



Report of External Trust Governance Review

October 2022



1. Executive Summary

Gail Khan Associates (GKA) were commissioned by The Elliot Foundation Academies Trust (TEFAT) to facilitate a Trust wide review of governance.

This Trust Governance Review aims to provide Trustees with an independent oversight of the Trust's governance procedures across the whole organisation and provide assurance that:

- Governance is fit for purpose and meeting the needs and expectations of the Academy Trust Handbook, Members and the whole TEFAT community
- Current risks are identified and being mitigated
- There is compliance with the Trust's policies and procedures.
- The Trust is positioned well for further growth and organisational development.

These descriptors were further broken down into seven objectives, against which assurance to the Trust Board and executive team will be provided:

1. Governance structures, systems and processes are fit for purpose
2. Appropriate levels of scrutiny and oversight are in place at each organisational level
3. Effective governance leads to continual organisational improvement
4. There is sufficient clarity of roles and responsibilities such that there are no gaps or duplications
5. There is a clear distinction between management and governance
6. The new Community Councils are ensuring/will ensure that local stakeholders can positively influence their academies and the Trust
7. A culture of accountability can be readily evidenced.

To evaluate the descriptors and objectives above the GKA team:

- Considered the process and impact of decision making
- Considered the impact of the governance support provided to the Board
- Tested compliance with mandatory requirements.

As TEFAT grows in number of academies and makes significant changes to

its arrangements for governance at Academy level with the introduction of Community Councils (CCs), it is timely for this review to evaluate the following elements as set out in the DfE's Governance Handbook, 2020 and Competency Framework for Governance, 2017, which defines effective governance as based on six key features.

- Strategic leadership
- Accountability
- People
- Structures
- Compliance
- Evaluation

In summary, the Governance Handbook 2020 states that *“the purpose of governance is to provide confident, strategic leadership and to create robust accountability, oversight and assurance for educational and financial performance”*.

The three core functions of effective governance are described as:

- i. Ensuring clarity of vision, ethos, and strategic direction.
- ii. Holding executive leaders to account for the educational performance of the organisation and its pupils, and the effective and efficient performance management of staff; and,
- iii. Overseeing the financial performance of the organisation and making sure its money is well spent.

Although accountable in law for all governance arrangements, this does not mean that TEFAT Board is required to carry out all the Trust's governance functions, and many can and have been delegated by them to the Trust Board's Committees, Trust Operations Group and to its Principals and Community Councils at each of the Trusts' academies. This delegation of responsibilities is detailed in the Trusts' Scheme of Delegation (SoD). TEFAT SoD sets out the 7 layers of decision-making and 6 layers of Trust Board delegation:

- Members
- Trustees
- Board committees
- Chief Executive Officer/Accounting Officer

- Operations Group
- Community Council
- Executive Head/Principal

In line with good practice, TEFAT reviews the SoD on an annual basis with the last review undertaken for the academic year 21/22 in September 2021.

The effectiveness of governance at all levels in the organisation was investigated through analysis of documents and responses from:

- Members
- Trust Board
- Executive team
- Regional Directors
- Principals
- Community Councillors (CCs)

Methodologies employed included:

- Substantial document review
- On-line surveys circulated to:
 - Members
 - Trustees
 - Central Team (Directors)
 - Principals
 - Community Councillors (CCs)
- Group interviews using pre-agreed sets of questions (frames).

Interviews and contributions were provided via virtual meetings, a requested telephone conversation from a survey respondent, responses to online surveys and email. In total 20 people contributed to the interview reviews and 40 people contributed to the surveys, and this subsequent report.

Focus Groups for Community Councillors were scheduled but unfortunately could not take place as only two Community Councillors came forward. They were unable to attend the two dates offered and there was not appropriate representation to run a full focus group. They were encouraged to complete the survey in its entirety.

1.1. Governance structures, systems and processes are fit for purpose

Governance is fit for purpose: Evidence has shown that the right building blocks are in place with skilled, knowledgeable individuals and processes and systems that should be capable of delivering effective governance.

However, lack of capacity is an issue that has already been identified by the Board and executive team as an inhibitor to effective governance. Most groups and individuals interviewed identified that this was an issue and there are minutes and reports to the board that indicate also that this is the case. Two additional central posts have been approved for recruitment, which could possibly release capacity for the Governance Team, and will be advertised very shortly. Capacity on the ground is essential for effective governance across the board because scrutiny and oversight require accurate quantitative and qualitative information on performance from all levels of the organisation to be provided in a timely manner.

Lack of clarity and understanding of the role of CCs has also been identified as an inhibitor to effective governance at school level. From the sample who responded there are a small, but significant number of schools who are, as yet, unconvinced about the role of the CCs. With additional capacity coming for two people in the Legal, Governance and SEND team, which you would hope would alleviate pressures for the current team, this could be addressed quite quickly, filling the gaps in understanding, addressing wilful misunderstanding and enabling communication upwards for the Trust Board and central team to govern and lead efficiently and effectively.

Recommendation:

- Recruitment to the central team governance roles is speeded up to address the current capacity issues.

1.2.Appropriate levels of scrutiny and oversight are in place at each organisational level

There is appropriate scrutiny and oversight: There is evidence of high levels of effective scrutiny and oversight by some people and at some levels but there are inconsistencies across the organisation. This relates particularly within the regions and amongst the expectations and practice of existing and previous team members, for example, expectations of schools in London are different from those in East Anglia and West Midlands. Communications and messages are getting lost due to the complexity and volume of information being distributed.

Examples of good practice are evident however this is driven by the skills, qualities and behaviours of the individuals; there does not appear to be a routinely applied mechanism for evaluating good practice and sharing it systematically, neither is there a routine mechanism for assessing practice and making qualitative judgements on performance and using this to drive improvements where necessary. One such example would be within the West Midlands; evidence was provided which demonstrated extensive sharing of best practice, networking and collaboration however, this wasn't not evidenced to the same level for other regions.

At Board level, there is a large amount of information presented which is high quality and relevant. It is likely that the Board are not able to assimilate this amount of information in the time that is allocated in the meeting and given the fact that they are volunteers many of whom are likely to be in full time employment. Board papers are circulated prior to each meeting, and it is expected they are read by Trustees and committee members however, feedback on balance of contribution may indicate otherwise.

Academic Board has sufficient levels of scrutiny and oversight and this is routinely documented, however in many instances, the challenges applied at AB are not routinely documented at main Board level, giving the impression that appropriate scrutiny may not be in place. Minutes should reflect how the Board and its committee are working together and the degree of challenge that is being applied.

Recommendations:

- All Board reports include less information on what is being done and how it is being done and more information on why it is being done and the impact it is having. For example, Education report dated 1st April 2022, there are a number of key issues scattered throughout the document, which were not picked up in the recommendations, no questions were documented in the

minutes (if they were raised at the meeting), and templates for report papers are used inconsistently.

- There should be a 'pull-through' of AB Board minutes into the main Board minutes to document some of the 'holding to account' that is happening at AB level; also deadlines for further scrutiny to assess progress should be tightened up.
- Continuous, routine use of the newly developed governance rubric at all levels in the organisation to routinely evaluate the quality and effectiveness of governance across the organisation. Development of the rubric over time as needed to reflect updated self-reflection.

1.3. Effective governance leads to continual organisational improvement

Organisational improvement is taking place with some steer from the Board: There is evidence presented that shows high quality, focussed action plans which include relevant information and key areas for improvement and development. The pace of change is high.

It was not clearly evident how these strategic action plans were scrutinised at Board level as part of the Assess, Plan, Do, Review cycle.

Recommendation:

- Consolidate action plans into an up-to-date Strategic Plan that is managed through a disciplined programme management approach with reports to the Board by exception.

1.4. There is sufficient clarity of roles and responsibilities such that there are no gaps or duplications

There is not yet sufficient clarity of governance coverage, roles and responsibilities: There are gaps in governance coverage due to capacity as described above and because there is a lack of understanding on the role of CCs in particular.

There may be a duplication in role from the Operations Team when they undertake the monthly operational governance review. As senior managers and leaders there could be a perceived conflict if they are acting in governance mode for these meetings. For example, if you are fulfilling a governance role you are holding managers to account, if you are that operational lead can you realistically hold yourself to account?

- Once the new SEND and Communications roles are filled, releasing some governance capacity, there should be a further co-ordinated effort to describe and model effective governance by CCs as set out in the handbook.
- Ensure ongoing evaluation to measure the impact of the monthly operational team governance reviews (OGRs) and determine whether it is a governance and/or management function (or both) and set up reporting lines accordingly.

1.5. There is a clear distinction between management and governance

The distinction between management and governance is not always clear: There is a blurring of responsibility between governance and management and at times over reliance on the CEO's and executives judgements.

There are high levels of operational detail in Board reports which might tend to blur the distinction between management decision-making and oversight and scrutiny of management decision-making. One such example would be a Safeguarding report from July 2022 which included a headline highlighting there was a need for training regarding neglect and reference to serious case reviews: we saw no evidence of questioning or that training was subsequently organised for those in need. Why is this needed and what impact will the training have would be two such questions we would expect are answered within the report or asked at the meeting and recorded in minutes accordingly?

Recommendations:

- Board reports include less information on what is being done and how it is being done and more information on why it is being done and the impact it is having.
- Critically evaluate the functioning of the monthly operational team governance reviews and determine whether it is a governance function or management function and set up reporting lines accordingly.

1.6. The new Community Councils are ensuring/will ensure that local stakeholders can positively influence their academies and Trust

The new Community Councils are not yet ensuring stakeholders are positively influencing academies and the Trust: Some schools do not yet have a CC established and for some that do, the message about

the new roles and responsibilities of CCs and the importance of this role has not yet been heard and/or accepted by CCs and some school leaders.

It is acknowledged that the CCs are in the earlier days of their inception, with some running for a year and some only holding one meeting, this, in part, accounts for the wide variance of feedback from Principals and CCs throughout parts of this report. Although there may be handbooks and other materials in place, it is evident that not all CCs are either aware of them nor are using them as intended.

The change to Community Councils is entirely consistent with the TEFAT vision to improve lives and life chances of pupils and for local accountability. The CC Handbook is clear, and it should be evident what the expectations of the role are and how CCs can exert positive influence and better outcomes where needed.

School level governance documents vary widely (agendas and report formats) which means that there is inconsistency in approach and content for CC meetings.

Recommendations:

- Once new team members in SEND and Communications are appointed, freeing up capacity, a further co-ordinated effort is required to model, and scaffold the CC function and how it can improve the schools.
- School leaders are re-appraised of the importance of the CCs and encouraged to be part of the discussions and interventions promoting the concept of CCs and their importance.
- Create standard agenda and report templates with 'core/compulsory agenda items and the ability to add to but not subtract items. It is understood these are part of the CC Handbook, however variance of minutes provided suggest that this is not always being followed.

1.7.A culture of accountability can be readily evidenced

The Trust has a strong culture of accountability: There is evidence that there is an understanding of accountability across the organisation and how this is achieved.

Promotion of individuality at schools has meant that there is a tension between accountability and autonomy and some Principals and Directors acknowledge that this is the case.

The Academic Board (AB) is a decision-making group but is not a committee of the main Trust Board. Evidence was seen in AB minutes of searching questions and holding to account. This needs to be reflected in the Board level documents.

Recommendation:

- Academic Board to be a clear decision-maker and more directive in its deliberations
- A review of the Terms of Reference of the Academic Board could help to address decision-making structures
- AB minutes to be pulled through to main Board minutes to show evidence of scrutiny and holding to account.