

Moulton School
Minutes of the Extra-Ordinary Full Governing Body
Meeting held on
Thursday 22nd September 2011 at 7.00 pm

No.	Subject	Action
	<p>Present:</p> <p>Trevor Jones (TJ) (Head Teacher), Simon Barrick (SB) (Chair), Anne Jeffrey (AJ) (Vice Chair), Michelle Devine (MD), John Hancock (JH), Robin Chapman (RC), David Sherwood (DS), Fiona Polnyj (FP), Jonathan Eales (JE), Nigel Smith (NS).</p> <p>Apologies: Lesley Proctor (LP), Rosemary Lucas (RL), Richard Hollis (RH), Jo Brake (JB), Judy Shephard (JS), Angie Dabbs (AD)</p> <p>Not Present: Steve Uden (SU)</p> <p>In Attendance: Graham Burns (GB)-Stone King Solicitors, Peter Earl (PE) (Clerk).</p>	
	<p>The purpose of this meeting was to discuss the proposed conversion of Moulton School and Science College (MSSC) to an Academy. This was the only item to be discussed and as such no agenda has been drawn up.</p> <p>SB introduced Graham Burns (GB), a solicitor from Stone King Solicitors, who is acting on behalf of the school in respect of the proposed conversion to academy status.</p> <p>The following documents were distributed prior to the meeting and an opportunity to read them given:</p> <ul style="list-style-type: none"> • Summary briefing – governance and liability of governors of an academy trust • Proposals for the composition of the Academy Trust of Moulton School and Science College • Articles of association • Amendments to articles of association <p>The focus of the information to be given by GB will be on the following:</p> <ul style="list-style-type: none"> • Structure of the company 	

- Governance
- Relationship between the governors and the company

An academy is operated by an academy trust. This is a charitable company limited by guarantee, with a clearly defined role as set out in articles of association.

The company is a separate legal entity with a board of directors, who look after the day to day running of the company and members who appoint the directors.

The company is regulated by the Department of Education (DofE), with the Secretary of State able to intervene in prescribed circumstances. The DofE have drawn up a model set of documents, prescribing how an academy is set up and run - one of the DofE requirements is that the academy must have at least two elected parent governors and the Head Teacher as directors. This document has within it a number of areas of "freedom", allowing the academy to make certain decisions free from regulation. It is these freedoms on which the Solicitors, acting for the school can advise.

Members

The academy trust must have a minimum of three members at the time of conversion. It is permissible to amend this number after conversion.

It has been proposed that MSSC will have three members leading up to the conversion point – 01 November 2011 and that this will be increased to five after this date.

The three members leading to conversion will be:

The Head Teacher
The chair of governors
The vice chair of governors

These will be joined by the following members after conversion:

The chair of the finance committee
The chair of the quality assurance committee

Governing Body

The minimum requirement is:

The Head Teacher
Two elected parent governors
One governor appointed by members of the trust

MSSC are proposing the following:

The Head Teacher
Two elected staff governors
Six elected parent governors
Eleven governors appointed by members of the trust

The articles of association allow for the co-opting of up to three governors. These could be people with special skills or qualities needed by the academy. These co-optees have full voting rights.

It is to be noted that most current governors of schools converting to academies decide to stay in post for the remainder of their term of office. A provision, when added to the articles of association allows this.

A summary of the above is provided below:

Members	Board of Governors
Head Teacher Chair of governors Vice chair of governors Chair of finance committee Chair of quality assurance committee	Head Teacher Two elected staff governors Six elected parent governors Eleven governors appointed by members Plus provision to co-opt up to three governors appointed by the governors

At this point an opportunity for questions was given:

- (1) A governor asked whether the names of the members were listed at companies house:

The member's names are placed in the members register, which is retained by the company and not at companies house. There is, however a requirement for documentation to be completed by those members acting during the conversion process, namely the Head Teacher, chair of governors and vice chair of governors and this is required to be lodged at companies house.

- (2) A governor challenged who the company secretary would be:

There are options available and these are:

- *The appointment of a formal company secretary*

- *The academy secretary/bursar could act as company secretary*
- *A company could be employed*

(3) Who appoints community governors in the first instance:

All governors in post on the day of conversion will transfer to the new company. As staff and parent governors leave, their replacements will be determined by elections. The current community, partner and local authority governors will become governors appointed by the members.

(4) Will all governors need to be CRB checked:

The commitment already made by MSSC to have all governors CRB checked will remain.

(5) A governor challenged how the articles of association can be changed:

Members have the power to change the articles of association, however changes require the approval of the Secretary of State.

The power to change rests with the majority of the governing body and can be instigated by either the Secretary of State or governors if they are unhappy. The articles of association state that the chair and vice chair can be removed.

There were no further questions at this point.

Liability

The current governing body is generally protected by statute. This means that any liability, where a body has acted in good faith, falls upon the body as opposed to individuals.

This is broadly similar with an academy in that providing the company has acted properly, prudently and in the best interests of the company then any liability is attached to the company. Individuals could be liable if they have entered into a contract dishonestly or not declared an interest.

There is a requirement for all members and governors to be attentive, check facts and challenge.

There followed questions:

A governor asked whether there would be any criteria for governor attendance in the articles of association:

Yes- if apologies are not made or received then the existing rulings apply, i.e non apologies made or accepted over a six month period.

Does the position of governors change in relation to the law:

The academy governance structure is more formal. It is felt this formality will increase, particularly in regard to risk and risk management. There are examples of external companies having an impact in this area.

A governor felt there was a lack of material regarding risk and risk management available:

The articles allow for an academy to have its own internal compliance function.

The subject of accounts and the accounting year end was raised:

When auditors speak to us they will need to have all relevant paperwork available. There have been instances where this has not been the case and it has led to delays in submitting the accounts to companies house.

The Head Teacher stated that the financial year and academic year are the same for academies. This will make budget planning easier. The level of financial rigour was felt to be greater for an academy. To facilitate this we would be looking to put interim auditing and reporting in place.

Would there be any changes to the current sub committee structure:

It was felt that the structure we have in place of two committees works and would continue. The role of the committees is to hold leaders to account.

At this point it was asked if there were any further questions. As there were not GB proceeded to explain the next steps.

Stone King Solicitors will engage with the DofE and submit the draft documentation to them. Although not expecting any fundamental changes, any amendments will be communicated to the solicitors and the necessary re-work done. When satisfied the DofE will approve and the three initial members (Head Teacher, chair of governors and vice chair of governors) will on behalf of the academy sign the documentation. Electronic confirmation of the formation of the company will be sent to companies house.

The solicitors will ensure that all deadlines are met. It is expected that shortly before conversion the DofE will sign the academy funding agreement. This will require signing by the chair of governors.

It is likely that only a matter of days before the planned conversion date, will

	<p>MSSC officially be told that approval for the conversion has been granted.</p> <p>At this point TJ ran through the amendments to the articles of association to ensure that all present both understood these and were happy for them to be amended. For recording purposed these amendments have been attached as Appendix 1.</p> <p>The amendments to the articles of association were approved by the governing body.</p> <p>The governing body also confirmed their acceptance of and agreement to the empowering of the chair of governors to sign all relevant documentation relating to the conversion to academy status.</p>	
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Signed:..... Date: