

Church Schools converting to become Academies – Updated note on different model Articles of Association – August 2011

The Department has published three draft model Articles of Association which have been agreed with the Catholic Education Service and the National Society for the Church of England for use by Church Schools wishing to become stand alone Academies. It was originally intended that the model Articles could potentially be used by either Catholic or Church of England Schools, but there are differences in the way the governance arrangements at Membership and governing body level are reflected and it is clear that some models are more appropriate for certain schools than others. Therefore we can now be clear which model should be used in which circumstances and have renamed the models accordingly.

The principle adopted by the Department is that schools should, as far as possible, convert on an "as is" basis and so the presumption is that the current governance arrangements will be replicated as far as possible in the appointment of governors on the governing body in the Articles. The school's Instrument of Government would provide the basis for considering who should sit on the governing body of the Academy.

The need to select Members (in effect shareholders of the Academy albeit not ones who are entitled to receive a dividend or shareholder return) introduces a new layer of governance that Schools will not be familiar with. The Department is happy for Schools to decide in consultation with their Dioceses who should be Members of the Academy. There is no obligation to mirror, at Member level, the governance arrangements of the governing body given that the role of Members is supervisory rather than operational.

Schools with their Dioceses will need to decide what representation the Board/Trustees will have within the Membership:

Church Articles of Association for VA CofE Schools (Model 1)

This model assumes the Board/Trustees will appoint a majority of both Members and governors. It is appropriate for **Voluntary Aided (VA) Church of England Schools**. It can also be used, with appropriate modifications, for VA schools of other faiths, such as Jewish or Muslim.

Church Articles of Association for VC CofE Schools (Model 2)

This model assumes that the Board/Trustees will **not** be in the majority at either Membership or governing body level. The proportion of such foundation Members and governors is limited to 25% and the structure ensures there can never be more than 25% in the future. It is appropriate for **Voluntary Controlled (VC) schools**.

Church Articles of Association for VA Catholic schools (Model 3)

This model is a hybrid model which allows the School and the Diocese to opt for a membership where the Trustees are **not** in the majority and a governing body where they are, mirroring at governing body level the existing governance arrangements. The model does however also allow a membership where the Board/Trustees are in the majority if the school and Diocese consider that this is appropriate for their circumstances. This is appropriate for **VA Catholic** schools.

Although sufficient protection for Dioceses has been built into all models and in particular that the consent of the Board/Trustees and the Bishop (as relevant) will be required to any change to the Articles, Dioceses will need to consider carefully their involvement at the membership and governing body level, taking into account legal and accounting advice as appropriate. We remind schools that no conversion of a Church of England or Catholic Diocesan school can go ahead without the consent of the Diocese. It is therefore important that schools engage with their Dioceses at the earliest opportunity to avoid delays and ensure that both parties are happy with proposed governance from the outset.

Academies Policy Division
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