles”) was produced to the meeting. The Governors considered the terms of the Articles which had now been approved by the Truro Diocese and the Schools Co-operative Society and are awaiting final approval from the Department for Education.

7.2 **IT WAS RESOLVED** that the Articles be approved and that a company to be known as **Southerly Point Co-operative Multi Academy Trust** (the “MAT”) be incorporated with Companies House.

8. Conversion documents for the School

8.1 It was noted that with effect from the Conversion Date the MAT would take responsibility for running the School and accordingly it was proposed that:

8.1.1 the contracts and assets (and liabilities) used (or incurred) in the running of the School are transferred to the MAT under a commercial transfer agreement to be entered into between the MAT, the Council and the Governing Body (the “**Commercial Transfer Agreement**”), a draft of which was produced to the meeting and which had been agreed by the parties; and

8.1.2 all employees employed at the School immediately before the conversion will transfer to the MAT on their existing terms and conditions of employment with full continuity of service. In accordance with the TUPE Regulations, the Chair explained that appropriate letters had been circulated to trade union representatives and staff.

8.2 It was further noted that, once incorporated, the MAT would enter into the following documents relating to the School’s conversion:

8.2.1 a funding agreement with the Secretary of State for Education setting out the terms of the funding of the School going forward;

8.2.2 a transfer in respect of the premises occupied by the School between Southerly Point Co-Operative Trust and the MAT;

8.3 The Governors considered the terms of the Commercial Transfer Agreement and **IT WAS RESOLVED** that:

8.3.1 the conversion be approved; providing sufficient assurances be received regarding indemnity against the governing body or individual governors (7.1 in CTA document).

8.3.2 the terms of the Commercial Transfer Agreement be approved;

8.3.3 the Chair or Vice Chair of Governors be authorised to approve any amendments to the Commercial Transfer Agreement;

8.3.4 the Chair or Vice Chair of Governors be authorised to sign the Commercial Transfer Agreement on behalf of the School; and

8.3.5 the Chair or Vice Chair of Governors be authorised to execute any other ancillary documentation in connection with the conversion on behalf of the School.

9. **AOB**

10. **Close**

There being no further business, the meeting then closed.

Chair / Vice Chair of Governors

APPENDIX - FORMAL CONSULTATION SESSIONS : RESPONSES FOR WEBSITES

Formal Consultation Sessions

Mullion School - Monday 27th June
Staff at 4.00pm and parents / carers / community at 6.00pm

Porthleven School - Wednesday 29th June

Staff at 4.00pm and parents / carers / community at 6.00pm
Helston Community College - Monday 4th July
Staff at 4.00pm and parents / carers / community at 6.00pm

**Mullion Formal Consultation
Parent and Community Questions
27th June 2016**

1. The current Cooperative Trust seems successful so what is the educational reason for converting to a MAT?

Given the changing landscape and the accelerating drive for all schools to become academies, building our own MAT seems the best way to maintain and build on the educational success to date.

In a MAT there is an obligation to ensure that all of our schools provide a quality education for pupils and to support each other to raise standards. Having the central team to manage infrastructure, heads are freed up to focus more on teaching and learning. The government has set out a clear agenda. We could wait and see what happens but we would then not be in the driving seat and may have to accept that partners will be found for us and we may not be able to stay together.

2. Has the HCC building issue been taken into consideration when planning for the MAT?

The Helston building issue is being dealt with as part of the Priority Schools Building Project and so the costs of the rebuild will be covered by this and will not impact on the costs of the MAT. Any issues prior to the rebuild will be covered by insurance.

3. Could we have the Conditional Improvement Grant funding explained? Who decides where it goes and is there a vision for its use? How will the MAT decide on its priorities?

A MAT of the size proposed automatically receives the Condition Improvement money. The MAT will review the premises and decide on a priority list based on a needs assessment. Routine maintenance will still have to be funded from the school budget.

4. Is there any evidence that being an academy has a positive impact on the educational outcomes of pupils?

There is little hard evidence to make a case for academies per se. There are good academies and poor academies. Just as there are good maintained schools and poor maintained schools. Academisation is not a silver bullet. The quality of the way we work together is the thing that will make a difference and the MAT we propose is seeking to maintain our relationship into the future. (see above)

5. It is a similar argument being used to form a MAT as when forming the original Trust. Where has the Trust failed and how will the MAT be any different?

The Trust has not failed- there are many good things that have come from our working relationship. There are things that the Trust could do better. Working in a more formal relationship based on co-operation and accountability to each other will enhance our work. (See 1 and 3 above)

6. The Cooperative Trust was to put together to make us strong. Why aren't we staying strong, sticking to that ideal and standing firm?

The educational landscape has changed. The reality is that the academy programme is accelerating and our Local Authority will soon not have the capacity to support its schools. Already we see very little support from them. Schools have to buy back services - they are not given free of charge. The Government has made it clear that all schools will be academies by 2020 and have put levers in place to ensure this happens (see slides). In being approved to stay together and form our own MAT, it could be argued we have succeeded, stayed strong, stuck to our values and earned the right to shape our own destiny.

7. How will the MAT be more effective than the Trust with what seems a more complex and expensive model?

The MAT will offer more central services and these will bring efficiency savings to the schools. Support for schools is built into the model too. The model is not more expensive - it is the same money (from the top slice taken by county and from some of the school's budget) spent in different ways (see funding model). The complexity comes from ensuring there are ways for everyone's voice to be heard and ensuring checks and balances are in place. (see Articles of Association and Scheme of Delegation)

8. What if things change following the current political turmoil (Brexit) ends? A change of policy may come about?

The Government made clear its direction of travel and the Regional Schools Commissioners are implementing the strategy. There is no sign that this will abate. In a recent Heads' Conference, the RSC reiterated this message. It is also clearly laid out in the recent white paper and the government's election manifesto.

9. Can the Governors decide to pause (wait) or stop the process?

Governors can decide to pause/wait or not take the plan forward. Ultimately, individual governing bodies have to make the decisions for their own schools.

10. How long can Governors stall the process?

The DFE will want to know and understand what is happening if Governors stall the process - evidently a decision will need to be made at some point. It may be that some schools go ahead of others.

11. What are the risks of being an Academy against not being an Academy? (i.e Calendar/school day, Curriculum breadth, Admissions, SEND, 5th??)

Most of the freedoms associated with Academies are already available to maintained schools. Our schools can alter the school day if they consult in good time; on curriculum breadth schools have a lot of freedom - they can place emphasis on one subject above another so long as they meet (as academies must) the national benchmarks in English, maths, E Bacc etc. As Foundation Trust Schools, we already set our Admissions Policies. All schools have to provide for children with SEND. The funding for the High Needs elements of this comes direct to individual schools from the Local Authority as part of their statutory duties.

12. If less schools decide to join do the costs increase?

If this happens the MAT will review the costs and amend the model accordingly to use the top slice in the best way for schools to keep expenditure within the top slice set out in the funding model. Evidently the more schools who join, the greater the benefits for all.

13. We are really concerned about losing what we have. How do we ensure the unique ethos of each school is maintained? What if Leaders move on? Is there any level of autonomy concerning recruitment?

The Headteacher and Local Governing Body will be responsible for maintaining the ethos and unique character of their school. The Articles of Association and Scheme of Delegation outline who is responsible for what, including such matters as who is involved with recruitment, who decides on which policies etc. Unless a school is in difficulty or at risk, the head and the governors will decide the curriculum plan, teaching and learning, behaviour codes etc. The Articles of Association also sets out how future leaders in the MAT are put in place and the safeguards around who can do this work.

14. Can we make sure these meetings are communicated in a way that people feel it is worth attending?

Governors will do their very best to ensure that this is the case.

Porthleven Formal Consultation

Staff Questions 29th June 2016

1. Nick (HR - NeoPeople) was asked to clarify what a modification order was.

The redundancy modification order designates all those organisations covered by the order as a 'single employer' for calculating redundancy pay where service is continuous between the relevant organisations. Academy schools & local authority schools are covered by this order.

Staff who TUPE across to the Trust from either an Academy or maintained school are covered by the redundancy modification order. This means that in the event of a redundancy situation, a member of staff's full continuous service is counted when calculating redundancy pay.

2. TAs are currently paid at different rates. Will this be something that changes?

All staff will TUPE across on their current pay and conditions. Over time the MAT will harmonise pay but will consult with unions on the fairest way to do this.

3. Who will determine where the building budget would be spent? Who determines a school's needs?

The MAT will employ an expert Premises Manager who will review the buildings and the needs of the schools with the head teacher. A needs analysis will help to prioritise key pieces of work to be funded from the Condition Improvement money. Schools will have, as now, a maintenance line in their own budget which will fund smaller works within the schools.

4. Budget surplus / deficit - What would the County do about this?

No school can convert with an overall deficit. Any surplus on conversion will be transferred to the MAT and ring-fenced for the individual school.

5. What will happen with redundancy pay if we are no longer part of County?

The MAT has to make arrangements to manage this in house. Schools will need to take responsibility for their staffing line. Redundancy will only be used as a last resort. It is more likely that staff will be redeployed if this is a reasonable alternative. Jobs will be safer for employees within the MAT than they would have been within a standalone school.

6. Will the Articles of Association be shared? When will the Articles of Association be ready to circulate?

Yes, they will be published towards the end of September when Governing Bodies have had a further chance to review them and suggest amendments.

7. Will the MAT continue to have a Sixth Form?

Helston Community College will continue to have a Sixth Form. It is one of the largest Sixth Forms in the County and provides choice for students in this area. It is important that all pupils in MAT schools continue to choose their provider for Post 16 education, be it Helston, one of the colleges or a different school sixth form.

8. How can we secure a co-operative MAT under the current educational climate?

The Articles of Association are based on the model provided and endorsed by the Co-operative College and Schools Co-operative Society. They are different to the standard Articles ensuring that co-operative ways of working are incorporated into the model. There are other Co-operative MATs across the country. A group of heads and governors visited one of these in our early planning stages to find out how they brought about benefits to their schools and how they keep co-operation at the heart of what they do.

9. How will we make sure we are able to secure the same services we currently get from County?

We intend to have better services than those provided by county at the current time. We have been speaking to providers to ensure that we achieve quality services at a good cost. Our Business Manager has already proved how adept she is at procuring better services for schools on a number of contracts during the time of the Co-operative Trust.

10. As Heads move on, what will happen?

This will be addressed on a case by case basis to meet the needs of each school. The responsibility for the recruitment of a new Headteacher is set out in the Scheme of Delegation.

11. What is the role of a Hub leader?

The hub leader's role is to provide support and challenge to the schools in their hub. They will work with the CEO to ensure that appropriate support and training is available to schools and that the standards of the MAT as a whole are maintained and improved. They will work with heads on a more regular basis than that provided by county or school improvement partners.

12. How will you make sure that we continue to work/continue relationships with those we currently work with in school?

It is important that we continue to work with others outside of the Trust to ensure that our achievements are benchmarked nationally. We will have a list of school improvement partners whose expertise we will draw on to achieve this. All heads have been asked to provide a list of these partners.

**Porthleven Formal Consultation
Parent and Community Questions
29th June 2016**

1. In light of Britain coming out of Europe what is the future/direction of travel?

The education agenda for academisation has not changed. The Government has made it clear that all schools will be academies by 2020 and have put levers in place to ensure this happens (see slides) The Government made clear its direction of travel and the Regional Schools Commissioners (RSC) are implementing the strategy. There is no sign that this will abate. In a recent Heads' Conference, the RSC reiterated this message.

2. Comments were made around the pressure on pupils regarding standards and the importance of school being an enjoyable experience.

Individual schools will remain responsible for how they deliver the curriculum, approach teaching and learning and how they achieve the best possible outcomes and educational experience for their students.

**Helston Formal Consultation
Parent Questions 4th July 2016**

1. Have any Trust schools gone down in their Ofsted judgment since the Cooperative Trust was formed?

No, only up. Two out of three Requires Improvement schools have gone up to Good and one is awaiting an inspection. One school has gone up from Good to Outstanding.

2. What proportion does the 56 schools in Cornwall which will still be LA maintained in January 2017 represent?

That is 56 out of approximately 278 schools in Cornwall.

3. Why are most teachers against academisation?

There are many reasons but the primary reason is the underpinning belief that education shouldn't be a private business but a public service to all. But there are also fears about the threat to employment rights, and fear of changes down the line.

4. Were you able to speak to another CEO of a MAT like us during exploration?

Yes, a large group of us visited a Co-operative MAT in Stoke and met their Executive Team, staff and students. Also, there were two CEO's on the Headteacher Board who challenged our CEO and Trustees about our application and provided advice. We are unique because growth of a MAT is normally incremental, not all going through at once; we are not acting as a sponsor to any of our schools, and we have already been working together successfully as a cooperative trust.

5. Would Nansloe Academy join us?

Currently they are a stand-alone academy. The Headteacher is kept informed of our journey, but there are no plans to join us at this stage. When Nansloe is required to be part of a MAT, they could consider joining us or another MAT.

6. What will be the changes in responsibilities? It's a bit confusing. Do we go from local authority to a limited company?

The Articles of Association and the Scheme of Delegation set out the responsibilities of the different groups. (Governors, Trustees, CEO etc.). We would move from the Local Authority into a Limited Company technically but a Limited Company without shareholders as it is a not for profit business. The Trustees and CEO are held to account by the Members and the DfE via the Regional Schools' Commissioner.

7. Will there be as many staff needed across all the schools? (especially small schools)

The Headteacher will assess how many staff the school requires and this must be achieved within their budget. If redundancies are needed, redeployment in another school will be considered first.

8. Schools have different pay policies already; will this continue?

Yes, current pay policies will be TUPE protected at transfer. Over time, there will be "harmonisation" of pay policies in negotiation with the unions.

9. Who employs staff now?

Governing bodies of schools

10. Will the larger secondary schools take over the MAT?

No. It might appear that this would be case as the CEO is the current head at Helston but the trustees who are responsible for the MAT as a whole are drawn from the governing bodies in schools across the Trust. Helston only have one Trustee drawn from their governing body. There is only one secondary Trustee, and the rest are primary Trustees. The trustees are responsible for making sure that all schools thrive so there is no place for one to dominate.

11. Is the model protected to keep individual school ethos' alive?

The Articles of Association and Scheme of Delegation afford protection to the model. These ensure that there is stakeholder voice at every level in the MAT. Governors and Headteachers have the responsibility for their school's ethos.

12. There is a large amount of business work - are professionals being employed?

We have a chartered accountant who is working for the MAT at the current time. He has the appropriate qualifications for this role and has a wealth of understanding of schools having

been a long standing governor in both primary and secondary schools. Maria Collins, the Trust's Business Manager, will continue in her role. An expert professional will be recruited for the Premises Manager role with the remit to undertake audits, manage compliancy and building projects.

13. Would County have handled premises repairs previously?

There has been little premises repair work undertaken directly by the county in recent years. Work is sent out to contract. County do provide support for health and safety but it has to be paid for by schools. Schools also pay for compliance visits and these are arranged through private companies. County only undertake the planned backlog maintenance work which schools contribute to from their budgets. This planned backlog work will be addressed through the Condition Improvement Fund.

14. Will premises projects grind to a halt due to cash flow issues?

There are sufficient reserves to maintain cash flow. Central procurement allows for an expert premises manager to assist schools with project management. Costs for maintenance / repair rest with the schools and is paid from the school budget, as it is now. There will be a Condition Improvement grant given to the MAT and that will be directed to areas of greatest need within the MAT.

15. How many staff are in the central team?

The central team will consist of: CEO, Trust Administrator, Business Manager, Financial Director, a Premises Manager and three Hub leaders (for one day per week).

16. Do small schools benefit more?

The funding model means that all schools benefit and no-one loses out. The small primary schools with teaching heads may well feel the greatest benefit in their daily workload.