External Review of Governance

The Holy Spirit Catholic MAC

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Private and Confidential

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External Review of Governance

Introduction

Governance reviews and board effectiveness reviews are used by public and private sector organisations to consider whether the board has the structure, processes, people and performance to deliver its purpose.

In recent years the DfE, and previously the ESFA, have also promoted the view that it is good practice for the Boards of academy trusts to arrange independent reviews of the effectiveness of their governance at regular intervals as part of a wider programme of self-assessment and improvement. This view is based on the premise that an objective independent external review of the effectiveness of the Board of an academy trust can be a more powerful diagnostic tool than a self-evaluation.

Similarly, the Academy Trust Governance Code includes among its recommended practices for an effective Board that there should be an external review of governance every three years, which should typically consider the Board's balance of skills, experience and knowledge, its diversity in the widest sense, how the Board works together and other factors relevant to its effectiveness.

Holy Spirit Catholic Multi Academy Company (HSMAC) last arranged for an External Review of Governance (ERG) in the summer of 2021 with a report produced in July 2021. The scope of the review on that occasion was necessarily curtailed by the restrictions associated with the ongoing Covid pandemic.

In 2022 HSMAC worked with a National Governance Association (NGA) consultant to develop a 'Governance Action Plan' that was designed to support the development of more effective governance leading to better decision making, improved pupil outcomes through enhanced strategic oversight and greater financial stability with well-structured governance processes.

This ERG was commissioned by the Trust's Governance Professional acting on behalf of Board of Directors with a view to the review taking place during the summer term of academic year 2024/25.

Background information

HSMAC is a catholic multi academy trust within the Archdiocese of Birmingham which was created on 1st March 2015 comprising of five academies, one secondary and four primary, as follows:

- St Thomas More Catholic School & Sixth Form College
- Our Lady and St Joseph's Catholic Academy
- St Anne's Catholic Primary School
- St Benedict's Catholic Primary School
- St Francis Catholic Primary School

All five academies are located in north Warwickshire, and they are responsible for educating a combined pupil population of over 2000 pupils. Although HSMAC has not expanded since its creation ten years ago, it is the Archbishop's vision to create via mergers a much bigger Coventry & North Warwickshire MAC of which HSMAC will be a part.

Between 2015 and late 2021 the Trust was chaired by a retired Catholic headteacher, Jim Foley, who having been required by the Archdiocese to step down, and after a period when the Vice Chair stepped up to be acting Chair, he was succeeded by the current Chair, Philip Richardson, in 2023. The Trust's Senior Executive Principal and Accounting Office is Sinead Smith. At the beginning of next academic year Sinead will become the CEO of another Trust within the Archdiocese of Birmingham although it is anticipated that a new Lead Principal/interim CEO for HSMAC will be appointed while Sinead will retain the role of Accounting Officer of HSMAC for a further period of time.

Review criteria & methodology

This review has been guided by the criteria and key outcomes that underpin the articulation of Board effectiveness set out in the Academy Trust Governance Code. In terms of the review process and methodology, detailed research and a review of a wide range of governance related documentation was carried out and semi structured interviews were conducted with a range of Directors and members of the senior executive as follows:

- Philip Richardson – Foundation Director & Chair of Board of Directors
- Avril Staley – Foundation Director, Vice Chair & Chair of Standards & Strategy Committee
- Paul Glenn – Foundation Director, Chair of Catholic Life Committee & Safeguarding Director
- Michael Green – Foundation Director & Chair of Finance, Audit & Risk Committee
- Jessica Moore – Foundation Director
- Peter Kingham – Co-opted Director
- Sinead Smith – Senior Executive Principal & Accounting Officer
- Julie-Ann Sewell – Chief Finance Officer & Business Manager for St Thomas More Catholic School & Sixth Form College
- Lisa McCord – Governance Professional
- Sharn Eggleton – Clerk to Education Standards Committees

Additionally, some of the Chairs/Vice Chairs of the Trust's Education Standards Committees (ESC) attended a group meeting with the reviewer, as follows:

- Jim Crawford – Chair, Our Lady and St Joseph Catholic Academy & St Anne's Catholic Academy (joint ESC)
- Jamie Ison – Chair, St Francis Catholic Academy
- Pauly Palamattom – Vice Chair, St Thomas More Catholic Academy

Having completed the research phase of the review this report has now been prepared to summarise the findings and recommendations.

Strategic leadership – vision and values

One of the core functions of governance is to ensure clarity of vision, ethos, and strategic direction. Effective governance provides confident, strategic leadership to organisations that sets and champions vision, ethos and strategy. Principle 1 of the Academy Trust Governance Code requires that the Board is clear about its aims and ensures that they are being delivered effectively and sustainably. Principle 2 of the Code requires that the Academy Trust is led by an effective Board that provides strategic governance in line with the aims and values of the academy trust.

HSMAC is a trust that has a clear mission, set of aims and strategic vision which is articulated in a Three-Year Strategic Plan covering the period 2023-26, a document designed to help ensure that the Trust not only has a clear vision, mission and strategic direction but is also focused on achieving these. In terms of its mission statement, HSMAC's Strategic Plan identifies the following:

"Academic excellence - providing outstanding teaching and learning, rigorous monitoring, a varied and adaptable curriculum with a variety of experiences for all the young people in our care.

We seek to continue the work that has been handed on to us by previous generations and to make Catholic Education a beacon of excellence, not just by catechesis and the delivery of a curriculum, but by the formation of disciples following Jesus in His way of Love."

This mission statement is supplemented by a set of four 'Aims', namely 'To be One', 'To be Holy', 'To be Catholic' and 'To be Apostolic', and HSMAC's vision is further explained as being that the Trust will "*provide excellence in standards, behaviour and in the formation of disciples of Jesus Christ, rooted in His Commandment of love*".

In terms of translating a keen sense of mission and aims into effective governance action, it is sometimes the case that an academy trust's vision and values will be compelling in themselves but too abstract to enable those involved in governance to have clear strategic intent and clarity of how they will hold the executive to account in relation to the delivery of the Trust's strategic vision.

However, HSMAC is a Trust that seeks to make its strategic vision connect with its governance and the Three-Year Strategic Plan identifies and focuses on five core priorities

1. Teaching and Learning

2. Catholic Life & Mission

3. Leadership, Governance & Growth

4. People & Professional Development

5. Buildings & Infrastructure

Each of these priority areas sensibly has detailed objectives and success criteria. In this way the Trust's Strategic Plan creates the right conditions for effective governance overview and monitoring of the Trust's strategic direction. In particular, the Plan has the potential to contribute to the development of a culture of governance at HSMAC in which accountability and assurance around educational and financial performance can be monitored by the Board as a means of championing the progression of the Trust's strategy, rather than as an end in themselves.

However, in practice there is scope for the Board to become more intentional in using the KPIs identified in the Strategic Plan across the themes of governance, financial, people and school

standards to monitor and track the progress against the Strategic Plan and then to scrutinise and hold the senior executive to account in relation to the same. Positively the Chair has been collaborating with the Trust's Governance Professional to develop a Board Dashboard that facilitates more focused reporting back on progress against these KPIs at each board meeting.

Board of Directors – Composition

Size

Fundamental to a Board's effectiveness will be the Board's composition, including its size, skills & expertise and also its diversity. In terms of the size of Boards, governance effectiveness can be promoted by Boards ensuring that they are no larger than they need to be to have all the necessary skills to carry out their functions effectively, with everyone actively contributing relevant skills and experience. HSMAC's Articles of Association (January 2022) provide that the Board shall comprise of no less than three directors and is not subject to any maximum.

One of the development points included in the NGA's Governance Action Plan for the Trust was that the size of the Board should be expanded to nine Directors. However, at the time of the ERG following the resignation of one of the Directors at the last board meeting, the HSMAC Board comprised of six Directors as follows:

1. Philip Richardson
2. Avril Staley
3. Paul Glenn
4. Michael Green
5. Jessica Moore
6. Peter Kingham

While smaller Boards are more likely to be cohesive and dynamic and able to act more decisively, six Directors is, and was acknowledged by HSMAC to be, too small. It lacked resilience from the impact of inevitable Director occasional absences, and it afforded insufficient capacity for proper segregation of committee membership. Additionally, with the increased complexity of the Trust's arrangements for executive leadership that will arise following the departure of the Senior Executive Principal, additional Director capacity is likely to become of even more significant importance.

Since the review a further Director has been appointed, Philip Yeomans, which has added some more capacity to the Board. This appointment has also served to diffuse the risk of a disproportionate concentration of influence among too small a group of individuals. The Board is also currently seeking to add one further Director to the Board. When this has been achieved and the Board comprises of eight Directors it will have achieved a much better position in terms of capacity and resilience to carry out its governance functions effectively. However, while it is accepted that the continuing level of uncertainty about what the future of the Trust will look like may make it more difficult to recruit, it is still recommended that the Board continue to seek to expand its membership to at least nine Directors.

Skills & experience

The Academy Trust Governance Code says that an effective Board will have, and will regularly consider, the mix of knowledge, skills, and experience it needs to govern, lead and deliver the Academy Trust's charitable objects effectively. The Trust Board recognises the critical importance of its approach to Board composition being driven by the skills and experience needed to deliver effective governance. It has recently carried out a skills audits and one of the KPIs for governance set out in the Trust's Strategic Plan is that all Directors fully understand their duties as company directors as laid out in the Companies Act 2006 and Charity Commission guidance as exemplified in a skills audit.

Having regard to the skills and experience represented in the Board's current composition, the Board is populated with a range of Directors who are all well qualified for the governance role they perform. Specifically, in terms of the educational expertise and capacity of the composition of the Board of Directors, which plays an important part in the ability of the Board to hold the CEO to independent account. The NGA's Governance Action Plan in 2022 recommended that the HSMAC Board needed the addition of individuals with experience in education after the Board's capacity was diminished when the former Chair, Jim Foley, left the Board in 2021.

Since then, the Board has expressly focused on replenishing this capacity through the addition of two new suitably experienced Directors. Jessica Moore joined the Board in the summer of 2024 as a Foundation Director, having had a career across teaching and senior leadership roles in a variety of educational settings, including Catholic primary schools and local authority services. Additionally, Peter Kingham was appointed as a co-opted Director, as someone who has over four decades experience of working in education leadership roles.

In terms of the financial and business expertise and capacity of the composition of the Board, it benefits from a number of Directors who have expertise and experience across a wide range of relevant business roles, including procurement, marketing, human resources and law. The NGA's Governance Action Plan in 2022 recommended that HSMAC should add to the Board a Director with financial qualifications or expertise.

HSMAC has subsequently made the recruitment of a Director who has financial qualifications or experience a priority and the aforementioned recently appointed new Director, Philip Yeomans, as an accountant by profession, will shortly be adding valuable additional expert capacity to the Board that can support it to hold the senior executive to account, including the Trust's CFO.

The CEO/Senior Executive Principal, Sinead Smith, is not a Director. It is not currently a regulatory requirement that the CEO of an academy trust must not be a Director. However, the Charity Commission's view has for many years been that a charity should only appoint an employee to a Director body where the Directors are satisfied that the advantages in doing this clearly outweigh the disadvantages. Specifically in the academies sector the DfE's model Articles of Association for academies now include a footnote that explains that Members should carefully consider the benefits and risks of appointing the CEO as a Director, seeking evidence to support their decisions. In the specific context of the catholic education sector, it is the strong view of the Catholic Education Service that no Trust employee, including the CEO, should be a Director.

As an effective team

While the knowledge, skills and expertise of the Directors who make up the Board are vitally important, the principles and personal attributes that Directors bring to the Board are equally as important. Directors should be driven by inquisitive, independent minds and should conduct their

conversations with humility, good judgement, resilience and determination. Moreover, an effective Board should become more than the sum of its constituent parts and Directors therefore need to have the personal qualities that will enable them to communicate and collaborate with each other so that they can function well as part of an effective team.

The HSMAC Board is a committed group who are clearly well aligned with the Trust's mission and strategic intent. However, a Board where the Directors perform together as an effective and engaged team requires a good level of Director diversity, in all senses of that word. Indeed, one aspect of the NGA's Governance Action Plan was for HSMAC to develop a more balanced Board with diverse perspectives, including individuals from a range of ethnic backgrounds and greater female representation.

The current level of gender diversity of the Board is at around 30% which could be enhanced further. Ethnic diversity is currently still lacking, and it is recommended that this aspect of diversity should be actively monitored on an ongoing basis using a formal diversity audit to help ensure that the Board can be as representative as possible of the communities the Trust serves.

In terms of the level of cognitive diversity, there is a good balance of working and retired Directors on the Board but other elements of strong homogeneity. All the Directors are white, middle class and with the exception of the one co-opted Director, Catholic. Additionally, many of the Directors have strong current or historical personal links with schools within the Trust and with the local communities, including previously having served as governors of schools within the Trust.

There are undoubtedly positives elements to this approach to Trustee recruitment in terms of the high level of personal commitment among the Directors in promoting the Trust's best interests. However, it does also bring with it a risk of a lack of cognitive diversity. It is therefore recommended that the Board should take care to ensure that as it renews the membership of the Board over time its recruitment of Directors seeks to mitigate against group think by including voices from outside of the communities the Trust serves.

Induction processes also make an important contribution to creating Boards that work as effective teams, and the Academy Trust Governance Code stresses the importance of Directors receiving an appropriately resourced induction when they join the Board, and the NGA Governance Action Plan recommended that the Trust introduce a structured, efficient induction process for new Directors. This area of development has been progressed proactively by the Trust. The Trust's Three Year Strategic Plan covering the period from 2023 includes within its 'Leadership, Governance & Growth' core priority an objective that all Directors are confident and effective in their role, and to this end one of the objectives' success criteria is that Directors should have access to a bespoke MAC induction and training package which will accelerate their knowledge and understanding of the Trust and support them to be highly effective.

This commitment to providing a comprehensive induction is important so that newly appointed Directors are welcomed and integrated rapidly into the Board and to ensure that all Directors, new and old, have a full understanding of the strategic nature of their role and have the judgment and confidence to effectively hold the executive leaders to account. Therefore at HSMAC the appointment of new Directors is supported by a detailed 'Governance Induction Policy' which aims to provide new Directors and governors with a structured induction programme that will give them an early understanding of the way in which the Trust operates, encourage shared responsibility of the workload, clarify the role and responsibilities of governors and Directors at all levels, ensure safeguarding is made a clear priority and make clear the expectations on those involved in governance regarding confidentiality, adherence to the Nolan Principles and the distinctiveness of Catholic education.

Board of Directors – Practices

Board meetings

In terms of Board meetings, a Board must meet regularly enough to discharge its responsibilities and ensure robust governance and effective financial management. The Academy Trust Handbook provides that Board meetings must take place at least three times a year but encourages Trusts to consider meeting more frequently to discharge their responsibilities. The HSMAC Board meets six times a year.

Positively these Board meetings take place predominantly in person but with hybrid facilities available to maximise Director attendance. The availability of online or blended Board meeting formats has increased the opportunities for some Trusts to involve relevant expertise and skills without the limitations caused by geographical location but it is still the case that it is important that there be regular in person opportunities for Directors to work together. In this context, at this time it is not the practice of the Board to hold any kind of annual Board Away Day and, given the change in the arrangements for the Trust's executive leadership and the appointment of some new Directors, it is recommended that consideration be given to the Board to commit to such an Away Day as an opportunity for the Directors to take time out together in a different environment to ensure that the Board is able to continue to nurture the inter-relationships among the Director group that will sustain its ongoing performance.

Paperwork for board meetings, including reports associated with each agenda item and other documentation are usually circulated in good time in advance of meetings which supports the Directors to prepare efficiently and engage effectively with areas for Board discussion. It is understood that the Trust plans to imminently start using the online platform GovernorHub to support efficient distribution of Board and committee papers and for governance record keeping, and this will be a positive development.

Executive leaders, in particular the Senior Executive Principal and Chief Financial Officer attend Board meetings and uphold their obligation to give account, accept responsibility and work proactively with those responsible for governance. Each of the board meetings typically lasts between 1.5 – 2 hours. Following meetings, minutes of board meetings are drafted to an appropriate level of detail and action points clearly identified.

There is an understandably high level of trust and respect for the Senior Executive Principal and the scrutiny and challenge provided by the Directors is delivered with the emotional intelligence and in general it offers a good level of challenge to the senior executive. However, there is scope for board meetings in the future to be characterised by a more robust tone of scrutiny and challenge. Historically the preparation of Board meeting agendas had frequently been led by the Senior Executive Principal, one of a number of examples of where custom and practice has led to a degree of executive influence on the focus of the Board's governance activity. However, positively more recently the Chair has been actively collaborating with the Trust's Governance Professional to develop an annual governance planner.

This planner, which will be introduced from the start of next academic year, will set out a programme of governance work that to a great extent will systemise board meeting agendas, support the Board to work through a logical cycle of work and enable cohesive strategic decision making can be achieved. It is recommended that the introduction of a Board Dashboard that facilitates more focused reporting back on progress against these KPIs and the annual governance planner should also be seen by the Board as an opportunity to engage proactively in shaping the type and nature of the information that is provided Board meetings.

Leadership of the Chair

A chair holds a key role in governance which goes beyond chairing board meetings. The chair is key to ensuring the effective functioning of a board. In particular they have a vital role in creating the right board dynamic, helping to set the board agenda, ensuring the board has the right information and is debating the right issues, managing the board's relationship with the CEO and generally setting the highest expectations for professional standards of governance and accountability for the board.

The Chair of the HSMAC Board of Directors since late 2023 has been Philip Richardson. Philip's career saw him be a Director and Solicitor at Nuneaton & Bedworth Borough Council and he also has a ILM level 7 Certificate in Executive Coaching & Mentoring. Philip became involved in the governance of the Trust in 2019 in his role as a Foundation Governor at St Thomas More Catholic Academy and Sixth Form College, then subsequently becoming a Director of HSMAC.

In Philip HSMAC benefits from having a Chair who is able to bring a range of positive qualities to the role and most of his Director colleagues compliment him for providing strong leadership and direction to the governance of the Board. It is clear that the Chair adopts a facilitative, inclusive and collaborative leadership style. He chairs meetings efficiently and effectively, harnessing the relevant skills and experience of the other Directors as matters are discussed, maintaining a sensible pace to progression through agendas and then taking care to ensure that Board discussions conclude with a coalescence around a shared position owned by the whole Board. The Chair is then committed to following up agreed action points.

As discussed above, there is scope for board meetings to be characterised by a more robust tone of scrutiny and challenge and in the context of his recent introduction a board KPI dashboard and an annual governance planner the Chair can be seen to be playing a key role in evolving this more challenging board environment.

Outside of board meetings the Chair actively fosters a frank, open and mutually respectful relationship with the Senior Executive Principal & Accounting Officer. Contact between the Chair and the Senior Executive Principal is via a mix of scheduled meetings and ad hoc telephone calls, during which the Chair is always careful to stay strategic and not overreach into the Senior Executive Principal's role and responsibilities.

Given the fundamental importance of the role of Chair in setting the highest expectations for professional standards of governance and accountability for the Board, succession planning for the Chair role is always a key responsibility of the Board. No matter how strong a current Chair may be, periodic renewal of the leadership of governance is of importance to the effectiveness of Trust governance in order to ensure sustained impetus and energy of leadership. As Philip is only two years into his time as Chair this is not a pressing issue at this time and indeed given current and future changes that are going to be experienced by the Trust a stable period of board leadership is likely be beneficial to the effectiveness of governance.

Board Committees

Although a Board of Directors always remains accountable in law and is responsible for all decisions made, they may delegate certain responsibilities to Committees in accordance with the Trust's Scheme of Delegation. The DfE's Academy Trust Governance Guide provides that a Trust's Scheme of Delegation must set out the structure and delegated remit of the trust's members, its Board and any committees, including any local committees, and should be written clearly so that everyone in and across the trust can understand the delegations and how this affects their role and that of others.

The Board delegates through a Scheme of Delegation which provides a detailed explanation of the roles and responsibilities of those who contribute to the governance and leadership of the Trust's academies together with a Delegation Matrix which shows which key functions have been retained at the Trust Board level or have been formally delegated by the Board.

Against this background, and in line with the requirements of the Archdiocese, the HSMAC Board delegates to three main issue-based committees, a Standards & Strategy Committee, a Finance, Audit & Risk Committee and a Catholic Life Committee, which are supplemented by a Pay Committee. All of the Committees have recently ratified Terms of Reference.

Standards & Strategy Committee

The Standards & Strategy Committee's detailed Terms of Reference provide that its main functions are to provide oversight of curriculum, teaching, learning, and assessment, provide a strong policy, monitoring, evaluation and reporting framework with respect to provision, performance and standards, enable the academies to be accountable for their performance and standards, by holding the Principals and other senior leaders to account and to make recommendations to the Board and to other committees as necessary and appropriate.

This Committee is required to meet at least six times a year and has been chaired the Board's Vice Chair, Avril Staley, who has been one of four Directors who are members of the Committee. However, on account of the stretched capacity of the Board in terms of the number of Directors, the responsibilities of the Standards & Strategy Committee have since September 202 been integrated back into the full Board meetings, rather than the Committee operating under delegations from the Board and having separate meetings in which deep dive scrutiny can be carried out.

Finance, Audit & Risk Committee

The Academy Trust Handbook provides that academy Trusts must establish an Audit and Risk Committee and that academy trusts with an annual income over £50 million must have a dedicated Audit and Risk Committee. HSMAC's income is a long way off this and the Trust incorporates its governance of audit and risk into a Finance, Audit & Risk Committee.

This committee's Terms of Reference set out detailed duties for the Committee with it main functions including providing a robust financial environment so that the financial resources made available to the academy are managed effectively and efficiently, provide a strong policy, monitoring, evaluation and reporting framework, provide the Board with assurance over the suitability of, and compliance with, its financial systems and controls and provide internal scrutiny which delivers objective and independent assurance.

This Committee is required to meet at least once a term. The Academy Trust Handbook requires that the Chair of the Committee responsible for Audit functions must be someone other than the Chair of Directors and this requirement is expressly reflected in the Terms of Reference for this Committee which state that the Chair of the Board will not be a chair of this committee. This Committee is currently chaired by Michael Green, who is one of four Directors who sit on this Committee. Michael works at a local engineering company and is also involved in local government roles. However, Philip Richardson, the Chair of the Board is currently the Vice Chair of this Committee, a role that it is recommended would ideally be taken by one of the other Directors.

Risk is a key component of effective strategic leadership, and as such Boards should set and manage risk appetite and tolerance, ensure that risks are aligned with strategic priorities and that risk management is embedded at every level of governance. In terms of this Committee's specific responsibilities for risk management, it is required to provide assurances to the Board that risks are

being adequately identified and managed and review the ratings and responses on the Risk Register to inform a programme of work.

A Trust's Risk Register is a key document and Holy's Risk Register seeks to identify the potential risks facing the Trust and scores and prioritise the risks in terms of their potential impact. The Risk Register is an extremely detailed document covering around 120 specific risks categorised across 25 different categories of risk. The Trust complies with the Academy Trust Handbook requirement that a Board must conduct a full review of its Risk Register at least annually, with the Board reviewing it every six months. However, in order to facilitate more meaningful governance engagement with risk it is recommended that the Committee consider proposing to the Board a streamlining and simplification of the current Risk Register.

Catholic Life Committee

The Catholic Life Committee's Terms of Reference provide that its main functions are to provide a unity of purpose for the work of the Trust's Catholic academies, provide a strong policy, monitoring, evaluation and reporting framework and enable the academies to be accountable for building a strong, Catholic collaborative learning community, rooted in the teachings of Christ and his Church and the values of the Gospel, by ensuring the academies form good relationships and effective communication with all stakeholders that benefit the children's learning, formation, attainment and progress. This Committee is required to meet three times a year and is currently chaired by Paul Glen, who is one of three Directors who make up the current membership of the Committee,

Structurally the Trust's approach to Board Committees, which is based on the diocesan model, does create the conditions for deep dive interrogation of data and information across the key areas of strategy, standards, finance and audit and risk and catholicity. It is capable of facilitating scrutiny and accountability and can protect the Board's scope for high level strategic discussion supported by the heavy lifting already having been carried out by the work of the Committees.

However, in practice the small size of the Board the small size of the Board has led to difficulties in properly segregating the membership of each of the committees which brings with it a number of governance risks, including complacency in proper reporting to the full Board and duplication. Therefore, notwithstanding the pragmatic challenges in doing so it is again recommended that the Board should continue to seek to expand its membership.

Local Governance – Education Standards Committees

Local governance arrangements are an important area of the governance of any multi- academy trust, in particular in terms of effective communication, engagement and the maintenance of strong relationships with local stakeholders that can inform Board decision making.

At HSMAC local governing bodies are called Education Standards Committees (ESCs) and it is the intention of the Board to ensure that the ESCs a clear and defined purpose within the Trust's overall governance arrangements and that feel that they have genuine influence on the performance of their schools and the overall Trust.

As previously mentioned, the HSMAC Board delegates through a Scheme of Delegation and this includes delegating certain governance functions at local level to the ESCs. All delegations relating to financial matters were removed approximately four years ago and today the ESC Terms of Reference provide that their purpose includes to:

- provide assurance that the strategy and policies of the Board are implemented at a local level
- provide a strong monitoring, evaluation and reporting framework
- enable the academy for which the ESC is responsible to be accountable for building a strong, Catholic collaborative learning community
- make recommendations to the Board of Directors and to other committees as necessary and appropriate.

Through the performance of these roles and responsibilities across six meetings per year combined with additional research carried out by individual governors in between these meetings, the ESCs play an important role in gathering and triangulating relevant evidence on the ground that can inform the Board's oversight of the strategic direction of the Trust.

To support the ESCs in doing this the ESCs benefit from an annual ESC Improvement Plan, a document that identifies a number of priority areas in relation to which are identified questions for the ESCs to explore and notes for the ESC on how to gather the evidence are provided. There is then an aligned reporting template which the ESCs use termly to report back to the Board, documenting their findings and providing the Board with an overview of the evidence they have gathered in relation to progress in their academy in each of the identified priority areas.

The consistency of ESC clerking now made available to the academies through the appointment of a single dedicated clerk, Sharn Eggleton, to all of the academies, also supports the ESCs in their interaction with the ESC Improvement Plan and thereby is enhancing the value and efficiency of the contribution from HSMAC's local governance.

The LGB Chairs and Vice Chairs interviewed during the review showed a good level of understanding of the remit of their roles and responsibilities and they felt a genuine sense of value in their academy belonging to HCMAC. The combination of the ESCs clearly delegated role and their responsibilities in relation to the implementation of the ESC Improvement Plans appears to be giving those involved in ESC level governance a genuine feeling of engagement and a sense that they have an important and meaningful part to play in the Trust's governance.

The NGA's Governance Action Plan recommended that there should be improved two-way communication between the Board and the ESCs and stronger collaboration across the Trust to share best practice. Since then, HSMAC has made strong progress in both of these important areas.

In terms of improved two-way communication between the Board and the ESCs the ESC Improvement Plans are one aspect of an increasingly strong interface between the ESCs and the Board. In terms of communication channels between the Board and ESCs there has been more progress to make, with the presence of the Senior Executive Principal at all of the meetings of the ESCs being the main conduit for communications from the Board. However, a range of recent initiatives are now improving this dynamic including an annual ESC Chairs' Forum at the outset of each new academic year and a termly in person governance learning session that is intended to be attended by the ESC Chairs, the academy Principals, the Senior Executive Principal and the whole of the Board of Directors.

These initiatives are creating the conditions for improving the communications between the Board and the ESCs as well as enhancing best practice sharing and are contributing to the cohesion and connectivity between the constituent layers of the Trust's governance. However, in order to ensure that this trend continues it is recommended that consideration be given to including a new standing agenda item for Board meetings that will provide Directors with an opportunity to discuss and agree what key points should be formally communicated back to the ESCs.

Governance Professional arrangements

The governance professional arrangements of an academy trust are a key governance function, and the importance of this is highlighted by documents such as the Chartered Governance Institute's 'Competency Framework for Governance Professionals'. A competent Governance Professional can contribute to the effectiveness of a Board by providing:

- guidance to ensure the Board works in compliance with the appropriate legal and regulatory framework and understands the potential consequences of non-compliance.
- independent advice on procedural matters relating to operation of the Board.
- administrative and organisational support.

The arrangements for governance support at HSMAC are overseen by the Trust's Governance Professional, Lisa McCord. At the time of the last ERG in 2021, Lisa had only very recently taken on the role and responsibilities of the MAC's lead governance professional and while also continuing to perform a wider role within the MAC as an Administration Manager under the line management of the Senior Executive Principal. Lisa did not have a background in clerking or governance, and she was therefore at the beginning of embedding herself into the role and was on a learning curve in terms of understanding the Trust's governance arrangements.

Lisa, who has now completed the National Governance Association's Level 3 Certificate in the clerking of School and Academy Governing Boards and has around four years of practical experience, has noticeably grown greatly in ability, confidence and gravitas.

Lisa clerks the Board and its committees and she is a highly reliable source of governance/clerking support to all these meetings. This extensive coverage enables her to keep abreast of the full scope and dynamics of the Trust's governance arrangements and importantly to maintain the sense of the big picture. Lisa's colleagues report having a high level of confidence in her, regarding her as efficient, a strong communicator and a reliable source of impartial governance advice and guidance.

Each of the ESCs has from September 2024 been clerked by Sharn Eggleton, who reports to Lisa. Together Lisa and Sharn are providing a committed and reliable source of governance support ensuring that the processes and procedures of governance are administered efficiently but more importantly that these processes are effective.

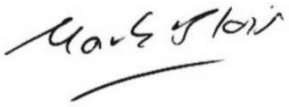
Given the continuing wide-ranging nature of Lisa's role within the MAC, which includes serving as the PA to the Trust's Senior Executive Principal, marketing and the Trust website and aspects of HR and complaints management, there are still inevitable limits upon Lisa's capacity. It is recommended that care should be taken to ensure that Lisa can have a suitable level of protected capacity to not only administer the Trust's governance and react to day-to-day requirements but also to engage in forward planning.

Summary of Recommendations

1. Expand the Board size to at least nine Directors to enhance the Board's capacity and resilience.
2. Prioritise recruiting Directors from diverse ethnic backgrounds and also seek to enhance the cognitive diversity of Directors
3. Consider holding an annual Board Away Day to promote the ongoing development of the Board as a team.

4. Consider allocating the role of Vice Chair of the Finance Audit & Risk Committee to someone other than the Chair of the Board.
5. Streamline and simplify the Trust's Risk Register with a view to facilitating more meaningful governance engagement with risk management.
6. Continue to improve two-way communication between the Board and Education Standards Committees by including a new standing agenda item for Board meetings that will require the Directors to agree key points to be communicated to the ESCs.
7. Ensure that the Governance Professional has sufficient protected capacity for proactivity and forward planning.

The reviewer would like to thank everyone at HSMAC for the open, transparent and constructive way in which they have engaged with this ERG.



Mark Blois

July 2025

Credentials of the individual who has conducted the ERG

The external review of governance has been carried out by Mark Blois. Professionally Mark is heavily involved in advising on education governance in his capacity as a Partner and National Head of the Education team at Browne Jacobson. Mark personally has over twenty-five years' experience as an education lawyer.

He has been recommended as a Leader in his field in the industry bibles 'Chambers UK' and 'Legal 500' for more than fifteen years. 'Chambers UK 'gives Mark 'top ranked' status and 'Legal 500' includes him in their "Hall of Fame", which highlights to clients the law firm partners who are 'at the pinnacle of the profession'.

In 2022 Mark was named in The Lawyer's 'Hot 100' listing for 2022 which identifies 100 legal professionals from private practice, in-house and the Bar selected by The Lawyer as having met their criteria for excellence and relevance and who have played a critical role in shaping the legal profession over the past twelve months.

Mark has over twenty years' experience of serving in governance roles across the maintained school, academy and further education sectors. Importantly between 2011 – 2021 Mark was the Chair of the L.E.A.D Academy Trust, which is now a twenty-six school multi-academy Trust operating in the East Midlands, South Yorkshire and Lincolnshire areas. Mark has also served as the Vice Chair of L.E.A.D. Academy Trust between 2021 and 2023 and today and he continues as a Director and Chair of Audit & Risk Committee and Chair of the Teaching School Hub Board. L.E.A.D. Academy Trust currently consists of 23 primary and 3 secondary academies and as such he brings considerable detailed expertise and experience of the challenges and opportunities for academy Trust governance.

Mark also has extensive experience of serving as a Department for Education (DfE) designated National Leader of Governance, originally between 2015 and 2021. In September 2021, in recognition of his skills, experience and credibility in the field of academy governance, and having been assessed against the DfE's three National Leader of Governance Standards of professional credibility, problem solving and influencing for improvement and capacity building and knowledge transfer to ensure sustainability, Mark was one of a select group who were re-designated as an NLG by the DfE as part of the reformed NLG programme and served as an NLG between 2021 and 2023.

Mark seeks to combine his over 25 years as a leading education lawyer, with his 10 years of personal experience of chairing a multi-academy Trust and 8 years serving as an NLG to deliver a uniquely valuable external review of governance experience for clients and he has been commissioned to carry out external reviews of governance for a large number of Trusts across the country covering a wide range of sizes and educational contexts, including faith, special and selective education settings. Mark has also completed a number of external reviews of governance in response to DfE and ESFA interventions.

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