

Moving MATs forward: the power of governance

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“ Governance determines who has power, who makes decisions, how other players make their voice heard and how account is rendered. ”

Institute on Governance, Canada



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A summary of this report can be found at www.nga.org.uk/MATs

Introduction

The move from single academy trusts to multi academy trusts (MATs) over the last decade has delivered a revolution in school governance. Those governing in MATs have volunteered at a time when schools have faced a large amount of change, with no one model that will work for every trust.

Governing a MAT is very different to governing a single school, presenting vastly different challenges, offering new opportunities and accompanied by increasing risk. The story so far has been far from straightforward, as the sector has embarked on unfamiliar challenges over the past decade. Delivering fit for purpose governance needs to be at the heart of debate to take these outstanding issues forward.

As the expert organisation on school governance, the National Governance Association (NGA) supports maintained schools and academies across England to understand how governance changes once two or more schools come together under one governing board. As a result of this engagement, NGA's own evidence base on MATs has grown hugely in both depth and strength. This report draws on this knowledge to assess the state of MAT governance in 2019 and to make recommendations on governance practice and policy for the system as a whole.

None of the challenges identified in this report are insurmountable. Through this learning, the sector can address some of the governance challenges which hold it back, not because effective governance is an end in itself, but because effective governance is a means to achieving good outcomes for all pupils currently in MATs.

This report aims to:

1. Broaden and deepen governance knowledge across the sector, emphasising the need to raise expectations and to respect specialists;
2. Facilitate effective governance in MATs, by adding to NGA's wide range of resources for trustees and academy committee members;
3. Stimulate the system to work out together what might need to be improved in this model of governance and the implications for the wider system.

In a 2016 *Schools Week* article Emma Knights, NGA's chief executive, spoke of a momentous change in the system being as 'fundamental as devolving local management to schools after the Education Reform Act 1988'.

Despite the enormity of these changes, there has been little discussion across the wider education sector about the MAT governance model and what it means for those governing, those being held to account, the local communities being served and the pupils being educated. While many in the sector still suggest that MAT governance is new and requires time to mature, it has now been around for almost a decade. As such, it is now time to explore what further reforms may need to be made.

NGA has developed a robust evidence base, taking account of MATs of all shapes and sizes, through high-level conversations with other education and policy organisations and of course the Department for Education, along with discussions with NGA's community MATs network, which shares governance challenges, successes, ideas and best practice. This network has acted as a space for NGA to test out new ideas and approaches to effective MAT governance. NGA has also gleaned learning from its members through the NGA GOLDline, discussions at regional meetings and conferences, and NGA's consultancy programme which, in turn, informs NGA's induction guide for trustees and a body of resources for NGA members who are governing MATs. In addition to this, NGA invest in research to shine a spotlight on MAT structures and governance.

The insights and recommendations in this report also draw on:

1. NGA's annual governance survey – in our most recent survey, a quarter of the 5,218 respondents governed in MATs;
2. A review of twenty-nine MAT NGA External Review of Governance (ERG) reports;
3. A series of MAT case studies (five to date), providing a rich insight into the governance experiences and lessons learned by trusts;

4. Phase one of a study exploring the time it takes to chair a MAT drawing upon a survey of 93 chairs of MATs;
5. Two roundtables with policy makers and practitioners in June 2018 and February 2019 at which NGA tested its current and developing thought;
6. Findings and good practice from the NGA Outstanding Governance Awards;
7. NGA's daily contact with those governing and working in MATs about governance matters, as well as our significant engagement with policymakers and representative organisations.

Considering how MAT governance should be improved across the entire system comes at a time when there is ongoing debate as well as several proposals being made about the mixed economy of the education system. These proposals appear to be underpinned by a broadly ideological, rather than an evidence based, framework.

It has become clear that changing school structure does not guarantee good outcomes for pupils and that an exceptional school, with effective governance, can exist within any school structure. While there are those who are passionate advocates for one type of structure over another, the majority of those in both the academy and maintained sector tend to be more interested in the mission to educate young people. NGA is of the view that no single school structure is better than another in bringing about school improvement, but that schools working together is extremely valuable in offering increased opportunities for staff and improving governance. Although this can be achieved through a number of partnerships and collaborative models, it is most likely to be successful in groups with joint governance i.e. MATs and federations. This can be achieved through a number of group structures, including MATs, federations or other school-to-school collaborative models.

What is governance?

The content and recommendations of this report are based on the understanding, taken from the Institute on Governance, Canada, that 'governance determines who has power, who makes the decisions, how other players make their voice heard and how account is rendered'.

Linked to this definition, NGA has identified core responsibilities. These are to:

- ensure there is clarity of vision, ethos and strategic direction
- hold the executive leaders to account for the educational performance of the organisation and its pupils; and the performance management of staff
- oversee the financial performance of the organisation and makes sure its money is well spent
- ensure that other key players with a stake in the organisation get their voices heard

As outlined in the NGA knowledge centre, for governance to be considered good it must also be accountable, ethical and effective.

In articulating NGA's learning, part one of this report traces the emergence of the MAT system; emphasising how many of the current problems facing MATs were borne out of an historic misunderstanding of governance, and a lack of guidance on what makes academy trusts legally and practically different to maintained schools. Indeed, much of the criticism that has been levelled against MATs in recent years can ultimately be traced back to underlying issues with governance and oversight.

In this report, NGA has identified issues with governance and oversight which impact the board's ability to carry out its core functions:

- getting the right people around the table at a trust board and local level
- fragmented organisational identity, including an uncoordinated ethos and vision
- issues with ethics, culture, behaviour and relationships across MATs – underpinned by misunderstandings around charity and company law
- misunderstanding around who should do what both in terms of governance and executive leadership
- not using the local tier of governance effectively
- a lack of emphasis on stakeholder and community engagement
- issues with communication and information management
- misunderstandings around the importance of due diligence and risk
- the lack of connectedness to local community
- confusion around growth, sustainability, optimal size and geographic span of trusts
- challenges with oversight and effectively holding trusts to account
- a lack of system leadership, with both a deficit of expertise and MATs failing to collaborate and support others to improve their governance

The themes identified are the building blocks to helping those governing execute their core functions effectively. To better understand the link between the themes identified in this report and the core functions of governance, please read the series of MAT case-studies which can be found on the NGA research page. Whilst this report focuses on challenges specific to MAT governance systematically, those governing MATs also face challenges experienced by all those governing related to NGA's eight elements of effective governance and the four core functions.

Most importantly, NGA is providing both recommendations for policymakers and viable solutions that those governing can adopt in order to overcome the challenges identified. These solutions emerge from learning from the third sector and from those MATs who have put hard work and ingenious thought into developing systems and processes that work.



How we got here

Many in the sector are still saying that the academy system is immature. Yet, while there is not a substantial history, the last decade can and should teach the sector more than it has to date.

Governance did not feature greatly in the early years of Labour's sponsored academies, this was very much about the importance of giving sponsors independence. The formation of charitable trusts was a by-the-by, the vehicle chosen to achieve this independence. A real understanding and debate about governance and the move to trusteeship was missing in the design phase of the academy system by the Labour government, albeit then only a small part of the state school sector, but neither was it by the subsequent coalition government which ushered in the opportunity for local authority maintained schools to convert to academy status with the Academy Act 2010. Many of the early proponents of the academies system focused on the so-called greater freedoms to headteachers and more autonomy for schools that would emerge out of the system, rather than issues of power and oversight.

What really was not predicted at the time of the Academies Act 2010 was the fact that the majority of academies would end up being part of MATs. In 2012 there were only seven sponsors with more than ten schools. It is arguable that the move from single academy trust to MATs was the real revolution in governance, and potentially in school improvement. Governing a group of schools is a significantly different prospect from governing one school, and the risks increase as the numbers of pupils being educated increases. This was not the first time for English schools that this had happened; federations existed and some still exist where maintained schools are governed by a single governing body. Despite their similarities to small MATs and advantages to pupils, learning from and promoting federations was not favoured by the Department for Education. What was new, however, was the size of some of the MATs that were emerging and how dispersed some of the bigger trusts were.

Autonomy and honesty

The idea of handing power over to school leaders became enshrined in the word 'autonomy', which was widely used to describe the transformative effects of academies. It proved difficult for NGA to convince many that schools within MATs are not autonomous, and this continues to be contested by some without good governance knowledge. It is important

to distinguish between school autonomy and professional autonomy: we are considering the former here and will return to the latter.

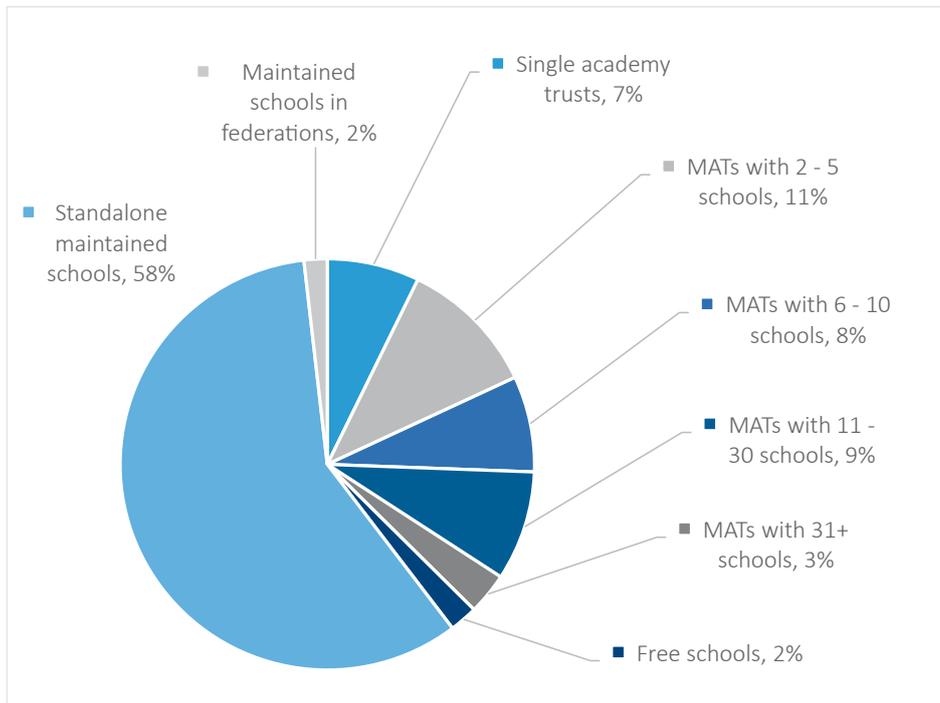
What was rarely mentioned in the early days of MATs was the concept of a trust being a single legal entity, with the fact that a board of trustees decides what to delegate to individual schools – therefore making them not autonomous (i.e. not self-governing). This perpetuated a common misunderstanding across the sector that MATs were partnerships rather than single organisations.

This misunderstanding continued for a long time. As a result, many governing bodies – or post conversion academy committees/councils – were reporting to NGA that they had been told that governance would not change for their school on joining a MAT. The new legal structure being part of a MAT brings was causing some widespread confusion. This misunderstanding still persists in some quarters today. Through the GOLDline Advice Service, NGA still receive enquiries from those at academy level within a MAT who do not understand where the power and the decision-making lie.

It was not just those governing who found themselves operating within structures they did not always fully understand. In the early days in particular, some headteachers did not fully realise that, within a MAT, they would be line managed by one of its executive leaders, an enormous change in the status of headteachers which has perhaps been under-discussed in the national debate.

There was a huge push by the Department for Education for MATs as the optimal legal structure for schools, with Nicky Morgan's ill-fated 2016 White Paper, *Educational excellence everywhere*, proposing to make the move compulsory. Although that was not followed through, it took some time for many governing bodies to realise that the decision as to whether to form or join a MAT was, in most cases, still within their control; furthermore many felt – and some still do – that while joining a MAT may not be legally forced on them, it may become inevitable. Against this political background and rhetoric of

Figure one: What proportion of schools are part of the following structures?



autonomy, the idea persisted of a MAT being nothing more than a partnership or collaborative. This perception became well embedded in the sector and it has taken a number of years for many to see the MAT as a single legal entity.

Governance knowledge in a schools-led system

As well as it taking time for the correct identity of MATs to be established, more profoundly, it has taken some time for governance to receive its rightful place across the system. In recent years, the Department for Education's own understanding of governance has grown and, accordingly, it has amended some of its own advice, for example increasing the number of recommended members of a trust from three to five, and asking for greater separation between members and trustees. However, knowledge has still been held in pockets across the sector and is not necessarily understood by all who are advising MATs directly.

Growth and oversight of MATs

As of 13 May 2019, 37.5% of state funded schools in England were academies (including free schools, studio schools and university technical colleges), just over three quarters of secondary schools and a third of primary schools. The number of academies continues to grow, but not quite at the speed of three years ago when academisation was deemed inevitable for all.

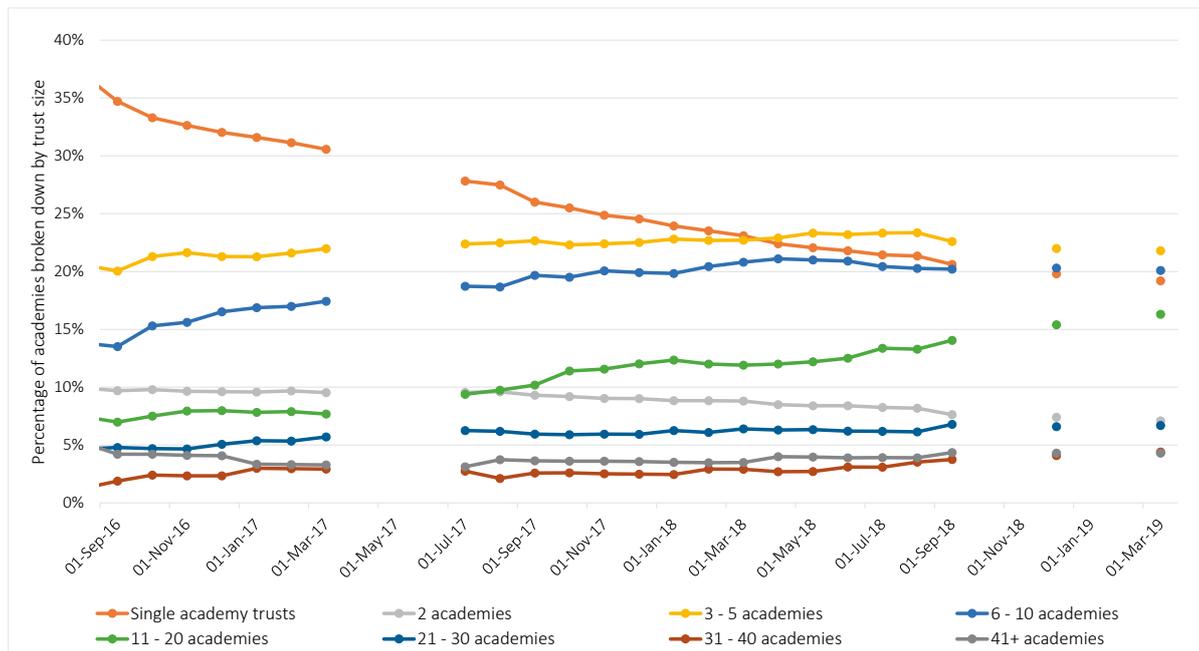
What has changed substantially, as shown in figure two, is the proportion of academies within MATs – with only 19.2% of all academies in England currently being standalone.

Facing up to the difficult issues

There has clearly been an increase of stories to learn from as more MATs have come into existence. But over the last five years there has been a range of academy scandals which have hit the press and a number which have avoided going public. It is important to say these incidents represent a minority of trusts, and any system will have unprincipled individuals looking to exploit it for their own benefits. However, the challenge is to minimise the influence and impact these individuals can have.

As a result of these high-profile controversies, a significant degree of trust has been lost between the public and academy sector; this is obvious when speaking to anyone outside the school sector who only has the media to rely on, but sometimes also to parents where things are going wrong locally. It is therefore crucial that, as well as promoting the good work of MATs and their schools, the sector needs to understand the perception of parents; particularly when decisions being made at distance without knowledge of their communities.

Figure two: Proportion of academies in trusts of different sizes over time



Another area that the success of MATs has faced questions is the actual ability and ease for trusts to pool their resources and achieve ‘economies of scale’. James Cowper Kreston found in its 2018 academies’ benchmark report (which was based upon a survey of 600 academies) that 55 per cent of academies are in deficit – up from 42 per cent the previous year. While this is no great surprise given the well-documented pressure on school budgets, it does show that MATs are less impervious to financial problems than many have realised.

Others across the sector have also questioned the ability of MATs to affect change in the schools they oversee. The conclusion of a report in February 2017 by the Education Committee of The House of Commons was that MATs ability to raise pupil performance is ‘limited and varied’. Much of the criticism levelled against MATs is unwarranted (due, in part, to a political bias against academies) but the few examples cited above demonstrate that all is not perfect and, as is the case in any complex system, some trusts are struggling to bring about financial or academic improvement in their schools.

Agreement on the need to improve MAT governance

As many of these issues have been addressed through the affirmation of the same ideas of economies of scale, the benefits of school improvement and the promise of ‘autonomy’, the sector has at times been deflected from tackling many of these avoidable issues head-on.

With general acknowledgement that MAT governance needs more attention, time and time again during the 2017/18 academic year prominent figures across the education sector, including ministers and senior Ofsted officials, singled out governance as the most important unresolved issue. The government began to invest more in developing governance than they had in the past through the funding of development programmes.

In addition to the training, at the height of the rhetorical prominence given to governance in MATs, the secretary of state addressed the NGA summer conference in June, announcing a significant increase in the amount of funding for governance development. Yet, despite the consensus that one of the major challenges in the sector is to improve MAT governance, significant progress is yet to really get underway.

Starting a conversation

Today, an open and honest conversation about many of the problems with governance in MATs is clearly warranted. Through section two of this report, NGA aims to take the discussion forward; outlining 11 key challenges facing the sector and sharing learning from those MATs that have been operating for years. Many of the problems identified can be traced back to NGA’s eight elements of effective governance and require very traditional remedies: such as an emphasis on skills; good training and development; fewer committees; quality clerking; and a high-quality chair.

What MATs can learn from each other

1. Getting the right people around the table

Getting the right people in the right roles is the first of NGA's eight elements of effective governance. A balanced and diverse team is required on every board. While knowledge and skills may differ from trust to trust depending on their context, there is a wealth of information setting out the general requirements, including the Department for Education's *Competency Framework for Governance* which provides background. In the two years since it was published, the debate has widened to acknowledge the importance of commitment, personal qualities and behaviours, as well as business skills. NGA know that most boards audit the range of their skills and knowledge, and recruit or train to fill in the gaps. While some trusts have got this right, this remains a significant obstacle for others.



The challenges in the sector

NGA's evidence suggests that sourcing candidates to interview can be difficult. There is consensus that there is a requirement for all trustees to understand governance and have a sound knowledge of both the educational and financial picture of their organisation. Yet NGA's engagement with MATs suggests that some trustees with specialist knowledge in one area, particularly legal or financial expertise, are often relied on too heavily. In some cases, this means the need for educational expertise on the board is underestimated.

Similar lessons emerge from NGA's ERG and case-study reports. While appreciating the significant experience of individuals, the right balance between business and education skills and knowledge is not always being achieved. The deficits noted across the ERGs included a lack of knowledge of education policy, risk, compliance, special educational needs and disabilities, charity law and governance.

NGA has come across numerous examples where trustees have simply not turned up for meetings. This means that, although on paper the board looked well equipped, meetings consist of a small number of trustees struggling for capacity. High turnover exacerbates this lack of capacity; the distance those governing are expected to travel, the workload of governing a MAT particularly in times of change and

crisis coupled with the workload of their day jobs has also contributed to resignations. This can sometimes result in MATs using members and executives to plug the gaps in trustee and local tier vacancies; creating overlap in terms of roles and responsibilities (see pages 15-17) which should be avoided.

Poor succession planning and recruitment processes when filling vacancies can also be an issue, for example with some reports of trusts leaving the chief executive to lead on trustee recruitment, or where chairs lead the process without consulting the wider board. This can, and has, led to nepotistic appointments, restricting the diversity and variety of skills amongst governance volunteers.

Some trusts have outlined that they struggle to recruit individuals who reflect the local community as well as to get a diverse range of views on the board of trustees. There are specific challenges for trusts spread out geographically, covering multiple areas and communities, with community focus for trusts as a whole being lost or concentrated in clusters.

NGA's *Time to Chair a MAT* research also found that women were underrepresented in key positions on the trust boards, with a survey of 93 chairs of trustees highlighting that only 33.3% of chairs were women. The research further demonstrated that governance is a huge time commitment, with chairs in the survey dedicating, on average, 50 days a year to governance duties. This may deter some prospective volunteers who have the experience but not the time. This makes it particularly challenging for those with substantial work or family commitments to volunteer as trustees (particularly the chair), further skewing the demographics. This presents a significant danger of allowing group think to develop in trusts, as well as trust boards lacking the capacity to consider all relevant points of view.

Finally, the size of boards is also an issue. The results of the annual governance survey 2018 identified that MAT boards are, in general, smaller than other governing boards, with 57% of trustees who responded to the survey outlining that they had

fewer than 10 people on the board. While smaller boards may not necessarily be less effective, it is nonetheless important to ensure that there is enough diversity, skills and capacity for good decision-making and to spread the workload manageably.



Learning from others: some solutions

Many MATs are working hard to identify what skills they need on their board to fit their own contexts. There is also a growing understanding that who constitutes the ‘right people’ will not necessarily stay the same as the trust evolves. NGA’s evidence reveals the following essential elements of getting the right people around the table:

- using a skills audit to identify gaps in knowledge and expertise
- a succession plan to ensure key roles on the board and at a local level are always filled
- a swift but effective governance recruitment process led by those governing and including holding interviews with prospective trustees
- having expectations that trustees and committee members turn up to meetings and are willing to contribute
- a code of conduct to ensure that the trust board attracts individuals with behaviours conducive to effective and ethical governance

When sourcing candidates to govern, the Department for Education funds Academy Ambassadors to recruit business people for MAT boards and Inspiring Governance to recruit volunteers for smaller MATs and academy committees/councils governance (and NGA is funded to provide support for the first year for those matched by Inspiring Governance). But there are many other routes to volunteering, outlined in NGA’s right people around the table publications. Adding new trustees to the board who are reflective of (but not representative of) the community the organisation serves, can help it make better decisions in the interest of all pupils. Some trusts have also found that while prospective volunteers may not fit the needs of the trust board, people with less capacity or a local connection may be suited and interested in governing at academy level. Location also makes a big difference and some MATs understandably struggle more to recruit volunteers with certain skills because of the local community and economy.

As outlined above, NGA’s *Time to Chair a MAT* research highlights that governance is a huge time commitment which may deter some prospective volunteers who have the experience but not the time. It is encouraging to see some trusts emphasising the need to develop volunteers with the time and commitment, in some cases, putting together extensive in-house training programmes for trustees and those at a local

level. Many MATs are acknowledging that induction and further training plays a large part in making sure that those on a trust board and local level have the knowledge necessary to exercise their duties effectively.

In terms of retention, it is critical to be clear with individuals who are joining the organisation about their roles and responsibilities. Role descriptors need to be in place for all those involved in governance. MATs should temper expectations and be realistic about how much influence and responsibility individuals themselves, and their respective layers of governance, will have.

2. Organisational identity

The trust board is responsible for determining organisational identity, which should be a shared and accepted collective endeavour, unified in and owned by all academies. Common values, ethos and vision is required to make the most of the possibilities afforded to groups of schools coming together as one institution under a formalised governance arrangement.



The challenges in the sector

A MAT is a single organisation; being a part of a MAT brings a fundamental change to the identity of the schools within it, which no longer have their own separate legal existence. Unfortunately, ‘autonomy’ is still heralded as one of the great benefits to schools of the academy system.

However, as was discussed in section one of this report, autonomy is the right to freedom from external rule and influence; something which is not attainable for schools once they have become part of a MAT. The way in which each trust asserts its control can vary, with some trusts opting for a standardised approach and others willing to defer school identity to the professional judgement of those working at school level. Seeing each MAT as one organisation is one of the major hurdles for the sector. Failing to do so has major consequences both in terms of effective governance and executive oversight of individual schools.

There are examples of trustees and executive leaders choosing not to impose a way of working upon the schools within the trust, so as not to extinguish their identity which is often held dear. This has been compounded by public attitudes towards MATs, created at least in part by press coverage using the language of MATs ‘taking-over’ schools. Unfortunately, this has had the side effect of some boards of trustees being prevented from creating a single vision for the whole organisation and therefore struggling to arrive at a position of organisational integrity.

NGA has worked with a number of trusts that have emerged out of so-called 'lead schools'. These are often either secondary schools leading the establishment of a MAT with other smaller schools, or schools judged by Ofsted to be 'good' or 'outstanding' looking to support others in need. In these settings, it was not uncommon for members of the governing board of the lead school to become the board of trustees and for key staff to become members of the MAT board executive team. Some trustees and executive leaders in these settings find it difficult to let go of previous roles. In particular, where the lead executive retains or has come out of a substantive headship of one school, or where very little separation is made between the board of trustees and those governing at a local level in the lead school, this can lead to significant bias and conflict developing.

NGA coined the phrase 'my school mentality' to describe the phenomenon where individuals with an attachment to one school within a trust fail to see themselves as part of the larger organisation where all pupils are served. Failing to view a trust as a single organisation can cause some serious issues in terms of good strategic decision-making, for example on resource distribution, school improvement plans and growth.

There is a prevailing risk that MATs may take on schools without considering how they will fit within the organisation and *vice versa*. Effective financial management can be hindered when those at a local level, including the headteachers, can be reluctant to 'share' their resources, particularly reserves, with other schools in the trust. It is understandable that with the current financial burdens schools face, many schools within trusts are deeply protective of what they consider to be 'their' budgets, even when they have surplus, and are unwilling to support other schools within the MAT. Many boards of trustees have not felt able to tackle this misconception and continue to use the language of maintained schools, such as top-slice.

Yet failure to create a 'one organisation' mentality can undermine the very authority of the executive team and trust board and can lead to misunderstanding surrounding who is accountable and in charge of individual schools. A significant number of MATs have learned the hard way by failing to intervene quickly enough due to a fear of encroaching on a headteacher/head of school's authority when things are not going well. This has led to some executive leaders and trustees having to assert their authority and take action to remove and replace headteachers/heads of school. This experience has led

to rethinking 'non-negotiables' and developing central support, including school improvement.



Learning from others: some solutions

MATs are increasingly developing a nuanced approach which strikes a balance between allowing schools to retain some sense of unique character while being clear about what is required for schools to be part of their organisation. Many MATs have developed a well-articulated set of non-negotiables, and are clear and upfront with new schools about what it will mean to be part of their trust, including what will change.

MATs where schools previously had collaborative relationships or which have taken on schools with shared values and ethos have found creating that one organisation mentality easier than others. Schools which already collaborate and have shared approaches are more likely to join or form a MAT.

There is a familiar pattern emerging when trusts forge a collective identity retrospectively. Below are some common steps MATs have taken to create a single organisational identity, once the lack of one has proven to be an issue.

a. Challenging own biases and embracing change:

Self-awareness of bias – and challenging loyalty to one school – requires some frank and open discussion. Setting up boards of trustees with a place for every school, as often happened in the early days, is unhelpful and works against building up to one organisation, as each trustee can be tempted to advocate for – or even represent – their own school. That structure, as well as being impractical as trusts grow, perpetuates the false impression that a MAT is a partnership with schools in a decision-making role.

To overcome this, several trusts have separated trust-wide executive posts from posts in individual schools. For instance, this may involve replacing the executive leader who is both the chief executive and substantive headteacher of a single school with two individuals (one for the trust executive and one for the school). Extending this separation, some boards have also thought carefully about things like the neutrality of the location of the trust board's offices and where board meetings are held, rotating them around schools. This can have a significant impact on how trustees and executive leaders engage with other schools and how they perceive their place within the organisation.

b. Considering what the trust stands for:

Trust boards should establish a shared vision and collective identity and, once this has been established, regular space in the trust board agenda is required in order to consider and review the vision and strategic direction of the trust and ensure it is truly established.

c. Getting buy-in from others across the trust:

To establish joint enterprise successfully, MATs need to get buy-in from headteachers/heads of school and those governing at a local level. Ideally, they should be involved in the development of the vision and ethos. Some MATs made time to consult stakeholders and incorporate their views into this vision or strategic direction. But at all stages, regular communication to ensure that all parties understand what the MAT stands for is essential, as is taking every opportunity to celebrate success and encourage collaboration.

Policymakers also have an influential role to play. Unhelpful terminology which perpetuates the idea that a MAT is a collaboration made up of individual schools should be challenged and replaced. For instance, the terminology used for general annual grant (GAG) funding compounds the idea that each school is entitled to a particular ring-fenced amount of funding each year. While pooling resources in this way is an option for trusts, it has been deemed a cultural change too far for many trusts. This is perhaps understandable given the negative perceptions with some parents not wanting their school to 'give up' resources with stories shared through the media which talk of trusts 'stealing' school reserves.

Of course, unethical practice should not be covered up, but the fact remains that trusts with integrity who embrace change and wish to allocate their resources differently in the interests of pupils across the trust are struggling to make progress within a framework set up by the Department for Education geared around a historic stand-alone approach for all schools. While the framework set out in the *Academies Financial Handbook* (AFH) does allow for the pooling of GAG funding, it is not necessarily clearly promoted as something MATs should be considering with an organisational focus. Further enhancement to the AFH will help to enable trusts to allocate their resources differently in the interests of pupils across the trust.

3. Ethics, culture, behaviour and relationships

Ethical issues in MATs have received extensive media coverage over the past few years, in relation to matters such as related-party transactions, financial failings and executive pay. While such reports clearly focus on a small minority of trusts, they obviously come to the detriment of the sector as a whole. Yet the media coverage thus far has not always established a clear connection to poor governance, which in so many cases can be traced back as the root cause where the issues started and where they were able to manifest into something much bigger and more damaging.

NGA, along with the rest of the sector, wants to see all MATs with systems in place, and a culture to underpin these systems, which root out ethical issues and stand up, adhere to the Nolan principles of public life.



The challenges in the sector

One of the biggest and most publicly documented challenges the sector has faced so far is getting the approach to executive pay in trusts right. The Department for Education for the last two years has been trying to hold trusts paying executive leaders more than £150,000 per annum to account, asking trust to justify their pay decisions. This has had little limited success in encouraging some to reduce pay. However, pay is of course difficult to roll back on once it is contractually agreed. In isolated cases, NGA is aware of trusts that have allowed their chief executive to present the board with proposals for their own pay for the trustees to then decide if this is fair or not, rather than undertaking a due process.

Executive pay has generated a significant amount of discussion, and NGA often hear concerns about the variation in executive pay scales across MATs, with many requesting tools for benchmarking. Trustees have difficulty in setting pay where there is a lack of comparative data, which is particularly challenging given the different nature of many trust chief executives roles and responsibilities.

NGA has also come across cases of trusts failing to register conflicts of interest, including business interests and related party transactions. In some MATs, conflicts have been found but not reported by those at a local and a trust level. This included: executives sitting on the trust board but not acknowledging this as a conflict of interest; trustees in MATs also serving on the governing boards of other schools/MATs; and members line managing trustees in their professional lives. In addition, even where conflicts were registered, these

were sometimes not adequately handled. For instance, interests may be recorded on the register of interests, but not verbalised at the start of meetings when relevant items are being discussed. It must also be made clear that the register of interests is a working document that must be regularly reviewed and updated when circumstances change. Looking at legal compliance, many MATs are not reporting the right information, for instance on their website.

Ethical dilemmas can be attributed to the culture of the organisation – the norms, customs and behaviours of staff and those who govern – being built upon the wrong principles. There is a common but highly damaging misconception that MATs represent a ‘privatised’ element of the education sector. The privatised rhetoric contributes directly to the issues facing the sector, for example where trusts rationalise executive pay decisions by citing examples of what chief executives are paid in the private sector and stating the need to match this in order to attract the ‘right individuals’. This has been compounded by unhelpful comparisons such as members being compared to shareholders.

Issues of conflicts of interest and related party transactions in the private sector, while debated and in some cases regulated, do not attract the same ethical dilemmas as they do in the public or third-sector. However, NGA is concerned that too many trusts are not consulting third-sector or public sector advice when taking these decisions into account.

Relationships, particularly between the executive and board of trustees, is also something that needs addressing across the sector. NGA’s evidence suggests executives often overstep the mark in terms of their governance roles and responsibilities – sometimes dominating, with the board following. For instance, in one of the ERG MATs, it was noted that the executive team led on setting the trusts strategy, with the chief executive presenting and tabling expansion plans rather than the board leading on this.



Learning from others: some solutions

Encouragingly, many trusts are increasingly putting ethics at the heart of governance by creating a code of conduct for those governing. Most MATs have a register of conflicts of interest, ensuring legal compliance. There are also welcome moves from policymakers such as the announcements from the Department for Education that it would take a tougher stance on both executive pay and related party transactions in MATs. NGA has responded directly to requests for more clarity on executive pay by producing some guidance which was well received in the sector.

These steps must not mask the root cause of unethical decision-making in MATs. As many of the ethical issues cited above are due to cultures and relationships built upon the wrong principles, more needs to be done to ensure that charity and public sector principles are embedded within MAT governance as well as the day-to-day operations of each trust.

The following principles are vital to effective governance:

- MATs are charitable trusts with a clear charitable object built around the provision of education. They are not, and never have been, private sector organisations.
- MATs are funded through public money and, therefore, all spending decisions should be underpinned by the principles of ethics, public service and fairness.
- Trusts need to be clear that executives in MATs cannot expect to attract the same remuneration as those in the private sector.
- Relationships between all those involved need to be built on respect, transparency and trust. The decision-making within trusts must not be easily swayed, or exclusively taken, by the executive tier.

The *Framework for Ethical Leadership in Education* can assist boards in their decision-making and is underpinned by the seven Nolan principles of public life – namely: selflessness; integrity; objectivity; accountability; openness; honesty; and leadership. This framework is established to support school leaders in making decisions at a time of high-stakes accountability.

Consulting evidence from the third sector and private sector should be given more weight in the governance of MATs. Cross sector evidence shows that getting the culture and relationships right on governing boards relies on creating a culture of challenge and having courageous conversations. In particular, a diverse set of perspectives on a trust board is an effective way of combatting ‘group-think’ and ensuring that decision-making is robust. As part of changing their culture, the board of trustees also needs to ensure that there is a culture of challenge at trust board level, that the relationship between trustees and executives is based on understanding of roles and responsibilities as well as mutual respect, and trustees have the confidence to have courageous conversations around ethical issues – such as executive pay.

NGA's eight elements of effective governance

NGA's eight elements are the essential building blocks to effective governance. As well as ensuring that everyone in the trust board believes in, and is passionate about, fulfilling the charitable object of the trust, these elements can help MATs ensure that all decisions that are made are done so for the right reasons.

- 1 the right people around the table
- 2 understanding the role and responsibilities
- 3 good chairing
- 4 professional clerking
- 5 good relationships based on trust
- 6 knowing the school – the data, the staff, the parents, the children, the community
- 7 committed to asking challenging questions
- 8 confident to have courageous conversations in the interests of the children and young people

A detailed overview of NGA's eight elements of effective governance can be found at: www.nga.org.uk/8Elements

4. Who does what?

One common obstacle to effective governance in MATs is confusion about roles and responsibilities, and where delegated functions sit at different levels across the trust. The way MATs make decisions, particularly as they grow and structures change, with more executive posts can be increasingly confusing and bureaucratic, with more committees, levels and local strands added. In many cases, confusion exists between those governing and executive leaders. The introduction of executive line management structures as is required in MATs, has often left headteachers/heads of school looking in two directions in terms of accountability – to their line managers and to their academy committees/councils. The traditional headteacher/governing board dynamic alters within a MAT, but often with very little discussion or preparation of either party.



The challenges in the sector

There is an ongoing issue with complex structures developing as trusts change over time. In particular, the sector has struggled because:

- Government advice and guidance on various roles and responsibilities, in particular members and the ongoing reference to the local tier as 'local governing bodies', creates a sector wide issue of miscommunication and confusion.
- A widespread commitment to developing knowledge of MAT governance has been slow. Despite the Department for Education increased investment in the governance development programmes (including £2,000 for each MAT board) and its advice to trustees to take professional development seriously, this message has not been embedded. Executive leaders also have not generally been provided with enough governance knowledge in order to cater for the growing needs of a school led system.
- Some MATs have a poorly written scheme of delegation which include confusing references, disjointed and contradictory delegation and, in some cases, key duties being duplicated or missed off entirely.

In addition to these challenges, in some MATs those governing and executive leaders do not want to relinquish their responsibilities and struggle to let go of their previous role. NGA has come across numerous examples where individuals involved in governance duplicate work, and others where there is no consistency across the trust, such as performance management of headteachers/heads of school being carried out differently for each school.

Confusion about different roles occurs at an individual level but also across the MAT.

a. Members:

Issues regarding the role of members range from MAT executives; the local tier and sometimes even trustees not being clear who their members are in the first place, to members not understanding their place within the organisation. Whereas some were not carrying out their duties at all, other members were completing tasks beyond their remit, such as setting the agenda for trustee meetings. Some MATs have not spent enough time thinking about what the members are supposed to do, simply having them because they are a legal requirement rather than seeing them as a governance asset. The confusion around the members' role is understandable given the changing school of thought and lack in timely, clear

and accurate guidance and advice about the role. At the time of writing, the incorrect description of members being ‘eyes on hands off’, a term used across different sectors for trustees/directors, remains in place in both the *Governance Handbook* and *Academies Financial Handbook*. NGA has raised this with the Department for Education and subsequently produced its own in-depth guidance on the role of members.

Trustees:

It is also the case that some trustees lack an understanding of their roles and responsibilities. In some instances, this included not recognising themselves as the accountable body with the key responsibility of ensuring, and holding the accounting officer to account for, the financial stability of the trust. Some trustees stray into completing operational tasks, such as appointing staff other than executive leaders. Linking this to the confusing schemes of delegation (SoD), NGA has seen examples of MATs listing trustees as being responsible for all executive functions within the SoD and trustees acting as de-facto governance professionals because the MAT did not have a member of staff to complete this role. Some MATs also report that trustees were undertaking school visits without a real purpose, although familiarising themselves with a school could well be useful just to get to know the organisations they are governing.

b. The local tier:

NGA has come across several MATs where those governing/serving the local tier – usually at academy level – are left without a clear steer from the board. Some trusts appoint interim executive type committees when an academy is struggling, based on the more widely known interim executive board (IEB) model taken from the maintained sector. Although this may be an effective model, there is often confusion over how much delegated responsibilities these groups should have and how they should work with headteachers/heads of school and executives. There is also confusion about how this needs to be implemented in practice so that a trust remains compliant with their articles of association. It is not uncommon for MATs to use a system of ‘mixed delegation’ but, in some cases, confusion over the local tier is compounded where it was not made clear to those at a local level how this works and which model of delegation they should follow, particularly if it is inconsistently applied.

c. Executive leaders:

The roles and responsibilities of those within the trust will need to change as the trust develops, which may include growth in terms of pupil numbers and school numbers. For new trusts, there needs to be a quick realisation that the roles required for MATs are different to those required for standalone schools.

Just because an individual is successful as a school head, or as a capable school governor, does not necessarily mean they have the required skill set to go on to roles at a MAT level, such as a chief executive or a MAT chair respectively.

The executive roles within MATs cannot follow a set format for all MATs: the way one chief executive and executive team is set up will not always be transferable to other MATs. The executive and central teams within MATs require much consideration, as they are a huge investment of money that needs to reflect value in the education experience of young people.

It is also important to recognise that there needs to be clear separation between the executive and governance level. NGA has come across numerous examples of executives acting as trustees and/or members of their trust. It is encouraging that the Department for Education has gone some way to addressing this in the model articles of association, but some MATs are still operating under outdated models. NGA has also come across practice where chief executives are attending and even chairing meetings of the local tier. Not only is this a poor use of time, but this blurs the lines of accountability between the executive and those governing.

d. Headteachers/heads of schools:

The role of head of school in an academy within a MAT is different to that of a headteacher of a standalone school. Heads of schools are often line managed by other executives in the trust (such as trust-wide directors or the chief executive) as opposed to those governing. Confusion and tension can arise as to who should be in charge of line managing heads of schools – with the executive and academy committee/council members sometimes confused and opposed as to who should be responsible for this. Furthermore, the role of head of school is fundamentally different to that of a headteacher in a standalone school; with many MATs having a head of school focused on teaching and learning while other responsibilities, such as oversight of finance and premises, are taken on by a central team reporting to the chief executive.

These changes to the head of school role are significant yet have received little attention. In particular, there are implications for who should be held accountable for the performance of individual schools, with NGA aware of heads of schools being removed from post for poor performance in schools but with no consequences for those higher up the executive chain. Furthermore, with the role of head of school different to that of a headteacher, this also has implications in terms of a pay settlement reflective of changing roles and responsibilities.

e. Clerking and governance management:

In the video Lord Agnew recorded for the February 2019 NGA Clerks conference, he stated “I want to be very clear that governance professionals are the cornerstone of effective governance: they are vital. The role of governance professionals is not only about good and effective organisation and administration, but also, and more importantly, about helping the board understand its role, functions and legal duties.”

Effective clerking is clearly vitally important in all school structures, and in MATs the role of the governance professional can take a number of different forms, from heads of governance or directors within the trusts executive team, governance managers, and regional or local clerks. The skills and experience of these professionals will vary accordingly across MATs, depending on the agreed role and MAT structure. Some trusts and schools are clerked by individuals with significant experience, others have the gap filled with the required skills set and professional knowledge not always being seen as important as it is, sometimes with other school staff appointed with no experience or formal training.

The role of the head of governance, governance manager or clerk will not be same and carry different duties and responsibilities, and some trusts will have multiple roles at different levels. Either way, there is evidence to suggest that governance professionals within trusts can quickly become overstretched in a MAT, particularly when they are required to take on dual roles within the organisation or when the trust reaches a certain size. This is something the sector will have to consider carefully as clerks play an important role in information management, advice, communication and board administration.



Learning from others: some solutions

Many trustees in MATs now know the trust board is the accountable body and cannot ‘delegate accountability’ to executives or those at a local level. Trusts are also increasingly taking an innovative approach to establishing a meaningful role for those volunteering at the local level, such as creating councils which act as the ‘eyes and the ears’ of the trust to putting the community at the heart of local governance activities – whether those decisions at academy level are taken or advised on – and underpinned by parental and staff engagement.

Findings suggest that most MATs now seem to accept the importance of creating a clear, concise scheme of delegation (SoD), as well as ensuring that the SoD is well-communicated and taken seriously across the trusts. To make this work, trusts are working hard to get buy-in from those at different levels of governance and management; making sure roles and responsibilities are not duplicated; ensuring executives and those governing are included in the SoD; making it accessible and easy to read; ensuring it is a flexible document, adaptable as the organisation grows.

Many trusts have also acknowledged the importance of tempering expectations of volunteers and staff and being realistic about the levels of influence and responsibility for each layer of governance. This is so that those governing are clear from the start about what they should be doing and can take up the role fully informed. A critical aspect of this is for the Department for Education to promote the importance of governance development programmes (including governance programmes for executive leaders). At a MAT level, there also needs to be induction programmes detailing roles and responsibilities for all new trustees and academy committee/ council members (see pages 10-11 for more details).

Changing the terminology used for those volunteering at a local level will help to clarify expectations – the much-used phrase ‘local governing body’ is unhelpful, as it suggests being on the local tier of a MAT governance structure is no different to governing a maintained school. This is not the case, however, as those at a local level only make decisions which are delegated to them (and sometimes are given no decision-making powers at all) and it is not easy to capture an accurate way to refer to them universally. NGA has been referring to the local tier as academy committees for a number of years, but NGA is now reconsidering as committee implies ‘a group of people appointed for a specific function by a larger group ... typically consisting of members of that group’. The local governance tier consists – or should consist – of a different set of people from the trust board. The good practice in having separation between layers should be emphasised (see section on overlap between governance and management). The term ‘academy council’ might therefore be better and more widely acceptable. However, it is worth noting that under all iterations of the model articles, the local tier is referred to as a committee, and so ideally further amendments would be needed to model articles for this to be reflected universally.

5. Community engagement and accountability to stakeholders

Many MATs report that they struggle to engage with stakeholders, including staff, parents, pupils and those in the local community. Understanding the views and experiences of stakeholders is a crucial part of the governance role (and, indeed, NGA would argue it constitutes the fourth core function of governance). This is different from but very much linked to the issue of accountability to stakeholders.



The challenges in the sector

Difficulties with stakeholder and community engagement are not unique to MATs. However, they can be compounded by both the size of some MATs and their geographic spread. In larger MATs, exactly what is meant by ‘community’ and ‘stakeholders’ may be open for debate. With a growing number of stakeholders, and loose community links (particularly if schools are drawn from different geographical areas), some MAT boards are over relying on headteachers and executives to speak for the school community, rather than incorporating staff, parent and student voice into the process.

One criticism that has been aimed at the MAT system is that this introduces a ‘democratic deficit’ by removing lines of accountability to local democratic government or stakeholder groups. In comparison, the argument is that maintained sector provides accountability primarily through democratic elected groups.

With no formal link to local authorities, academy trusts do not have local authority appointed trustees and, in almost all cases, there is no requirement to have community representatives on the board. While many trusts are actively engaged with local authorities and other local services, there is no requirement for them to do so. Indeed, there have been reports of some MATs who refuse to engage with their local authority and, inversely, some local authorities who refuse to engage with MATs. Although some MATs are not proactive enough in identifying and working with their schools’ communities or wider stakeholders, issues have been confounded by public perceptions of MATs with parents and others in the community sometimes reluctant to work with MATs, seeing them as a threat to their community coherence and an outside imposition rather than a force for good. NGA is aware of examples where each of the schools in a particular area are part of separate and larger geographically spread-out MATs.

While the emphasis from central government has rightly been on skills in terms of attracting trustees and those at a local level, this has often been at the expense of finding people with meaningful links to the communities they serve. The sector will often talk about the skills deficit in rural or more deprived areas of the country, yet there is a distinct lack of debate as to whether there is a local knowledge deficit in geographically diverse trusts.

NGA is absolutely clear that those volunteering to govern schools, once on a board, are not representatives of any particular group. Instead, they are there to use their individual judgement informed by their knowledge and experience in the interests of children. However, where trustees or those at a local level are elected, this helps to ensure that a diverse range of perspectives, including those of parents, are brought to the table.

Over the past few years, concerns have emerged that the power in academy trusts is being concentrated into the hands of too few people (their members, who ultimately have the power to appoint and remove trustees), and in some cases boards, made of up of small groups of like-minded individuals, which are distant from their schools and communities. NGA has questioned how legitimate a model this is for a public service and have been trying to start a debate on improving the accountability of schools to their stakeholders.



Learning from others: some solutions

Whereas some MATs struggle to engage with their community, others are putting community at the heart of what they do. In this respect, to suggest that MATs are more removed from their communities than standalone or maintained schools is simply not true. In many cases, boards are keen to get ‘buy-in’ from the wider school community. This includes working closely with parents, the local authority and employers and consulting with these groups to gain their input into the creation of a MAT vision.

Even where schools are widely dispersed geographically, some larger MATs have put community engagement at their heart of their local governance tier – ensuring that parents and other community representatives have a voice on these councils. Where this has worked (as explained on pages 19-20) is where MATs have not only put an emphasis on stakeholder engagement at a local level, but made local governance meaningful; giving these councils the ability to input and influence trust board decision-making.

Beyond local governance, NGA has come across examples of larger MATs who have found ways to engage with pupils, parents and staff effectively using a range of different methods. This may include receiving the results of a trust-wide pupil or parent surveys or holding consultations with the whole school community when thinking about the vision and ethos of the trust. Some MATs have also looked to ensure that there are people on the board of trustees who can relate to pupils and their families, a key step in building meaningful relationships.

While the vast majority of policymakers agree that engaging parents and the community is important, including the Department for Education, there has been an absence of sector wide reflection on how accountability to them could be strengthened. In terms of local government, it is clear more needs to be done to help rebuild relationships between local authorities and MATs where these have broken down.

The elegant definition of governance from the Canadian Institute on Governance (as shown on the front cover of this report) makes clear that 'how other players make their voice heard' is part and parcel of governance. NGA is now proposing that this should be adopted by the Department for Education in its *Governance Handbook* as the fourth core function of governing boards. This requires further debate with government as to how this might happen best, not just in terms of practice, but also in terms of structure. One suggestion is to open up MAT membership to a wide range of interested parties, rather than a small group of individuals operating behind closed doors, including parents and the wider community. Such a model has been shown to work well in other sectors.

6. The future of the local tier

Governing at academy level within a MAT has become known as local governance. The board of trustees is legally accountable for the decisions made across the trust, it can decide to delegate decisions to the executive and to those volunteering at a local level. This is recorded in the trust's scheme of delegation (SoD) and the board can review and change what is delegated at any time. A challenge faced by many MATs is that those at a local level have not necessarily understood or appreciated this, particularly when those deciding to join a MAT have taken the current SoD to be part of the deal.

While there is currently a local tier in the governance structure of the majority of trusts (80% of MAT respondents to NGA's 2018 annual governance survey had a local tier), this can take

many forms. Although widely referred to as 'local governing bodies', NGA uses 'local tier', 'academy council' or 'academy committee' to differentiate between those at a local level in MATs and the more substantial role of governing bodies of maintained schools.



The challenges in the sector

It is apparent that getting local governance right poses a significant challenge. This is a new feature of school governance which comes with governing more than one school and many MATs are happy to admit they are struggling to make it work well for everyone across the trust. Although a few MATs have started to suggest that a local tier may not be necessary, by and large it appears MATs remain highly committed to maintaining a form of local tier within their governance structure, even if it is not 'governing' in the truest sense of the word. Some abandoned the local academy tier for a while, pursuing alternatives and have returned to a local based model, citing the need for local intelligence. In addition, while there is much talk of regional or hub level governance, NGA has not yet found examples which prove its purpose or effectiveness.

Given that MATs are different in so many ways (e.g. size, phase, geographical spread, communities served, school improvement challenges, values, cultures and visions for growth) there is more than one model that can work. However, some trust boards feel confined to stick to what they have always done even if this is not working, often with the incorrect view that they have no choice but to conform to a single model of one committee for each academy mirroring the full range of trust board responsibilities for their school. While it is encouraging that those at a local level are often passionate about their schools and keen to retain their responsibilities, concern remains that some trusts feel paralysed to change local governance as this can disrupt the status quo and lead to disputes between trustees and those at a local level. Further tensions can be caused if the board of trustees attempt to take delegated functions away from the local tier. Some trusts make assurances to those at a local level, making it ethically difficult to alter arrangements. Given that governing at local level within a MAT represents a fundamental change for those who previously governed in a maintained school, this reduction in power can make volunteers feel as though they and their role now have less worth.

NGA has encountered situations where empty MATs, by definition consisting of just one school, have put in place overly complex and large governance structures, with members (a non-negotiable), a trust board (also a non-negotiable), trust board committees and an academy committee/council with

its own sub-committees. A single school trust operating with four governance tiers is unnecessarily complex and raises the question of when a MAT needs to introduce layers of governance and the importance of each layer having a clear and unique purpose.



Learning from others: some solutions

All MATs are different and the trust board is not restricted to sticking with any one particular model of local governance. Instead, it should look to create a flexible model which is able to adapt to changing contexts.

Trustees should also note that there is no legal requirement on MATs to have a local tier and they should only do so if this improves governance across the trust. The experience from federations showing it is perfectly possible to govern schools well with a governing board for two or three schools, applies to the smallest but also growing MATs. However, NGA's evidence suggests that there is still a key role to play for the local tier and MATs may find that they will lose more than they realise if they remove this. As several of the MATs explored through NGA's case studies and ERGs grew, the trust boards simply could not know all of their schools well without the help of the local tier. Those at a local level can be utilised to enable trustees to retain a strategic focus without getting buried beneath excessive information and weighed down by unrealistic monitoring requirements. Academy committees/councils are well placed to assess whether the school is working within agreed policies, meeting agreed targets and managing finances well. The local tier can scrutinise delegated areas in greater depth than the trust board and to feed information up to the trustees in a timely and succinct manner (see section on 'communication and information management' for more information).

Beyond carrying out specific delegated functions, another key area for academy committees/councils is knowing the school, its culture and its climate. A local tier is embedded within their local contexts, and thus better situated than trustees to engage with pupils, parents, school staff and the wider school community. Emphasising the link between community and the local tier could herald a renaissance of meaningful engagement of communities and parents in influencing the governance of schools.

Regardless of which structure is adopted, MAT trust boards will need to be proactive in raising awareness of the role of local governance and its limitations. Those MATs that have the most success from the local tier are clear with volunteers that the decision to delegate is made by the trust board and then recorded within the trusts scheme of delegation. This means that everyone is aware of what is delegated to a local level, and all parties are clear that these responsibilities can be removed at any time.

7. Communication and information management

Cutting across many of the themes outlined in this report is the importance of communication and information management in MATs. NGA use 'communication' to mean how the trust shares and receives views and/or information internally and externally. Information management is about ensuring that those leading and governing (but the trust board in particular) receive relevant, succinct, timely and comprehensive information to ensure that they have an accurate picture of financial and educational performance across all of their schools. This includes an understanding of who will provide that information, in what format it is to be provided, and with what frequency.

The Department for Education has produced a number of resources to help the sector manage information more effectively, linked to the work they have done around reducing teacher workload; however, despite this being an area of concern for trusts, progress in remedying this has been too slow.



The challenges in the sector

Many MATs struggle to get communication right; this has been persistently raised at NGA's community MATs network, with concern about the knowledge of the trust board to communicate effectively with those at academy level. Clear communication is particularly important with some local academy committee/council members, who have governed in the school before it joined the trust, arriving with misconceptions about their new role, or having governed in another MAT with a different scheme of delegation. One of the obstacles to having standard systems is that so much depends on the structures in place, the central resources, the phase and types of schools, and the size and location of MATs. This has resulted in a lack of shared expectations across the sector.

Common communication issues raised include:

- MATs using overlap between the layers of governance and management as a means of assuming informal communication between the members, trustees, academy committee/council members and the executive rather than setting up formal channels
- executive team used as a means of communicating across the layers of governance and management, so the information is always mediated by the executives
- communication channels never being investigated, agreed, reviewed and invested in
- communication channels not being clearly communicated, clarified or used
- MATs struggling to share messages consistently across the whole organisation, including to all its schools in the same way
- failing to communicate success

Communication problems do not necessarily mean a lack of information, but a lack of coordination. While some trustees and academy committee/council members report that they do not receive enough information, many others have reported that they were receiving too much, and sometimes in an untimely fashion, having documents tabled at meetings. Some trustees feel overburdened by the amount of information coming from individual schools. In some cases, data systems and reporting processes in individual schools and at a trust level are not aligned, with trustees and academy committee/council members giving each other inconsistent information. It was not just trustees who suffer with information management issues. In some MATs, trustees do not share enough information for those at a local level to carry out their duties effectively, or in some cases overburden those governing locally with too much information.

The problems may be exacerbated by poor board administration and agenda setting, unhelpful committee structures, or practice in meetings which is not conducive to interrogation of the information. These fundamental problems are not particular to MATs and require the same treatment as with any other governing board: concerted action by the chair alongside the clerk/governance manager and the senior executive leader to improve practice.

**Learning from others: some solutions**

MATs are working hard to improve communication, putting in place a range of different mechanisms. While no MAT that NGA has spoken to claims to have a perfect solution to communication, their experience include:

- Establishing regular cross-MAT groups, such as regular meetings of all the chairs of academy committees/councils with the chair of the trust board and other trustees.
- Using the role of the governance manager/governance professional to greater effect to coordinate trust wide communications at a governance level.
- Hold a whole MAT governance conference to provide continuous professional development (CPD) and discuss appropriate whole trust issues (such as vision/strategy/ the scheme of delegation).
- Invite academy committee/council members to the MAT's annual general meeting (AGM).
- Increasing the visibility of trustees; this may include trustees visiting schools and attending (but not sitting on) academy committees/councils on a rotating and occasional basis. This becomes a bigger challenge the bigger the trust gets, especially if academies are distant from each other and trustees.
- Enable academy committee/council members to visit other schools within the trust to share best practice.
- Putting together internal briefings for those involved in governance, e.g. items in newsletters or a governance journal. Consider the use of technology to improve communication (e.g. using cloud software to store and share documents).
- Celebrating success through gatherings, electronic communication and the trust board sharing success of individual schools across the organisation as well as trust-wide success.
- Continuously reviewing communicating channels as a trust develops, grows and/or adapts to changes in context.

Many trusts are focusing on ensuring that the information trustees receive is:

- 1. Relevant:** MATs with effective governance used their vision and strategy to shape the business and agenda of trust board and committee meetings. Some trusts put together a costed business plan to underpin the trust's strategy which helped the trust board keep focus on their priorities; the executive can then develop and work to an operational plan for each priority area.

2. Accurate: Triangulating different sources of information is important to be sure that the intelligence the trust board is acting upon is correct. This is particularly important as trustees will not be able to go into the same level of detail as those governing in single schools. This includes ensuring that individuals other than the chief executive are given an opportunity to present information to the trust board, as well as receiving other information independent to the executive such as stakeholder views, academy committee/council reports, external data dashboards and audit.

3. Succinct: To avoid overload, trustees need to ensure that the information being reported to them is concise. This includes having information presented in a way that trustees can digest quickly and having streamlined systems and process across the trust. This may require the development of executives in report writing.

4. Timely: All information for board meetings should be circulated in advance, with the agenda and notice of the meeting being sent seven clear days beforehand, to give trustees the time to prepare, read and digest the information; this is basic practice which is not always being followed and needs to be. Some trusts have benefited from an annual planner to coordinate what business should be conducted when.

5. Comprehensive: ERGs have identified that trustees should use their knowledge and skills to ensure that they are receiving all of the information necessary to carry out their duties and their core functions, neither skewed towards education nor towards finance and resourcing.

Many trusts have realised that the views of parents, pupils and staff are essential, and NGA has come across trusts that have clear reporting mechanisms in place to ensure that those governing hear directly from parents and pupils rather than through a proxy.

8. Due diligence and risk management

Due diligence and risk management are two pillars to ensuring a sustainable future for MATs. The term 'due diligence' is often used to refer to the intelligence (mainly financial and academic) gathered when a MAT takes on a new school to enable the board to make an informed decision and avoid surprises. However, due diligence is part of risk management, applying to all new contracts and partnerships. Risk management is about assessing ongoing risks – including potential and actual financial, academic, political and reputational risks – the organisation may face going forward.



The challenges in the sector

Many of the negative press reports on MATs have focused on scenarios where financial mismanagement, a lack of challenge or cosy board relationships have directly led to a detrimental impact for the trust. This is usually as a result of insufficient risk management and business continuity plans, a lack of transparency and open decision-making, or a lack of confidence and trust to have open conversations and courageous challenge. While the sector has improved over the years, NGA has come across examples of MATs not keeping a risk register nor engaging in a professional dialogue around the risks faced by the trust. These practices often develop over time, rather than there being a significant lack of due diligence at the time of the trust's commencement. It may however be more apparent at the point when a MAT is considering taking on another academy.

NGA is aware of numerous examples of MATs taking on schools with serious issues or without considering properly their capacity for school improvement or the financial impact on the rest of the trust. Even where the capacity for school improvement is considered, the assessment may not be done well; for example, with a MAT learning only once it has taken on a failing school how difficult it is to turn it around even when its previous provision is Ofsted 'outstanding'.

Getting due diligence and risk right is challenging and something which needs continual review and focus. NGA is aware of some MATs that are particularly struggling with financial risk and several MATs have outlined that they were eager to achieve economies of scale and arguably rushed into making serious financial commitments without considering the impact on the existing pupils within the organisation.

MATs must grow for the right reasons and carefully consider the consequences of doing so. NGA's evidence demonstrates that some trusts simply grow in order to shore up their finances and cover central posts which have already been created or identified as necessary, however expansion does not guarantee improvements, or even guarantee a more financially sustainable future. Trusts are increasingly reporting that they took on more than they could manage when it came to failing schools, with capacity within the trust to provide support often not available and targeted quickly enough, and external support often expensive and not always successful.

This may make MATs more risk averse; many MATs have reported to NGA that, even after robust due diligence, there is still a risk of something subsequently emerging (such as

academic or financial mismanagement of the school being taken on) which could adversely affect the reputation of the MAT.



Learning from others: some solutions

The majority of trusts NGA has worked with are increasingly taking risk more seriously through the ongoing development of more robust risk procedures and better registers. They are also thinking proactively about risk in meetings.

Similarly, many trusts are increasingly undertaking a robust due diligence process, using external organisations in order to professionally investigate and validate concerns. This is tending to mean that trusts are being much more cautious and considered in their approach to growth, which is not only commensurate with the board's legal responsibility, but is especially important given the current school funding situation. Furthermore, governing bodies joining MATs are also conducting their own due diligence in order to give themselves a better understanding of what joining a MAT means for them and which MAT best suits their values and ethos.

9. Growth, location and sustainability

There has been an almost continually changing view as to the most effective size of MATs and the importance of the geographical proximity of the schools. In 2016, the Department for Education published guidance which stated: *'it is increasingly clear that geography can play a crucial role in determining the success of MATs, and in particular ensuring that the trust is governed effectively. There is no 'right' geographical spread or an upper limit of distance or travel time between schools that determines whether a MAT will be successful or not. Nevertheless, experience shows that the geographical isolation of schools within a trust should be avoided. That isolation makes it more difficult to reap many of the collaborative benefits of being in a MAT, as it becomes difficult for leaders and staff to work together in person. Most trusts find that a local focus, or a series of local hubs, makes it easier to communicate, share good practice, and create a common ethos within a trust'*.

In 2016, Sir David Carter, the then National Schools Commissioner, argued MATs need to grow in order 'to be sustainable'. In 2017, Lord Agnew, the minister responsible for academies, said that small MATs should merge together in order to achieve financial viability, arguing that 'the sweet spot is perhaps somewhere between 12 and 20 schools, or something like 5,000 to 10,000 pupils' (North Academies Conference speech, 2017). The rationale for this growth

strategy has been largely economic – expounding the view that larger MATs will secure economies of scale, more efficient use of resources, more effective management and clearer oversight of academies. However, in contrast to this narrative, evidence from across the sector shows that there are different advantages and disadvantages in MATs of all sizes.

While growth in terms of the number of schools can present obvious opportunities, it also brings risk which can impact the performance the trust offers to its existing pupils. The number of pupils, not just schools, is the critical factor in determining whether a MAT is small or large. For instance, a MAT encompassing two 1,000-pupil secondary schools is likely to require more complex oversight functions than a MAT of five schools all with fewer than 150 pupils. The trustee board must always focus on outcomes for pupils across the MAT regardless of which site they attend, and special schools or alternative provision may make things more complex even if they have fewer pupils.



The challenges in the sector

While growth may well eventually lead to economies of scale, or more efficient methods of working, the impact this has on the existing pupils within the trust has not been explored in enough detail. There is limited evidence to suggest that pupils in smaller MATs do better and pupils in larger MATs do worse on average in standardised tests than peers in comparable schools (see sources cited on page 36 for *Greany et al.*, 2018). Economies of scale may arrive at different times and sizes for different trusts, sometimes at the expense of the educational performance of pupils and there are concerns that a strengthened and concentrated focus on financial efficiencies in some trusts leads to a narrowing curriculum, and a more limited educative experiences for some pupils.

MATs are still often growing in an un-orchestrated way, without it always being clearly linked to governance decision-making. Appropriate consideration is not always given about the rationale for growth and whether they have the infrastructure needed to deal with growth, such as if they could effectively offer school improvement/advice if the school is some distance away. The government has been keen for single academies to become MATs and for high performing MATs to expand, and some MATs have reported that they have been placed under pressure to do so. Naturally those approached by the RSC's are flattered to be asked, want to be helpful and can be tempted to say 'yes' too quickly. There has also been a focus on trusts merging to create larger, potentially more sustainable trusts.

Capacity is another issue that has already caught out a number of MATs. There have been widely published cases where sponsors have been put on the Department for Education ‘pause list’ – essentially being told they cannot take on any other schools until they have demonstrated clear capacity to do so. Trusts are using the time to consolidate following a period of growth and to focus on the working with existing schools.

With many more primary schools than secondary schools a future challenge to those governing MATs will be opportunities to expand in this direction; many currently opt to take on different types and phases of schools (including special schools) without having a clear understanding of whether the organisation has the knowledge or expertise to manage these effectively.



Learning from others: some solutions

The number of schools in a trust should continue to decreasingly be seen as a mark of success, with MATs instead focusing on sustainability and considering first if there is existing financial and school improvement capacity to support their current and prospective pupils.

In December 2016, the Department for Education published *Multi-Academy Trusts: good practice guidance and expectations for growth*; a useful document which sets out what trusts should consider if expanding and what the regional schools’ commissioners (RSCs) will expect to see before allowing a school to expand. The documents states that: “trusts that are sufficiently large (at least 1,200 pupils for primary trusts and 2,000 pupils for mixed or secondary trusts) will be better able to absorb costs pressures relating to the central overheads, drive value for money and be financially sustainable in the long term.”

Crucially, despite repeated calls for central research to take place, there is still no concrete widely available evidence provided on how size relates to performance overall. Many trusts are simply figuring out what works for them as they go along, however, many are now being more mindful about the need to grow, and what it means for the rest of the trust, and this marks a success in the sector overall.

Looking at how trusts are responding to growth, it is vital that trusts have a vision and growth strategy with a moral imperative at its core – something that has sometimes been neglected. Locality also remains a point of deep importance and, indeed, concern for many trusts, especially those identifying as ‘community MATs’, who retain a desire to be engaged, rooted and committed to a set geographic area (see ‘community

and stakeholder engagement section’ for more details), with location playing a key role in enabling relationships between staff based in different schools to develop and thrive. The ability for staff to move between schools and to share continuous professional development (CPD) are two of the advantages of MATs. Community MATs tend to retain focus on realising these benefits through close geographical focus. This also allows MATs to develop authentic schools-led collaborative models, with all schools in the group drawing on each other’s strengths and addressing weaknesses together.

While one of the core functions of a trust board is to “manage your charity’s resources responsibly”, this cannot be at the expense of meeting your charitable objects. That is, the size of the MAT (in terms of number of schools or pupils) needs to meet two objectives: it must improve outcomes for pupils and be financially sustainable. Encouragingly, trusts are increasingly focusing on this point when considering growth.

A word on expansion – NGA Community MAT network

The overriding view from the network meetings was that success depends on allowing time for good systems and processes to be embedded.

There has been much discussion about sustainability, with different messages coming from different sources but all apparently deriving from central policy – there is definitely some confusion out there. Some MATs have reported being encouraged to develop a growth strategy when they did not feel ready; others did not want to expand. Ultimately three years’ worth of discussions have shown that it is wise to invest time in reinforcing the basics and the lessons that have been learned in the past as the MAT system has developed. No single model works for everyone, so it is important to not just do what the MAT down the road has done. Too many new trusts are making the same mistakes some older MATs were making five years ago.

10. Oversight, review and holding trusts to account

Over the years, the Department for Education has produced some high-quality materials for MATs and has been engaging with NGA in some of its discussions around MAT accountability. It is encouraging to see the government making strides in key areas of concern, such as executive pay and related

party transactions (see section on ‘Ethics, culture, behaviour and relationships’ for more). Furthermore, the Information Commissioners Office (ICO) and the Education and Skills Funding Agency (ESFA) continue to publish reports on MAT audits, financial management, performance and financial notices to improve.

Yet MAT governance needs to be pushed further still up the government’s agenda and, when looking to affect change, the Department for Education need to better acknowledge that accountability for key decisions rests with the trust board, not the executive.



The challenges in the sector

Department for Education: Despite a generally improving picture emerging, there are still reports of contrasting messages from different parts of the Department for Education in relation to MAT approval, growth and expansion. While the level of consistent information has improved, there needs to be a decent and appropriate level of support for MATs in setting up effective structures, which should include greater sharing of lessons learned, mistakes made and good practice by the Department for Education and others, which is currently very limited.

There are several examples where the governance set out in a MAT’s articles of association is not what has been constituted in practice or indeed as recorded with Companies House. There appears to be failings in communicating to schools that MATs are one organisation and schools enter into this collaboration on a permanent basis (see section on ‘Organisational identity’ for more). NGA has heard accounts from schools advised that they can ‘easily leave’ a trust if they are unhappy when this is clearly not the case. It is pleasing to note that such reports are increasingly rare, but reports of inconsistent central messaging nevertheless still exist.

All government departments are under pressure due to the current political climate and ongoing Brexit discussions. While NGA understand that the current state of affairs is unprecedented, it is concerned that the drain on civil servant resource caused by Brexit is having, or will have, an adverse impact on central education policy and important developments, including the need for a greater focus on MAT governance which currently does not have the prominence needed.

Regional schools’ commissioners (RSCs): In its report on the role and composition of the RSC, the Education Select Committee recommended that the role of headteacher boards be reviewed. These boards advise on and challenge

the decisions of RSCs, yet there is no formal requirement for individuals with governance expertise to sit on headteacher boards. To accurately advise on accountability of MATs there must be representation from those at governing board level. While NGA has been informed that the RSC’s are actively seeking non-executive directors to be a part of these advisory boards, these individuals will not necessarily carry the level of governance expertise many agree is required.

There is a significant lack of capacity in the system and this will become more acute with ongoing political challenges. The relationship between individual schools and RSCs will of course vary according to the type of school and its circumstances. However, NGA has multiple reports from those governing that they have either been prevented from, or unsuccessful in, being able to speak to an RSC or senior level officer to discuss concerns, sometimes being told it is a trust matter and should therefore be dealt with internally.

There is also a serious concern about where governance oversight is being positioned and dealt with. Both the RSC and Education and Skills Funding Agency pick up elements of governance oversight, despite efforts of reassurance from government, concerns remain that there is not a single joined up approach to leading on governance matters that prevent it falling between the cracks, or roles being duplicated.

Ofsted and MAT inspection: Different school structures bring different governance structures, but this is something that has not always been clearly understood or appreciated by inspectors. NGA has some concerns that the new *Education Inspection Framework*, effective from September 2019, may inadvertently lead to a devaluing of the local tier of governance in MATs, as the proposed new framework does not indicate whether inspectors will seek to gather the views of those who sit on an academy committee/council without a specific governance function delegated to them.

The debate over whether Ofsted should have formal powers to inspect MATs has been rumbling on for several years. Both the current chief inspector, Amanda Spielman, and her predecessor, Sir Michael Wilshaw, have expressed their view that the inspectorate needs more powers to inspect MATs centrally in a similar way to individual schools; this requires the support of the secretary of state for education.

Ofsted previously conducted ‘focused inspections’ of some MATs, consisting of a ‘batch’ of school inspections and accompanying discussions with staff and trustees. The vast majority of ‘focused inspections’ letters commented on the

clarity, or lack thereof, of MAT SoD. Ofsted's approach has shifted away from 'focused inspections' and toward 'MAT summary evaluations'. Through this approach, Ofsted is seeking to improve the inspection experience for MAT leaders and their academies. However, this approach is not the same as a formal inspection of a MAT. Instead, it involves several inspections of individual academies from a MAT, taking place over a period of up to two terms. When all the inspection reports are published, a small team of inspectors will visit the 'head office' to evaluate the educational effectiveness of the MAT as a whole.



Learning from others: some solutions

NGA urge the Department for Education to have a stronger focus on the role of governance in its approach to MAT accountability and oversight – this is a quick win which can be assisted through organisations, such as NGA, with expertise in school governance. Due to historical issues of trusts being formed under different versions of model articles of association, there should be a review of these, which may mean the Department for Education placing a requirement on trusts to review their articles and update them if this has not been within a set period of time. NGA regularly come across older articles of associations that are not in line with current departmental and governance best practice.

To clarify the role of governance oversight, where this sits and ensuring it is not divided in a way which may result in duplication, there needs to be a discussion with the wider sector, clearly outlining so that everyone understands how the work of the Education and Skills Funding Agency and RSC's is divided up, and how information is shared between them. With the renewed focus from Ofsted also being more closely aligned to all three core governance functions, further duplication could arise.

The relationships between the RSCs and schools also raises some interesting questions. Interaction with underperforming academies and maintained schools which are eligible for intervention should be based on transparent professional dialogue, with the RSCs providing support and challenge as appropriate. Those governing and school leaders should have opportunities to raise concerns with RSCs so that potential underperformance can be identified and addressed before problems become acute. The relationship between RSCs and the local community should be one of open and transparent dialogue. That said, NGA recognises that what is needed to provide good educational outcomes for pupils and what the

local community wants is not always the same thing and that, in some cases, it will be necessary for RSCs to make difficult or unpopular decisions about the future of a school. In these circumstances it is vital that there is meaningful dialogue with the community throughout the process and that the reasons for making this decision are communicated as clearly as possible. However, this is a time-consuming process – it is imperative that the RSC offices have the resource and time required to undertake this well.

Ofsted should consider how high-quality data and information between the local tier and the trustee board is shared, particularly in larger MATs, and how issues that are raised locally are considered. The new inspection framework does not include reviewing the approach to MAT inspection, something which Ofsted had previously suggested it might. Powers to formally inspect and make judgements on MAT effectiveness would rely on changes to legislation; for which there is not current capacity in Parliament. NGA supports the idea that MATs should be subject to formal inspection, as this would reflect the fact that a MAT is a single organisation. Inspecting MATs could also reduce the burden of inspection for individual schools with some aspects of leadership and management being scrutinised centrally.

NGA has long called for the lines of accountability in MATs to be better reflected in Ofsted reports of individual schools; reports on schools within MATs often omit to comment on the effectiveness of the board of trustees, instead treating the academy committee/council as if it is the accountable governing board for the school. Of course, any inspection should be carried out by inspectors with the necessary skills and knowledge and NGA is pleased that Ofsted has been drawing on NGA's expertise to inform its training for inspectors in relation to inspecting governance, in both MATs and single schools.

11. System leadership: collaboration and support to improve other MATs and schools

It was the former secretary of state for education, Nicky Morgan, who transformed the academisation agenda, putting the focus onto MATs. Her vision was for MATs to be the centrepiece of the "self-improving school system" with struggling schools benefitting from the support provided by MATs.

Whilst schools in well-managed MATs are seeing the benefits of sharing expertise, there is a danger that the system is not

adequately providing that support to other schools whether within less successful MATs, single academies or the thousands of local authority maintained schools. This can apply to good schools aiming to improve, but more urgently to schools in decline or with persistent challenges. There are many types of school collaboratives, networks and school improvement service providers, with some, such as teaching schools alliances, straddling all those functions. Many local authorities have contracted out their school improvement and governance support services, often to services which take the form of a trust, company or schools partnership. Most will be selling services, as does NGA, rather than providing them for free.



The challenges in the sector

First, government policy has meant that MATs have become increasingly disincentivised to take on challenging schools. The financial incentives that MATs used to receive to support struggling schools have reduced. Therefore, whereas MATs may be seeking to take on financially healthy schools, many MATs are understandably unwilling to take on those schools struggling with money as this may have a detrimental impact on the other pupils within their trust, and even to the sustainability of the trust as a whole. This is a growing concern, particularly as trustees have a legal responsibility to ensure the trust remains viable.

It takes a lot of capacity and resource to turn around schools with poor academic performance. Trusts have told NGA that they had been naïve to take on schools with poor outcomes without adequate capacity and that they will not make the same mistake twice. NGA is aware of MATs aiming to take on Ofsted 'good' or 'outstanding' schools as part of their growth strategy in order to increase their school improvement capacity first. Most educationalists and trustees would like to improve outcomes for as many pupils as possible; yet there is rightly a hesitation to do so if it puts outcomes of their existing pupils at risk.

Second, under the current legal framework and accountability system, MATs are only accountable for the schools that are part of the trust. This has led to a contradiction emerging between MATs and other vehicles of school improvement, such as teaching school alliances and initial teacher training centres. For example, some MATs that have 'outstanding' schools with teaching school status have told NGA that they struggle to fulfil their teaching school obligations to the broader alliance because their capacity is being used to support struggling schools within the MAT. This inevitably weakens the

teaching school's ability to make a difference in the local area. Collaboration between MATs and between schools within MATs and other schools in their locality is not always evident. Some schools within MATs only look upwards to their central services for their school improvement, and not more widely outwards.

Third, the system is short of school improvement agents with governance expertise, especially those with MAT governance expertise. NGA lobbied for the role of National Leaders of Governance (NLGs) and welcomed the then National College of School Leadership introducing this status alongside a chairs development programme in 2012. There are over 400 serving NLGs, many of whom are active members of NGA. These are chairs who have volunteered to coach and mentor other chairs. However the system to-date has not always utilised this experience and good will to full effect. It is also not well communicated and neither is quality assured. Some NLGs are well known in their area and are oversubscribed with requests to help while others do not have a network to draw on. Some NLGs have only governed in one school and not all have experience of MAT governance. Other NLGs are experienced consultants who earn their living from governance support (as does NGA), but are sometimes too busy to provide the hours of volunteer mentoring.

Two years ago the oversight of and support for NLGs was transferred to the Teaching School Council; that worked in different ways in different regions, but generally there has been insufficient development of the NLG network. Most of those executives leading teaching schools alliances would not consider themselves to be experts in governance.

There have been no recent NLG designations while the DfE has considered how to support and improve the system leadership of governance; unfortunately this work has not been completed. This gap in the school improvement system has resulted in governance not taking its rightful place at the centre of the new school support offer.

NGA very much welcomed the recent announcement by Damian Hinds, Secretary of State for Education, to remove the floor targets and coasting measures and instead use Ofsted 'requires improvement' judgements as the sole trigger to identify schools for an offer of support from September 2019.



Learning from others: some solutions

The accountability framework needs rethinking to deliver a truly 'self-improving system' as opposed to one in which individual schools and trusts are only concerned with their own improvement, and not that of other schools and trusts. Consideration should be given to introducing accountability for outcomes of all the children in an area, but there is not a simple solution to this, given the limited levers that are available through collaboration and networks. Financial incentives may be more practical than performance targets. Due to the restrictions of school funding, there is now limited capacity within the school system to draw upon. NGA is aware of school and trusts who have donated time to broader school improvement, notably through TSAs, but are reassessing whether they can afford to continue to do that.

There is also an ethical dimension with MATs needing to live up to their role as public servants and work with schools beyond their organisation to bring about wider systemic school improvement. The Department for Education also needs to reimagine MATs within the wider sector. As well as being demonstrably accountable to the public they serve, MATs also need to be proud to provide a public service. At an individual school level, this is about being rooted in, understanding and engaging with local communities and giving a voice to communities, parents and pupils. However, MATs as a whole also need a clear sense of 'place' – in other words, an understanding of where the MAT fits alongside other schools and public services in the area(s) it serves and how it is going to ensure it sits alongside, rather than being isolated from, the wider public sector. NGA supports regular inspection of Ofsted 'outstanding' schools and this accolade could be achieved where an organisation has contributed to improvement outside the confines of its own school or trust.

Despite the fierce opposition to Nicky Morgan's unsuccessful proposal to force all maintained schools to convert through legislation, some commentators are again suggesting that reform is needed to ensure that all schools have the advantages of being in a MAT and to have a uniform system. NGA supports the right of governing boards to make decisions in the interests of their children, knowing their local context. Many governing boards and school leaders have been weighing up the structural options for some years, and a system, particularly one claiming to value autonomy, should not ride over those decisions. The better route is to win hearts and

minds by demonstrating the improvement achieved by MATs. The evidence needs to be stronger before the case can be categorically made that this is always in the interests of pupils. There are costs, both in cash terms and time, to structural change. Those governing and leading our state schools need to be convinced that this is the best way to achieve their priorities and, currently, many are not.

The system is fragile at present with stretched resources, a staff recruitment challenge, reducing support from other public services, and increasing numbers of children from disadvantaged families and with special educational needs and disabilities (SEND). Even if there were parliamentary time and support for such legislation, which is highly unlikely, a divisive battle on school structures within the sector would be unhelpful. Schools that wish to join a MAT can continue to search one out which fits with their values and ethos.

In addition to MATs, there are other tried and tested governance models that have been successful in driving school improvement. A federation can provide the same support as a MAT, with many established federations choosing to convert to MATs once they have established relationships and become truly one organisation. Interim Executive Boards (IEBs), when implemented well, also have a good track record of transforming maintained schools, and should not be overlooked. Any funding provided centrally for school improvement should be supporting the most cost effective approach, and that might not be expenditure of limited resources on conversion to academy status. An evidence-based approach is needed when considering all options.

There are many networks, some more formal than others, in which schools and trusts come together to share practice. The role of teaching schools and the Teaching School Council needs time to evolve and it is encouraging that the Department for Education is investing time in getting this right. There are some good examples of TSAs proving the engine for partnership and improvement in an area. There is also a growing practice of peer review, supported by a number of organisations, which is to be encouraged and could provide a real vehicle for spreading success.

Conclusion

Getting governance right is the key to ensuring a MAT system which is sustainable and which delivers in the interests of children. Governance is the framework that will allow the system and the people within it to flourish. Although governance is often perceived to be the problem, for many of the problems MATs are facing, it is the fundamental solution.

At the core of this report is an inherently positive message. None of the identified challenges in this paper are insurmountable. While the knowledge and experience to overcome these hurdles exists, there now needs to be the time to allow the schools system – and those of us within it – to unite to embrace governance. This will require respect that has not universally been demonstrated: respect for knowledge and expertise in governance; respect for knowledge of and experience from other sectors, in particular the third sector; respect for those working within other legal structures; and respect for those governing. Many of the identified misunderstandings and challenges in this report would have been avoided in the first place if this approach had been in place from the beginning. However, it is not too late.

While many still describe the MAT system as ‘new’ and in its ‘infancy’, this report is underpinned by a different approach: there is a wealth of learning that can be gleaned from and from those MATs who have been around for a number of years. There is also a wealth of knowledge that can be gleaned from other sectors, but particularly the third sector from organisations with the same legal structures and mission-driven approach as MATs.

Many new MATs are now facing many of the same problems as those set up in the preceding decade and, as demonstrated in the ‘learning from others’ sections throughout this report, there are MATs who have been committed to getting governance right and have really thought through the issues identified and about possible solutions. There is not one single model that will work for everyone, but there are principles and lessons that all can apply in order to improve the practice and effectiveness of MAT governance.

Even if MATs have not been around long enough to provide all of the answers yet, the principles of good governance have been around for centuries. NGA’s understanding of good governance – ethical, accountable and effective – requires no changes to be applicable to MATs. The eight elements of effective governance (see page 15) overlap extensively with

many of the insights covered throughout this report; getting the right people around the table, understanding roles and responsibilities, the importance of clerks and governance managers, and building relationships upon trust.

Ethical governance needs to shine through in a way it has not been able to, with a small amount of unethical practice creating the public perception of a corrupt sector. NGA has seen many good people governing and leading MATs, aiming to work in the interests of children. The principles of public service and the values and virtues which are required alongside it need to be extensively promoted and celebrated. NGA recommends the *Framework of Ethical Leadership in Education*, published earlier this year as a result of a commission instigated by the Association of School and College Leaders. NGA is running a pathfinder project to gather and spread the learning about putting the framework into practice: if any MATs wish to join this in the coming academic year, please contact ethical.schools@nga.org.uk.

The evolution and promotion of MATs without sufficient thought to governance has produced a deficit that requires debate, one that must not be ignored any longer. Concerns about decisions being made by powerful but distant groups needs a response, an open dialogue, in line with the Nolan principles of public service. Avoiding this discussion is counter-productive. NGA proposed a solution a few years ago of encouraging parents and others with a stake in the community to become members of the trust, but others may have different suggestions. That conversation needs to be had to equip MATs to be publicly accountable to their communities.

Another underlying theme throughout this report is to put third and public sector principles back at the heart of MAT governance. As well as MATs being demonstrably accountable to the public they serve, proud to provide a service to local communities, they need to understand and engage those communities, be rooted in those communities with a clear sense of ‘place’ and giving a voice to communities, parents and

pupils. The local tier of governance will be key to trusts getting this right and any growth strategy should recognise this. While the report covers a range of other aspects of MAT governance practice which need to be improved, local governance is the innovative aspect, which needs most attention.

Delegation to the local level is how MAT governance differs from other models, and more work is needed to make this crucial element contribute to its full potential. The volunteers must be adding value, and school leaders clear to whom they report. While there are some lessons to be learnt from federations, they are not of the scale that many MATs aspire to be. The report raises the questions of whether large, geographically dispersed MATs are the best model for ensuring the best education for pupils: this is another discussion which needs to be taken to a wider audience. Assumptions are being made without the sharing of evidence. Furthermore, despite the advice of Lord Nash (previous schools minister) that schools in a MAT should only be a short distance apart, the Department for Education has not embedded this into its decision-making process.

Beyond good governance, this report has also reiterated the enormous value in engaging with and learning from others and the need to embed a culture and expectation of 'MAT-to-MAT' as well as 'school to school' support. While NGA will continue to interpret and share the learning gathered from working with MATs, the sector as a whole needs to think about how it can bring together more of this learning, create accessible networks of trusts, and break the cycle of new and emerging MATs making the same avoidable mistakes as their predecessors.

Some of the barriers to effective governance will only be overcome if individuals within MATs work together effectively. Underpinning this is the importance of trust and respect within MATs, with power debates and a (perceived or actual) lack of openness and transparency often diverting vital resources away from securing good outcomes for pupils and toward managing internal politics. As such, getting this right relies on all parties involved in governance, from the Department for Education at the top to academy committee/council members in individual schools, being committed to change in practice and culture in the interests of their pupils and the communities they serve. This trust, respect and collaboration needs to be extended to those who are not yet working within MATs; they too are making decisions in the interests of pupils.

To bring this report back full circle, it is clear that there has been a 'revolution' in school governance – yet this revolution has been less about legal structures and more about the implications of governing a group of schools. A governance model introduced originally for a few schools in the early 2010s is now being applied at great scale across state funded schools. New practice has developed organically and further learning is needed for it to be truly effective.

The insights from this paper generate four questions which need thorough honest and open debate across the sector:

- Is the role of trust members in MATs currently concentrating power in the hands of a small number of individuals?
- Is school improvement best served by geographically dispersed MATs?
- Should growing MATs above a certain size be discouraged?
- What are the implications of the changing role of school leaders in MATs and how might these work best?

If the sector and policymakers can answer these questions together, MATs will be in a better place to play their part in delivering quality education for their pupils which, of course, is their core purpose.

Recommendations

1. Recommendations specifically for MAT boards of trustees

The *Framework for Ethical Leadership in Education*, which builds on the Nolan principles of public life, should ultimately form a key part of the culture of the wider sector and each organisation – i.e. the norms, customs and behaviours of staff and those who govern.

- a) Boards must set a culture for equality and diversity in order to thrive; boards should set an example about inclusion from the top down and be a catalyst for achieving diversity at all levels. As part of this, the under-representation of women on boards and particularly as MAT chairs should be considered.
- b) Boards should be aware that being well equipped on paper, through appointments of prominent and highly talented individuals, may not improve board capacity and could even reduce it.
- c) Boards should be clear on the time required to volunteer as a trustee and in particular to chair a MAT.
- d) Board chairs should look to reduce unnecessary time commitments to ensure the role remains sustainable, including avoiding sitting at a local level.
- e) Boards need to develop future talent of trustees and those governing at local level to ensure that effective governance continues to be sustainable through establishing a culture of succession.
- f) Boards must be proactive in learning from the experience of other trusts.
- g) Boards should be attentive to the risks of any bias/or 'my school mentality' manifesting in a potentially damaging way.
- h) MAT trust boards must commit to a separation of individuals on each tier in the governance structure.
- i) Trust boards should ensure that they have developed an accessible and usable scheme of delegation which demonstrates the trust's commitment to building and delivering openness and transparency.
- j) Trust boards should think carefully about the role applied to the local tier, how influence is maintained and name it accordingly and appropriately.
- k) Trust boards should ensure that they have effective communication channels, not built around overlap between the layers of governance and management, to facilitate effective working across the trust. These systems should be reviewed regularly.
- l) The board should ensure that any growth plan is sustainable, rooted in the vision and values of the organisation, and to retain a focus on what will improve outcomes of existing pupils.
- m) As there can be significant financial and reputational risks to growth that, even with robust due diligence, cannot always be mitigated against, trustees should always have a conversation about their appetite for risk and make a decision when taking on new schools based on the vision of the trust and the best interest of the pupils.
- n) Trust boards must be able to justify their executive pay decisions to stakeholders including parents and the taxpayer, and have the confidence to say 'no' in the interests of pupils and the public.
- o) Trust boards need to be outward looking and embrace the benefits of working with the wider sector. This includes MAT boards working closely to support and learn from other governors and trustees in an open and transparent way.

2. Recommendations for multi academy trusts

- a) As public services, all MATs should have some sense of place and put community at the heart of their vision and values for the trust as a whole; the move to groups of schools should also not come at the cost of removing local connectedness and engagement.
- b) Trusts must spend more time establishing and communicating their identity.
- c) Trusts must spend time investing time in getting communication right and celebrating success together.
- d) Trusts must increasingly collaborate with other trusts, to ensure MAT-to-MAT support is at the heart of improving the system. As well as MAT-to-MAT support, trusts must work in partnerships with others across the wider sector.
- f) Trusts should promote peer-review between MAT leaders, with regular opportunities for headteachers and executive leaders from within and across trusts to share knowledge.

3. Recommendations for the sector as a whole

- a) Governance must be accepted by all as a foundation underpinning the health and future success of the education sector.
- b) There needs to be a universally accepted understanding that a MAT is one organisation, with all players accepting and promoting the legal status of academy trusts as non-profit-making charities.
- c) More prominence should be placed on the role of governance professionals in the MAT sector.
- d) Debates need to be embraced on the big questions arising from our report:
 - 1. Power in MATs has been concentrated in the hands of too small a group of members (almost always distant) and should be opened up to parents and other local organisations.
 - 2. Geographically dispersed MATs cannot as easily share improvement between schools nor achieve the necessary engagement with place.
 - 3. Large trusts represent a major change in school structure which has not yet received public acceptance; nor has size of trust been shown to be the factor which ensures the best education. Is this the possible direction of travel and what are the future implications?

4. MATs have altered the nature of school leadership, in particular headship, in a fundamental way which has not been discussed in a full and coherent fashion. The implications of this needs to be explored.

- e) The lines of accountability in MATs need to be better reflected in Ofsted reports.

4. Recommendations for the Department for Education (DfE)

- a) The DfE must maintain greater focus on MAT governance; the government must urgently invest in governance resource, policy and knowledge both centrally and in regional teams.
- b) The DfE should increase the sharing of practice on how trusts are encouraged to grow, and what happens when there are fewer schools looking to join MATs. This may lead to increased emphasis on MAT mergers and careful consideration is needed around the governance and cultural compatibility of those organisations.
- c) The DfE should broaden its strategy for trustee recruitment and development, acknowledging motivations and capacity, as well as skills, and placing more importance on succession planning for key roles.
- d) The incorrect and damaging idea and terminology of the “privatisation” of state schools must be corrected, with the department rethinking trust membership comparisons and avoiding exclusive promotion of private sector practice.
- e) The move to governance through third sector practice should be emphasised and the values of the third sector not underplayed.
- f) The DfE should commit to quickly developing and communicating a clearer distinction between the role of members and trustees. Specifically, the incorrect description of members being “eyes on hands off” needs to be removed and replaced in both the *Governance Handbook* and *Academies Financial Handbook*.
- g) The government should look to update terminology and guidance on financial practice to reflect that MATs are one organisation, paying particular attention to general annual grant (GAG) funding allocation, the concept of ‘top slicing’ and approach to MAT/school reserves.
- h) The government must recognise and respect that many governing boards, executive leaders and school stakeholders have chosen to remain maintained after a due diligence process and should ensure policies are designed to support all school types on an equal basis.

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- i) The government should develop and maintain a stronger line on executive pay levels.
 - j) Practice, including transparency of mistakes made and how these have been overcome, has to be shared more across the sector to improve the overall approach. When there are major public failings in the MAT sector, the DfE should consider and share the implications and be open and transparent about when things go wrong and what this means for others.
 - k) The DfE needs to expedite its development of governance expertise in system leadership and ensure that it is not relying on volunteers to carry out this important work.
 - l) The DfE needs to consider how the accountability system incentivises collaboration outside the MAT, both between MATs, but particularly importantly support for other local schools.



NGA's role in helping MATs now and in the future

NGA will continue to support MATs of all sizes to improve their governance practice. Related to the recommendations in this report, NGA will continue to run the following campaigns and provide the following services:

- a) **Community MAT network:** This will continue to enable trustees to share practice and will champion and explore how trusts can retain a sense of “community connectedness” even with growth.
- b) **Everyone on Board campaign:** This will continue to explore new and innovative ways to increase diversity at a board level, finding ways to overcome the barriers which impede volunteers from becoming trustees and challenging “group think” at a board level.
- c) **Educators on Board campaign:** This will continue to encourage middle leaders in schools to govern. Not only will they develop their careers but, should they ever become lead executives themselves, they will better understand the importance of, and their roles and responsibilities in regards to, governance.
- d) **Framework for ethical leadership in education:** This encourages ethical behaviour on boards through the pathfinders’ programme, offering individuals access to resources to help them embed ethical principles in their roles and trusts.
- e) **New edition to Welcome to a Multi Academy trust:** NGA will shortly be releasing an update to *Welcome to a Multi Academy trust*, a comprehensive guide to help those governing in MATs understand the education landscape and their roles and responsibilities.
- f) **NGA updating guidance for MATs:** With the success of the model schemes of delegation, members guidance and executive pay guidance, NGA will continue to produce high quality pieces of guidance to facilitate effective governance of MATs.
- g) **NGA research:** NGA has already produced five case-studies exploring the lessons MATs have learned in their journey since creation, and intend to produce more in the future. NGA is also undertaking further research to explore the time it takes to chair a multi-academy trust (MAT).
- h) NGA is holding its first MAT governance conference (free to NGA members on Friday 15 November), but will continue to accept as many invitations as we can to share our governance expertise by speaking at other people’s events
- i) NGA will continue to work with other organisations who support MATs; our expertise in governance complements those with executive expertise, and together the best possible advice can be provided. In line with encouraging schools and MATs to collaborate locally, NGA’s approach is always to collaborate regionally and nationally where we can, and this is most successful with those who also understand and value the range of experience on the ground and have the same ethos to considering evidence and sharing practice. We already work with a range of national and regional partners, but we would welcome approaches from others too.
- j) NGA will continue to develop its peer review model for governing boards and adapt if for MAT boards; this is likely to require MATs of similar sizes to work most effectively.



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NGA resources

As the leading organisation representing governance in the state-school sector, NGA can play a key role in helping MATs overcome the challenges identified in this report. If you are a trustee, academy committee/council member, or executive leader and are looking for some resources to help you overcome challenges in your MAT, NGA can help.

NGA guides

NGA's *Welcome to a Multi Academy Trust* offers a detailed overview of what it means to be a trustee or academy committee/council member in a MAT. It is useful as both an induction guide for new volunteers and a reference guide for those who are not new to MAT governance.



NGA also offers *The Chair's Handbook* and *Welcome to Governance* to help those governing understand their roles and responsibilities.

Details of how to purchase NGA guides can be found here: www.nga.org.uk/publications

Knowledge centre

NGA has a wealth of resources to help MATs overcome the challenges identified in this report. These are all available to NGA members at www.nga.org.uk/knowledge-centre. For resources specifically aimed at MATs, visit: www.nga.org.uk/multi-academy-trusts

- Taking the next step – considering joining or forming a group of schools: Written in partnership with the Association of School and College Leaders (ASCL) and Browne Jacobson, this guide is an update of the Forming or Joining a group of schools and aims to help those governing and senior leaders of standalone schools stay in control of their destiny. As opposed to previous versions, this guide includes more information on mergers between MATs. www.nga.org.uk/jointguidance
- Members of the academy trust: This resource provides an in-depth introduction to the role of members in a trust, outlining the purpose of the members, their roles and legal duties. www.nga.org.uk/matmembers
- Model schemes of delegation: To help those governing in MATs decide the best governance structure for their school/s in order to be effective. The models also suggest what to delegate and to whom, with a number of given scenarios. www.nga.org.uk/matschemes
- Executive pay: This comprehensive guide is available to help support governing boards of academy trusts in setting a framework for the pay of their executive leader. www.nga.org.uk/execpay

- Trustee role description and person specification: This resource will help trustees understand their duties, roles and responsibilities. www.nga.org.uk/trusteerole
- Process for changing articles of association: Getting the articles of association right is a key part of gaining clarity around roles and responsibilities. The process for doing so is explained in this guidance. www.nga.org.uk/changing-articles
- Being strategic: A guide for governing boards: Getting the MAT's vision and strategy right is a key element of establishing a whole organisation identity. NGA's Being Strategic guide can help governing boards get these principles right. www.nga.org.uk/beingstrategic
- Framework for ethical leadership in education: Currently in its pilot phase, this framework provides guidance and resources for those governing to change the culture in their organisation and embed ethical values. www.nga.org.uk/ethicalleadership
- NGA model skills audit and skills matrix: This document will help MATs ensure that they have the right people, with the right skills and commitment, around the table at a trustee and local level. www.nga.org.uk/skills-audit

Cannot find an answer to your question or challenge in the knowledge centre?

Join NGA as a GOLD member and receive unlimited bespoke strategic, procedural and legal information on any topic revolving around governance in your MAT. NGA is now opening up this service to academy committees/councils at a school level. Visit the NGA website to find out more: www.nga.org.uk/goldline



Trustee and academy committee/council recruitment

Inspiring Governance is a free online recruitment service which connects

volunteers interested in becoming governors and trustees with schools that need them. The service is funded by the Department for Education and is free to use to all types of



schools. Trusts can use it to recruit for their trust board and the academy committee/council. All governors and trustees appointed through Inspiring Governance receive 12 months free support from NGA:
www.inspiringgovernance.org

Getting the right people around the table

is one of NGA eight elements of effective governance and NGA has produced guidance to support boards through the recruitment process. This is available to download from the NGA website:
www.nga.org.uk/the-right-people



Preparing your board for the future is a succession guide produced by NGA and Inspiring Governance for governing boards. Succession planning is about ensuring continuity within an organisation, having the right people in the right place at the right time. Looking at this in terms of a MAT board, this means recruiting new trustees and encouraging learning and development:
www.nga.org.uk/succession-planning



Future Chairs



For some governing boards, despite their best efforts, it can be difficult to recruit the right person to take on a chairing role.

Future Chairs is a free recruitment service designed to help governing boards that will need a chair, vice-chair or committee chair within a year to connect with volunteers with the right skills and willingness to take on a leadership role:
www.nga.org.uk/futurechairs

Research

NGA has produced a number of research reports which have illuminated the roles, responsibilities in MATs and the challenges and benefits associated with the MAT system. This includes:

- **Executive headships** (2016): Exploring the role of the executive headteacher. This is useful for MATs looking to get their executive management structure right.
- **NGA's MAT case studies series** (2018-19): These detailed case studies explore the lessons learned by five MATs in their journey since inception.
- **The time it takes to chair a multi academy trust** (2019): This research is used to provide evidence of the time it takes to chair a group of schools and, if possible, identify strategies which chairs can employ to carry out their role more efficiently.

The entire suite of NGA research can be found at:
www.nga.org.uk/research

E-learning, development and training, and board evaluation

ngal learninglink

Effective MAT governance

A new eLearning module on NGA Learning Link to support those governing MATs to improve their board's effectiveness and outcomes for pupils. Using a case study and the experiences of those governing in MATs, this module will help you explore the key challenges and identify the common pitfalls in six fundamental areas of effective governance.

www.nga.org.uk/LearningLink

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Our consultant-led Leading Governance programme is tailored specifically to your board's needs, and funded by the Department for Education.

www.nga.org.uk/LeadingGovernance

NGA also has a number of tools MATs can use to help them evaluate their own performance. Including:

- **The All Party Parliamentary Group on governance's (APPG's) '21 questions a MAT board should ask itself'**. This resource consists of 21 questions designed to help ensure that governance structures in MATs are fit for purpose: www.nga.org.uk/21questions
- **NGA's online self-evaluation tools**, including the MAT board appraisal evaluation package: www.nga.org.uk/appraisals
- **NGA's bespoke consultancy service** offering MATs a range of products to suit their needs, from external reviews of governance, to sessions revolving around vision and strategy. For MATs, the NGA external review of governance includes: astute diagnosis of the areas where improvement should be focused; skilled workshop style development for the board and senior leaders; realistic recommendations that can form the basis of an action plan for the coming year; and the option to book a progress review after two or three terms. For more, visit: www.nga.org.uk/consultancy

Multi academy trust membership

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Membership benefits for trust boards

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- GOLDline advice: expert advice whenever you need it, available exclusively for GOLD members. Access independent and confidential governance advice on strategic, procedural and legal information
- Members' e-newsletter: your weekly education news and policy updates sent to every member during term time
- Knowledge centre: the essential information hub for MATs. Access to members' only content, governance guidance and resources
- The Chairs Handbook: a guide for chairs of governing boards and academy trusts
- Welcome to a Multi Academy Trust: a guide for newly appointed trustees and senior leaders
- Governing Matters magazine: insights into all things governance. Essential reading for trustees providing strategic leadership in schools and academies
- Three free places at NGA member conferences and events and one free place at each of our MAT conferences and events. Hear from high-profile speakers, network and share best practice

Benefits for your academies

NGA membership provides your academies' local governing committees with access to a wealth of governance resources and tools.

NEW for 2019: Trust boards can now choose between Standard or GOLD membership for your academies' local governing committees:

GOLD academy membership	STANDARD academy membership
<ul style="list-style-type: none">■ access independent and confidential advice through our GOLDline service■ copies of Governing Matters magazine to the home of every academy committee member and to the academy■ Members' e-newsletter■ access to the online knowledge centre■ Welcome to Governance for all new academy committee members■ three free places at NGA conferences and events■ one free place at each of our MAT conferences and events	<ul style="list-style-type: none">■ copies of Governing Matters magazine to the home of three academy committee members and to the academy■ Members' e-newsletter■ access to the online knowledge centre■ NGA guides available at a discounted rate■ a free place at NGA conferences and events

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If you take up multi academy trust membership for your trust board and academies, we offer discounts. We also offer discounts on our e-learning service Learning Link that provides comprehensive training for trustees, governors and clerks on the full range of their responsibilities.

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Please check the NGA website for up-to-date membership details.