

**Beaver Road Primary School****Extraordinary Local Governing Body Meeting****Date of meeting:** Monday 11th March 2019**Quorum:** 5 (met at this meeting)**Chair:** Lynne Allan**Clerk:** Jenny Adie**Venue:** Beaver Road Primary School**pages:** 6**signed:** **date****1. Present**

Name	Governor type	End of Term of Office	Present (P) apols (Ap) absent (o)				
			17/9	19/11	11/2	11/3	
Lynne Allan	Chair	Co-opted Governor	25/2/22	P	P	Ap	P
Pauline Black	Deputy	Co-opted Governor	11/9/20	Ap	P	P	P
Jane Carroll		Parent Governor	18/11/22			P	P
Michael Davenport		Staff Governor, Teacher	10/2/23			P	P
Louise Garvey		Co-opted Governor (Staff)	25/2/22	P	P	P	P
Sian Hanison		Parent Governor	18/12/20	P	P	P	P
Liz Hardy		Head of First School	ex officio	P	P	P	P
Patricia Holmes		Co-opted Governor	25/2/22	P	P	resigned	
Siobhan Holmes		Co-opted Governor (Staff)	29/11/20	resigned			
Rihula Mour		Staff Governor, Teacher	10/2/23			P	P
Chris Teasdale		Co-opted Governor (parent)	10/2/23			P	P
Sarah Turner		Co-opted Governor (parent)	29/1/22	P	P	P	P
Wendy Whitehead		Co-opted Governor	14/5/21	o	resigned		

**In Attendance**

Name	Role
Paul Barker-Mathews	Chair of Trust Board
Beverley Hughes	Trustee
Mark O'Keefe	Trustee
Tina Smith	Director of Finance
Jenny Adie	Clerk

**Apologies** received from: David How**Apologies formally accepted.****2. Declaration of any Pecuniary Interests in the items on this agenda**

This meeting was to discuss appointment decisions made at the Trust Board meeting on 12th February, so Tina Smith and Liz Hardy could have a financial interest.

LH said that the decision had already been made, they need not step out as there would not be a decision at this meeting.

**No other Pecuniary Interests declared.**

### **3. Details of appointment decisions made by the Trust Board**

A letter was sent out to parents about the CEO and Headteacher posts, not the Finance Director post. Paul Barker-Mathews explained that DH had put forward a proposal at the December Trust Board meeting to give up the Headship and offer his services as CEO; this had already been outlined at the previous Members Board meeting to keep them informed.

At their next meeting in February the Trust Board considered the proposal.

The Headteacher and Chair had taken advice separately about best practice; PBM looked at the Co-operative model and put together a draft job description for the CEO. Information was merged into a job description and salary option for the CEO. DH put forward a spot salary.

They were mindful of staying in control of the School's destiny. This was the thinking behind the employment of a Finance Director to put forward finance documents. This appointment is for one day per week at present.

Both roles will be reviewed in the light of the future situation. The present situation is about keeping costs as low as possible.

They were also mindful of additional HR roles they might need to create.

They agreed the Headteacher role would give a high degree of continuity.

At the December meeting the Trustees said the post could be advertised externally. How was the decision made not to advertise?

It is a Trust decision to appoint Trust staffing, but PBM said they did not have a Recruitment Policy?

PBM had done research and found only a Safer Recruitment Policy, but no others.

But this is a requirement in Law?

It is in the M+AA. PBM could not find one.

Beverley Hughes told Governors that she was at the December Trust meeting, Kate Dean was also present, both new Trustees. She was concerned about the proposal. It came as a letter from DH to PBM. Beverley Hughes wrote to PBM and David How with her concerns. She thought there should be a business case for the proposal, and possible other proposals, with financial information.

She was still concerned that there was not a robust governance process, and an unclear decision. PBM said there would be a full report, with all issues addressed. Unfortunately BH went into Hospital at short notice, and could not attend the meeting; she is still concerned. There are a number of issues.

### **Local Governors concerns**

LA said that Governors' main concern is why the decision was made so quickly, with no consultation. The general principles of governance include that decisions are made, and unless there are clear concerns, Local Governing Bodies make decisions on matters that affect individual academies.

In general for a restructure there would be concerns about the structure in place. There were no concerns. The first Governors heard about a restructure was the meeting 2 weeks ago, how did this happen without any consultation or reasons? It definitely affects the only school in the Trust. What precedent does it set for any schools joining in future if an academy does not have control, and decisions are made that affect the delegated budget?

A major problem is that there was no resignation before the appointments made, which limits discussion of options for the future.

LA received a letter from DH today, which he says can be shared with Governors. This is in complete confidence at present. LA had copies, and read out the letter, dated and received today. It is a letter of intention to resign from the Headteacher post by the end of the month, to take effect from 31st August 2019.

It is still an intention to resign, not resignation. Before a vacancy can be advertised a resignation is needed. These appointments were made before any resignation.

But a proposed structure can be put in place.

Without consultation?

This is not really a restructure, this was the executive team.

The Head of School and Headteacher are school posts, if the proposal went ahead and there was no longer a Head of School this is a restructure but the Local GB has to approve a change in structure.

PBM said it was for the Headteacher to recommend.

BH pointed out that the Scheme of Delegation says that the Local GB recommends a Headteacher appointment, after a process of selection and recruitment, with Local Governors in a majority on the Panel, it then goes to the Trust. It is not the Trustees undertaking recruitment. The Panel makes the decision.

Tina said this is if it goes to advertisement. If they are saying the Head of School post is redundant, that person has to be offered the next available post

**Item 3 cont. concerns****BRd.ExLGB.11March19****p3 of 6**

Tina read out the legal guidance, received that afternoon and updated. It was presented to the Local GB Chair and Deputy Chair on their arrival at 5pm to conduct the induction of new Governors before the meeting at 6pm.

What was the question?

If the Trustees were legal in doing what they did: they appointed the CEO, the Headteacher post was vacant, the HoS post was redundant, there would be a Headteacher and two Deputies.

Reading; It is clear from the Articles that Trustees have the power to appoint the Headteacher, they have not delegated this to the LGB, so the Trustees have the power to make the appointment.

But power has been delegated to the LGB. The M+AA (pt107) says the Trustees shall appoint the Chief Executive Officer and Principals. The Scheme of Delegation says that the Local Governing body form an Appointment Panel and recommend the appointment, the Trustees approve it.

Jane Carroll said she has an HR and Legal background, the Headteacher appointment and restructuring sit with the LGB, a school in the MAT may be one of a number of schools. If a job becomes vacant and another post becomes redundant, it is her understanding that it is not automatic that one moves to the other, unless it is the same job.

Governors need to be clear on the opening facts. Tina said she had spent a lot of time on the phone with the Solicitors.

Reading on: There is resignation/retirement of the Headteacher, should the current Head of School be considered for the role. It appears that roles are being amalgamated and the existing role of HoS becomes redundant, and should be appointed to the alternative vacancy if s/he can do it.

The current two-Head model is to be removed, there will only be one Head of the school, the redundancy coincides with retirement, there should be assessment of the capacity of the current HoS to do the job, without a competitive process; the LGB have to assess whether the HoS is suitable.

The Trust did not have any recommendation from the LGB. This is all about due process, not necessarily a competitive process, but there was no prior consultation, no process. The LGB was not advised, it could have made a recommendation if it had information.

What is DH's role now? It needs to be defined. It is a different role from Head of School being Headteacher of large split-site primary, there is additional responsibility. Governors need to know if the HoS is happy with that, they do not know what has happened. Interview is different, LA was on Panel that appointed LH, the appointment proved to be huge success, but the position the HoS is put in is not satisfactory.

LH said she was consulted by DH, it was put to LH as an expansion of her current role, in terms of being within her capabilities. She said she would be prepared to take on extra responsibility, it is the same job whether Headteacher of one or both schools, but more of it. DH did not have to be interviewed when the school expanded from 3 form to 5 form.

When it was discussed at their meeting, LH thought more communication had happened.

PBM and DH apologised and in hindsight saw the need for consultation.

The motivation was not to keep anyone in the dark, their mistake was not to involve the LGB. They paid Browne Jacobson to go through the Articles and Scheme and Delegation to check they were a good fit.

PB said that everyone at Trust level knew what was the intention of the Scheme of Delegation.

**About timing**

The Trust meeting was on 12th February, a letter went out to Governors the following evening, 13th February, and then at 9am on the morning of 14th February a letter went out to parents making the announcement of the appointment of David How as CEO and Liz Hardy as Headteacher of the whole School from September 2019. There was no time given to GB consultation, why was this rushed out and not discussed? Governors thought this looked suspicious.

PBM said it was naivety, he struggled with the word 'suspicious'; if this was what Governors thought he may have to consider his position.

The news came out, Governors had to say they had no idea what had happened, the Governors have been made to look as if they do not know what is going on. They had missed the process.

LH said that she felt the same, it should have gone to Governors. DH has said that it was his decision, he thought it would leak out but he wanted it out. He had said later that in hindsight he would do it differently, it was unfortunate it was done in that way.

**Concerns about perceptions**

Governors want to make sure they have sound governance. People are asking how has this come about? what has been the process? Governors are conscious of perceptions of Trusts as using nepotism and avoidance of governance, even locally; suspicions of the process are already out on Facebook. Even people with long involvement are asking where has this come from, the school is still in transition, with fundamentally different First school and Juniors.

**Item 3 cont. concerns about perceptions BRd.ExLGB.11March19**

But would not one Headteacher help that?

PBM said that things are happening very fast, elements of the timescale are beyond our control, mistakes have been made.

**Communication**

MK was an Observer at the February Trust meeting, he thought more engagement had already taken place. He was keen to understand how meetings were scheduled, it felt the wrong way round.

PBM said that in future Trust meetings will be the week before the LGB, minutes will be available.

Issues need to be separated out, communication is one.

These decisions were made with a Trust not fully-formed, MK as an Observer, there are three new Local GB members here tonight, Governors need to ensure at this point that communication does happen

A communication link between Trust and Governors is needed.

PBM proposed removing the 'Executive Team' box from the communication diagram. He would like to see a working party with the CEO and Headteachers to make sure communication is timely. This was a standard model, but we are a non-standard MAT. Establishing a working party now will ensure communication. Rushing-through the proposal lost time to think and reflect. The Headteacher had announced his retirement, PBM is very risk-averse, he wrote the Scheme and Articles, but slipped-up. The rationale was that the retiring Headteacher was the best person to take on as CEO.

LA said thank you for the apology, and recognising that the process was wrong, but what now? The letter has gone to parents, Governors need a due process, which can be examined. Her first thought was, what if Ofsted walk in, the LGB had no awareness of the process though they had met the night before.

**Structure**

There is no resignation yet, Governors cannot make a decision, but can air the subject.

Posts below the Headteacher posts are with the Local GB. If not tonight, then very soon, the LGB need to decide on structure; whether to have Head of School is an LGB decision, they need to future proof for when they have a resignation. The Trust have made an assumption that the HoS post will not be there, but the decision has not been made.

Tina said the school would not be able to afford it.

Decisions should be made for the future, not only tomorrow. DH is taking small salary, but what in a year's time?

Tina said they have looked at this.

The Local GB need to look at it. No decisions have been made at GB level. There are two big 'ifs', the Headteacher resigning, the HoS post.

It was suggested a small working group reflective of the Scheme of Delegation be set up. A proposed structure can be agreed before any resignation.

LA commented that the December meeting minutes said 'other structures were looked-at' but there was no information.

There are several possible structures. Governors will recall that in the past they have considered Head of First School, Head of Juniors, only 18 months ago. This is a split site school, needs are different.

LH asked Tina to explain how the decision about the Head of School role, and Headteacher and Deputies, had come about, financially.

Tina explained they have a HoS, and a Headteacher, they had a 3-year plan to have a HoS at each site, since the new site opened they have recognised that they needed one person over both sites to ensure continuing as the same school. Tina was asked to cost up structures: CEO, Headteacher and 2 deputies; also the earlier proposal for two Heads of School and a CEO, also Deputies for day-to-day running and assessment.

A question was raised, with two Heads of School and a CEO, there has to be one named person, would the Head of First School, the larger school, be the named Headteacher? What if they wanted to do different things? There could potentially be issues with roles and responsibilities, it could be divisive. At present LH runs everything past DH. The model is very expensive. They already have a HoS and Deputy in post, they are becoming management-heavy.

Are Heads of Year on TLRs?

They are on the Leadership scale.

Finance does have to come in and shape decisions. LH said that DH had asked her, if he retired, would she take on the Headteacher role. She has a vision for the Deputy Headteachers, given things said about two schools, and communication. The Headteacher would cover both sites, be based in each school, and both Deputies would be Deputies for the primary school, maybe with days at particular sites, but it is about developing roles and responsibilities. For example Ruth has developed her role into Curriculum Leader for the First and Junior schools, she has days at the First school.

**Item 3 cont. structure****BRd.ExLGB.11March19**

All staff would know their first point of call at each school. The new Deputy post would be for assessment and tracking, working with the other Deputy but with oversight of their own core areas.

It is the role of the Headteacher to have clear vision about priorities, self-evaluation, curriculum; one team, one vision and purpose, they have to get it right at every Year Group level. Children are assessed at Year 6, but there has to be enrichment as well as statutory elements at every level.

They know statutory assessment will be changing, they have been invited to be part of a pilot. Progress will be measured from the baseline, Year 2 screening is going, there will be a Year 4 tables test and assessment at Year 6. They should know every year how every child is progressing.

With two Deputy Headteacher posts, LH thinks it would work effectively, and with DH as CEO. When asked about the opportunity to become Headteacher, she thought it positive to have DH as CEO to consult. She knows it was not communicated in the right way. She knows, because Governors have said to her, that issues are not personal.

If the Governors want to keep the Head of School role, she will be happy to stay in the role, and will do if the decision is taken. She wants to stay here, to work collaboratively. They have fantastic teams here, facilities, catering, all staffing.

Other staffing structures remain the same, the only change is to two Deputies and a Headteacher.

LA said that all realise the school is at a stage where there is a lot of change; Governors have to ensure that going forward, there is a structure that will work. Also the Trust staffing structure, they know the LGB has no power there, but they want to be reassured that it will work.

She is also concerned that the Executive Headteacher role will go, the Headteacher will not have Executive powers in relation to the Trust. DH keeps the CEO role.

(There was some discussion of staffing in Reception and Year 1, and moving the children into 4 classes at the end of Reception; not relevant to the concerns of this meeting, to be discussed at the next LGB meeting)

It would be helpful to have pay broken down. Governors have to bear in mind the CEO and Finance Director costs, as they are the only school in the MAT, but they need to look at costs just for the school, including Headteacher pay.

Tina said that Headteacher pay was for a Group 5 school, it will change as the school gets bigger, she has just given the range.

Governors need school costs: 4 days of a Finance Director, Headteacher, Deputies. How will Trust costs be split if another school joins?

This will depend on the type of school, there are differences between taking-on a similar school or a struggling school.

DH is offering to do 2.5 days at £25,000; further down the line there will have to be more money for the CEO. The proposed arrangement might suit people for now, but not too far down the line it will change.

Is there any timescale for taking-on another school? At what point will the LA ask the 'empty MAT' to take on another school?

There is not a timescale. They will have to look into it. This is another element of business plan which Governors have asked-for.

If there was a plan for one school every 2 years, say, could they plan for costs?

There are MATs taking-on problem schools, they would prefer to be a MAT joining more-organically with like-minded schools. The MAT was set up with the idea of locality, they are the M20 Learning Trust. They have not been approached, but need to see growth in terms of the business plan.

Have they thought 'what does good look like'? How does CEO role evolve? How much is this shaped by appointing a 2.5 day CEO?

**Summarising**

What are we going to do?

The letter about the appointment decisions has been sent out, what is the position now, having agreed that there was not a proper process? Either agree and find a way, or disagree.

The Local GB decide on structure, as per the Scheme of Delegation, then when there is a resignation cannot appoint, but can decide structure and pay.

What is the cut-off for DH's resignation? How much notice do we need to get people into post ready for September?

The only new post is a second Deputy. DH suggests this could be advertised internally. Advertisement could go externally but this has a cost. This would free-up a Head of Year post. There are already staff who have resigned different positions, they already have 3 Head of Year posts to advertise. To have time, advertisement could be this side of Easter.

This cannot be done, there is no resignation.

There was general agreement that Leadership structure could not be decided today.  
Leadership structure for the school will be the main agenda item for the next local Governing Body meeting.

**financial implications**  
**5-year Business Plan**

**4. Details of the Governance structure of the M20 Learning Trust**

**6. Local GB powers to decide the School's staffing structure and appointments**

Guide to the roles of Trustees and Governors, extract from the M20 Learning Trust Scheme of Delegation, extract from M20 Learning Trust Directors/Trust Board Terms of Reference, NGA information on Director and Local Governor roles, sent out with papers for information.

**5. The legal position of the appointment decisions made, and the proposed restructure of the Academy staffing**

(Written legal advice to be sought from Haines Watt Solicitors and the NAHT)

Advice was received from Solicitors; it came this afternoon to Tina, with no date, and Governors have not seen the question to which the reply was given. They should have audit trail of what has been asked. DH knew he was tasked with getting written legal advice.

The Governors Panel did not have Headteacher Performance Management documentation either.

LA asked Tina for the audit trail.

<b>ACTION</b>	<b>Tina Smith</b>	<b>To email the audit trail of exchanges with Jim Lister at Berrymans Lace Mawer, including the questions asked of the Solicitor.</b>
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***Q. Does the Trust have a Recruitment Policy, setting-out principles for diversity etc?***

Tina said there is no Policy, DH has been reviewing policies. Tina left the room and returned saying that there is a Safer Recruitment Policy for Beaver Road School.

LA said that a Recruitment Policy is needed before starting recruiting, and recruitment decisions cannot be made until there is a resignation.

PBM told the meeting that there is a Safer Recruitment Policy on the website.

**7. Communication between levels of Trust governance**

**timing of Trust Board and Local GB meetings**

**availability of minutes and discussion papers**

LA asked for information from PBM on timing

BPM said that for the rest of the academic year the Trust Board will meet the week before the LGB; the Trust Board Clerk will draft minutes to go to the Local GB meeting.

It was suggested that Governors set-up a working party to look at communication.

PBM asked if LA will be attending next week's Trustee meeting, or sending representation.

LA will send a reply. This is very important, she will confer with other Governors.

It is in the Articles that conference calls could be used at a meeting; there is also guidance on proxy voting.

**Dates for meetings for the year**

**Local Governing Body**                      **25th March**, 20th May, 15th July                      5-7pm

**Curriculum Committee**                      **18th March**, Thursday 9 May, 1st July                      5-7pm

**Buildings and Resources, Health and Safety Committee**