



MILLTHORPE SCHOOL

Minutes of the Extra-Ordinary Meeting of the Board of Governors
Held at the School on Tuesday 30th June 2015 at 6.00pm

Present:

Mrs Helen Ainsworth	Ms Nicola Mitchell
Mr Trevor Burton (Headteacher)	Mr Tim Moat
Mrs Naomi Heaton	Mr Martyn Pysanczyn
Mr Don Henson	Mr Bill Schofield
Mr Tim Hooper	Mr Bob Sydes (Chair)
Ms Jenny Kent	Mrs Jane Terrett
Mrs Gillian Markland-Zuiderwijk	

In Attendance:

Ms Maxine Squire (Assistant Director, Education & Skills, CYC)
Mr Adrian Shardlow (brownejacobson LLP)
Mrs Barbara Kybett (Clerk)

		Action
1	<p>Apologies, Welcome, Any items for AOB and Declarations of Interest</p> <p>The Chair welcomed governors and thanked them for their attendance at the meeting. He introduced Maxine Squire and Adrian Shardlow. Adrian is advising the school on the legal aspects of conversion. Round the table introductions took place.</p> <p>Apologies for absence were received from Katie Hurrell, Dave Merrett, Richard Newton and Helen Thomas.</p> <p>There were no items of AOB and no declarations of interest.</p>	
2	<p>Minutes of the Extra-ordinary Meeting held on 3rd March 2015 (previously distributed)</p> <p>The minutes were agreed as a true and accurate record of the meeting and were signed by the Chair.</p>	
3	<p>Conversion to Academy Status – summary of the issues</p> <p>The Chair explained that the meeting had been specifically called to consider the results of the stakeholder consultation on the proposal to convert Millthorpe School into a multi-academy trust (MAT).</p> <p>He thanked governors for their engagement with the issues and the process and also expressed his gratitude to all the school staff, parents, carers and students who had contributed to the consultation process.</p> <p>He outlined the background to the governors' decision to begin the consultation process on academy conversion and congratulated the Headteacher and the project team on the exemplary execution of this stakeholder consultation.</p> <p>He reminded governors that they had initially explored academisation in 2012 and a working party of governors recommended deferral of further discussions until 2013/14.</p> <p>He drew governors' attention to a number of issues which had arisen as a result of the consultation, the most important of which he summarised as the need to focus the debate around the ethos, vision and strategic direction of the school to become an outstanding provider of teaching and learning for the young people of South Bank for the foreseeable future. The question that he posed governors was therefore would conversion to academy status help with that aim and, if not, what might be the alternative routes.</p>	
4	<p>Consultation and Assessment Process (consultation document previously distributed)</p> <p>Governors discussed at length the issue of a parental ballot which had also been the subject of a working group attended by governors and headteachers from all three schools. A number of questions had been raised including who would be allowed to vote in a parental ballot and how representative the turn out of voters would be, as well as would the ballot be part of the overall decision-making process or would the outcome of a ballot be the deciding factor.</p> <p>Adrian Shardlow reported that Millthorpe's consultation process was one of the most thorough that he had</p>	

seen. He highlighted the fact that many of the responses were questions rather than views. With regard to a parental ballot, he noted that this would only represent a limited stakeholder view and would exclude the views of staff and students. He agreed that, whilst governors should listen to all the views expressed, it was their prerogative to make the decision.

Maxine Squire reported that the LA had been asked to become involved in the decision making process when several hundred postcards requesting a ballot had been received at the council offices. She had briefed the elected members of council on the advantages and disadvantages of a parental ballot, as some had been held in other LAs. She reported that a significant consideration in the Council's decision not to organise a ballot was that it would challenge the principles of school governance and that the LA were reluctant to do this. She reported in response to questions that the majority of the postcards were not sent by parents, but by other interested parties.

Adrian noted that information disseminated by the Anti-Academies Alliance was often not current and could therefore be incorrect.

The Chair asked the Headteacher if he had information on the number of parents who had engaged with the consultation process. The Headteacher responded that there had been between 2 and 6 attending each drop-in session with around 100 attending the first presentation and between 25 and 30 attending the second. He had also spoken to all staff in a large group, and organised a meeting with relevant unions for staff. A small number of staff and students used the drop-in sessions provided.

A governor reported that 32 emails and letters had been received expressing opposition to the possible conversion; one letter had 40 signatories, only a few of whom were parents.

A governor referred to the recent consultation on the new school uniform and asked if other governors were satisfied that stakeholders had been given every opportunity to express their views if a ballot was not to be offered to them. Another governor expressed the view that the academy issue being debated was much more complex. It was noted that governors had held a robust and in depth discussion regarding the new uniform in addition to the consultation process.

A staff governor reported that staff felt that they had had opportunity to express their views through a survey which they had been asked to complete. There was agreement amongst governors generally that a staff ballot was not necessary.

Governors were in agreement that the decision to convert to academy status could not be decided by a parental ballot as this would be an abdication of the responsibility of the governing body to determine the school's direction.

The Chair noted that there had been some criticism that the decision to begin the process to convert to academy status had been rushed and asked governors for their views. A governor commented that a six week consultation process was longer than most other similar consultations. Another governor observed that lengthening the consultation period would not have engendered any more responses. Governors disagreed therefore that the process had been rushed.

The Chair asked governors if they felt that stakeholders had been provided with enough information. A governor reported that she had been informed that the consultation process had been flawed as it took place after application to convert had been completed. Adrian replied that this was a misunderstanding: the consultation process had to be completed before the academy order was signed, not before the application was made.

The Headteacher noted that the governing body would need to vote for or against converting to academy status before the funding agreement was completed and returned. He felt that the consultation process had been helpful and that all viewpoints had now been expressed.

The Chair summarised the discussion: the governing body was satisfied that the consultation process had allowed all stakeholders to engage and express their views in an appropriate timescale; the governing body agreed that no ballot would be held as it would contravene the principles of governance which its members were there to uphold.

5 Consideration of Alternative Models <i>(report from Maxine Squire previously distributed)</i> The Chair noted that the paper prepared in 2012 by Claire Antrobus, former school governor had looked at different models for partnerships between schools. He observed that the consultation process had raised

questions about the other models available and he had invited Maxine Squire to attend the meeting so that governors were able to make an informed decision.

Maxine highlighted the LAs support for partnership working between schools and more formally collaborative models, the latter needing a legal framework to be successful. She provided governors with some background: York was the sixth lowest funded LA but funding was limited whatever model schools chose to adopt. Over 80% of costs in maintained schools were due to staffing but the Education Funding Agency (EFA) recommended that staffing costs should form around 65% of expenditure. She advised governors that difficult financial decisions would need to be made whichever model was adopted by the school. Schools would need to work in genuine collaboration and this would entail some loss of independence; there would be a need to be more shared procurement and economies of scale. She emphasised that the education environment was changing rapidly. She noted that there were 800 schools which had been awarded academy orders but were still awaiting sponsors.

Maxine advised governors that they would need to be clear about which partnership model would best meet the school's needs at present and in the future. They would need to plan for changes in senior leadership and must be convinced that their chosen model would improve teaching and learning. Maxine agreed with a governor that the school must consider what would happen if no action was taken. She noted that a decline in academic achievement could result in an enforced change of academy sponsor and warned governors not to view any model as a safe harbour from change.

Maxine gave examples of different types of collaborative models within York, including the Hob Moor Federation, the two multi-academy trusts already established and the South Cluster of York schools which was beginning to appoint to shared posts. She noted that the LA had supported the creation of the Ebor MAT. She asked governors to consider what benefits a MAT would bring to the school. She explained that the LA was committed to sharing information about the different models available to schools.

Adrian Shardlow agreed that the landscape in education was changing rapidly and said that he had been involved in setting up holding companies for groups of schools so that resources could be shared. He advised governors that within a MAT, ~~each school~~ ^{the trust} would be responsible for the outcomes in ~~the other~~ ^{each} schools.

A governor asked if there were costs involved in setting up holding companies when the schools were still maintained. Adrian agreed that there were. ~~These would entail a few hundred pounds to set up and (if help was needed) to file annual accounts with Companies House.~~

A governor asked if, should the school decide to become part of a MAT, this would negatively impact on the LA as this had been a view expressed in the consultation process. Maxine responded that the LA was under considerable financial pressure and therefore the focus would be on their statutory obligations within education as set out by the 1996 Education Act although they were in a better financial position than many of their metropolitan and county neighbours. Under the 1996 Act, the LA was ultimately responsible for all schools in the city, academies as well as maintained schools.

A governor noted that some respondents to the consultation had been worried that, as an academy, the school would no longer receive funding for, or even admit, children with SEND. Governors were informed by the Headteacher and Maxine that this was not the case. Maxine assured governors that funding for the LAs statutory responsibilities to schools was ring-fenced.

The Chair encouraged governors to consider the federation model. A governor noted that schools joined in a federation were governed by a single headteacher and single governing body. Maxine noted that schools joined in a MAT were beginning to relinquish individual freedoms as this improved their collaborative working and aided succession planning. Adrian reported that many school federations were converting to MATs. He further noted that a centralised finance function in a MAT produced economies of scale. The Chair noted that an National Governors Association document on governance in federations reported that governors take a more strategic view when they have several schools to govern. Maxine agreed that there would be need to develop a view of the performance of the children across a federation of schools and that this would be the case in any similar collaborative model.

A governor asked Maxine if it was still the case that the LA was best placed to take advantage of economies of scale. Maxine agreed that some services were still offered to schools at cost rather than market prices but that this might change. The Headteacher added that schools had been at liberty to buy in services from other providers for some time whether they were maintained schools or academies.

A governor asked about the local primary schools that were not considering joining the MAT. Maxine commented that some parents were worried that their children were less likely to get a place at Millthorpe if they were not attending one of the primaries in the MAT. The Headteacher responded that the same conditions of entry to Millthorpe would be in place whether the school became an academy or not. Adrian observed that an academy order would now be issued for any school that had been judged inadequate by OfSTED, whether they were in agreement or not, and existing MATs would be asked to take these schools on if new sponsors were not available. A governor asked if Millthorpe would be forced to take on a failing school. The answer was no.

A governor commented that the only model with any extra funding attached was the MAT. Maxine agreed but noted that a budget would need to demonstrate that the extra £87 funding per pupil would cover the extra costs involved. It would be possible under several models to sell services and increase income in this way.

A governor asked which model had the best potential to grow or for others to join over a longer period of 10-15 years. Maxine replied that it would depend on the way the model had been set up. The Headteacher added that another academy could join a MAT, or a maintained school could join once it had first converted to academy status.

A governor queried which structure would work best if a major problem occurred, for example, a prolonged absence of the headteacher. Maxine replied that it would not be the LA's responsibility to solve such a problem but they would want to support any school in difficulties. Adrian drew attention to the new role of the Regional School Commissioner who was responsible for academies in their area. A governor asked if the headteachers within a MAT could cover each other's roles in such a situation. The Headteacher agreed this would be possible with support from the SLT. He noted that this was one situation in which the school would be more vulnerable as part of a MAT rather than as a maintained school.

A governor asked if the school should consider working with other secondary schools in a MAT. The Headteacher responded that the risks would need to be assessed. A governor expressed his view that the attraction of the current proposal was the geographical proximity of the schools involved. Another governor observed that it was important to join with schools with a similar ethos. The Headteacher noted that school to school support was most successful when many schools were involved, not just those within the MAT.

The Chair expressed governors' appreciation Maxine for her attendance and very helpful contribution.

(Maxine Squire left the meeting at 7.45pm)

6 Finance including deficit reduction, financing of MAT, disaster management and potential impact of new required posts *(Financial Key Facts previously distributed)*

Tim Hooper, Chair of the Finance and Staffing Committee, drew governors' attention to the Financial Key Facts document and highlighted the grant of £100,000 which would be available to the MAT to establish the trust. Adrian Shardlow reminded governors that the grant was earmarked for primary education and as such would only be awarded if the school formed a MAT with more than one primary school. The Headteacher commented that nevertheless the grant would allow the MAT to create the necessary infrastructure without any further cost to the school.

A governor commented that many respondents to the consultation had expressed the view that the school was applying to become an academy mainly for financial gain. The Headteacher felt that he had robustly dealt with this misconception and in response to requests for a 10-15 year budget plan, he had stated that the school had always maintained a three year budget plan which included a cost analysis for individual members of staff, and where Start Budgets were scrutinised and agreed by the governing body.

Tim Hooper agreed with the Headteacher that, having examined the data presented in the Financial Key Facts document, the school would not be worse off financially if it became an academy, and might be better off. The Headteacher noted that not all costs could be determined as the LA had not yet decided what it might charge academies for its traded services, a situation he found to be unsatisfactory.

The Chair asked how the deficit would be managed if the school became an academy. Adrian responded that the EFA would settle the deficit with the LA and would then recuperate the money from the school in instalments, as reductions in its grant. The Headteacher asked what the schedule of repayments might be. Adrian explained that the repayment details would be discussed and agreed with the school before the final agreement was signed. He noted that the EFA would be happy to approve the deficit if it had previously been licensed by the LA.

The Chair highlighted the estimated annual cost for insurance and asked how this figure compared with the current amount being spent. Tim replied that insurance was not currently paid. Adrian explained that the EFA offered insurance for academies at a cost of £25 per student which would be deducted from the grant should the school opt for it. The insurance was not risk based and was therefore a fixed cost. It would not, however, cover wear and tear, motor vehicles or overseas travel. The Headteacher added that in terms of disaster management, the school would be covered although immediate costs might have to be borne until the insurance reimbursement came through. Tim expressed the hope that should the school become an academy, the partnership with and support for all schools in York would continue. He emphasised that there might be more financial risk in being an academy and would therefore wish to see the deficit eradicated and a surplus created as soon as possible. The Headteacher noted that the budget forecast, which did not assume academy status, had the deficit repaid by 2018. He would then be hoping to create a budget surplus of around £100,000 per annum. Tim expressed his concern that the school might experience further financial difficulty in the event of frequent or prolonged staff absence but that this would be the same if the school were an academy or continued as a maintained school.

Adrian informed governors that the school would not be committed to the conversion to academy status until the Funding Agreement was signed and that a vote would be required before this took place. The resolve of the governing body of the school to convert to academy status would be followed by the resolve of the MAT Board of Trustees to sign the Agreement.

The Chair queried what extra costs might arise for new administrative staff posts which some respondents were concerned might be at the expense of teaching staff. The Headteacher replied that an Accounting Officer would need to be appointed but this could be one of the headteachers. There would almost certainly need to be a temporary appointment to get the procedures and processes of the MAT up and running. He explained that any post created at the level of the Trust Board would need to be funded from other income. There was also the potential to combine posts. In summary, the Headteacher did not foresee the creation of many new posts as the funding was not available to sustain them. He explained that the MAT accounts would need to be audited but that this extra expense had been accounted for in the estimated expenditure.

A governor asked about the costs of meeting the regulatory requirements of the Companies Act. Adrian replied that a School Business Manager could take on this task with extra training. Alternatively, a commercial organisation would charge £300 a year for this service. A governor queried if the School Business Manager had the capacity for the extra work associated with a MAT. The Headteacher noted that it was important to distinguish between start up and ongoing costs. In the medium term, there might be flexibility in the office staffing to accommodate the extra work. A governor added that in a MAT the work would be shared between all the schools.

A governor queried what would happen if the school ran up a large deficit in the future. Adrian warned that the EFA did not permit academies to budget for a deficit. Tim highlighted the need to maintain pupil numbers to protect against future deficits. The Headteacher advised that funds could be loaned between schools in a MAT. The Chair added that the Board of Trustees would oversee the financial situation in all of the MAT schools. A governor commented that the only safe course of action would be to maintain pupil numbers through excellent teaching and learning.

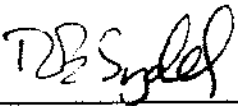
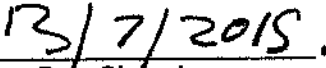
7 Governance including Memoranda of Understanding, Articles of Association, checks and balances, accountability and issue of Executive Headteacher (*Academy Articles of Association document previously distributed*)

Governors were informed that an Executive Headteacher was not essential. The alternative was an Accounting Officer who would be appointed from amongst the trustees.

The Chair reminded governors of their volunteer status. He asked if they foresaw their workload increasing as a result of the school becoming part of a MAT and if they envisaged difficulties in recruiting to the governing body. A governor reported that a recent parent governor election at one of the primary schools involved in the MAT proposal had attracted several candidates. Another governor was hopeful that the engagement of the local community in the MAT consultation process might be harnessed in ways that would benefit the schools concerned.

Adrian explained that the MAT would have a small Board of trustees who would delegate to the governing bodies of the schools. A governor asked if a governor could also be a trustee. Adrian replied that they could. There would be 8 to 10 trustees who would be appointed by the members and the schools would make the decision about where the trustees were drawn from. He noted that neither members nor trustees could be paid.

	<p>A governor asked if academies were exempt from education laws which applied to maintained schools. Adrian agreed and explained that academies were essentially independent schools but that obligations would be built into the Funding Agreement and therefore an academy would be contractually obliged to provide much the same service as a maintained school.</p> <p>The Chair raised the issue of accountability as some respondents to the consultation had been concerned that the school would be less "democratic" as an academy with parents having no access to LA support, for example if they had a grievance to raise. The Headteacher responded that any grievances not dealt with to a parent's satisfaction by the school or the governing body would be heard next by the Secretary of State, regardless of the status of the school.</p> <p>Governors discussed briefly how the increase in parental interest in the school engendered by the consultation process might be channelled in a positive way.</p> <p>A governor asked about the 125 year lease on the school's land, specifically would there be a bar on selling it, if the school were to become an academy. Adrian replied that the school would be prohibited from selling any land or raising any funds on it without the permission of the DfE. The Chair queried how the building of a new school on the land might be dealt with. Adrian explained that the LA would lease the land to the school. There was a duty on the Secretary of State to consult academies on the use of land for "basic need", that is, where more school places were needed.</p>	
8	<p>Impact on Senior Leaders in the short and medium term</p> <p>The Chair asked the Headteacher what the impact of becoming an academy would be on the senior leadership team. The Headteacher stressed that all senior leaders were excited at the opportunities afforded by becoming a MAT. He himself was eager to deepen the working relationship with the other headteachers as well as the mutual support and development which this relationship would facilitate. He reminded governors that the LA's school improvement partner had only been funded for working with the school for 3 days a year.</p> <p>A governor questioned how the headteacher of a primary school might offer support in a secondary school context. The Headteacher responded that many of the skills of the role were transferable, particularly with respect to the management of staff. Each headteacher would also take responsibility for difficulties which might arise in any of the schools in the MAT. He conceded that the short term issues would be the most challenging, particularly if only one of the primary schools involved proceeded to join the MAT. He reported that staff were excited about the stronger links which would be created between the schools and viewed them as part of a wider enterprise to further strengthen teaching and learning. Concerns about increased workload had not arisen in this positive context. The Headteacher expressed the view that the consultation process had considerably increased senior leaders' workload in the short term.</p> <p>A staff governor noted that some parents who attended the breakfast time drop-in sessions had come specifically to express their support for staff.</p> <p>A governor asked Adrian if, in his experience of other MATS, the £100,000 grant was used to cover set up costs. Adrian explained that as the grant was only for use by primary schools creating MAT chains, there was not generally much reliance on it. He explained that the initial £25,000 grant was available to cover initial costs of the conversion process. He agreed however that the grant of £100,000 could be used to cover set up costs if that was agreed by the schools involved.</p>	
9	<p>Impact on Teaching and Learning in the short and medium term</p> <p>The Chair asked governors for their views. A governor commented that statistics were available to support any argument on this subject. The Chair observed that there was research which supported the view that partnerships between schools had a positive effect on teaching and learning. A governor felt that within the school teaching and learning would continue to improve but that becoming part of a MAT would significantly facilitate the transition from primary to secondary school which would then positively impact on results.</p> <p>The Headteacher observed that teaching and learning depended on staff and that all staff could improve. As part of a MAT, all the schools would have more opportunity for succession planning, specifically in developing and retaining outstanding teachers, even headteachers, which would contribute towards raising attainment.</p> <p>A governor commented that within a MAT, there would be an opportunity for greater understanding amongst staff in the primary and secondary phases.</p>	

	<p>A governor asked a staff governor if the school staff were excited about the possibility of joining a MAT. The staff governor agreed that in general this was the case.</p>	
10	<p>Identification of key risks, likelihood and severity of impact The Chair observed that a detailed risk assessment could be completed as a subsequent action to a decision to proceed with the proposal.</p> <p>A governor asked if the school should take legal advice independently from the other schools involved. Adrian replied that this was not usually necessary if the schools had agreed that they would work together.</p> <p>A governor noted that many key risks had been discussed in previous items on the agenda.</p> <p>Governors agreed to return to this issue at a later date.</p>	
11	<p>Next Steps The Chair noted that the next extra-ordinary meeting of the full governing body was scheduled for 16th July 2015 when governors would vote on whether to continue the process to convert to academy status. He asked governors if they felt they had enough information to make a decision or whether further information was needed. He informed governors that the decision would be made by a simple majority, with the Chair having the casting vote, as detailed in the Governor's Handbook.</p> <p>Adrian Shardlow explained to governors that it was unnecessary to vote at this stage as another vote would be required once the Funding Agreement had been drawn up and all the other legal papers were in place.</p> <p>Governors signalled their understanding of Adrian's comments but agreed that it was necessary to be transparent regarding the school's next steps and the decision making behind them. It was understood that such a vote would not bind the school to converting to academy status.</p> <p>Governors agreed that they would vote on the next steps regardless of the outcome of the discussions at Scarcroft and Knavesmire Primary Schools.</p> <p>Governors agreed that the vote would take place at the Full Governing Body meeting on 13th July 2015 as there was no need for further discussion. The extra-ordinary meeting scheduled for 16th July 2015 was cancelled.</p> <p>Governors agreed to vote by secret ballot at the meeting on 13th July as follows: For: 5 Against: 5 Abstentions: 3</p> <p>The Chair gave a casting vote in favour of a secret ballot.</p> <p>The meeting closed at 9.25pm</p>	
	<p> <hr/> Mr Bob Sydes Chair</p>	<p> <hr/> Date Signed</p>

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