

South Bank Multi Academy Trust

Trust Board

Minutes of the Meeting held on Tuesday 30 November 2021
6.00 pm at Knavesmire Primary School

Present:	Ian Wiggins	Chair of Trustees
	Edwin Thomas	
	Sue Laycock	Non-Executive Trustees
	Jill Donaldson Hodges	
	Rob Bennett	
	Pat Boyle	
	Martyn Sibley	
In attendance:	Adam Cooper	Trust Principal
	Michael Gidley	Chief Finance Officer
	Sophie Triffitt	Clerk to the Board of Trustees

1 WELCOME, APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST AND CHANGES TO BUSINESS INTEREST FORMS

- 1.1 There were no apologies.
- 1.2 There were no updates to business interest forms.

2 PROPOSAL TO SUBMIT MERGER APPLICATION TO RSC

- 2.1 Documents circulated:
 - Merger Update Nov 21
 - MAT Restructuring Application
 - Governance Statement
 - Sponsor Application
 - Report on Member and Trustee Selection
 - Consultation Report
 - Appendix 1 and 2 and MT Consultation Feedback
- 2.2 The Chair noted the importance of taking a decision based on; whether the merger would make a positive difference to the children and young people in South Bank MAT and that adult interests do not get in the way of this, if it would make a positive difference for the staff and whether any of the Trust's red line areas are compromised.
- 2.3 Mr Bennett reminded trustees of the important responsibilities they hold as trustees and the need to frame the discussion and decision within these responsibilities;

- Act within the powers, in accordance with the company's constitution and exercise the powers for the purpose for which they are conferred (the articles)
 - In exercising the director's duties there is an obligation to act in the best interests of the members as a whole and take stakeholders (wider community, staff, suppliers, DfE etc.) into account.
 - Exercise Independent judgement
 - Exercise reasonable care, skill and diligence
- 2.4 The Chair reminded trustees of the confidentiality of the discussion and noted that there may be a need to have separate confidential minutes.
- 2.5 Mr Thomas provided a working group report and explained that progress was being made to deliver for a 16th January Headteacher Group ratification and run a CEO recruitment process for an Easter appointment. Mr Thomas reported that two items had arisen which have raised concerns to what had so far been a smooth process.
- 2.6 Item 1: Following representation from the SYMAT CEO at a strategy / merger session a SYMAT full board meeting was triggered to address CEO recruitment and the outcome of the meeting was that SYMAT trustees now have a preference for an internal competition process for the CEO. SYMAT had previously felt that there should be an external CEO recruitment for a merged trust.
- 2.7 Item 2: SYMAT had negotiated a light-touch diocesan governance structure so the church does not have a majority on membership and only one church appointed trustee. When merger discussions started SYMAT spoke to the diocese who responded positively and that they were not looking to change the status quo. At the end of the summer the DBE (Diocese Board of Education) sent a letter of intent to SYMAT for the Chair to sign with a condition that the new MAT would move onto the most recent version of the model articles for Church Majority MATs. First Law North analysed the new articles and highlighted the areas of difference and highlighted key clauses that raised concern including an effective right of veto on CEO and Headteacher appointments in every school. SYMAT trustees met with the DBE who said that the new policy for all church associated MATs was that the model articles could not be amended. A response was sent to the DBE who replied with some compromise as detailed in the documents. However, it was noted that every time the MAT want to make a significant change i.e. bringing in a new school, the diocese has to approve it and will insist on moving onto the most recent model articles before approving.
- 2.8 Trustees noted that they had previously been verbally assured that there was no intent from the DBE that they wanted to change the governance structure. The merger process was entered into in the knowledge that SYMAT have a unique model of governance with the diocese and had been told everyone committed to it.
- 2.9 Mr Thomas confirmed that the Project Manager spoke informally with the RSC (Regional School Commissioner) representative and the RSC position is that they are keen for the merger to happen but see the issues.
- 2.10 Mr Thomas noted that there are two sets of model articles (minority and majority) and the CEO appointment veto rights also exist in the minority articles.

- 2.11 The CFO explained that the approach to moving onto updated versions on taking on a new school was in place for South Bank for the funding agreement when Carr Junior joined and it is standard practice with the DfE to update article when a Trust takes on a new school.
- 2.12 A Trustee noted that there are strong views within LGBs about church schools and any person on an LGB would need to sign up to the objects and if they disagreed they would be disqualified from being on an LGB even if not in a church school.
- 2.13 A Trustee questioned if trustees can have independent judgement if there is right of veto.
- 2.14 A Trustee noted that under the articles there is an unequal stakeholder base as one stakeholder has greater importance than the others.
- 2.15 A Trustee explained that in their experience the reality is that the diocese does not operate beyond reasonable bounds but cannot rule out the risk of the diocese having majority, right of veto and excess power over all the schools. The Trustee felt confident that the Church of England does not want to take over the secular schools in the MAT but the principal of the power of veto is a concern.
- 2.16 Trustees noted they did not want to move into a merged MAT if there is a requirement to adopt the majority articles as they stand.
- 2.17 A Trustee noted that discussion has had to focus on adult interest and it would be uncomfortable walking away from the benefits of a merged MAT for the children based on those adult interests but felt that the articles would not support good governance.
- 2.18 Trustees recognised that there is a risk that if these articles are signed up to in future the Trust could be in a worse position.
- 2.19 A Trustee asked how, if the merger doesn't progress, the capacity to support and move South Bank schools forward to deliver better outcomes for the children can be found as a priority.
- 2.20 A Trustee asked what the view was of Members. Mr Thomas explained that they are not yet aware of the changes given the short notice but they had voiced concerns regarding the church involvement.
- 2.21 Trustees had three key concerns to progressing the merger; quality of leadership, an external CEO process, Articles that even if negotiated leaves a vulnerability and uncertainty for the future.
- 2.22 A Trustee noted the need to understand what moving forward looks like for South Bank if not progressing with the merger and this needs to be articulated in communications.
- 2.23 Mr Thomas noted that there had been feedback from CYC that they were uncomfortable with there being no non church MAT in the area as an option for schools.
- 2.24 Trustees noted that the SYMAT status quo was a red line so a negotiated solution to the articles would not be found.
- 2.25 Trustees noted that an external competition process for CEO appointment was a red line.
- 2.26 The Chair felt that conversations had around the merger have been powerful, the sessions around the Scheme of Delegation has produced a clear consensus, there are really engaged

LGBs focused on strategy and engaged with their schools, there is a group of Headteachers who feel listened to and there has been an effective consultation. There will be a strategic conversation with the leadership group around funding and spending in line with strategy. There is a need to invest in the central service with expert practitioners, safeguarding paperwork support and estates without raising the top slice significantly. There is a need to refocus conversations on what really matters and where it is critical for schools to have independence on decisions and support Headteachers to be the excellent educationalists they are. This work can develop the Trust and deliver a unique selling point.

- 2.27 A Trustee explained that the finances can be managed in a way that focus on maximising the educational budget for the children and deliver efficiencies.
- 2.28 It was noted that there would need to be a CEO recruitment process and a Trustee suggested an alternative title of Chief Education Officer.
- 2.29 Trustees wanted to communicate that the Trust is ambitious to grow but to grow in the right way and take this process to improve how the MAT operates.
- 2.30 The Trust Principal noted that the school improvement plan for the merger application would support progress for South Bank without the merger.
- 2.31 Trustees were in agreement that they did not want to commit to the diocese majority articles, wanted to ensure there was an external process for the CEO post and did not feel it was appropriate to try to negotiate the diocese governance arrangements.
- 2.32 Trustees voted by secret ballot on the question 'do we want to proceed with the merger' with the unanimous outcome being no. (7 votes: Yes – 0, No – 7)
- 2.33 **Resolution:** Trustees unanimously agreed not to progress the merger with SYMAT.
- 2.34 Trustees recorded thanks for all the work invested in the process over the last eighteen months.
- 2.35 Ms Laycock and Ms Donaldson Hodges left the meeting at 8.14pm.
- 2.36 Trustees discussed the communication plan for the decision not to progress the merger. Agreeing that it should be made clear that that the consultation was reflected on and a key element of the decision was the church aspect, particularly the majority articles which do not reflect the South Bank community and there would be no secular MAT in York. The Trust look forward to continued collaboration and have learnt a lot through the process to move the MAT forward. Communication should be aligned with SYMAT.
- 2.37 Trustees noted the need to manage communication with the RSC to articulate the rationale.
- 2.38 Trustees reflected that they have listened to stakeholders had thorough conversation and taken a decision despite the 18 month investment.
- 2.39 The Chair agreed to speak with the SYMAT Chair and explain the decision not to progress the merger but keep the door open in terms of cooperation between the two MATs. It was suggested that the 2nd December working group be used to draft a joint communication plan and cascade the communications through the RSC, DBE, CYC, Headteachers, LGB Chairs, staff, LGBs, press and community.

3 ANY OTHER BUSINESS

3.1 There were no items for discussion under Any Other Business.

4 FUTURE MEETING DATES

Trust Board - 7th December

The meeting closed at 8.30pm.

Meeting Decisions
Trustees voted unanimously not to progress the merger with SYMAT

Approved at Trust Board on 1st February 2022

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Chair of South Bank Multi Academy Trust

Approved