

**MIDDLEWICH HIGH SCHOOL
EXTRAORDINARY GOVERNING BOARD MEETING
PART 1 MINUTES**

Date:	Monday 14th December 2020 at 4:30pm	
Venue:	Virtual Meeting using MS Teams	
Present:	Colin Price (CPR) Julie Brandreth (JBR) Heidi Thurland (HTD) Mike Finney (MFI) Simon McGrory (SMC) Stuart Mayhead (SMA) Catherine Broadhurst (CBR) Alan Dixon (ADI)	Parent Governor (Chair) Co-Opted Governor (Vice Chair) Head Teacher Co-opted Governor Local Authority Governor Co-Opted Governor Co-opted Governor Co-opted Governor
Apologies:	N/A	
Absence:	N/A	
In attendance:	Laura Platt (LPL) Debbie Carter (DCA)	Clerk Business Manager

The meeting met its quorum and started at 4:35pm

AGENDA ITEM 1	WELCOME & APOLOGIES
Discussion:	<p>The chair opened the meeting and welcomed the Governing Body.</p> <p>There were no apologies received</p>

AGENDA ITEM 2	DECLARATION OF INTEREST (PECUNIARY OR OTHERWISE)
Discussion:	<ul style="list-style-type: none"> • JBR declared that she is a governor at Sir John Deane's Sixth Form College, and Chair of Governors at Barnton Community Primary School & Nursery. • MFI declared that he is a Learning for Life trustee • SMA declared that he is a Governor at Middlewich Primary School and an Exam Invigilator at Middlewich High School. • CBR declared that she works in the Finance Department at Sir John Deane's College.
Decision:	The Governing Body accepted the declarations.

AGENDA ITEM 3	DUE DILIGENCE REPORT ON SJBF
Discussion:	<p>The Governors received a Due Diligence report, completed by Jeff Marshall before the meeting.</p> <p>The Chair invited HTD to discuss the report.</p> <p>HTD discussed that the school Governors has been looking at converting to an academy in the Sir John Brunner Foundation (SJBF) before she arrived as Headteacher. HTD had a view to carefully look at this decision and to determine if this was still the right decision for MHS. HTD instructed the due diligence report through J & G Marshall LTD due to their extensive experience in converting maintained schools to academy status. SJBF reported back that the due diligence process had been rigorous and robust. HTD has confidence in the report that it identifies all potential areas of risk. One identified area of risk is that SJBF is a new trust but HTD feels this is in</p>

fact an opportunity to drive the trust in a direction that we are a part of the decision making, timing for this is key. Financial viability of the trust is positive, whilst this has been slightly impacted by the COVID-19 pandemic, it remains a financially stable trust to join. The trust vision is aligned with that of the school and is the opportunity to build something extraordinary.

The Chair had gone back through minutes of previous meetings, joining the trust had been discussed on many occasions, Governors hadn't specifically passed a resolution to approve the conversion.

DCA commented that the Governing Body had only recently been reconstituted and a new Chair appointment so it was right that this governing board along with the new members pass the resolution. This needs to be formally recognised before the academy order is submitted.

Q) Of all the concerns raised in the due diligence report, have they all been addressed? Such as the concerns around the lack of succession planning of the board of trustees?

A) Concerns from the report have not been discussed at a previous meeting so would be discussed as part of this meeting.

Q) If the resolution is passed to join the SJBF, what is the process to follow and the point of no return? Will there be further opportunity to stop the process if it was decided this wasn't the right direction for the school?

A) The governing board of MHS will have a presentation from trustees from the SJBF at the next FGB meeting on the 11th January 2021. After this, the school will enter a 6 week period of consultation to continue the due diligence process which will include such things as school land and joint-use of premises. The decision to pass a resolution to convert to academy status and join the SJBF is the start of this process and not the final decision.

A governor had noted 8 concerns from the due diligence report and how they felt these should be reflected on.

Q) Concerns raised about succession planning of the board of trustees.

A) What is the succession planning of any governing board? All governing/trustee bodies face the same issues when recruiting new members, while it would be ideal to recruit two members for every post, this is understandably not possible. This shouldn't cause undue concern.

Q) The report suggested that there is informal communication via "friendship groups".

A) As a member of governing boards it is understandable that friendships form over time and more informal discussions take place. As a member of the SJD Governing Body, they are aware that a more formal method of communication is being discussed.

Q) The trust should be aware that support for MHS may be more than they accustomed to giving.

A) As MHS has not been rated an outstanding school, the trust will be aware of the support they will be required to give. It is understood that SJBF is already supporting improvements at MHS in the science department, further strengthening HTD's strong working relationship with the principal of SJBF.

Q) Top slice mechanism still needs to be agreed.

A) A top slice allows for a more efficient business model. Economies of scale can be negotiated with the consolidation of finances from a top slice. Contracts and resources will be more easily negotiated when purchasing for three establishments rather than one.

Q) Pace of growth

A) The Chief Executive has been clear that he is not building an empire and schools would be selected to join the MAT only if appropriate.

Q) Concern over MHS retaining its identity.

A) This should cause no concern as the Headteacher and Chair are not individuals who would allow the school to be left at the side-lines. Their formidable presence would ensure the future of the school.

Q) Concern over upskilling to create a "cross phase" trust to include primaries.

	<p>A) <i>This should not be a concern as recruiting primaries to the trust would secure intakes into secondary schools and stabilise finances. Upskilling of trust staff would be necessary but they are aware that a Headteacher of a primary school had sat on the board of trustees (although unsure if this was still the case).</i></p> <p>Q) <i>There is comment that the “trust is open to upwards account”</i></p> <p>A) <i>Again, the Headteacher and Chair would be more than capable of holding the trust to account if there were any concerns and would be keen to keep the trust on track.</i></p> <p>DCA commented on the top slice mechanism and that this would be to fund centralised systems such as finance, payroll administration and the consolidation of the trust accounts. DCA pointed out that these are costs the school already incurs with the Local Authority so is not an additional expenditure.</p> <p>Q) <i>Does the governing board need to accept changes to the report? For example, learning that the SJBF is potentially setting up a committee for clearer communication?</i></p> <p>A) <i>No, this is merely information which could be queried at the presentation from trustees on the 11th January 2021.</i></p> <p>HTD pointed out that as a result of COVID-19 this meeting had been delayed. The due diligence report is still relevant and contains all the information Governors needed to make a decision. Any concerns can be raised with trustees at their presentation before the 6 week consultation process begins.</p> <p>JBR commented that if SJBF wished to recruit good schools into the trust, MHS would be a fantastic advertisement if they were able to make improvements on their already “good” rating.</p> <p>MFI stressed that under previous Governing Body a huge amount of work had been carried out to establish whether academy conversion was right for MHS, other Multi-Academy Trusts had been considered as part of this process. This is not a quick decision, but one that had been scrutinised and investigated thoroughly which is evidenced in previous FGB minutes. Both DCA and SMG were in agreement with this.</p> <p>The chair accepted this and discussed whether the concerns raised in this meeting should be sent to the principal of SJBF before the FGB so that they have answers. HTD indicated they had already had sight of the due diligence report so felt that their presentation would cover these, however, providing the questions beforehand would ensure any questions would be answered.</p> <p>The chair asked Governors to vote on whether to accept the report with the concerns discussed to be raised at the FGB on 11th January 2021.</p>
Decision:	Governors resolved unanimously to accept the due diligence report
Action:	Queries to be submitted via email to HTD by: JBR

AGENDA ITEM 4	1. EQUALITIES RISK ASSESSMENT
Discussion:	<p>The chair asked HTD to discuss the equalities risk assessment</p> <p>HTD informed the Governors that the equalities risk assessment is written to ensure that no group or individual is discriminated against as part of the academy conversion process.</p> <p>MFI discussed that Governors need to be aware how the status of the governing board would change if the school converted, the Governors would become a local advisory board and would no</p>

	<p>longer have the power to make decisions on behalf of the staff and students of the school. For this reason, the Governors had to be sure they are making the right decision.</p> <p>The chair has had discussions with trustees and felt assured that the trust intention was to give the school Governing Boards as much autonomy as legally possible, providing the governing board is both supporting and holding the school to account in an appropriate way.</p> <p>Governors discussed that any decision made would be one that is fully informed and right for the school at this time.</p> <p><i>Q) Wording on point 2 – could this be amended from “outstanding” to “excellent”.</i> <i>A) Yes, this will be amended.</i></p> <p><i>Q) Wording on point 4 – queried the phrase “all students have an EHCP”.</i> <i>A) Confirmed this was a typing error, would be corrected.</i></p> <p><i>Q) Wording on point 7 – when discussing community cohesion that “Parents” should be changed to “parents and carers”.</i> <i>A) Agreed this would appropriate, would be amended.</i></p> <p>The chair asked Governors to vote to accept the equalities risk assessment with the discussed changes.</p>
Decision:	Governors unanimously resolved to accept the equalities risk assessment.
Action:	<ul style="list-style-type: none"> Wording changes to be updated and distributed to Governors via governorhub by: HTD

AGENDA ITEM 5	GOVERNORS RESOLUTION TO JOIN THE SJBF (MAT)
Discussion:	<p>The chair informed Governors they would now vote to pass the resolution to join SJBF.</p> <p>After due consideration, Governors vote to pass the resolution that Middlewich High School will convert to Academy status and join the Sir John Brunner Foundation on completion of the appropriate due diligence to the satisfaction of the schools’ Governing Board.</p>
Decision:	Governors voted unanimously to pass the resolution

AGENDA ITEM 6	IMPACT STATEMENT
Discussion:	<ul style="list-style-type: none"> Received, discussed and approved due diligence report. Received, discussed and approved equalities risk assessment. Resolution passed for Middlewich High School to convert to an academy and join the Sir John Brunner foundation.

There being no further business, the meeting closed at 17:56pm

**The next meeting of the Full Governing Body will take place on
Monday 11th January 2021 at 4:30pm**