

RAINHAM MARK GRAMMAR SCHOOL
COMPANY NUMBER: 07654628

**Minutes of the Full Board of Governors of Rainham Mark Grammar School held on
Wednesday 6th January 2016 6.30pm**

Present

Hari Aggarwal
Neal Carter
Simon Decker (Headteacher)
Nigel Goodall (Vice Chair)
Jane Henry
Elaine Jackson (Vice Chair)
Jan Johnson
Marilyn Kirk
Richard Meacham
Mike McGibbon
Stephen Roe
Rachel Shillabeer
Carole Wallis
Terry Whittaker (Chair)

In Attendance

Michelle Brighton (Business Manager)
Casey Collyer (Clerk)
Alan Moore (Deputy Headteacher)
Ann Pratt (Twydall Headteacher)
Cllr. Dorte Gilry (Twydall Chair of
Governors)

1.	Welcome and apologies	
	<p>The Chair welcomed D Gilry and A Pratt from Twydall. He advised that the meeting would deal with the MAT items first (items 5-10) after which they could leave the meeting.</p> <p>Apologies were received from the following Governors who were unable to attend due to work or personal commitments: A Clark, B Kemp, J O'Donnell and S Smith.</p>	
2.	Interests of Directors	
	<p>Each Director present declared the nature and extent of his interest in the business to be transacted at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association or confirmed s/he had no such interest which s/he was required to disclose.</p>	
3.	Minutes of meeting on 18 November 2015 and signing thereof	
	<p>The minutes and confidential minute of the meeting of 18th November 2015 were agreed as a true record and approved. Proposed by: E Jackson and Seconded by: R Shillabeer. The Chair signed the minutes</p>	
4.	Matters Arising	
	<p><i>Item 3</i></p> <ul style="list-style-type: none"> • <i>Mat Governance</i> - R Shillabeer agreed to become the Chair of the Development and Admissions Committee • <i>Directors Response</i> - The Headteacher advised Governors that the new MAT website was progressing and the costs of which had been met by the additional funding received for the MAT set up <p><i>Item 6 Matters Arising</i></p> <ul style="list-style-type: none"> • M Brighton confirmed that passwords for Educare had been sent to all Governors but she offered to resend to anyone who required it. 	

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	<p><i>Item 10 - Responsible Officers Report</i></p> <ul style="list-style-type: none"> A Moore confirmed that the website now included signposting to an out of hours support service when the school counselor was unavailable. <p>He also confirmed that the toilet signs had been changed as suggested.</p> <p><i>Item 17 Any Other Business</i></p> <ul style="list-style-type: none"> The Headteacher confirmed that the recommended actions from the recent complaint panels, regarding student statements and oversubscribed trips random draw process, had been implemented T Whittaker and E Jackson agreed to set a date with the Headteacher to agree targets and review performance. <p>Two corrections were noted:</p> <ul style="list-style-type: none"> page 3 Consultation para 2 “where positive” should read “were positive” page 8 Link Governor Reports “RM- MFI” should read “RM - MFL” 	<p>TW/EJ/SD</p> <p>Clerk</p>
<p>5</p>	<p>Conversion to a Multi Academy Trust</p>	
<p>5.1</p>	<p>5.1. It was noted that the Company was currently constituted as a single academy trust as proprietor of Rainham Mark Grammar School (“RMGS”) under the Academies Act 2010. It had been proposed, following consultation, that the Company’s constitution be amended to that of a multi-academy trust to enable it to form a multi-academy trust (“MAT”) and to allow it to operate other schools within the area, including Twydall Primary School and Nursery (“Twydall”).</p> <p>5.2. It was noted that for the Company to become a MAT, the Company would need to adopt new articles of association (the “Articles”) and revise its board structure as detailed in the Articles, a draft of the Articles was produced to the meeting and it was noted that these Articles had been approved by the Department for Education.</p> <p>5.3. It was noted that the Company would also need to vary the terms of its existing funding agreement and enter into a Master Funding Agreement (“MFA”) with the Secretary of State setting out the generic terms and conditions applying to all of the academies within the MAT, a draft of which was produced to the meeting. In addition, under the MAT, a supplemental funding agreement would need to be entered into with the Secretary of State covering the funding terms which relate specifically to RMGS (“RMGS SFA”), a draft of which was produced to the meeting. By</p>	

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	<p>way of a Deed of Variation (“DoV”) (a draft of which was also produced to the meeting), the MFA and RMGS SFA would together replace RMGS’s current funding agreement. It was noted that the DoV, MFA and RMGS SFA had been approved by the Department for Education.</p> <p>5.4. It was proposed that once the Company became a multi-academy trust, local governing bodies for each of the academies operated by the MAT would need to be established. It was proposed that the local governing body’s composition and powers and responsibilities would be as set out in the Terms of Reference to be entered into between the Company and the respective local governing body (“ToR”), a draft of which was produced to the meeting</p>	
6.	<p><u>Conversion of Twydall Primary School and Nursery</u></p>	
	<p>6.1. In relation to the conversion to academy status of Twydall, it was noted that:</p> <p>6.1.1. a supplemental funding agreement would be entered into between the Secretary of State and the Company (“Twydall SFA”), the latest draft of which was produced to the meeting and it was noted that this had now been approved by the Department for Education;</p> <p>6.1.2. in order to allow Twydall to continue to occupy the school site, the Company would need to enter into a 125 year lease with Medway Council in relation to Twydall (“Lease”). Negotiations had been concluded that morning and the final version of the lease will be signed shortly outside this meeting. Governors queried whether Medway’s permission (as landlord) would be required for any future development and the Headteacher confirmed it would.</p> <p>6.1.3. to effect the transfer of assets and contracts relating to Twydall, the Company would need to enter into a commercial transfer agreement with the Governing Body of Twydall and Medway Council (“CTA”), the latest draft of which was produced to the meeting</p>	
7	<p>Resignation of Directors/Governors</p>	

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	<p>7.1. The Headteacher reminded the meeting of the new structure of the MAT: there are 5 Members, the Members appoint the Trustees whose main function will be to scrutinise the accounts and appoint the auditors. The Governors on the local governing board will continue to function as they do now.</p> <p>Under the new structure, only the Trustees of the RMAT Board are Trustees, whereas before the Governors on RMGS Governing Body were also deemed Trustees. It is proposed that the Chairs of the main committees sit on the RMAT board: T Whittaker, E Jackson, N Goodall, N Carter, S Decker(CEO), and J Austin Brooks (Academy Ambassador) and A Bovis - a new trustee who is a qualified accountant with both internal and external auditing experience.</p> <p>The new Members will be C Pope, N Oakley, E Jackson, H Aggarwal and M Campbell. H Aggarwal has offered to stand as a new Member to replace T Whittaker as T Whittaker is also a Trustee. The Dept. of Education discourage Trustees being members. Current members who will be resigning (T Whittaker, S Smith (nee Abbot), N Carter, N Goodall) will need to write to the clerk formally to advise they are stepping down.</p> <p>7.2. It was noted that following the adoption of the new Articles, the composition of the Company's Board of Directors would be different to the composition under the Company's current Articles of Association. Accordingly, H Aggarwal, A Clark, J Henry, J Johnson, M Kirk, B Kemp, R Meacham, M McGibbon, J O'Donnell, S Roe, R Shillabear, S Smith (nee Abbott) and C Wallis tendered their resignations as directors of the Company with effect from 1 February 2016 and IT WAS RESOLVED that these resignations be accepted with effect from 1 February 2016.</p> <p>7.3. It was further noted that a new Director of the Company would had been appointed under the Academy Ambassador scheme. - J Austin-Brooks</p> <p>7.4. <i>Additional Trustees:</i> The Headteacher asked the meeting to consider the</p>	
		TW/SS/NC/ NG/Clerk

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proposal of two additional trustees (A Bovis and J Austin-Brooks) who had recently been interviewed and who have considerable financial and audit experience which would greatly increase the expertise on the RMAT Board.

Governors unanimously agreed the proposal.

7.5. *Audit Committee:* The Chair of Governors confirmed that an audit committee would be formed as a subset of the Trustee Board. A Bovis would Chair this Committee and terms of reference would be agreed in the near future. The other two Trustees sitting on the Committee would be N Goodall and J Austin-Brooks. The Committee will monitor budget and spend for each school. Governors queried how the audit committee would interact with the auditors as this is currently managed by the Business Manager and nominated Responsible Officer (RO). S Roe (RO) re-iterated the concerns he raised at the previous meeting regarding the expert knowledge required for the RO role. He supported the proposed Trustees and Audit Committee. The Headteacher post meeting has been advised that the RO role will no longer be necessary. He further clarified that the audit committee will not be involved with the external auditors.

7.6. The Twydall Chair of Governors (Councillor D Gilry) commented that the membership of the RMAT Board now differed from the original proposed to the Twydall Board and asked for clarification. The Headteacher (S Decker) confirmed this was true but he had been advised by the Regional Schools Commission Office (RSCO) that it wasn't appropriate for the Chair of Governors of a school currently in special measures to be on the RMAT board. However, once out of special measures, membership could be reviewed. Councillor D Gilry stated that the Regional Schools Commission Office must have changed their minds as this wasn't an issue with their original sponsor. She further added that it would have been good to have this information earlier as it felt quite punitive for Twydall.

The Chair (T Whittaker) reassured the Twydall representatives that this wasn't the case but acknowledged communication could have been

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	<p>better. He further agreed that it made sense to have primary representation at some of the MAT Board meetings and the meeting schedule reflected guest attendance from Twydall.</p>	
8.	<u>Resolution - approval of conversion to MAT and conversion documents</u>	
	<p>8.1. The Directors considered the terms of the documentation described above, and their duties generally, including their duty under section 172 of the Companies Act 2006 to promote the success of the Company and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section and IT WAS RESOLVED that:-</p> <p>8.1.1. the MAT Conversion be approved; The meeting unanimously approved this proposal</p> <p>8.1.2. the terms of the DoV, MFA, RMGS SFA, Twydall SFA, CTA and Lease be approved and that N Carter and T Whittaker be authorised to approve any amendments to any of this documentation and approve and sign the final versions of these documents where required. This was unanimously agreed by the meeting.</p>	
9	Documents - next step	
	<p>9.1. It was noted that the Members would need to agree to the adoption of the Articles and to the change of the Company name by way of special resolution. It was further noted that:</p> <p>9.1.2. two copies of the signed DoV (with MFA and RMGS SFA attached as the relevant schedules) and two copies of the signed Twydall SFA were to be delivered to the Department for Education;</p> <p>9.1.3. following the Members passing a special resolution to agree to adopt the new Articles, the signed resolution should be returned to Browne Jacobson to enable them to file the new Articles at Companies House on the Company's behalf;</p> <p>9.2. following the Members passing a special resolution to agree to the new</p>	<p>SD</p> <p>Clerk/ Browne Jacobson</p> <p>Browne Jacobson</p>

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	<p>the Company name change, Forms NM01 and NE01 need to signed by a Director (T Whittaker) and returned to Browne Jacobson who will file these at Companies House on the Company's behalf</p>	
<p>10</p>	<p>Policy</p>	
	<p>10.1. <i>Pooled Contribution Policy:</i> The School Business Manager advised that the pooled contributions suggestion was 5%. However, it was felt that it wasn't morally correct to remove any funds allocated to students with high needs. Therefore this specific funding would remain ring fenced. This would result in a reduction of circa £30,000 per annum from Twydall. Councillor Gilry expressed her concern with the original proposal and agreed this was a more appropriate recommendation. The Chair supported the amendment too, recognizing Twydall was a unique school. The Business Manager suggested that this waiver be reviewed annually.</p> <p>10.2. <i>Terms of reference (ToR) for local governing bodies (LGB's):</i> The Headteacher advised the meeting that the size of local governing bodies will need to be reviewed. He stressed the need to retain the committed band of Governors for both schools and further acknowledged the difficulty both schools would have managing the day to day business of school without them. He further explained that 'community' 'co-opted' and 'appointed' categories of governors had been removed and were now categorized solely as 'co-opted'. The proposal was to enter a new clause 2.4 - defining Twydall as a larger primary and RMGS is a larger secondary . This would mean that Twydall can keep their current set up of 13 Governors on the LGB and remove the two outstanding vacancies as 15 Governors was deemed too large. Both Twydall Chair of Governors and Headteacher supported this recommendation.</p> <p>RMGS LGB will comprise of 17 Governors: 1 CEO, 5 parent Governors , 9 co-opted Governors, and 2 staff governors. The terms of office will continue as 4 years and can continue across the conversion date. The Deputy Headteacher further advised that in Appendix 1 of the ToR the term of office for the Chair and Vice Chair should be 2 years however, this can be changed if required.</p>	

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10.3. *Scheme of Delegation:* describes how LGB's work with the RMAT board (Annex 3). It's based on the lawyers recommendations but it can be changed over time. The Deputy Headteacher proposed that the same scheme is used for all schools. The previous Appendix 4 which restricted Twydall's responsibility was felt contrary to the ethos and vision of the RMAT and so had been amended. Governors supported this decision as it demonstrated relationships with the RMAT would be built on trust and therefore created an open and transparent environment for all schools joining the MAT. The Deputy Headteacher confirmed that Trustees can amend the scheme of delegation at any time.

10.4. *Policies:* The Deputy Headteacher clarified that only around 4 core policies have to be adopted by all in the RMAT. Most will be institution specific. The RMAT will also be providing the HR support KAPE from the pooled contributions.

10.5. *Teachers contracts:* Governors queried whether teachers contracts would change. The Business Manager confirmed all would be under a new contract as of 1st February but they won't be issued new contracts as this will be handled under the TUPE process. The Headteacher advised that the potential staffing advantages for Twydall were huge as RMAT can help with recruitment and retention difficulties -e.g specify in recruitment 1 yr in primary and 2yr secondary or split side working (which is currently happening already). Councillor Gilry confirmed that it had already improved recruitment since loading the RMGS sponsor details on their website.

10.6. *RMAT Website:* The Headteacher confirmed that this was under construction to be ready for a live date of 1st February. It will have policies, Trustees details, declarations of interest etc . The RMAT page will advertise existing vacancies rather than the specific school website

10.7. *Governors responsibilities:* Governors questioned whether there would be a dilution in their duties. The Headteacher confirmed that there will still remain the £10 legal liability with Companies House. Only

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	<p>governors who are Trustees on the RMAT Board will have to register at Companies House with responsibility for all schools.</p> <p>10.8. <i>Health & Safety & Safeguarding Policies:</i> The Deputy Headteacher drew the meeting's attention to the Health & Safety and Safeguarding Policies which had been tabled and circulated at the meeting. He advised that the amendments were in red. He proposed the meeting agree the policies, so that they are in place for 1st February launch date but noted that they may be reviewed at a later date. He requested any feedback to be send to him by Friday 15th January 2016.</p> <p>10.9. <i>Complaints Policy:</i> This will be brought back to the next full board meeting as there have been further recommendations from CEFM.</p> <p>10.10. Governors queried what happens to local issues around the 4 core policies and the Deputy Headteacher explained that they are standard RMAT policies and generally footnotes are added regarding localized items to the particular school</p> <p>The Chair thanked the Headteacher and Deputy Headteacher for all their hard work in getting the documents to this stage. The Headteacher in turn thanked the Clerk for the additional support given to the process too.</p> <p>The Chair asked if the Twydall representatives were happy with the proposals and content of the meeting. The Headteacher thanked the Twydall Chair and Headteacher for all the help they've given to him personally - especially in the circumstances of running a school in special measures. Councillor Gilry expressed her pleasure at being part of a great new team and felt inspired moving forward.</p> <p>There being no further RMAT business to discuss, Councillor Gilry and Mrs Pratt left the meeting.</p>	SD
11.	Committee Meeting Dates Feb 16 - Jan 2017	
	11.1 The Chair proposed that within the Business Management meetings - premises and catering alternate. If Governors wished to stay throughout the	

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	<p>whole of the combined Business Management meeting, they were very welcome to do so. However, he stressed that within the Business Management meetings the responsibility for managing the three component parts - Finance, Catering and Premises, continues to rest with their respective heads.</p> <p>11.2J Johnson requested to move from Finance onto the Development & Admissions committee</p> <p>11.3After some discussion the meeting agreed that the start time of the meetings would be 6pm</p> <p>11.4The Headteacher advised that the format for reports from local headteachers for RMAT board and development plan for RMAT would be confirmed in the near future.</p>	<p>Clerk</p> <p>SD</p>
<p>12.</p>	<p>Confidentiality No issues were reported</p>	
<p>13.</p>	<p>AOB</p>	
	<p>13.1. <i>FFT Update</i> - results had been emailed previously but have now been superceded by Raise online</p> <p>13.2. <i>Raise Online</i> - the Headteacher confirmed these were very encouraging, particularly the performance of the girls. The overall value added was very similar to last year - around 15th percentile - but girls this year were in top 5 percentile points. The Leading Edge inspector had been very impressed. Governors queried the difference between performance of free school meals and non free school meals students and asked whether this should be a concern. The Headteacher advised that the free school meal students are still above 1000 which is very good. He further commented that the results for Looked After Children were skewed because the number of students were so small. The school is waiting for the validated report.</p> <p>13.3. <i>JCQ Letter</i> - the Headteacher praised the work of M Brighton and N Walker for their success at such a critical job and was very pleased to</p>	

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	<p>see it acknowledged.</p> <p>13.4. <i>Governors Code of conduct</i> - lawyers suggest we should have one so the Headteacher will investigate</p> <p>13.5. <i>Governorhub Healthcheck</i> - the meeting agreed this should be looked at and review our own performance and the results included in the school development plan</p> <p>13.6. <i>Governor Appointments</i>: The Heateacher requested that the meeting recognize and the minutes reflect that in appointing E Jackson to Vice Chair at the last meeting (Nov 15) it also recognised her appointment as a co-opted Governor. In addition B Kemp was also re-appointed as a co-opted Governor at the November meeting. He further advised Governors that S Smith (nee Abbott) had also tendered her resignation effective 1st Feb.</p> <p>A Clarke had also offered her resignation but the Chair hoped she would re-engage after the MAT conversion.</p>	<p>SD</p> <p>SD</p> <p>Clerk</p>
<p>14.</p>	<p>The meeting closed at 8.30pm and the next RMGS Local Governing Board meeting is 16th May 2016 6pm in the Careers Suite.</p>	