

Diocese of Bristol
Creating connections

**Members' Agreement
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MEMBERS' AGREEMENT FOR MULTI-ACADEMY TRUSTS IN THE DIOCESE OF BRISTOL

MEMBERS' AGREEMENT

Relating to

Diocese of Bristol Academies Trust

Company No. 08156759

MEMBERS' AGREEMENT dated 4th day of December 20[18]

BETWEEN

- (1) Diocese of Bristol Academies Company, acting by Emma Langley, a director**
- (2) David McGregor, Chairman of Diocese of Bristol Academies Company**
- (3) Ian Yemm, Vice-Chairman of Diocese of Bristol Academies Company**

The list of Members here must include all the Members of the academy trust company but NOT the Secretary of State nor any party other than the Members.

1. Definitions

In this Agreement the following terms shall have the following meanings:-

"Academies" means the schools known as [*name(s) and addresses of the Church of England Academies*] established or carried on by the Company.

"Church Supplemental Agreements" means the Church Supplemental Agreements made between (1) The Secretary of State (2) the Bristol Diocesan Board of Education and (3) the trustees of the site of each of the Academies.

"Company" means [*Name of the Academy Trust Company,*] (Company Registration No. []).

"Diocesan Bishop" means the Bishop of the Diocese or during a Vacancy in See another bishop acting under an instrument of delegation made pursuant to section 13 of the Dioceses, Pastoral and Mission Measure 2007 or a Diocesan Official appointed by any such bishop for the role to be undertaken by the Diocesan Bishop in this Agreement.

"Diocese" means the Church of England Diocese in which the Academy is situated.

"Diocesan Corporate Member" has the same meaning as that given in the Memorandum, and Articles.

"Directors" mean the directors from time to time of the Company.

"Foundation Directors" means the Directors appointed from time to time under Article 50AA of the Memorandum and Articles. (*The reference to 50AA is correct for the current church minority model MAT Articles: it may need amending when the model is updated.*)

"Local Governor" means a member of any Local Governing Body established for the Academies under the provisions of Article 100(a) of the Memorandum and Articles. (*Similarly 100(a) is currently correct but may need amending in the future.*)

"Members" means the Members from time to time of the Company and who are the parties to this Agreement.

"Memorandum and Articles" means the Memorandum and Articles of Association of the Company. References to individual articles in this Agreement are to those in the Church of England Minority Model Articles as published on the DfE website and which is the model used as a norm by MATs signing up to this Agreement.

"Secretary of State" means the Secretary of State for Education.

"SIAMS Report" means a report undertaken following the procedures of the Statutory Inspection of Anglican and Methodist Schools.

2. Context

2.1 This Agreement covers issues which are agreed by the Members in order that the religious character of the Academies may be protected and given full effect but which are not the concern of the Secretary of State and which are additional to those in the Memorandum and Articles of the Company, in its Funding Agreement or Supplemental Funding Agreement or in the Church Supplemental Agreement. The Members agree to be bound by the contents of this Agreement and not to change this Agreement without the written consent of the Diocesan Corporate Member.

2.2 The Members acknowledge that the sites of the Academies are wholly or partly owned by trustees and to the extent that they are so owned are provided for occupation by the Academies under the terms of the Church Supplemental Agreements. The Members agree to do nothing that would breach the trusts or cause a breach of the trusts upon which the sites of the Academies are held and that actions that would bring about such a breach may at the absolute discretion of the relevant trustees (but subject to any powers of the Diocesan Board of Education under the Diocesan Boards of Education Measure 1991) lead to the immediate issue of a notice of termination under clause 24 of the Church Supplemental Agreement.

3. Operative Provisions

3.1 New/additional members

It is agreed that just as the parties to this Agreement are bound by it so any new or additional members of the Company shall enter into a short agreement to comply with the terms of this Agreement which agreement shall be in the form of that set out in the Schedule hereto.

3.2 The role of the Diocesan Bishop

If any question or dispute shall arise with regard to:

3.2.1 the meaning of the principles, practices and tenets of the Church of England;

- 3.2.2 the extent to which the Company is adhering to the same; or
- 3.2.3 the extent to which any Member, Director or Local Governor of the Company is acting in accordance with an undertaking given to uphold the Object of the Company and to fully and effectually adhere to and abide by the Memorandum of Understanding between the Bristol Diocesan Board of Education and the Company pursuant to clause 3.4 of this Agreement or to Articles 45A¹ or 103² of the Memorandum and Articles;

it shall be referred, on the application of any of the Members, to the Diocesan Bishop whose decision on the matter shall be final and binding.

3.3 A response to the Diocesan Bishop

The Members agree to take such action as may be necessary to comply with any decision taken by the Diocesan Bishop so as to ensure that the Academy is conducted in accordance with the meaning of the principles, practices and tenets of the Church of England and that the Directors and the Local Governors of the Company act in accordance with the undertaking required of them to uphold the Object of the Company.

¹ Insert the following new Article 45A into the multi-model Church of England Minority (VC) schools model Articles of Association:

"All Directors upon their appointment or election and before exercising any duties as a Director shall give a written undertaking to the Members and the Diocesan Corporate Member to uphold the Object of the Company and to fully and effectually adhere to and abide by the Memorandum of Understanding between the Bristol Diocesan Board of Education and the Company dated [...]."

² Insert the following new Article 103 into the model Church of England Minority (VC) schools model Articles of Association:

"All members of a Local Governing Body established under Article 100(a) shall upon their appointment or election, and before exercising any duties as a member of the Local Governing Body, give a written undertaking to the Directors, the Members and the Diocesan Corporate Member to uphold the Object of the Company and the religious character of the relevant Academy and to fully and effectually adhere to and abide by the Memorandum of Understanding between the Bristol Diocesan Board of Education and the Company dated [...]."

and delete the words from Article 101B "and that all its members shall sign an undertaking to the Diocesan Board of Education[or insert name of relevant Diocesan Umbrella Trust] to uphold the designated religious character of the said Academy."

3.4 Members Undertakings

The Members undertake to the Diocesan Corporate Member to:

- 3.4.1 fully and effectually adhere to and abide by the Memorandum of Understanding between the Bristol Diocesan Board of Education and the Company;
- 3.4.2 uphold the Object of the Company including the requirement to promote the religious character of the Academies.

3.5 Termination of Membership

A Member's membership will terminate automatically not only for those reasons listed in Article 15 of the Memorandum and Articles but also if:-

- 3.5.1 a Member has not given the undertakings required pursuant to clause 3.4 above when requested in writing to provide this to the Diocesan Corporate Member; or
- 3.5.2 having given such undertakings as referred to in clause 3.5.1 the Diocesan Bishop determines such a Member has not acted in accordance with them in discharging his responsibilities as a Member.

3.6 Disqualification of Directors

A person shall be disqualified from holding or continuing to hold office as a Director of the Company at any time not only for the causes listed in Article 75³ of the Memorandum and Articles but also if :-

- 3.6.1 he is unwilling to give the undertaking required pursuant to Article 45A⁴ of the Memorandum and Articles when requested in writing to provide this by the Diocesan Corporate Member; or

³ Insert the following new Article 75 into the model Church of England Minority (VC) schools model:
"A person shall be disqualified from holding or continuing to hold office as a Director or a member of a Local Governing Body if he has not given the undertaking required by Article 45A or Article 103 as applicable."

⁴ See footnote 2 above.

3.6.2 when having given such an undertaking or otherwise it is determined by the Diocesan Bishop that he has not acted in accordance with it in discharging his responsibilities as a Director

3.7 Maintenance of the designated religious character of any Academy

3.7.1 The Diocesan Corporate Member may inform itself at any time as to the effectiveness of the religious character of any Church Academy:

- (a) from the most recent SIAMS report;
- (b) by commissioning a special SIAMS report where the effectiveness of the religious character is seen by it to be at risk, with the Diocesan Board of Education meeting the costs of this;
- (c) by means of reports from any advisers to the Diocesan Corporate Member;
- (d) from reports made by the Foundation Directors.

3.7.2 There must be an Annual General Meeting of the Company held each year and Members will require the Foundation Directors to report at it on the effectiveness of the religious character of an Academy.

3.7.3 The Members will facilitate and (so far as they have the power to do so) will ensure that the Directors facilitate whatever investigation the Diocesan Corporate Member shall think fit and will similarly ensure (so far as they have the power to do so) that the Directors give effect to any consequent recommendations made by the Diocesan Corporate Member.

3.7.4 Any disagreement as to such recommendations will be referred to the Diocesan Bishop, whose decision will be final.

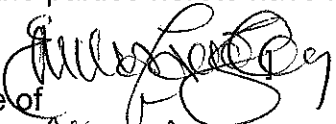
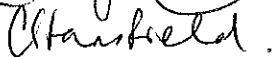
3.7.5 The Members agree that if necessary to preserve the effectiveness of the religious character of the Academy (in the opinion of the Diocesan Corporate Member) following discussions with the Regional Schools Commissioner and the Directors they will at the direction of the Diocesan Corporate Member:



- (a) remove and replace any or all of the Directors appointed under Article 46 of the Memorandum and Articles; and
- (b) request the Directors to remove and replace all local governors of any Local Governing Body or Advisory Body established for the Academy



with local governors nominated by the Diocesan Corporate Member and the Members will facilitate such changes and (so far as they have the power to do so) ensure that the Directors also facilitate them.

3.7.6 If such recommendations conclude that the Company is not capable of maintaining the designated religious character of the Church of England Academies or if the Members are unwilling to accept the recommendations and/or any decision on such recommendations made by the Diocesan Bishop, the Members will facilitate and (so far as they have the power to do so) will ensure that the Directors facilitate the transfer of the Academy from the Company to an academy trust company agreed between the Diocesan Corporate Member and the Secretary of State. This is a power to be enacted in an emergency only, following regular and specific reviews as described in the Bristol Diocesan Memorandum of Understanding.

AS WITNESS the parties hereto have hereunto set their hands.

SIGNED by [ , EMMA LANGLEY
In the presence of  , CLARE STANFIELD

SIGNED by [] DAVID MCGREGOR
In the presence of  , CLARE STANFIELD

SIGNED by [] IAN YEMM
In the presence of  , CLARE STANFIELD.

SCHEDULE for use only when new Members join

Undertaking by new Members

This Undertaking is made the [] day of [] 201[...] by [name of new member] ("The New Member").

1. Definitions

In this Undertaking the following terms have the following meanings:-

"Academy Trust" means [*Name of the Academy Trust Company*] (Company Registration No. [])

"Members Agreement" means the Members Agreement dated [] relating to the Academy Trust.

2. Interpretation

Terms defined in the Members Agreement shall have the same meaning in this Undertaking.

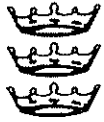
3. Operative Provisions

Pursuant to clause 3.1 of the Members Agreement the New Member agrees and undertakes to be bound by the Members Agreement as if the New Member had been an original party to it.

IN WITNESS the New Member has hereunto set his/her hand.

SIGNED by []

in the presence of



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Appendix 1:

MEMORANDUM OF UNDERSTANDING BETWEEN THE DIOCESAN BOARD OF EDUCATION (DBE) AND CHURCH-LED MATS IN THE DIOCESE OF BRISTOL

This Memorandum of Understanding from the Diocese of Bristol Board of Education identifies a range of over-arching principles and technical issues that are required for a Church-led Multi Academy Trust to be established in the Diocese of Bristol.

Version 2: June 2018. This MOU will be revised regularly in light of changes to the law, as well as CE and DBE strategy and guidance.

Memorandum of Understanding between the Diocesan Board of Education (DBE) and Church-led MATS in the Diocese of Bristol

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- 2. The National Memorandum of Understanding**
- 3. Diocese of Bristol Academies Company (DoBAC)**
- 4. Church-led MATs**
 - 4.1 Meaning and Composition of the MAT
 - 4.2 Religious designation
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1. Principles

- 1.1 In our schools, the education offer, welfare and safeguarding that our children receive is of paramount importance. In attending a school in a church-led MAT, children should experience an holistic approach to education that offers rich experiences in all areas of life and attends to the spiritual, moral, social and cultural dimensions of human life. In a nutshell, children should experience “life in all its fullness” John 10:10.
- 1.2 Values embody the approaches the Trust and each school should take, enshrined within the concept of ‘family’, in its widest sense, and applied in all its relationships and partnerships, internal and external.
- 1.3 The Church of England’s Vision for Education lies at the heart of every church-led MAT, even though some community schools may be located in the MAT. This is not inconsistent; the CE Vision is written to ‘serve the common good’ for all types of school. It does not in any way alter the statutory arrangements for religious education and collective worship in Community schools. That position is protected in the MAT Articles of Association and in the funding agreement for each school.
- 1.4 School Improvement is the most crucial core purpose of every MAT. High standards of attainment and rapid progress in pupil outcomes enhance the life chances of individual children and meet the expectations of parents. Each school and each MAT must prioritise school improvement and take all necessary steps to improve on previous performance.
- 1.5 Another key driver in church-led MATs is inclusion. Church schools are not faith schools for the faithful, rather church schools serving their communities. This approach enables schools within the MAT to retain the essential characteristics of their community. The performance of disadvantaged groups and vulnerable children is central to our work. All steps to narrow and eliminate gaps in performance should be taken, with early intervention a high priority.
- 1.6 The MAT itself should demonstrate Christian distinctiveness in its organisation and in its ways of working. This Christian distinctiveness should be evidenced in its policies, practices and relationships within and external to the MAT, particularly in its inclusive approach. The MAT holds a particular responsibility and accountability for Christian distinctiveness for the Church schools within the MAT. Schools without CE status should understand and support the relationships with the national church and Foundation governance arrangements in the MAT. For example, the vision, values and relationships that underpin the MAT’s ways of working will reflect the equal value of all schools and children in the MAT regardless of any religious designation and alongside the specific Christian foundation of the church schools.
- 1.7 This should also be evidenced in its financial management and business operations. All systems should be operated correctly and be subjected to both internal and external audit. Each school should seek to create an annual, balanced budget and to operate within its means. Any positive balances

should be within recommended financial limits and should only be accrued for reasonable contingencies or short-term capital projects.

- 1.8 Each church-led MAT sits within the Diocesan family of schools and MATs. Each contributes to the delivery of the Diocesan strategy, vision and priorities. As specified in other sections of this paper, each MAT will be accountable to the Diocesan Board of Education (DBE), through the Diocese of Bristol Academies Company (DoBAC) (the diocesan umbrella trust) as identified in section 3.

2. The National Memorandum of Understanding

- 2.1 The national Memorandum of Understanding between the Church of England Education Office and the Department for Education, April 2016 states,

"It is recognised by The Department of Education that any judgements as to the religious character of church schools and the sufficiency of any protection of that character are solely for the DBE..."

The expectation is that model documentation (articles of association, the church supplemental agreement and the special clauses for the funding agreement and supplemental funding agreement) agreed between the National Society and the department (DFE) will be used....

It is the expectation of the Secretary of State and the National Society that the RSC and their staff, DFE officials, EFA officers, DBEs and their staff will comply fully with the terms of this memorandum. (MOU p5 Key principles).

- a) *The department respects the statutory right and requirement for the consent of various diocesan bodies to allow a church school to become an academy.*
- b) *Our shared expectation is that, in the vast majority of cases, church schools that wish to convert will do so as part of a MAT with governance arrangements that reflect, at member and director level, no dilution of the level of church governance and involvement as it was immediately prior to conversion.*
- c) *Subject to (b) above our shared expectation is that consent will only be withheld in exceptional circumstances, for example where both the DBE and RSC agree that the relevant church school lacks capacity to operate as a stand-alone academy and there is at the time no suitable multi-academy trust available; or should the DBE have serious concerns about the school's capacity or intention to sustain its religious character.*
- d) *In all other cases, and subject to, (i) the satisfaction of any conditions that may be required by the DBE in the letter of conditional consent,*

including those that relate to ensuring that the religious character and foundation of the school is maintained; and (ii) consistency with the DBE's strategy for development of MATs and academies, we expect the DBE's final consent to be quickly forthcoming.

- e) *The DBE's and RSC's expectation is that the governing body of any maintained Church of England school wishing to become an academy will approach the DFE as early as possible to discuss their options for conversion and agree the process for securing the consent of the DBE."*

2.2 Therefore, the DBE has established the parameters and criteria that it requires any group of schools to adhere to if they wish to set up a church-led MAT. This needs to be agreed to the satisfaction of the Diocesan solicitors, Harris and Harris of Wells.

3. The Diocese of Bristol Academies Company (DoBAC)

3.1 DoBAC was created as an incorporated charity by the DBE in 2011 as a "Diocesan Umbrella Trust" as one of the steps enabling Church schools wishing to become academies to do so. Diocesan Umbrella Trusts are corporate bodies (and hence legal persons) wholly owned by DBEs.

More specifically, DoBAC was set up;

to perform a role in the Diocese in helping and supporting Church of England Academy Trusts to fulfil the responsibilities outlined here:

- i. the standard of education provided at the academies operated by them;*
- ii. school improvement and*
- iii. the conduct of the academies*

in relation to their schools/ academies and also as a corporate member of each of the Church of England Academy Trusts also to challenge and to hold governors to account in this regard, (Preamble b. page 2, DoBAC Articles of Association).

The Charity's Objects are to advance for the public benefit education in the Diocese of Bristol or elsewhere, and in accordance with the Principles of the Church of England in particular, but not exclusively, by:

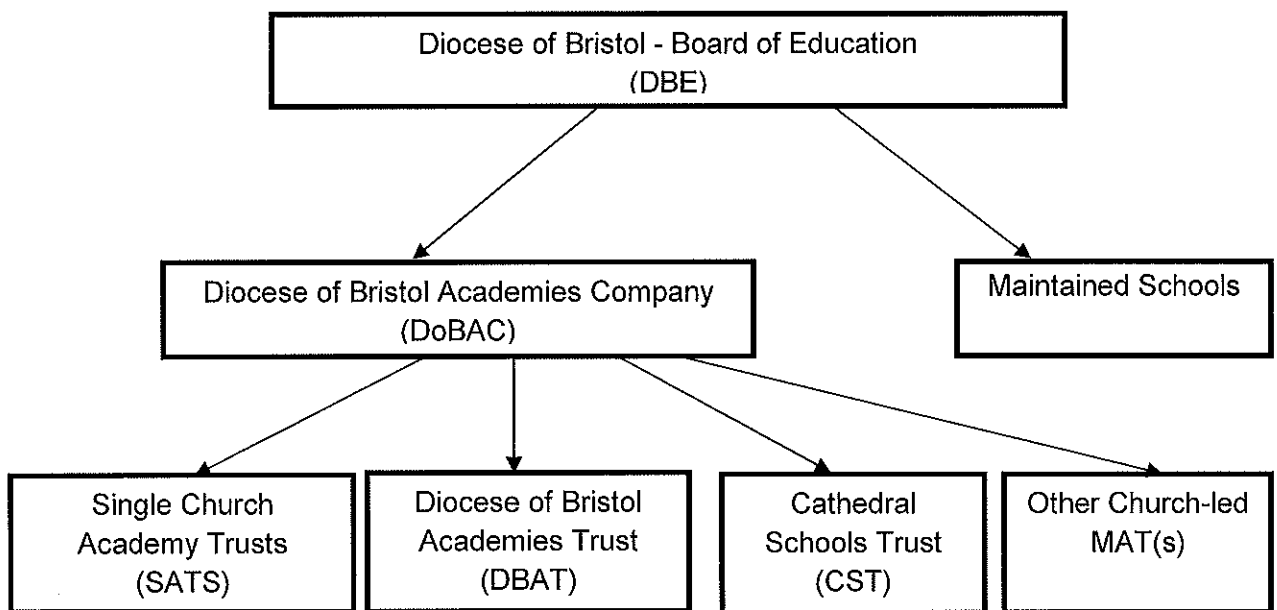
- i. Promoting the efficiency and effectiveness of Educational Institutions and the efficient and effective application of resources for such purposes including by promoting and disseminating models of good practice and by the delivery of support services to such institutions;*
- ii. Advancing the education of people who work or volunteer in or govern, educational institutions in order to assist those persons to deliver a high quality education to the pupils and to communities served by those institutions;*

- iii. *Establishing and maintaining academies (primarily but not exclusively Church of England academies) under the direction of the Board of Education;*
 - iv. *Fostering the Christian ethos and practice of Education Institutions.*
- (Objects 3.1 – 3.2 page 4, DoBAC Articles of Association).

3.2 A diocesan multi-academy trust, DBAT, was formed by DoBAC specifically to accommodate a mixture of sponsored and converter academies. DoBAC anticipates other church-led multi-academy trusts will be established in the Diocese.

Each MAT will report to DoBAC. DoBAC will work closely with the DBE in discussions about any new academisation structures. The DoBAC Directors and Members must be satisfied that any MAT is set up correctly, on behalf of the DBE.

This structure diagram represents the relationships now in place for new church-led MATs.



3.3 DoBAC is a Corporate Member of each SAT. DBE Officers receive papers from each SAT and attend Annual General Meetings. In turn DoBAC reports to the DBE annually.

3.4 DoBAC will be a Corporate Member of each church-led MAT and nominate an appropriate proportion of Directors; at least one and normally no more than 25% for a VC style MAT. In a VA style MAT all directors are appointed by the Members except for any elected parent directors where these exist.

4. Church-led MATs

4.1 Meaning and Composition of the Church-led MAT

- 4.1.1 A Church-led MAT is one where the enduring Christian character of the whole academy trust and the foundations of the CE schools within it are secured and sustained. The Instrument of Government for any VAVC school demonstrates the continuity between the 'old' school and the 'new' school (post academisation).

'Recognising its historic foundation, the school will preserve and develop its religious character in accordance with the principles of the Church of England and in partnership with the Church at parish and diocesan level.'

'The school aims to serve its community by providing an education of the highest quality within the context of Christian belief and practice. It encourages an understanding of the meaning and significance of faith, and promotes Christian values through the experience it offers to all its pupils.'

This arrangement is secured through particular reference to Religious Designation; Distinctive Christian Vision, Values and Ethos; Governance; Collective Worship and RE; Leadership; Chaplaincy; Relationship with the local Church of England community; and its Relationship with the DBE.

- 4.1.2 In addition to the clear educational requirements set out in the DoBAC objects and nationally from the DfE, the DBE will expect any church-led MAT to provide assurance, through the company's articles, the DBE Principles above and any additional agreements, that it will maintain this enduring Christian character and foundation through having a majority of schools from the total number of schools in the MAT being CE schools, **OR** the majority of children educated across the MAT to be attending the church schools within it.
- 4.1.3 This may not be possible at every point during the growth of the Trust, but at no point shall CE schools be in a significant minority.

4.2 Religious designation

- 4.2.1. A Church of England LA maintained school will have 'Voluntary Controlled' or 'Voluntary Aided' status. If the school then converts to an academy, this previous status will determine the foundation (i.e. "Church" appointed) governance of the school. To secure a stronger and enduring Christian character, a community school joining or within the Trust may apply for religious designation and gain CE status at any time subject to approvals and consultation with the Department for Education and DBE.
- 4.2.2. The charitable objects of a Church Minority (VC style) MAT require the Directors *'in relation to each of the Academies, to recognise and support their individual ethos, whether or not designated Church of England'*.

4.2.3 If a church-led MAT is successful in bidding for new schools, for example in new housing areas, through any route, DBE will expect all such schools to be set up and designated as CE schools from their inception.

4.2.4 With religious designation, the religious character/ distinctiveness of a CE school must be sustained. This includes all aspects of this Memorandum, and is met through the ways of working. Specifically this includes:

- Regular SIAMS inspection with an expectation that all DBE schools are judged at least 'Good' (see 15.1)
- Annual School self evaluation and development planning for Christian distinctiveness against the SIAMS framework and the school vision and values
- A strong Vision statement that is understandable to pupils and aligns with the National CE Vision and Diocesan Vision
- Commitment of staff members and governors to the preservation and development of the Christian distinctiveness, (evidenced for example in governor minutes, attendance of RE leader/ headteacher at training, attendance of Directors / Members at relevant DoBAC training. Close working with the diocesan Schools Adviser(s) and collaboration in diocesan projects and joint working is strongly encouraged.
- The Bristol Diocese denominational syllabus is the same as the Locally Agreed Syllabus.
- Policies that influence practice, as laid out in the SIAMS framework, for example for Collective Worship, Spiritual, Moral, Social and Cultural development etc.
- Foundation governance in the required proportions and rapid appointment after vacancy
- Staffing recruitment, induction, ongoing training and appraisal procedures that keeps the religious character, values and ethos of the school as central
- A daily act of Collective Worship that meets statutory expectations, as applies in all church and non-church schools, and is valued highly by the whole school community as an important part of each day (see 10.1)
- Religious Education to all pupils in all age groups that meets the RE Statement of Entitlement and Locally Agreed Syllabus requirements (10.1)

4.2.5 At all times the CE schools and Church-led MAT are encouraged to work in collaboration and openness with the diocese and other church schools, specifically through the Schools Adviser(s) for challenge, support and sharing of practice.

5. Governance

5.1 Definition of Foundation governance

Foundation governance (Directors, Members and those at Local Governing Body/ Local Board level) are *'appointed for the purpose of securing that the character of the school including, where the school has a particular religious character, such religious character is preserved and developed.'* Taken from School Governance (Constitution) (England) Regulations 2012.

5.2 The MAT Main Board

- 5.2.1 The Board of Directors of any Trust is ultimately responsible for the governance of all the schools in the MAT. The Board of a church-led MAT (also referred to as 'The Company') must therefore be constituted in a way that is commensurate with the VC or VA status of the schools in it.

"Church schools that wish to convert will do so as part of a MAT with governance arrangements that reflect, at member and director level, no dilution of the level of church governance and involvement as it was immediately prior to conversion." (National MOU 1b)

This means that if one or more of the schools within the MAT is a former VC school, the DBE expects the Main Board of Directors to number at least four Directors, with at least 25% foundation governance. If one or more of the schools within the MAT is VA, the DBE would expect the Main Board to number at least four Directors appointed as provided for in the model Articles of Association for church majority MATs approved by the DfE.

- 5.2.2 Any church-led MAT will undertake not to appoint to the Main Board, or the Local Governing Body of any CE academy, any person who the Trust knows, or ought reasonably to know, will be likely to undermine or ignore the religious character and status of the Academy Trust.
- 5.2.3 The foundation directors of the MAT Board appointed by the Diocese (DoBAC) will take a leading role in maintaining and developing the Christian ethos of the MAT as well as the promotion of education excellence, and will be chosen because they possess the necessary skills and experience to share in the running of a MAT and ensuring the company remains in line with its Christian Foundation.

5.3 Local Governing Bodies (Local Boards) within the MAT

- 5.3.1 In the case of a former Voluntary Controlled school, foundation appointments to the Local Board will make up no more than 25% and a minimum of two of the Local Board. In the case of a former Voluntary Aided school, Local Board foundation appointments will make up an overall majority of two of the Local Board. A community school joining a church-led MAT will not have any foundation appointments at Local Board level.

Example 1: the Local Board of each VC Academy would need to mirror the previous balance of church representation, i.e. at least two and no more than 25%. This could therefore be a Local Board of, say, 12 people, with three (25%) foundation appointments agreed by DoBAC.

Example 2: Any VA school Local Board would need to have at least 50% foundation governors with an overall majority of two – i.e. seven for a board of twelve.

- 5.3.2 The Directors of the MAT must ensure that all CE schools will include within their number of foundation local governors one ex officio foundation local governor. An ex officio foundation local governor takes the role by virtue of the office that they hold as parish priest of the parish in which the school is situated. When the person holding office from which the ex officio foundation governor role arises, leaves that office, their tenure as ex officio foundation governor will also come to an end. A list of ex officio foundation governor roles is held by the Diocese of Bristol Education Team.
- 5.3.3 A single Local Governing Body may be appointed for more than one school in cases where small schools are working together under one Principal. In that case where the Local Governing Body covers a mixture of VA, VC or community schools, careful thought and consultation with DoBAC will be needed to ensure that the Local Board honours the characteristics of the schools under that Board. The funding agreements of the schools and the Articles of the MAT will need to be checked to see what is possible but there should be no dilution of foundation governance at the level of individual Local Boards compared with what would have been the case for a maintained VA or VC school.

6. MAT Membership

- 6.1 In both a VC and VA type MAT, DoBAC must also be on the Membership of the MAT, with one Corporate Member.
- 6.2 In a SAT or MAT, the members are required to sign the attached Members Agreement laying out the responsibilities of Members.
- 6.3 The 'Diocese' as Corporate member is in the minority in the Church Minority model articles and church Directors are also in the minority. Consequently, in the rare and unlikely circumstances where the maintenance of the religious character (see 1.6) of an individual CE academy or the 'Church-led MAT' status itself was under threat and the present Directors or Local Governing Body members were not following recommendations to turn that situation around, the Members' Agreement provides that the Members as a whole will support the Diocesan Corporate Member in removing Directors and Local Board (governing body) members. Legally speaking, the actual removal of Directors is done by the Members as a whole thus not offending the rule that "who appoints can remove". The point of the Members Agreement is that they agree contractually to support DoBAC's decision. This power would only be

used in exceptional circumstances and therefore it is seen to be an emergency power.

- 6.4 In general, Directors, Members and Local Board governors should be made fully aware of the need to protect the religious ethos and character of the church schools within the MAT. Note that all Directors and Members of a VA style MAT have responsibilities to uphold the Christian foundation of the church schools within the MAT. In a VA style MAT, no particular Directors hold the 'foundation' role any more than any other. It is a joint responsibility across the Board and membership. In a VC style MAT, specific Foundation Directors are nominated to protect and uphold the religious character of the VC schools.
- 6.5 In the rare and unlikely circumstances where the maintenance of the religious character (see 1.6) of an individual CE academy within a MAT or the 'Church-led MAT' status itself is judged to be at threat following two or more visits by the Diocesan Schools Adviser, (these are visits separate to the SIAMS inspection process), and the Directors and Local Board governors are not following recommendations to turn that situation around, an additional SIAMS inspection may be arranged and funded by the Diocese.
- 6.6 If a school receives a SIAMS 'Satisfactory' or 'Ineffective' judgement at any time, be it within the regular SIAMS cycle or as a result of an inspection called by the diocese, the school will receive a re-inspection within three years, rather than the normal five year cycle. In this case, a Schools Adviser will work closely with the school, MAT Directors and the Local Board to put in place a robust action plan to ensure the school staff remedy any deficits and return the school to a place where it can expect at its next inspection to be judged 'Good' or Outstanding'. If there is a repeat of one of the two lowest judgements at the repeat inspection, or the adviser visits do not indicate that sufficient and rapid progress is being made, the DBE will be advised to consider the status of the school within the MAT, including potential removal from the MAT.

7. Articles of Association

- 7.1 DBE expects all church-led MATs to use and retain the latest model Church School Articles (Church majority or Church minority). The character of a former community school is protected through these articles and through the funding agreement. These articles need to be agreed to the satisfaction of the Diocesan solicitors, Harris and Harris of Wells.

8. Sponsoring a failing school

- 8.1 In the event of the church-led MAT being asked or required to sponsor a failing school, the first consideration is to the capacity of the MAT to secure rapid improvement of the failing school, in particular those matters relating to

educational achievement, any Ofsted key issues, and financial stability, without causing detriment to the existing academies within the MAT.

- 8.2 DoBAC agreement is necessary to ensure the overall Christian character of the MAT is preserved according to 1.6. This is especially important in considering the numbers of pupils in the Church schools or the number of Church schools in the MAT if the failing school is a Community School.

9. Staffing appointments

- 9.1 The Chief Executive of the MAT and School Principal appointments (and Vice Principal appointments in CE academies with an Ofsted judgement less than 'Good') must involve the Diocesan Director of Education or his/her representative in the appointment and interview process in an advisory role to ensure the continuing strength and further improvement of the educational vision for pupils, the Christian Distinctiveness and character of each academy, and the quality of Collective Worship and RE teaching.

In making appointments, the MAT must make applicants aware of the school's Church of England character and Christian ethos and the importance of this in framing its educational vision and strategy.

- 9.2 The advertising, application packs, person specifications and job descriptions for any of the appointments referred to above should make explicit reference to the Christian character of the Church of England school(s) and the role of senior leaders in nurturing and developing a distinctive Christian ethos. These should be drafted in accordance with Diocesan guidance.
- 9.3 For senior posts in all the VA Church of England schools and church majority MATs or ex-VA academies, the MAT should take into account the religious affiliation and beliefs of applicants, and should wherever reasonably possible appoint practising Christians to leadership posts, subject always to the powers given them in the Education Acts and the requirements of the Equalities Act 2010 and any other relevant legislation.
- 9.4 In respect of VA converter, VA sponsored academies or a VA style Trust, the religious views and affiliation of candidates can be taken into account in respect of all teaching posts and are important considerations for the roles of Chief Executive, Principals and other senior leaders. There may also be some non-teaching posts in these academies for which appropriate religious practice or views will be important and an "Occupational Requirement" therefore may be appropriate.
- 9.5 In respect of VC converter, VC sponsored academies or a VC style Trust, consideration should always be given to candidates' religious views and practice when appointing senior staff. The Chief Executive and Principals may be asked questions to ascertain whether they hold views that are appropriate for someone leading a church school or Church-led Trust. Candidates for ordinary teaching posts cannot be asked about their religious views and

practice, but can be asked about their willingness to support the school's/ MAT's Christian ethos. Nor can there be any Occupational Requirement in respect of a non-teaching post.

- 9.6 Candidates for all posts within a Church-led MAT should be made thoroughly aware of the church character of the academy or Trust and that they will be expected to be supportive of its Christian ethos.

10. Collective Worship and RE

- 10.1 The church academies within the MAT must comply with the DBE guidelines and statutory or contractual expectations concerning Collective Worship policy and RE policy, including the C of E Statement of Entitlement for RE, and consult with the DBE on these and other policies and practices relevant to the academy's religious and spiritual character, as the Trust commits to do in its funding arrangements with the Secretary of State for Education.

11. Partnership working

- 11.1 Any church-led MAT shall look for opportunities to work wherever possible in partnership with other church-led MATs including DBAT and SATs of which DoBAC is a member. There is no Trust hierarchy or seniority to any DoBAC SAT or MAT company. This is in accordance with the Principles above and for the mutual benefit of each company, the educational advantage of local children and young people and to strengthen the role, scope and influence of the Church of England in the region.
- 11.2 Any Trust should maintain links with the C of E parishes, deanery(ies) and cathedral within which its Church of England academies are situated. The Trust should encourage C of E schools in the MAT to make links with other C of E schools in its diocese and local area, whether or not they belong to the church-led MAT as all are part of the wider family of C of E schools.

12. Service provision and procurement

- 12.1 Any church-led MATs shall consider potential opportunities to work with other church-led MATs and SATs within DoBAC regarding the provision of services, looking where possible for procurement opportunities to maximise economies of scale and value for money for each organisation.

13. Chaplaincy

- 13.1 The Trust, in consultation with DoBAC is able to retain or establish chaplaincy arrangements and must arrange appropriate supervision for chaplains.

14. Admissions

- 14.1 Any Trust must give due regard to the Diocesan Guidelines on Admissions and consult the DBE over any changes to admission arrangements for the Church of England Academies. This consultation must take place prior to any public consultation period.

15. Inspection and Compliance

- 15.1 The Christian character and foundation of the Church of England Academies will be monitored formally through a denominational SIAMS inspection. A SIAMS inspection is likely to be carried out no more frequently than every three years and usually every five years.
- 15.2 At any other time, should a Church of England Academy be deemed by the DBE to be in breach of its obligations to the DBE and the Principles above, the Director of Education and/ or Chair of DBE, will meet with the Principal and the Chair of Governors to discuss the alleged breach and agree an acceptable resolution. If an acceptable resolution is not agreed, the DBE may exercise its right in the Church Supplemental Agreement to request intervention from the Secretary of State usually through the Regional Schools Commissioner and/or commission a denominational inspection or school review. The procedures of the Diocese of Bristol Members' Agreement should be followed in every respect.

16. Property

- 16.1 The freehold (or leasehold as the case may be) of any Church of England Academy site will continue to be held by the existing body of school trustees (e.g. the Bristol Diocesan Board of Finance) and be occupied by any Trust for the purposes of operating a Church of England School by means of a Church Supplemental Agreement. Any Trust may not change its Articles without the consent of the Trustee(s) of any site occupied by any of its Church Schools, as well as the consent of the Diocesan Board of Education.
- 16.2 The Trust will consult the DoBAC over any changes to the name of a Church School, and will not change the name of any Church school whereby that school's Christian character is not apparent from its name.
- 16.3 The MAT and each individual school within it will be liable for all costs of both parties in regard to the formal transfer of property and all other legal matters pertaining to the academisation as well as a contribution to staff costs. Legal and associated costs will vary but the additional contribution to staff costs is currently £3000.

17. Reporting to DoBAC

- 17.1 All church-led MATs will report to DoBAC at least annually. DoBAC in turn reports to the DBE annually.
- 17.2 To provide sufficient confidence to the DBE, the key components of this reporting and accountability will include:
- educational standards and progress in all CE schools in the Trust and the Trust as a whole;
 - Christian distinctiveness in all CE schools (including SIAMS, Collective Worship and RE);
 - Financial accountability (as required by the Academies Financial Handbook, including assurance given in the annual external audit report and a three year forward plan);
- 17.3 The Members and Directors of the Trust will be invited to training and development opportunities by DoBAC from time to time. Every effort should be made by Members and Directors to ensure attendance where appropriate.

18. Rebrokerage

- 18.1 Should a Church of England academy in the trust receive an Ofsted Inadequate / Requires Improvement judgement or SIAMS Ineffective/ Requires Improvement grade, then the Trust must notify DoBAC immediately and ensure their involvement in writing an action plan for effective improvement.
- 18.2 If the Regional Schools Commissioner or their successor body considers that the Trust does not have the capacity to bring about rapid improvement in the academy and recommends rebrokerage to a new Trust, every effort to enable rebrokerage to the Diocese of Bristol Academies Trust must be considered first, followed by other church-led Trusts within the Diocese of Bristol DBE family. Generally, rebrokerage to non church-led MATs will not be permitted.
- 18.3 Similarly, if an academy within DBAT requires rebrokerage, then other church-led Trusts within the Diocese of Bristol DoBAC family will be considered first.

19. Operative Force

- 19.1 This memorandum was approved by the DBE in June 2018 and is intended that the Members and Directors of church-led MATs, and members of Local Boards all agree to fully and effectually adhere to and abide by the terms of it. All new Members of church-led MATs will sign an agreement to do so. Undertakings on the part of MAT Directors and members of Local Boards to fully and effectually adhere to and abide by the terms of the Memorandum will be required under the Articles of Association of each MAT.

Chair of the Diocese of Bristol Academies Company

Signed _____

Print name _____

Date _____

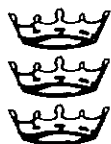
Chair of the Board of the Church-led Multi Academy Trust

Signed _____

Print name _____

Date _____

Name of MAT _____



Diocese of Bristol
Creating connections

Appendix 2:

ESSENTIAL GUIDANCE FOR CHURCH OF ENGLAND SCHOOLS MOVING TO ACADEMY STATUS IN THE DIOCESE OF BRISTOL

Version 2: June 2018. This Guidance should be read in conjunction with Appendix 1 and may be revised regularly in light of changes to the law, as well as CE and DBE strategy and guidance.

Essential Guidance for Church of England schools moving to Academy Status in the Diocese of Bristol

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5. The Academy Conversion Process and Church Schools

5.1 Converter Academies – Flow Diagram

1. Introduction

The Church of England has been a provider of education for many centuries and has adapted to the numerous structural changes that have taken place over that time. The current academy model of State school provision is another change in that long history and one in which Church of England schools will engage, adapt and thrive.

Although organisational models and structures in education are developed and reinvented over the years it is essential that underlying Christian principles and the distinctively Christian education at Church of England schools remains constant and is recognised and supported during these changes. The ability of the Church of England to consistently deliver this Christian education has been made possible through a series of established legal and organisational structures and in particular the governance and asset ownership of its schools, and it is essential that these important aspects, which will enable the continuation of Christian education in perpetuity, are not compromised at this point in history when a Church of England school moves to academy status.

This document provides essential information and guidance to Church of England school Governing Bodies considering academy status (and for Multi-Academy Trusts considering formation with Church of England schools in the organisation) and as such it focuses on those aspects of academy conversion and consents that are specific to Church of England schools in the Diocese of Bristol.

This Appendix does not aim to consider any wider matters in relation to the academies, nor does it aim to provide guidance on the wider academy conversion process, excepting in its interface with the Church school specifics. However it is important to understand that such general guidance does not address the specific Church schools matters identified in this document and therefore it is vitally important that Church schools in the Diocese of Bristol give precedence to this specific document and associated processes over any other more general guidance on academy conversion.

1.1 First Steps

This guidance has been developed by the Diocese of Bristol with help from other dioceses to support Church of England schools moving to academy status and for Multi Academy Trusts (MAT) wishing to include Church of England schools in their organisation.

The role and place of church schools in the overall mission of the Church of England is of prime importance. The Bristol Diocesan Board of Education (DBE) through DoBAC is committed to working with a Governing Body of a church school to enable the school's successful move to academy status in a model which upholds and supports its Church of England Foundation and Christian distinctiveness.

The Academy conversion process for Voluntary Aided and Voluntary Controlled schools is without doubt more complex than is the case for Community schools and therefore it is essential that schools and MATs appreciate that this additional complexity inevitably takes more time and requires additional consideration and process than a similar academy conversion at a Community school.

Early engagement with the Diocesan Board of Education is **essential** as soon as a church school is considering academy status or if a church academy is considering joining or forming a Multi Academy Trust. The initial engagement can be through the church school's dedicated Diocesan Education Officers, the Diocesan Director of Education or Diocesan Governance and Admissions Adviser.

A church school's engagement with the Bristol Diocesan Board of Education must take place **prior to** any exploratory work in assessing possible MAT/academy partners and **well before** any engagement with the DfE or Regional Schools Commissioner (RSC). Experiences of other dioceses show that where church schools and MATs commence matters without the support and guidance from the Diocese, the academy conversion process inevitably runs into difficulty with negative outcomes affecting cost, delays in the programme and strained relationships.

Schools will have a specific named lead officer in the Diocese throughout the process while working with a variety of officers.

1.2 Contact details

Contact the Diocesan Director of Education on 0117 906 0100 or through <https://www.bristol.anglican.org/contact-us/>

2. Church School Foundation and Academy Status

2.1 Site Trusts and the Need for Site Trustee Consent

All Church of England schools have a Site Trust Deed which established the school as a Church of England school. The Trust Deed stipulates the principles and legal conditions under which the institution was established and should be run. The Site Trustees also hold (own or lease) the land and buildings to be used for the purpose of their trust.

Over the passage of time the original Trust Deeds at a small number of church schools have been mislaid or accidentally destroyed and (if they cannot be recovered from the National Archives) they may need to be reinstated and approved by the Charity Commission, sometimes causing a significant delay.

The Site Trustee at the majority of church schools in the Diocese of Bristol is the Bristol Diocesan Board of Finance Ltd (DBF), but there are also a significant number of church schools that have the local Vicar and Churchwardens as Site Trustees. There is also a smaller number that have one or more named individual historic trusts. In a very small number of cases individual Trustees were named and have since died and the trusteeship has not been clearly passed on down through the ages and they will require reconstituting.

Although the move to Academy status does not alter the Site Trust of a Church of England school – it still remains a Church of England school, held on Trust for the purpose of the Trust administered by the Site Trustees – the move of voluntary schools to academy status does require the Trustees' consent. Therefore if historic Trustee matters need regularising prior to academy conversion taking place, then it will inevitably have implications on the conversion programme and legal costs. Ownership of land will need to be deduced if not registered at the Land Registry.

Early engagement with the Diocesan officers to undertake an initial assessment of possible Site Trusteeship issues is essential when any church school is first considering academy status, and this will also assist in the early discussion with the Trustees in preparation for the consents process.

The Site Trustees of a Church of England academy need to be more active in fulfilling their duties than would have been the case when the school was a voluntary school as part of the maintained education system. The Academy Trust needs to seek permission from the Site Trustees for any works to the land and buildings (as these are owned by the Site Trustees) that are more than minimal. The Site Trustees are required to consider any legal changes that may impact on the Trust Deed requirements, and they need to ensure that the Academy Trust adequately safeguards and insures the property and any third party liability. They may also become a Member of the Academy Trust company, with the associated responsibilities that brings.

2.2 Diocesan Consent

The legislation governing the conversion of maintained schools to academy status recognises the relationship church schools have with their trustee bodies and the statutory role of the Diocesan Board of Education (DBE) as the relevant religious authority under the Diocesan Board of Education Measure 1991. A Governing Body of a Church of England school requires the consent of the Diocesan Board of Education, of the trustees and of any body that appoints Foundation Governors, in order to become an academy.

The Bristol Diocesan Board of Education will grant Diocesan consent for a Church of England maintained school to convert to a Church of England academy where it is evident that such a move does not compromise:

- the foundation and operation of the school as a Church of England school;
- its relationships with the Diocese and Parochial Church Council;
- its Foundation governance structures;
- its site trust assets; and
- its future sustainability and quality of education delivered.

The Diocesan consent will only be given in accordance with the *Diocese of Bristol Memorandum of Understanding* (Appendix 1) and *Members Agreement*.

Although such consents are not expressly required under the Academies Act 2010, in the case of forced academy conversions of underperforming schools, none the less such a conversion cannot happen without the consent of the Site Trustees as landowner.

2.3 Bristol Memorandum of Understanding and Members Agreement

The Bristol Diocesan Board of Education (DBE) prepared a *Memorandum of Understanding* (Appendix 1) to confirm the ongoing relationship that exists between the Church of England Diocese of Bristol and a Church of England School/Church of England Academy as the school moves from voluntary school status to an academy and/or into a new Multi Academy Trust.

The document identifies how this relationship is enacted in certain actions and engagements with the DBE, the Site Trustees and the wider Church. Many of these actions and engagements will not have been so prominent when the Church school was Voluntary Aided or Voluntary Controlled but they are now required as an Academy so as to enable the parties to adequately discharge their wider duties. The actions and engagements identified in the *Memorandum of Understanding* are a conditional requirement of the consent from the Bristol Diocesan Board of Education and the Site Trustees for a church school moving to academy status.

An all-inclusive fee will be charged by the Diocese for the works of its officers in supporting the church school aspects of the academy conversion. The amount and timing of the charge will be explained by the Lead Officer during

the early discussions, but will routinely be £3000 (2017). In addition, the school must meet the legal costs of all parties.

2.4 The Diocese of Bristol Academies Company (DoBAC)

The Diocese of Bristol established the Diocese of Bristol Academies Company (DoBAC) in 2011 to discharge many of its functions for Church of England academies. DoBAC is required, in part, due to the unincorporated nature of the Bristol Diocesan Board of Education (DBE). Although Bristol DBE is a statutory body, formed under the Diocesan Board of Education Measure 1991 legislation, it is not a corporation in its own right. DoBAC is the DBE's creature and has no independent life beyond what is required for the purpose.

As a Diocesan Umbrella Trust, DoBAC has a small number of Members/Trustees who undertake its role as Corporate Member of Academy Trusts on behalf of the DBE and absolutely under its policy direction. DoBAC is a Corporate Member on each Academy Trust. DoBAC appoints (and can remove) the Foundation Directors on that particular Academy Trust Board or MAT Board (alongside other Foundation Members as set out in the company's Articles). DoBAC will also be responsible for making Foundation Governance appointments at all levels of governance within the Academy Trusts, as currently fulfilled by DBE for CE schools.

Diocesan consent to academy conversion will require the DoBAC Member and Foundation Directors to be in place ahead of conversion. Appointments are progressed via the Diocesan Board of Education Governance and Admissions Officer. DoBAC representatives will be required to attend training and receive briefings to support their particular role in representing the Diocese in the life of the Church of England academy at Member level.

DoBAC's work includes:

- a) Considering proposals for a church school to move to academy status and provide conditional consent (if appropriate) on behalf of DBE and making consent recommendations to the Foundation Trustees, and ensuring the conditions are discharged prior to academy conversion.
- b) Considering proposals for a church academy to join or form a Multi-Academy Trust (MAT) and provide conditional consent (if appropriate) on behalf of DBE and making consent recommendations to the Site Trustees and ensuring the conditions are discharged prior to conversion.
- c) Providing assurance to the DBE that Foundation Governance protects the Church of England Foundation and Christian distinctiveness at all levels of the Academy Trust organisation and corporate structure.

2.5 Conditional Consent

A school's application to the DBE can only be made with the school and the Academy Trust's agreement to the ongoing actions and processes supporting the relationship between the Academy Trust, Diocese and Trustees of the Church of England school sites, (usually the incumbent and churchwardens) as set out in the Memorandum of Understanding (Appendix 1). Therefore in bringing forward a request for consent to DBE, the school and Academy Trust will be required to give confirmation of this relationship in their documentation.

The Diocesan Officer will assist the individual church school and MAT in preparing a written submission and presentation. The presentation may include an element in which the individual church school will meet with DoBAC separately from the MAT it is joining (where applicable).

A successful due diligence exercise and presentation will result in the diocese providing a Conditional Consent for conversion. The conditions will need to be met in full in order for the conversion to take place and for the legal documentation to be signed.

Each Conditional Consent will be individual to a particular church school and MAT to ensure that the conditions as specified in the MoU are met. This includes:

- a) The suite of DfE academy conversion documents as approved by the National Society as appropriate for Church of England schools have been used
- b) DBE has approved the governance structure of the academy/MAT (including Local Governing Bodies)
- c) DBF/DBE/ DoBAC and the Trustees have formally confirmed satisfaction with all academy legal documentation. *Note: It is a condition that a Church Supplemental Agreement and Supplemental Funding Agreement are prepared for all church school academy conversions (irrespective of the land/building and/or trusteeship arrangements)*
- d) DBE has received from the school/MAT copies of the consent given by the Trustees of Church of England school sites, (usually the incumbent and churchwardens if not the DBF), and from those bodies empowered to appoint Foundation Governors.
- e) The Diocesan Trustee owners of the land and buildings will appoint solicitors to address Diocesan Trustee property legal matters together with the development and/or checking of the *Church Supplemental Agreement*. All relevant legal documentation and their professional fees are to be met by the school/MAT.

All land transfers, leases and other land and property issues are completed to the satisfaction of the Diocesan Property Team and the diocesan solicitors.

- f) DBE will appoint solicitors and their professional fees are to be fully met by the school/MAT. *Note: DBE will be obtaining legal advice regarding the academy conversion and checking of documents, including the Church Supplemental Agreement, Supplemental Funding Agreement and the Commercial Transfer Agreement in addition to any legal advice obtained by the Trustee owners of the land and buildings. This is to protect the long-term interests of the DBE.*
- g) Costs reasonably incurred by the Diocese, Trustees and their legal advisers in the consideration of and conversion of the church school to academy status (and/or in a move to a MAT) will be settled in full by the school/Academy/MAT within 21 days of receipt of invoice.
- h) DBE has received details of the outcomes of consultation with parents, the Parochial Church Council and the wider community.
- i) DBE is reasonably satisfied that the church school has undertaken the necessary due diligence exercise so as to ensure a smooth conversion from school to church academy (and/or in the move into a Multi Academy Trust) and has a sustainable future. *Note: DBE relies on reports from Diocesan Officers (Governance, Education and Property) to determine if it is reasonably satisfied that the due diligence has taken place and the risks are adequately managed. It is the responsibility of the school and Academy Trust to instigate and action any engagement with the Diocesan officers to address this condition rather than it being the responsibility of the Diocesan officers.*
- j) The Academy Trust provides evidence that insurances in the joint names of the Academy Trust/MAT and Foundation Trustee owners of the site and buildings are in place immediately prior to conversion (as required by the Church Supplemental Agreement) or that the Academy Trust is part of the ESFA's Risk Protection Arrangement (Church Academy option) and the church school has been duly registered in the scheme.
- k) DoBAC as a corporate Member, the named Foundation Directors and the named LGB Foundation Governors (where applicable) are formally appointed prior to conversion, working with the Diocesan Governance and Admissions Officer.
- l) The church school/academy/MAT provides a full copy of all the academy legal documentation (at no charge) to DBF within 3 months of conversion.
- m) The consent for academy conversion is subject to the ongoing relationships commitment between Academy/MAT and the Diocesan bodies and Site trustees as set out in the Bristol Memorandum of Understanding. The final signature of the legal academy conversion

documentation can only take place once the consent conditions identified by DBE have been fully signed off by the relevant Diocesan Officers, and the Chair of DBE as having been addressed.

3. Church School Governance and Academy Status

3.1 General

The move from maintained voluntary school to academy status is profound in Governance terms. The Governing Body of the voluntary school ceases to exist when the school closes and a new company is formed (the Academy Trust) with Members who own the company and with Directors who operate the running of the company. Some academies/MATs devolve some of the Director's duties to be progressed at Local Governing Body level (although the ultimate responsibility is retained at Director level).

For Church of England schools the representation of the church Foundation must be provided at all levels in the structure, Member, Director and Local Governing Body and their role as a Foundation appointee is to ensure the Christian distinctiveness and ethos is integral to the life of the academy. All Members and Directors are required to operate the academy in accordance with its Articles, Trust Deed and Foundation irrespective of how they are appointed, but the foundation directors and local governors have a special and specific role in that regard.

Schools moving to academy status are expected to move in line with their current Foundation arrangements i.e. if a VA schools moves to academy status the Governance model will have the Foundation in the clear majority (at Member, Director and LGB levels). This continuity with existing Foundation governance arrangements is a requirement in order for a church school to obtain Diocesan Consent and is supported by the National Memorandum of Understanding between the DfE and the National Society (April 2016). Early engagement with the Diocesan Governance and Admissions Adviser is essential in order to ensure appropriate models are explored from the outset, particularly when considering possible suitable MAT groupings.

3.2 Academy Foundation Members

Academy Foundation Members will be either in a majority or minority depending on the church school's previous Voluntary Aided or Voluntary Controlled status – the Foundation governance majority or minority is replicated 'as is'.

All church academies in the Diocese of Bristol will have the Diocese of Bristol Academies Company (DoBAC) as a corporate Member of their Academy Trust.

3.3 Academy Foundation Directors

Foundation Directors are appointed by DoBAC to represent the Diocese on the Academy Trust Board (alongside the Foundation Members appointed as set out in

the Company's Articles). *Note: The appointment of each Foundation Director is made by DoBAC in consultation with the MAT Board.*

In addition to their other Director duties, the Foundation Directors are appointed to represent the Diocese of Bristol on the Board, to promote and support close relationships between the Academy Trust, the DBE and the Foundation Trustees and in ensuring the Christian Foundation is integral to the life of the school/academy.

Foundation Director appointments for DoBAC are administered via the Diocesan Governance and Admissions Officer.

3.4 Local Governing Body Foundation Governors

Most Multi Academy Trusts have structures which include Local Governing Bodies / Boards (LGB) at individual school level. LGBs have an agreed scheme of delegation with the Directors of the Academy Trust which is discharged at a local level. LGB Foundation representation at church academies should be consistent with that at Director (Academy Trust Board) and Member levels.

Some Academy Trusts have adopted a model of Local Advisory Groups rather than LGBs. These groups do not have delegated authority but act as a local 'voice' in the organisational structures.

Foundation Local Governing Body (Local Board) members are appointed by the Diocesan Board of Education (DBE) and in addition to their other local governor duties, their specific role is to ensure the Christian foundation is integral to the life of the church academy at the local level.

Foundation Local Governor Board members will correspond with DoBAC via their DoBAC Member representative at the Academy and the DBE Governance and Admissions Adviser.

4. Property Matters

4.1 General

There are a variety of complex and individual property and land arrangements across schools in the diocese. Early engagement with the Diocese is therefore essential when a school is first exploring academy status so as to enable the Diocesan Property Services team, solicitors and any Trustees to assess land transfer issues ahead of academy conversion.

The ownership and control of any physical assets has been the basis of enabling and ensuring Christian education over many decades. The ownership and control of the physical assets is the ultimate means by which the Christian Foundation can be secured through past and future political change in the education system.

In the majority, but not all cases, the land and buildings at a VA Church of England School are owned and controlled by the Diocese or local Site Trustees; at a VC Church of England School the freehold of the land and buildings is usually held by the Diocesan Board of Finance. The freehold of the playing field land is usually held by the LA. On conversion into a MAT, these become the responsibility of the church-led Trust through the *Church Supplemental Agreement* (for diocesan property) or 125 year lease (for LA or other leased property/ land).

Where there is a Site Trust, a Trust Modification Order may be needed to allow the school to academise.

Legislation provides that the land and buildings of a school site provided by the LA be transferred to the Site Trustees. Over many years voluntary schools have grown, remodelled or relocated and in the past some of these changes have not been captured in land transfers. The move to academy status requires all historic land holding issues to be regularised prior to conversion. This is particularly important for the Site Trustees as the statutory requirement for land transfers applicable to voluntary schools is not also provided for academies. The time taken to finalise the legal requirements of such transfers confirmation by DoBAC can have a significant impact on the planned academy conversion programme, hence the need for investigating any issues early on in the process.

4.2 Land and Buildings Site Trustees Consents

The Site Trustees hold the land and property on trust and as such they have responsibilities under Charity Law to ensure that the purpose of the Trust is being fulfilled, that assets of the Trust are being used for the purpose of the Trust, that the condition and value of the asset is being maintained and that the asset is adequately insured or otherwise protected.

The Site Trustees permit the Academy Trust to operate on and within their property subject to enabling the Site Trustees to discharge their Charities Act duties and subject to meeting their costs. Key aspects of operation include:

- a) Adequately insuring the buildings and insuring the Site Trustees re third party liability in a joint-name insurance policy (or through the DfE Risk Protection Agreement scheme), and meeting the costs.
- b) Seeking Trustee (and Diocesan Authority) consent for works on or to the Site Trustees' assets (land and buildings), and meeting the cost of their technical advisers in assessing the proposals and associated administration.
- c) Ensuring no third party occupies the site without a suitable legal agreement being in place between the Site Trustees and the third party (and incurring no cost to the Site Trustees).
- d) Meeting all costs and discharging all statutory duties associated with the occupation of the premises.
- e) Recording the Trustees' land and building asset appropriately in the Academy Trust's end of year accounts (as being held under the

terms of the Church Supplemental Agreement rather than any freehold or leasehold ownership).

5. The Academy Conversion Process and Church Schools

The following diagram indicates the key stages of church school academy conversion for a Converter Academy. The success and ease of a church school academy conversion relies on the earliest possible engagement with the Diocese (see Section 1.1 – First Steps). It is essential that the church school discusses matters with the Diocese **before** exploring specific MAT partnerships and **before** any engagement with the DfE or Regional School Commissioner. Failure to progress matters in this order will inevitably result in difficulties with the academy conversion with subsequent implications of cost and time.

The Diocesan Lead Officer will guide and support the school/MAT in the church school specific aspects through the whole academy conversion process.

5.1 Converter Academies

The diagram indicates key elements of the 'converter' church school academy process.

