



External review of governance

Commissioned by South West Regions Group

Kernow Learning Multi Academy Trust

August 2023

NLG	Sally Timmins
Trust	Kernow Learning Multi Academy Trust
Chair	David Parker
CEO	Clare Crowle
Governance professional	Claire Collins (referred to by the trust as Company Secretary)
Key contact	David Parker
Commissioned by	South West Regions Group
Date review commenced	20 March 2023

Reason for the review

This review has been commissioned by the Regions Group as the trust had a new-to-post CEO in April 2022 following the merger of two trusts in 2019.

Background information

The trust is a result of merging two trusts on 1 September 2019 (The Learning Academy Trust and the Atlantic Centre of Excellence Multi Academy Trust) and the trust has continued to evolve. Now with 21 academies incorporating nursery and pre-school provision in some locations form Kernow Learning. The trust is a mixed MAT, including four Church of England schools and works closely with the Diocese of Truro.

School	Joined	Phase	Ofsted	Other info
1. Trenance Learning Academy	2015	Primary	Outstanding (April 2010) Ofsted 3 rd and 4 th July 2023	FSM 15.7%
2. Charlestown Primary School	2019	Primary	Good (2019)	FSM 8.8%
3. St Columb Major	2019	Primary	Good (2022)	FSM 23.1%
4. St Columb Minor	2019	Primary	Good (2022)	FSM 17.4%
5. St Merryn School	2016	Primary inc nursery	Good (2023)	FSM 10.2%

6. St Newlyn East Learning Academy	2015	Primary	Good (2019)	FSM 14.7%
7. Falmouth Primary Academy	2015	Primary	Good (March 2022)	FSM 48.7%
8. Foxhole Learning Academy	2015	Primary	Good (September 2018)	FSM 35.6%
9. St Agnes Academy	2019	Primary	Good (Feb 2018)	FSM 13.3%
10. Beacon ACE Academy	2019	Primary inc nursery	Good (May 2109)	FSM 41.8%
11. 11.Constantine Primary School	2016	Primary	Good (June 2019)	FSM 13.5%
12. Trevisker Primary School	2016	Primary	Good (2019)	FSM 13.2%
13. Mabe Community Primary School	2016	Primary inc nursery	RI (April 2022)	FSM 16.6%
14. The Bishops CofE Learning Academy	2016	Primary inc nursery	Good (June 2019)	FSM 19.8%
15. Leedstown Community Primary School	2017	Primary inc nursery	Good (October 2019)	FSM 5.7%
16. St Francis CofE Primary School	2020	Primary	Good (January 2022)	FSM 10.7%
17. King Charles Church of England Primary School	2020	Primary	Good (February 2022)	FSM 10.9%
18. St Kew ACE Academy	2019	Primary	Good (January 2020)	FSM 22.4%
19. Upton Cross ACE Academy	2019	Primary	Good (March 2020)	FSM 19%
20. Sky Primary and Eden Project Nursey	2022	Nursery & Reception	Not inspected yet new school from Sept 2023	FSM 11.11%

21. Wendron Church of England Primary School (from Southerly Point)	Sept 2022	Primary Early Years Pre school 4-11	Inadequate upon joining (2021) Pre-school Good June 2022	8.83%
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The governance framework

Current information of members and trustees identities the following:

	Name	Appointed by (ref articles)	Listed Companies House	Listed GIAS	Listed trust website
Members	1 Amarjit Basi	Members		Y	Y
	2 Victoria Hatton (Askel Veur)	Foundation/sponsor members		Y	Y
	3 David Parker	Foundation/Trust		Y	Y
	4 Kay Crosse	Members		Y	Y
	5 Sam Kendall	Foundation/sponsor members		Y	Y
	6 Tanya Ovenden-Hope	Members		Y	Y
Trustees	1 David Parker (chair)	Foundation	Y	Y	Y
	2 Clare Crowle	Ex-officio	Y	Y	Y
	3 Daniella Glynn	Members	Y	Y	Y
	4 Derek Rushton	Foundation/Trust	Y	Y	Y
	5 Holly Sykes	Members	Y	Y	Y
	6 Jeramie Sutton	Foundation/Trust	Y	Y	Y
	7 Mark Smith	Members	Y	Y	Y
	8 Michael Teague	Foundation/Trust	Y	Y	Y
	9 Mohamed Abdallah	Foundation/Trust	Y	Y	Y
	10 Philip Mason (vice chair)	Members	Y	Y	Y
	11 Sonia Blandford	Foundation/Trust	Y	Y	Y

- New in the 2022/23 academic year, the trust operates with five regional “clusters” each incorporating at least four schools and spanning the whole of Cornwall; Camel, Gannel, Gover, Fal and Cober clusters.
- Each academy has a Local Governing Body (LGB) to provide local governance and challenge and provide local intelligence for the trust board.
- There are two “super chairs” who each chair one of the LGB, but also covers two hubs each and are available to LGBs for support and advice. They act as conduit between LGBs, trustees and members, via the company secretary.

- The CEO (former deputy CEO) has been in post from April 2022, following the retirement of the previous CEO.
- The trust appointed an experienced deputy CEO from September 2022 focusing on school improvement, particularly for the disadvantaged. He is an Ofsted inspector and former HMI.
- There are currently six members, including the chair of the trust board.
- The board operates with three committees:
 1. Finance
 2. Audit and Risk
 3. Ethos, Curriculum & Standards
- The company secretary is performing the role of governance professional, and for the purposes of this report will be referred to as the governance professional (GP).

The external review process

Review activities included:

- An initial scoping meeting with the chair and CEO
- Detailed research and document reviews of all governance documentation and meeting papers for the past 12 months
- Semi structured interviews with the chair, CEO, CFO, GP, other trustees, and members of the SLT in attendance at meeting observed.
- Observation of a board meeting, a Finance Committee meeting and a Ethos, Curriculum and Standards Committee meeting
- Presentation of the initial findings to the chairs and SLT
- This report and action plan

Key message

This is a board of well-skilled and professionally experienced trustees, led by a knowledgeable and committed chair. Although the structure and frameworks are in relatively early stages of development, the board is carrying out its core governance functions effectively:

- 1. The trust's ethos, mission and values are evident. It has an ambitious long-term vision and strategy for its future direction**
- 2. New systems of school improvement frameworks across the trust are in the early stages, however trustees challenge well. The CEO is being held to account for the educational performance of the organisation and its pupils. Trustees are aware of the effectiveness of the trust's performance management arrangements**
- 3. Financial procedures are well documented, budget management is considered and takes reference to what constitutes value for money**

The changes to the organisation of the central support of the trust need to become embedded for evidence of long-term success. The board have the skills and knowledge to monitor and measure success and should focus on the ongoing scrutiny of information presented to them for outcomes.

The company secretary needs to be re-designated as governance professional (or trust governance lead) with appropriate role description and title to fulfil the



requirements of the post and have the gravitas to advise and administer to the standards a board with these responsibilities deserve. The evaluation of effectiveness of the LGBs is currently also within her remit and the reporting & visibility of the output should be reported to the board to extend understanding of the standard of local governance.

The strategic priorities of the trust for school improvement and considered growth are at early stages, however trustees and the leadership are working well together to achieve these aims. The monitoring and measuring of success as practice matures will be important.

Findings

Findings are organised with reference to the DfE's Competency Framework for Governance and the six features of effective governance

1) Strategic leadership

- a) The trust has a clearly stated vision, mission and values. The language was evident and consistent when observing meetings, reflected in minutes and in conversations held with trustees and leaders. The board collectively discuss potential growth while focus remains firmly on improving educations for each child within the trust in a sustainable way.
- b) Minutes and conversations reflect that growth is carefully considered with due diligence and appropriate legal advice taken, together with risk analysis to inform decision making. The board make these decisions collectively.
- c) The trust engages with stakeholders actively and survey outcomes from parents, pupils and staff have been seen, which inform decision making.
- d) The board monitor and evaluate risk well. The risk register is a live document discussed at each board meeting. Minutes reflect good discussion on risk, considering emerging risk as well as any that can be closed off; it includes financial and non-financial risks.
- e) The board made a strategic decision to invest significantly (c.£1.5m) into school improvement under a strategy from January 2023 including the appointment of additional school improvement leadership roles across the trust. There is evidence of trustees holding leaders to account for progress and measuring such, for this investment across schools in the organisation. Regular, detailed update reports from the CEO and deputy CEO have been seen and the challenge against these. Scrutiny was also seen within the meeting observation attended.
- f) Board meetings are relevant with agendas which are structured. They are the result of collective discussion and report on progress being made implementing the actions needed to meet the strategic aims.

2) Accountability

- a) Trustees on the Ethos, Curriculum & Standards Committee have a clear understanding of progress and attainment data and minutes record good scrutiny and discussion about pupil outcomes across all schools. There is evidence that trustees are triangulating this information with other information such as curriculum development and staff CPD, in line with the strategy for school improvement across the trust.



- b) In line with the strategy, the trust identifies the six schools most in need as priority, and there is evidence of trustees monitoring and measuring progress against targets. This is monitored by the board and closely scrutinised by the Ethos, Curriculum & Standards Committee.
- c) The Finance Committee monitor pupil number projections and budgets well. There is evidence of risk management at this committee to explore and scrutinise both risk and mitigations in detail, as well as oversight for estates management. The trust has an estates policy which was recently reviewed and updated.
- d) Each school's financial position is scrutinised at the Finance Committee and oversight across the whole trust summarised by the CFO.
- e) The CFO has good knowledge by experience and as an Associate of Accounting Technicians (AAT) qualification. There is evidence that she collaborated with other local schools/trusts for benchmarking budget forecast estimates and sector challenges.
- f) At meeting observation of the Finance Committee, it was evident that the committee (particularly the chair) is very knowledgeable and able to challenge assumptions on budgets carefully. The scrutiny by trustees on finance is robust.
- g) There is evidence that leaders work with trustees on decisions regarding the use and level of reserves in line with strategic goals. Monitoring against budgets and strategic plans has been seen.
- h) There is evidence that the trustees know when to seek professional advice and do so. eg. legal advice on pay & HR, external auditor input on reserves policy.
- i) The scheme of delegation is fit for purpose, reviewed and approved annually.
- j) There is evidence in minutes of the annual budget being discussed in depth. Due to salary assumption variations, the budget was not formally approved during the timescale of this review, as outcomes of salary decisions from central government are in train. The prior year budget approval has been seen. There are plans to meet and approve 2023, before submission deadline. The impact on finances, of strategic priorities and agreed investment on school improvement is regularly discussed and monitored.
- k) The CEO is effectively performance managed by a panel of three trustees and an external advisor was engaged to support the panel.
- l) Trustees know their schools. There is evidence of monitoring visits and reports back to committee/board. The board has a safeguarding trustee, who is knowledgeable about the role and responsibility.
- m) Question and challenge is evident from the minutes of board and committee meetings. In the meetings observed, each chair took care to seek contribution from all parties for good decision making.
- n) The trust is ambitious for the educational outcomes of all pupils and regular update documents are given to the board for scrutiny. The Ethos, Curriculum and Standards Committee interrogate data and reports supplied and trustees are challenging with appropriate levels of scrutiny to leaders.
- o) Reports to the ESFA and Companies House are all completed on time. The external auditors completion report reflecting no key issues identified
- p) Members are involved and informed. From minutes seen, joint meetings are held with trustees and leaders to give connectivity and allow visibility for members, of trustee fulfilling their role effectively.
- q) Trustees are aware of the Ofsted position of each school and methods of assessment for MATs. The new deputy CEO previously assisted with the creation of the Multi Academy Trust Summary Evaluation (MATSE) guidance and keeps the

board informed of progress against it. The board is aware of the position of each school within the trust and able to hold leaders to account for progress against targets for school improvement.

3) People

- a) Skills audits are undertaken at all levels of governance and the trustees annual audit shows they are well skilled and highly competent.
- b) Members, trustees and LGB members have role descriptions and terms of reference, with a code of conduct although this is currently being updated.
- c) New trustees and LGB members receive compulsory induction and training coordinated by the GP and senior leaders. The GP also undertakes the assessment of effectiveness of the LGBs, but this is currently not formally summarised for trustees.
- d) The chair is dedicated, compassionate and a good leader of the board. From conversation with trustees, he has the respect and support of the board, although no formal 360° appraisal has been undertaken. No role description for the role of the chair has been seen.
- e) Clerking arrangements are effective. The appointment of the current GP in November 2022 has allowed a comprehensive review of all trust documents and governance processes which is almost complete. There remain documents in the process of revision (e.g. code of conduct to include more “behaviour” criteria, following challenges at local governance level) which are being worked through ready for Autumn 2023. Notes and plans for the “headteacher day” in the Autumn have been shared where clear outlines and guidance for engaging the headteachers in the governance arrangements are spelled out.
- f) Relationships are warm, polite and professional. There is evidence that the board is a cohesive team in constructive and respectful dialogue with each other and the executive.
- g) The board includes extensive experience and knowledge. Succession planning needs to be proactively addressed to avoid loss of expertise at board level as trustee changes are likely to occur in the next few years.

4) Structures

- a) The board is experienced and skilled. The demographic of trustees is largely maturing and therefore succession planning will need to be a focus over the next year or so. While succession is discussed, there is not a formal plan in place to avoid the loss of significant expertise and experience. With four trustees having a term of office due to end 31 August 2023, this needs to be priority to retain them until succession is secured.
- b) Ethos and Curriculum & Standards were separate committees at the start of the 2022/23 academic year however, the two were merged November 2022 for increased effectiveness and better mechanism for church schools to be able to work collectively with the non-faith schools. Practice and learning is shared well across the trust and inclusivity is evident from minutes and conversations held.
- c) The Finance and Audit & Risk Committees are finding that there is duplication in business discussed. The chairs of committee are not the same individual. The decision has therefore been made by the board to amalgamate the two committees back into one from September 2023. As the trust turnover is below £50m, this is compliant with the ATH.
- d) Committee terms of reference are up to date and are reviewed regularly.

- e) The scheme of delegation is simple in layout and accessible. There is a supplementary scheme of delegation for the faith schools' additional responsibilities which is equally accessible and up-to-date.
- f) The board meet at least six times per year (2022/23, eight times) depending on trust business needs. Trustees are able to attend either in person or virtually and the pattern of meetings is sufficient for board business. Currently the LGBs meet according to their own schedules, termly, and report into the board via the GP.
- g) There are regular clerks meeting allowing the sharing of good practice and learning opportunities, together with formal training.
- h) LGB reports are given to the board regularly, reflecting local governor changes/challenges and an update on induction of governors for visibility of the board. The communication between board and LGBs is through the "super chairs" and regular chairs meetings with CEO and GP.
- i) LGBs are clerked by an increasing team across the trust and collaborate to share knowledge. The clerks are in train to undertake further development sessions from September 2023 with the GP.

5) Compliance

- a) Trustees are aware that the Academy Trust Handbook (ATH) is a key document and as normal practice, the operational monitoring of compliance against this falls to the CFO. The CFO advises that a piece of work is in progress to assess compliance with the ATH "musts" for assurance to trustees.
- b) The CFO has worked hard to ensure that all legal, regulatory, contractual and financial requirements are met. She is qualified by experience and as an Accounting Technician. The ESFA encourage larger and more complex trusts to consider qualifications from professional bodies such as ICAEW, ACCA, CIMA or CIPFA (ATH 1.39) and this should be taken into account.
- c) External audit reports indicate no major weakness.
- d) Internal audit is undertaken by an independent provider (Cornwall Council).
- e) Policies are all up to date and most are reviewed initially at committee level. The GP oversees this task and presents final policies to trustees for approval.
- f) The GP has worked since her appointment in November 2022 to ensure a systematic review of trust documentation. This is still in progress with planned completion of September 2023.
- g) Evaluation of the effectiveness of local governance currently sits with the GP and not the board, however, governance development plans have been discussed for the LGBs with further training and sharing of good practice. This needs to be completed.

6) Evaluation

- a) Meeting minutes evidence decisions being made based on high quality information allowing the monitoring and measuring of progress. This is evidenced in strategic decisions for school improvement investment based on detailed and comprehensive CEO reports presented to the board. The impact of decisions is being scrutinised.
- b) Meeting papers include reports and presentations from external advisors and consultants to inform good decision making.
- c) The trust board does not have a regular self-review process. An external review was undertaken during covid and now this commissioned report. There is evidence of the board and committees' informal evaluation of their own performance, for

example, the effectiveness of the Finance and Audit & Risk Committees, resulting in combination of both together from September 2023.

- d) The LGBs meet half termly but this is moving to termly for 2023/2024 and are focused on educational outcomes; finance is centrally controlled, although in conjunction with school heads and school improvement priorities. The LGBs effectiveness is evaluated by the GP. The effectiveness of their practice is addressed by her and the CEO not the trust board. This evaluation needs development to include visibility by the board. Currently there is no mechanism for board influence in appointment or removal of local governors by the board.

Recommendations

Holding to account

- 1. Ensure progress against strategic priorities continues to be measured and evidenced with key data shared with the board.

Financial oversight

- 2. Ensure the budget is finalised and approved by the board and submitted within extended deadlines (August 2023)
- 3. Trustees should ensure succession planning is integral to practice going forward to 2023/24.

Governance structure and practice

- 4. The trust has an experienced person acting as governance professional (GP) but her title is company secretary. From discussions there are steps in place to re-categorise her role, contract and designation to GP but this not yet been completed. She has extensive experience, is well organised and effective and her title should reflect her true position within the trust's leadership.
- 5. Ensure the evaluation of LGBs is visible to trustees to be able to answer the question "how do we know our LGBs are effective?"
- 6. Continue the review of trust documentation to ensure it is relevant for current needs and allows flexibility for removal of local governors if they are not effective in practice.

Detailed actions to be undertaken

See governance action plan

Progress review

Funded progress reviews are no longer available under the NLG programme. If the Kernow Learning MAT would like to fund a progress review, please contact nlq@nga.org.uk who will discuss this with you on a case-by-case basis.

Acknowledgments

The reviewer would like to thank trustees, executive leaders and trust community for their openness and honesty throughout this review.

**Date completed**

31 August 2023