

THE GRYPHON TRUST – Getting into Shape

A Submission by Roy Wilkins (RWS)

Sept 2019

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1.0 INTRODUCTION

- 1.1 I wish to share with you my thoughts and aspirations for the future of The Gryphon Trust, how I believe it needs to be shaped, organised and administered to make it fit for purpose and attractive to others.
- 1.2 Herein lies no criticism of those involved in the past, indeed I have been very much part of that group. The achievements of the past 25 years or so since originally becoming independent of the Local Authority have been phenomenal and must be recognised. Practices adopted and decisions made were appropriate to the time and were guided by others supposedly knowledgeable in the running of a multi academy trust.
- 1.3 However, the Academy Trust and its organisational ethos are a derivative of the Board of Governors of The Arnewood School, so has naturally been “needs driven” through a bottom-up decision matrix.
- 1.4 I do believe we are now at a watershed moment. We either commit to new strategies for the short, medium and long term to achieve firm objectives, or languish in the past waiting to be forcibly gobbled up.
- 1.5 I do not profess to have all the answers – that will require the wider skills, abilities and experience of the whole team - Members, Directors and LGBs. However, I do feel that I can help kick-start the process.
- 1.6 Without being excessively authoritarian or dictatorial, the Academy Trust must adopt a top-down approach with the Directors taking the driving seat. This does not create a conflict with or dilute the Scheme of Delegation and can still be consultative, but it must be robust.
- 1.7 The first step is to establish a clear set of practices and procedures for governance that fully and properly accord with the Academy Trust’s Articles of Association, the Companies Act, the Academies Financial Handbook and other authorities.
- 1.8 Below are some examples of the duties and responsibilities of the Board that either require in-depth formalisation or have never been actioned at all:
- Establish and clearly define the Academy Trust’s vision, ethos, values and strategic direction with priorities and KPIs
 - Promote the Academy Trust and its academies
 - Induct Members into new practices
 - Induct new Directors and continually develop all Directors
 - Develop a firm strategy for expansion of the MAT or other way forward, and quantify any economies of scale, other advantages and any disadvantages
 - Annually review the Objectives of the Trust and its academies
 - Carry out a skills analysis of Board and LGBs
 - Critically evaluate of the performance of Board and LGBs (annual 360° review process for each);

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- Critically evaluate of the performance and effectiveness of the chair of the Board, the chairs of the LGBs and the CEO (annual 360° review process for each);
- Hold Chairs, Directors, CEO and LGB members to account
- Predetermine the constitution, membership and proceedings of Committees including LGBs, and give clear strategic direction
- Establish/review an investment policy
- Plan for succession – Members, Directors, CEO, LGB and other committee members, head teachers and other senior staff
- Call proper Annual and General Meetings of the Members, setting time and place (Directors to attend/speak as appropriate but have no vote)

.....the list goes on!!

1.9 This submission is only the starting point to hopefully help us get the base right before moving on to build and develop a comprehensive set of practices and procedures.

1.10 Words, terms and expressions I use have the meanings assigned to them in:

1. The Articles of Association of Academy Trust as submitted to Companies House in January 2018, unless clearly described as a proposed amendment thereto [the Article(s)];
2. The Companies Act 2006;
3. The Academies Financial Handbook 2019 [AFH] issued by the Education & Skills Funding Agency [ESFA];

The masculine gender includes the feminine gender and vice versa.

The singular includes the plural and vice versa.

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2.0 THE ACADEMY TRUST

2.1 Our Name

- 2.1.1 The name of the trust is “The Gryphon Trust”. Extended names such as the Gryphon Multi Academy Trust, The Gryphon MAT, etc should not be used, especially in legal documents and policies. The name could be underwritten “An Educational Multi Academy Trust” or similar if desirable to give clarity or emphasis.
- 2.1.2 In the Articles, we are referred to as the Academy Trust, rather than just the Trust. The term “Academy Trust” is used to secure our status as an exempted charity although accounts and annual reports need to be prepared as though we are a non-exempt charity. Exempted charity means that we are not regulated by the Charity Commission but by the Secretary of State for Education.
- 2.1.3 Our company name can only be changed by a Special Resolution of the Members, and any change would undoubtedly need some form of sanctioning by others.
- 2.1.4 Article 96 requires that all bank accounts are in the name of the Academy Trust, i.e. The Gryphon Trust.
- 2.1.5 I believe we should also look at corporate identity. No major expense or radical changes but consistency and professional standards, style of letter heading, fonts, “Version Control” [*not my term*] for policies, etc.

2.2 Objects

- 2.2.1 Article 5 lays out the base objects of the Academy Trust whilst Article 6 broadly sets out the powers bestowed on it in furtherance of those objects.
- 2.2.2 However, the Governance Handbook demands leadership by a Board that, among other things, sets out and champions vision, ethos and strategy.

2.3 Principal Duties and Responsibilities

- 2.3.1 All persons involved in the Academy Trust’s activities derive obligations, duties, responsibilities and liabilities from the following (and many more):
- The Academy Trust’s Articles of Association
 - The Funding Agreement
 - The Academies Financial Handbook (AFH)
 - Governance Handbook (GH)
 - The Companies Act
 - Companies House publications such as

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“Internal Financial Controls for Charities”

- The Charities Act
- The Charity Commission publications
- Other publications such as the DfE’s “Statutory Guidance Publications for Schools and LAs”

2.3.2 The accountability level will, of course, vary with role/position; and some matters will be bespoke to a particular role/position.

2.3.3 Whilst practical tasks can be delegated (e.g. to the CEO or LGB) overall accountability cannot.

2.3.4 There are seven principles of public life – *selflessness, integrity, objectivity, accountability, openness, honesty and leadership*.

2.4 Voting Procedures

2.4.1 The control documents set out in 1.10 hereof only cover the overruling principles of voting. Whether it is voting by Members, Directors or Local Governors, the detailed procedure is not specified.

2.4.2 In larger institutions, the convention is to follow Robert’s Rules (which are based upon the procedures of the British Parliament). Briefly, as set out below, based upon the Board of Directors:

1. *Directors may make **motions** before a board meeting and ask the Chairman to include them in the agenda for the next or a future board meeting. Directors may also make motions during a board meeting, amend or withdraw them.*

2. *There are four basic steps in making motions.*

1. *a Director moves a motion*

2. *another Director seconds it.*

3. *the Chairman calls for discussion*

4. *the Board votes*

The point of moving a motion is for the Board to consider whether the issue warrants time for a discussion and a vote by first seeking a second.

4. *To make a motion, a Director simply states, “I move...” and then states the motion. Motions should be worded specifically, clearly and concisely and in a way that there is no uncertainty as to what the motion means.*

5. *The Director who seconds a motion doesn’t necessarily have to support the motion, they just have to agree that the motion is worthy of consideration. The individual doing the seconding simply says, “I second the motion.”*

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Where a motion doesn't get a second, the Chairman states, "The motion dies for lack of a second," and the motion dies.

6. *Once a motion has been moved and seconded, the Chairman opens up the meeting for discussion on the motion. All comments must be made through the Chairman and all members should request to have the floor to speak. The Chairman should give members the right to speak, make motions, advocate a position and vote. The Chairman controls the discussions to be sure they are orderly, fair and balanced. When the Chairman decides that all members have had a fair opportunity to offer their opinions, the Chairman closes the discussion and asks for a vote. The final step is for the Chairman to announce the result of the vote.*

2.4.3 The above is slightly different from our normal procedure. Currently, a proposer and seconder are sought after the discussions, effectively endorsing the putting of a motion to the vote.

2.4.4 At Board and LGB Meetings, much of the business will come via the CEO, Clerk and others, i.e. non-Directors/non-Local Governors. The decision of the respective Chairman to include a matter in the Agenda must deem that matter worthy of discussion. The respective Chairman must have the same discretion with regard to AOB and matters that arise from the Meeting. Thus, I feel we should continue with the current procedure for both, except that the Chairman of the Board may wish to propose a matter when appropriate and move it straight to voting.

2.4.5 However, with regard to the Members, the business of the AGM and General Meetings is largely dictated by the Board (through proposed resolutions) though Members may individually or collectively wish to propose additional motions before or during a meeting. Matters should therefore go straight to discussion then vote.

2.4.6 I do not propose that any prescriptive voting procedure (beyond that dictated by the Academy Trust's Articles) is included in the respective constitutions at this time.

3.0 ORGANISATIONAL STRUCTURE

3.1 A visualisation of the required structure offers an insight into the Governance tiers of responsibility/delegation and lines of communication, as well as parallel Executive Functions. I have drawn up my thoughts as a starting point at least.

3.2 See Appendix A – Draft Organigram of Governance Structure

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4.0 THE DIRECTORS

4.1 Lead Responsibilities

4.1.1 Notwithstanding the natural positioning of the Members at the top of the Organisational Structure, it must be remembered that the Directors hold (and cannot delegate) ultimate responsibility for the proper running of the Academy Trust.

4.1.2 It is the Directors who manage the business of the Academy Trust (Article 93) and all the powers of the Academy Trust are conferred upon them (Article 94).

4.1.3 The Members should, therefore, be “eyes on - hands off”, and avoid compromising the Board’s discretion (Governance Handbook 2019).

4.1.4 The Directors can make rules or bye laws for the proper conduct and management of the Academy Trust (Article 137) including:

- the admission and classification of Members;
- the rights and privileges of Members;
- the conduct of Members in relation to each other and the Academy Trust’s servants;
- use of premises for a particular purpose;
- procedures of General Meetings (which encompasses the AGM), meetings of Directors, meetings of committees including LGBs
- general matters

so far as they would not be inconsistent with the provisions of the Articles.

4.1.5 The Directors appoint committees including LGBs (Article 100).

4.1.6 Subject to the Articles, the constitution, membership and proceedings of any committee shall be determined by the Directors (Article 101).

4.1.7 The functions, duties and proceedings of LGBs shall be subject to regulations made by the Directors (Article 104).

4.1.8 The Directors determine the terms of reference for the election/appointment of Parent Governors (Article 54).

4.1.9 I draw your attention to the above to emphasise that the Board should be paving the way and driving from the front rather than simply ratifying the ideas and concepts of others. I say again, this does not need to be dictatorial or non-consultative, but it is leadership.

4.2 Directors/Tiers of Governance

4.2.1 The ESFA and the Regional Schools Commissioner seek to see clear divisions between the governance structure and decision-making processes, essentially as set out in 4.2.2 to 4.2.6 below.

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- 4.2.2 Directors should not also be Members, one dual role being acceptable.
- 4.2.3 To ensure impartiality and independence, the Chairman of the Board of Directors should not also be the Chairman of a LGB or other committee. I would go further to suggest that the Chairman of the Board of Directors should withdraw as a governor for so long as he holds office and that the Vice-Chairman should withdraw as a governor if acting semi-permanently in the absence of the Chairman.
- 4.2.4 To ensure he can be properly held to account, the CEO should not be a Director.
- 4.2.5 To ensure they can be properly held to account, the HTs should not be Directors.
- 4.2.6 Equally, to allow the Executive Team (CEO and HTs) independently take part in a 360 review of the Board's and LGBs' performance.
- 4.2.7 Number of Directors
1. The number of Directors has no maximum (Article 45). However, Article 46 says that up to 9 Directors can be appointed under Article 50.
 2. Article 50, conversely, says that the Members can appoint up to 8 Directors by ordinary resolution. Arguably leaving a slot for the CEO.
 3. In 2016 the Board comprised CEO, 2 HTs and 7 non-staff Directors, 10 in total 10. As of July 2019, we number just 6.
 4. Given the even greater emphasis of Strategic direction, Financial Control, Audit, Compliance, Performance Management and Risk Management, all areas where we have been coming up short, we must quickly expand and strengthen the Board.
 5. We need separate committees of at least 3 distinct members for a) Finance Audit and Compliance, b) Remuneration of Executives c) Performance Management; that totals 9 Directors. With the Chairman of the Board and Chairs of LGBs excluded, the minimum board size is 12.
 5. My proposal is to increase the size of the Board as quickly as possible to 10 (combining Remuneration and Performance Management), with a plan to further increase to 12 within a year.
 6. I would further propose that Articles 46 and 50 be amended to state 15 or more giving scope future expansion of academies.

4.3 Notes on Draft Constitution of the Board of Directors (Appendix B)

- 4.3.1 Rule 1.3 - The Directors previously resolved that it would ensure that there were at least 2 Parent Local Governors on each academy. It is worth noting

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that parents can come from any of the Academy Trust's academies regardless of the LGB.

- 4.3.2 Rule 1.5 - As aforesaid, the Directors accepted that there would be no staff directors. To support this, the CEO has decline his option of being director (Article 57). Similarly, the Directors accepted that no more than one director should concurrently be a Member, and that the Chairman of the Board should not be Chairman of any committee including LGB.
- 4.3.3 Rule 1.6 Given that we currently have only 6 Directors we can only support one Director who is a Local Authority Associated Person because of the less than 20% obligation. We would need to increase our numbers to 11 before there could be allow 2. LAAP includes councillors or staff of any council (including County, District and Parish), national park authority, police authorities, etc. (Articles 143)
- 4.3.4 Rule 1.9 - A Code of Conduct has been adopted by the Arnewood LGB for some while. It is important that this is widened to include Directors and particular Members (Article 137 Paragraph b).
- 4.3.5 Rule 2.6 –
- a. Directors can only remove a Director they appoint, i.e. now only Co-opted Directors;
 - b. removal of the Chairman means removal as Chairman not as a Director;
 - c. We need to ask the Members to amend Article 119 as it says “The quorum shall be two-thirds of the persons who are at the time Directors present at the meeting and.....” Clearly, this should read “The quorum shall be two-thirds of the persons who are at the time Directors ~~present at the meeting~~ and.....”. This has been corrected by at least one other Trust.
- 4.3.6 Rule 2.11 – The Clerk to each LGB needs to be fully versed in their key role/duties and the role/duties of their LGB, but also the role/duties of the Director and the Members. Due to the confidential nature of much of their work, they carry a high level of integrity. We also need to continuously invest in their development and training as we move forward. For these and other reasons, I would suggest the appointments come annually from the board – establishing a protocol for the long term. **I would not envisage any need for a change in personnel for some while.**
- 4.3.7 Rule 6.3 – Only Members can appoint a proxy, mainly because they cannot use the telephone or video link as company law requires AGMs and GMs to be in a single place. However, Board Meetings differ in that Directors are not required by law to be physically present in one place.
- 4.3.8 Rule 9.2 – If there are only 5 Directors present and one is a LAAP, the LAAP (rather than having 20% of the total vote) has the equivalent of one vote

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representing 19.9% of the total voting power. Thus the other directors share 80.1% of the total voting power. To avoid fractional votes, the Director who is a LAAP must be given 19,900 votes and the other four Directors 20,025 votes each. *[not my rule]*

- 4.3.9 Rule 9.6 (2) – The voting method is not prescribed by the Articles.
- 4.3.10 Rule 9.8 – Directors written resolutions must be unanimous in respect of those entitled to vote (e.g. the Chairman would not be entitled to vote on a resolution to remove him). This is distinctly different to the Members' written resolutions which are passed on majority.
- 4.3.11 Rule 11.7 – Article 124 requires copies of draft minutes, signed minutes, etc (except Excluded Matters) to be held for inspection at EVERY academy within the Academy Trust.

4.4 Notes on Terms of Reference for the Board of Directors (Appendix C)

- 4.4.1 The Board of Directors appointed a Committee to review the TOR for the Board. Whilst I was responsible for the initial drafting, certain elements were added following guidance from one Director who was also a solicitor. The view of the Board at that time was that the TOR had become unwieldy.
- 4.4.2 For this submission I have reviewed my original draft, deleted the offending additions and incorporated key features demanded by the Academies Financial Handbook (*inter alia*). I have also extracted the composition of the board which is now covered by the Constitution.
- 4.4.3 As with all documents, we particularly need to record the date they came into effect and the date for review. This needs to be show on each document but also, for ease of reference, held on a central register by the Clerk. We should, perhaps, distinguish those items where there is a legal requirement to review (e.g. under company law, the Articles). I will liaise with Val and come up with some options.

5.0 THE MEMBERS (Appendix D)

5.1 Composition

- 5.1.1 Rule 1.4 - The need to increase the number of Members has been briefly discussed by the Board. To support this proposal, I offer the following observations:
 - a. Unlike ordinary resolutions which may be decided by a bare majority, the Companies Act requires special resolutions (e.g. appointment or removal of members) to be agreed by at least 75% of the members eligible to vote and at the meeting/proxy.

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- b. The minimum of 3 members required by Article 12 would always require unanimity in the case of special resolutions, and so fails to comply with the DfE's requirement to the contrary.
- c. 4 members would allow the 75% criteria to be met by any 3 members but could lead to a 50:50 split, raising the need for a casting vote by the chairman (which could cause disharmony).
- d. 5 members has advantages. This also allows some flexibility should one member be absent (without appointing a proxy) then 3 out of the remaining 4 would still meet the 75% criteria and thus avoid the need for unanimity.
- e. The ESFA has a preference for 5 members (Para 1.4.1 of the AFH) as is that of the Regional Schools Commissioner.
- f. However, only 5 Members would mean that no Director could be (or recently have been) a Local Authority Associated Person because of the less than 20% rule. In the past we have made great use of LAAP as the experience and public awareness of councillors has been recognised.
- g. I am mindful that acquiring and retaining a greater number of members may be easier said than done, so I would currently suggest we formally resolve to have 6 members, to add Elizabeth Cook (if she still so wishes) immediately and work towards finding others as the Trust expands.

5.1.2 Rules 1.1, 1.2, 1.3, 1.5 and 1.6 – all come from the Articles.

5.1.3 Rule 1.7 has been previously discussed by the Board and is much in line with the “recommendations” of the Regional Schools Commissioner.

5.1.8 Rule 1.8 – Article 137 Paragraph b refers.

5.2 AGM and General Meetings

5.2.1 Rule 2.1 - This seems to be an area of confusion. The AGM is a meeting of the Members not the Board of Directors (Article 19). The Directors set the time and place and can attend and speak, but they have no vote.

5.2.2 Rule 2.2 – The same is true for all other meeting which are General Meetings (Article 20). The Members can hold no other valid meetings.

5.2.3 Rule 2.12 – A Member is elected Chairman from those present at the start of every meeting (Article 25).

5.3 Further Notes on Draft Constitution of the Members

5.3.1 Rule 2.4 - The Companies Act refers really to a group of members holding more than 5% (or in some cases 10%) stake but as each of the Academy Trust's Member hold more than 5% (10%) I have said one Member.

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5.3.2 Rules 2.6 and 9.6 -

1. I believe there is an anomaly in the wording of Article 36 although this is unchanged from the model articles. The first sentence says “*On the show of hands every Member present in person shall have one vote*”, i.e. no proxy. My interpretation of the Companies Act Paragraph 324 (1) is that a Member can appoint a proxy to exercise all or any of his rights to attend, speak and vote at any meeting of the company – without restrictions.
2. The Companies act says that non-compliant meetings are still valid but that every officer of the company in default is guilty of an offence and can be fined.
3. Article 36 also seems inconsistent with Article 23 which recognises a Proxy as counting toward a quorum.
4. I would suggest that the Members agree to allow a proxy to vote in all circumstances unless and until we gain legal authority to apply the Articles. This can be done without making a resolution to change to the Articles.

5.3.3 Rule 2.8 – Of course, a Director who is also a Member will have a vote but as a Member only.

5.3.4 Rule 2.13 – The Clerk/Secretary is a key position for the Board. A separate Clerk is not warranted for General Meetings.

5.3.5 Rule 4.1 - The Directors generally set the business for the AGM and General Meetings as the Directors are ultimately responsible for the whole of Governance. Many of the key resolutions will not be the subject of debate, (e.g. amendment of the Articles, receiving the accounts). However, other matters (e.g. holding the Directors to account, review the performance of the Board) will be the subject of debate, possibly with motions put to the vote and resolutions made.

5.3.7 Rule 5.2 - Article 21A specifically requires advice on proxy to be part of every meeting notice.

5.3.8 Rule 9.2 - Same as for Directors, Members who are also Local Authority Associated Persons must be less than 20% of the Members (e.g. one from six, two from eleven). With less than 6 Members in total, it is not possible to have a member who is a LAAP.

5.3.9 Rule 9.2 - If there are only 5 Members present and one is a LAAP, the LAAP (rather than having 20% of the total vote) has the equivalent of one vote representing 19.9% of the total voting power. Thus the other Members share 80.1% of the total voting power. To avoid fractional votes, the Member who is a LAAP must be given 19,900 votes and the other four Members 20,025 votes each. [*again not my rule*].

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- 5.3.10 Rule 9.5 - The voting options and rights to a poll are prescribed by the Articles.
- 5.3.11 Rule 9.7 - Unlike the unanimity required of Directors, written resolutions by the Members (Article 35) need only be agreed by the same number that would have been required at a meeting (i.e. ordinary resolutions – simple majority, special resolutions 75% majority).
- 5.3.12 Rule 11.7 - Article 124 requires that copies of Board of Directors' agendas, minutes, etc (so far as they are not excluded) are made available in every Academy within the Academy Trust. This is not specifically extended to AGMs, General Meetings or LGB Meetings. However, as *openness* and *honesty* are two of the seven principles of public life, I believe all minutes of governance meetings (except excluded Matters) should be kept available to the public.
- 5.3.12 The following matters in respect of Members need to be formalised:
1. Rules for the admission and classification of Members
 2. Rights, privileges and liabilities of Members
 3. Schedule of Members' duties

6.0 THE LGBS (Appendix E)

6.1 Composition

- 6.1.1 Rule 1.1 - The size of the LGB should reflect the size of the Academy but requires a minimum operating number of 6 local governors. This will not only give a spread of knowledge and opinion but will afford the opportunity to
1. have a staff governor in addition to the head (1/3rd rule prescribed in the Articles);
 2. have (if desired) one local governor who is a Local Authority Associated Person providing a strong link with the community.
- 6.1.2 Rule 1.1 Paragraph 1 – Given that we no longer plan to have staff directors, it is important that each Academy feels properly represented on the Board of Directors by its Chairman being a Director. Without this proposed Rule, the LGB could effectively appoint a Director of their choosing, possibly a parent, and who does not have the experience and skills required. This is particularly important whilst the Directors are so few in number.
- 6.1.3 Rules 1.1 Paragraph 2 – Some might see the Head Teacher as an attendee at LGB meeting with no voting rights. However, my view is that the Head Teacher has a key 360 degree role and must be fully part of the LGB decision process. This view is supported by many model structures on other MATs, particularly as the division between the tiers of governance becomes more distinct.

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- 6.1.4 Rule 1.1 Paragraph 5 - Unlike other committees, the Articles do not require that the majority of Local Governors to be Directors. This proposal is not suggesting additional Directors on the LGB, far from it. However, the Directors retain responsibility for all matters regardless of delegation. It is therefore extremely important that we ensure the right people are appointed as Local Governors, matching the required skills matrix. This is the current position except the selection process starts at LGB level and comes to the Directors for ratification.
- 6.1.5 Rule 1.6 – The LAAP restriction is consistent with that for Members and Directors.
- 6.1.6 Rule 1.8 – Because of the potential fluidity of Local Governors (particularly parent local governors), it could be impracticable for a LGB to keep within the rules at all times, e.g. having to lose a staff governor because the number of staff governors has temporarily slipped over 1/3rd because, say, a parent governor has resigned. *This provision would be useful at Board and Member level but is prevented by the Articles.*
- 6.1.7 Rule 1.9 – Directors should be encouraged to periodically sit in on LGB meetings. Generally speaking this should be observational only but circumstances may arise where the Directors feel they should take control quickly. Visiting Directors having voting rights at LGB meetings is not uncommon in models I have seen for other MATs or in written schemes of delegation.

6.2 Further Notes on Draft Constitution of a LGB

- 6.2.1 Rule 2.6 – It may occasionally be appropriate to a small number of Local Governors to form an emergency meeting, so a low quorum requirement is a practical solution. However, it is essential that at least one senior local governor is present, i.e. Chairman, Vice-Chairman or Head Teacher.
- 6.2.2 Rules 2.7 – As it is proposed that the Chairman of the LGB be appointed by the Board of Directors, only the Vice-Chairman needs to be elected by the local governors.
- 6.2.3 Rule 2.10 – Each Clerk has a key position, so it is essential that the Board make this appointment – particularly in the longer term as suggested previously.
- 6.2.4 Rule 9.2 - Same as for Directors, Local Governors who are also Local Authority Associated Persons must be less than 20% of the LGBs (e.g. one from six, two from eleven). With less than 6 Local Governors in total, it is not possible to have a Local Governor who is a LAAP.
- 6.2.5 Rule 9.2 - If there are only 5 Local Governors present and one is a LAAP, the LAAP (rather than having 20% of the total vote) has the equivalent of one vote representing 19.9% of the total voting power. Thus the other Local

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Governors share 80.1% of the total voting power. To avoid fractional votes, the Local Governor who is a LAAP must be given 19,900 votes and the other four Local Governors 20,025 votes each. [*again not my rule*].

- 6.2.6 Rule 9.5 – Voting by a show of hands should be sufficient in all cases.
- 6.2.7 Rule 9.8 - Like the unanimity required of Directors, written resolutions by Local Governors on the respective LGB need to be unanimously agreed by all with a right to vote.
- 6.2.8 Rule 11.7 - Article 124 requires that copies of Board of Directors' agendas, minutes, etc (so far as they are not excluded) are made available in every Academy within the Academy Trust. This is not specifically extended to LGB Meetings. However, as *openness* and *honesty* are two of the seven principles of public life, I believe all minutes of governance meetings (except excluded Matters) should be kept available to the public.
- 6.2.9 The following matters in respect of LGBs need to be formalised:
 - 1. Rules for the admission and classification of Local Governors
 - 2. Process for electing/appointing Parent Local Governors
 - 3. Process for electing/appointing Staff Local Governors
 - 3. Schedule of LGBs' duties