

SSMAT Governance Model

1. What is the Stephen Sutton Multi-Academy Trust?

Stephen Sutton Multi-Academy Trust (SSMAT) is a group of neighbouring schools, working together for continuous improvement with ambition and imagination. The Trust takes its lead from the shining example of Stephen Sutton, who taught us all how to live, love, laugh and learn.

The Trust aims to create an outstandingly inclusive and successful partnership, where all students thrive and excel.

The schools involved retain their individual characters and identities, but are strengthened by the partnership arrangement and the wider range of opportunities that this creates.

This is a cross-phase collaborative model for schools that share the same underlying vision and values. The Trust has (at least initially), through the structural arrangements in place, the capacity to accommodate up to 5 schools.

2. What makes a MAT successful?

The National Schools Commissioner, Sir David Carter, clearly views multi-academy trusts as the most productive way forward¹, indicating his belief that there should be 1000 more MATs created by 2020.

He describes the mindset that underpins future leadership thinking as follows:

- Scanning the horizon and looking ahead
- Collaborating with people who are different to you
- Being bold enough to abandon the past.

Furthermore, he identifies nine characteristics of successful MATs:

- A well communicated strategic vision that moves from implementation to impact
- A clear accountability framework for the performance of all staff in the Trust
- Clear QA systems in place to improve consistency and performance
- A clear, delegated framework for governance at Trust and Local Governing Body level
- A trust-wide school improvement strategy that recognises that the best practice from its schools needs to form the basis of wider improvement
- A systematic programme of school-to-school support, targeted at the needs of individual schools
- Skilled management of the Trust risk Indicators
- A planned approach to succession for the key roles in the Trust
- A commitment to making a contribution to local, regional and national system leadership

¹ ASCL Conference, Mar. 2016

3. Academy governance and leadership - roles²

An academy trust is a separate legal entity. It is the direct employer of staff and the holder of land titles. An academy trust is a charitable company limited by guarantee. It must comprise both **Members** and **Directors**.

3.1 Members

The role of the Member is analogous to shareholders of a company, but Members of an academy trust do not have rights of ownership because profits cannot be distributed to them. Members control changes in the constitution of the Trust. They have an overview of the governance arrangements of the Trust and have the power to appoint and remove directors. Members also receive and adopt the annual report and accounts from the Trust Board. There must be a minimum of three Members; the DfE prefer five.

3.2 Directors

Directors are the people appointed to sit on the Trust Board. They are responsible for the operation of the Trust, setting strategic direction and being directly accountable (to the Members) for finance and standards. Members can also be Directors, but it is important to ensure that governance structures are designed so that Members are able to exercise their role in an objective way in order to provide oversight and challenge.

Directors have several duties:

DUTIES AS CHARITABLE TRUSTEES:

- Duty of Compliance (ensuring that the charity's resources are used for the charitable purpose and that the charity complies with the law and the Articles of Association)
- Duty of Prudence (taking reasonable care to ensure that the Trust is managed efficiently and effectively)
- Duty of Care (acting responsibly – ensuring that assets are protected and used for the benefit of the charity; making sure that the Trust is solvent; and keeping appropriate financial records)

DUTIES AS DIRECTORS (UNDER COMPANY LAW)

- Duty to act within powers
- Duty to promote the success of the company
- Duty to exercise independent judgement
- Duty to exercise reasonable care, skill and diligence
- Duty to avoid conflicts of interest
- Duty to not accept benefits from third parties
- Duty to declare an interest in a proposed transaction or arrangement

Trustees also have the duties of governors, as outlined in the 'Governors' Handbook'.

² See also 'Leading and Governing Groups of Schools' (ASCL / NGA, Mar. '15)

3.3 Chair of the Trust

The role of the Chair is to provide the Trust Board with a clear lead, ensuring that Directors work as an effective team and understand their accountability and the part they play in the strategic leadership of the group of schools and in driving improvement. Furthermore, the Chair ‘leads the business’, ensuring that statutory requirements are met and that the Trust provides good value for money in its use of resources.

The Chair also has a key role in attracting governors with the necessary skills, values and principles and in ensuring that tasks are delegated efficiently and effectively across the Board.

The relationship between the Chair and the Trust Executive Director is key. The Chair acts as a critical friend, offering support, challenge and encouragement and holding the Trust Executive Director to account for outcomes across the MAT.

3.4 Trust Executive Director³

The Trust Executive Director is a member of, and is also directly accountable to, the Trust Board. The Trust Executive Director:

- Sets a vision and strategic direction for the MAT (with the Board), continually reshaping and articulating the vision as circumstances change
- Recruits, through effective communication and negotiation, like-minded partner schools that can add capacity to the Trust
- Develops a strategy that maximises the combined strengths of the school group, while understanding the individual context of each school
- Establishes constructive, effective approaches to developing teaching and learning, linked to processes for assessing performance and supporting improvement
- Ensures that expertise, resources and professional development are shared and utilised fully across the schools
- Develops leadership across the MAT
- Facilitates change through effective communication, encouragement, persuasion and negotiation
- Makes long-term and short-term financial decisions, linked to strategic priorities and oversee the business performance of the MAT
- Monitors and evaluates outcomes, using key performance indicators, to identify the need for change and hold individuals, teams and schools to account.
- Deals with unacceptable standards
- Represents the MAT to the wider world
- Ensures that all members of the school community are clear about the governance and accountability framework

³ See also ‘Executive Heads’, NCSL, 2010

- Works collaboratively across school sites, consulting on and responding to the needs and views of the wider community

The Trust Executive Director position includes, within its remit, the role of Accounting Officer and, as such, has strategic oversight of the Trust's financial transactions through ensuring that:

- Trust property and assets are under the control of the trustees, and measures are in place to prevent losses or misuse
- Bank accounts, financial systems and financial records are operated by more than one person
- Full and accurate accounting records are kept to support annual accounts.

The Trust Executive Director is not, by design, the substantive headteacher of any of the schools in the Stephen Sutton MAT. He/she is the line manager for the Headteachers of the individual schools, who will also continue to be accountable to their Local Governing Bodies.

3.5 Trust Business Manager

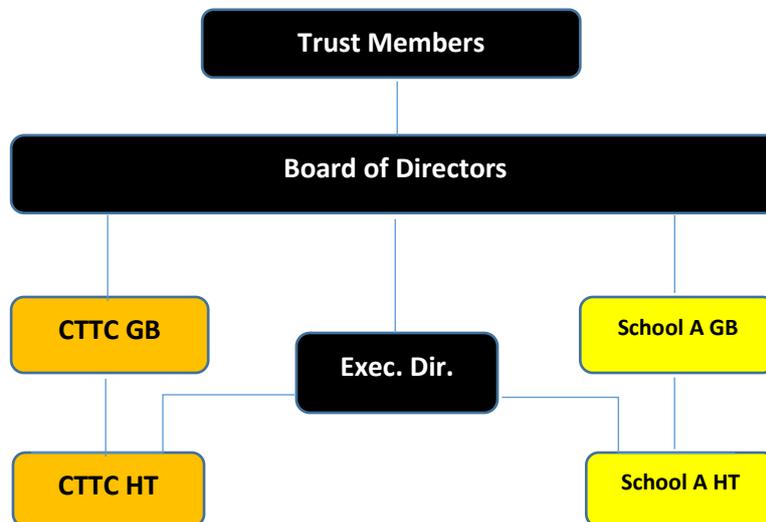
Within this MAT, the Trust Business Manager (TBM) includes (at least, initially) the Chief Finance Officer and HR Officer roles.

Working closely with the Trust Executive Director, the Trust Business Manager is both a technical and leadership role. The TBM:

- Provides detailed strategic financial planning to maximise the efficient and effective use of resources across the MAT and ensure ongoing financial health
- Leads in the design and implementation of sound internal control procedures, risk management and assurance processes
- Supports the Trust Board's Finance Committee in ensuring that there are effective processes in place for checking the MAT's financial systems, controls, transactions and risks
- Leads on all matters of finance, human resources, estates and facilities management over the MAT, liaising with key sources of external support and guidance (contracted or otherwise), as required.
- Assists the Executive Director in the recruitment of partner schools

4. MAT governance structure

4.1 Overall structure



The diagram above shows CTTC and (arbitrarily) one other school. As schools join, further branches are added (to the new boxes that would represent each school's GB and HT).

In principle, the structure features five Members (as recommended), the majority of whom are not Directors (also as recommended).

The Chair and Vice-Chair of the Trust are both Members and Directors.

The Trust Executive Director is (as the name suggests) a Director (as recommended).

Members and Directors are selected on the basis of their:

- Values and core beliefs
- Skills and experience – in the education sector, in finance, in HR and in any other relevant field
- Understanding of the local community and its needs and aspirations

4.2 Specific Composition

In principle, there are seven to eleven Directors (two of whom are Members). It is important to manage the composition of the Trust Board without compromising the effectiveness of the local governing bodies.

The composition of the Stephen Sutton Multi-Academy Trust's governance structure is shown diagrammatically below. At least half of the Members are also Directors, i.e. they do not serve on the Trust Board. A further design feature is that the majority of Directors are not also members of one of the Local Governing Bodies. Membership of the Trust Board is based on the balance of skills that are needed to run the Board effectively. The constraint that limits Local Governing Body (LGB) representation is put in place to ensure that the Board can operate in an objective fashion.

As a school joins the Trust, in most cases the Chair of their LGB would become a Trust Director.

The current composition of the Trust Board is as shown below:

Members	Not Directors	Jane Sutton <i>(Finance)</i>	Dave Crowder <i>(Education / Leadership)</i>	A
	Directors	Richard Williams <i>(Finance / Leadership)</i>		Mark Howe <i>(HR / Leadership)</i>
Stuart Jones (Executive Director) <i>(Secondary Education / Leadership)</i>		Sarah Charles <i>(Primary Education / Teacher Training)</i>		
Claire Boliver <i>(Further Education / Leadership)</i>		Di Evans <i>(Education / Governance / Community Knowledge)</i>		
C		Ruth Forster <i>(Knowledge of Local Skills Needs)</i>		
D		E	F	
Not Members				

Stuart Jones; Oct. '16