



Merger Proposal Statement

Proposal for Athena Schools Trust and Guildford Education Partnership to merge

Athena Schools Trust and Guildford Education Partnership (GEP Academies') have worked closely together for the past 18 months. During this time, we have identified clear benefits to working as part of a larger group of schools and recognise we are a like-minded organisations, with similar values and complementary strengths and weaknesses. Together, we believe that we can offer a better service to our schools, staff and pupils, offering better educational provision and greater financial efficiency.

We propose to merge, to form a single organisation from September 2021 and are holding a public consultation from 1st March to 31st March 2021.

Frequently Asked Questions

<i>Trust Backgrounds</i>	<i>2</i>
<i>Impact on Pupils.....</i>	<i>4</i>
<i>Impact on Schools</i>	<i>6</i>
<i>Impact on Staff</i>	<i>8</i>
<i>Next Steps.....</i>	<i>10</i>
<i>Trust Design.....</i>	<i>11</i>

Trust Backgrounds

Who are AST and GEP?

Guildford Education Partnership ('GEP Academies'), was founded as a multi-academy trust in 2013. The trust is comprised of seven schools operating across across Guildford, Godalming and New Haw: three secondary schools (George Abbot, Fullbrook and Kings College Guildford) and four primary schools (Boxgrove, Guildford Grove, Loseley Fields and Sandfield).

Athena Schools Trust was founded as a multi-academy trust in 2018. The trust is comprises five schools: one secondary school (Guildford County), one primary school (Pirbright), one junior school (Northmead) and two infant schools (Shalford and Stoughton).

Please see 'AST and GEP Background Information' for further details.

What has the existing partnership between AST and GEP involved and what have been the benefits?

Over the past 18 months, we have built an effective partnership which has allowed us to:

- Deliver a joint school improvement programme offering CPD and support to the benefit of all our schools
- Appoint School Improvement Advisors alongside a primary and secondary Education Directors supporting all 12 schools
- Share a CEO to deliver significant cost savings which have been re-invested in educational improvement
- Pool data (educational, operational and financial) to allow benchmarking across a wider group of schools
- Provide peer-to-peer support and collaboration between headteachers and other senior leaders, subject leads and central team members, allowing ideas and best-practice to be shared

Doesn't the merger make both trusts much larger than originally intended?

The merged Trust will have 12 schools; this proposal is in line with the growth plans of both trusts. When AST was established, the schools agreed to aim for an ultimate size of 15-20 schools. Similarly, GEP had long held an ambition to reach a size of 20 schools.

Are there success criteria that will be measured on a regular basis?

The success of the merger rests in the ongoing improvement of the schools in the trusts.

Both trusts currently track a range of performance metrics, both at school and trust level, which are regularly reported to the Boards of Trustees. This approach will continue after the merger, and we will specifically track areas where the merger was identified to present specific opportunities and risks.

You have listed potential benefits. What are the risks associated with the proposal?

The trustees routinely keep risk registers to manage risks within the trusts, and a register is specifically being kept in relation to the merger. Particular risks that are under regular review include:

- Schools don't get a 'say' in the decision and feel that the decision has been imposed upon them (all schools consulted prior to the decision being made to proceed with the merger)
- Support services in merged trust failed to offer better value to schools (careful financial modelling is being used to minimise this risk)
- Funds wasted through abortive work (expenditure on the merger is being minimised until approval is received)
- Deficit or liability in one school has a financial impact on schools in the merging trust (this has been carefully investigated through a due-diligence process and will be kept under close review)

How will the merger actually take place?

We are aiming to minimise the legal costs associated with the merger. We have been advised that the cheapest legal process to form a single organisation is to retain one of the existing legal entities and to transfer all staff and schools into this entity (this avoids the cost of creating a new legal entity). Therefore, from a legal perspective, it is likely that one trust will join the other.

However, in all practical senses, this will be a merger. The trust leadership (members, trustees and executive team) will be equally comprised of individuals from the two trusts. All systems, policies and processes will be chosen on the basis of looking for the best solution for the merged trust. All schools will be equally valued and will have an equal say in the future of the trust.

Impact on Pupils

What will this mean for my child?

In the short term, very little is likely to change for your child. The changes that will initially take place are 'back-office' and will have little visible impact in schools.

We have decided to merge as we believe it will allow us to be more efficient and to better support the education in our schools. Therefore, in the medium and longer-term you should expect to see your child's school continue to improve and to be better supported.

Will my child's school have to change to be like other schools in the new trust?

Both trusts understand that each school serves their own community and allows them to do this in the most effective way for their particular situation. Both trusts value the local leadership of Headteachers and encourage Headteachers to make the decisions necessary to address specific challenges within their school.

Feedback from our schools has been clear that this is a key value of the current trusts and there are no plans to change this.

Having said this, there are sometimes benefits in aligning our approach to certain matters, whether to share best practice from one setting, or to simplify arrangements to achieve greater efficiency. We have collectively chosen to do this in various areas in the past and will continue to do so in future where this is of benefit to schools.

Will the new trust take money from my child's school?

The schools currently pay a service charge to their trust, which pays for the services that are provided centrally (e.g. financial support, HR advice, payroll management, educational support); similarly, maintained schools pay a fee to Surrey County Council for the equivalent services. Both trusts seek to provide these services as efficiently as possible, and one of the benefits of merging is that we expect to be able to offer better value for money as a single organisation, as there is currently duplication in the services that the two trusts offer.

Will schools be charged more as a result of the merger?

We are focussed on delivering services that are effective and offer excellent value for money, to maximise the proportion of school funds that can be spent on educating children.

Will this merger make my child's school better? How can you be sure?

We have been working together for 18 months and have received positive feedback from headteachers and staff on the educational support that we have offered.

It is always difficult to objectively assess the impact of particular initiatives in the performance of a school, as there are so many competing factors at play. This is especially challenging given the absence of meaningful comparative school assessment data in 2020 (and possibly 2021) due to the current pandemic. It is simply not possible to make an objective quantitative assessment over this timeframe, and any attempt to do so would be over-simplistic.

We have, however, undertaken a qualitative assessment based on feedback from our schools and by considering the range of support initiatives that we are able to offer. By working together in partnership, we have increased the range of support available to schools, and we expect to further enhance this following a merger.

How will this merger benefit children in the classroom?

Our view is that local headteachers, and the teaching staff within each school, should be responsible for the learning experience in each classroom. The trust does not get directly involved with classroom teaching, and therefore does not directly determine the learning experience of individual children.

The trust does, however, have a huge indirect impact on children's education, by creating the right conditions and support for those teaching the children. We believe that the merger will increase our ability to do this. Examples of how we do this include:

- Creating a culture that values effective learning and teaching and provides appropriate expectation and aspiration within every school
- Providing support and challenge to school leaders to ensure that schools are well led
- Providing training and development opportunities for classroom teachers
- Ensuring that schools are financially efficient and therefore are able to invest in excellent teaching
- Ensuring that schools buildings are safe and provide an effective learning environment
- Ensuring that all schools offer a balanced and effective curriculum

Impact on Schools

Will school admission arrangements change? Will children of staff get preference for admissions at all schools (rather than just the one that the parent works at)?

There are no plans to change admissions arrangements in schools as a result of the merger. Currently admission regulations allow 'children of staff' to be one of the admissions criteria for a school. This criterion does not apply to staff working in another school.

Do the schools get a say in whether or not the two trust's merge?

Yes – the schools have all been consulted on the proposal. All our Headteachers, Governors and School Business Managers have given valuable input into the decision-making process – and will continue to be involved as we plan the detail of the merged trust.

Does the merger mean that the assurances given to my school when they joined AST/GEP are now worthless?

No – the ethos and operations of AST and GEP both reflect the values of their schools, and will be factored into the design of the new trust. Schools are being involved in the key decisions regarding the new trust, and will be able to raise matters that are of particular concern to them.

However, we also recognise the importance of moving forwards, and taking the time to consider each decision on its own merits, rather than being tied to positions held by schools and trusts several years ago.

Who is paying for the merger? Is this taking time and money away from education?

We have undertaken a great deal of due-diligence and preparatory work 'in-house', which will help us to minimise the costs involved with the merger.

We hope to be able to apply for grant funding for the remaining costs.

In the event that grant funding cannot be obtained, the costs will be met by centrally-held reserves of the two trusts, and will not be directly met by schools.

Our expectation is that the merger will soon deliver financial efficiencies and savings that offset the costs of the merger process itself.

Is this just a 'business' decision?

No – we are making this decision because we believe that it will lead to better educational outcomes for children.

The trusts are not-for-profit charities; while the merger does offer financial benefit (though greater efficiencies), this money will be put back into the education of our children.

Will the merger result in more red-tape for school leaders?

One of the aims of the merger is to allow us to improve the support services that we offer to schools. Many of these seek to support schools with important (but time consuming) administrative tasks that we are legally required to carry out in areas such as data protection, health & safety, HR and finance. Our services aim to reduce this burden on school leaders, allowing them to focus on leading their schools.

Will Headteachers still be able to make meaningful decisions regarding their schools?

Yes, Headteachers will remain as the local leaders of their schools, and will have a meaningful role (as they do now).

Both trusts currently have a 'scheme of delegation' that defines which decisions are made by individual schools and which are made by the trust. We are currently designing a scheme of delegation for the merged

trust, and Headteachers, Governors and School Business Managers are being actively involved in this process.

Can schools review their membership every few years?

No, there is no simple option to leave a Multi-Academy Trust once a school has joined.

Therefore, we believe it is important that our schools have a role in 'steering' the direction of our trust and are setting the merged trust up to ensure that this role is meaningful.

What will this mean for school capital funding?

The merged trust will receive an annual School Condition Allocation from the ESFA. The process for distributing this among schools has not yet been agreed, but it is likely that funding will be awarded for specific works, based on the level of need in each school.

How will you ensure that individual schools don't lose their identity as the trust grows?

Individual schools serve unique communities and we believe that schools should be able to decide on an approach that works in their local circumstances. We are 'designing' the trust so that Headteachers and Governors are able to make meaningful decisions about their schools. While there are areas where we will benefit from working together, we do not seek to 'impose' a common approach to every school – we do not believe that this approach is effective.

Impact on Staff

Will staff be required to work in any school within the trust?

There are many examples of staff willingly benefitting from the opportunity to support schools other than their own, including staff members working across multiple schools. As a result of the merger, no member of staff will be required to work permanently at another school in the trust, without their agreement to do so.

Do efficiency savings mean redundancies?

Trustees from both trusts have confirmed the key driver is educational improvement.

Both our trusts currently provide a range of back-office and education support services to our schools. The proposed merger would result in these being harmonised across one larger newly merged trust, helping efficiency and make sure that funding is focused on teaching, learning and support for children.

Both trusts currently 'buy-in' various services, and some of the savings are linked to more efficient procurement or the ability to provide some of these services 'in-house'. We are currently working with our schools to work out which services they would like the trust to provide, and where staff capacity is freed up by increased efficiency, it may be possible to 're-deploy' this capacity by delivering more comprehensive services.

What benefits will staff see?

We intend to further strengthen our school improvement and continued professional development offer to staff across the merged trusts.

Who will be the new employer?

The new employer will be the newly merged trust with a new name, the name is yet to be decided.

Who will decide on pay increases and terms and conditions in the new organisation?

The newly formed Board of Trustees will decide on pay increases and terms and conditions.

The consultation letter staff received mentioned that terms and conditions will be protected by TUPE, what is TUPE and what does it mean?

TUPE stands for the Transfer of Undertakings (Protection of Employment) Regulations 2006 and protects employees whose employer changes as a result of a merger or change of owner.

Where staff need to transfer between organisations, this will happen automatically. Contracts of employment will carry on without a break, preserving continuous service. Current terms and conditions of employment also transfer.

Can terms and conditions be changed after the transfer?

Yes, in certain circumstances. Any changes would be discussed with HR and appropriately consulted on first, in the normal way.

Will pensions be affected by the transfer to a newly formed trust?

No, all members of staff will remain members of the LGPS and the Teachers' Pension schemes, with the same benefits.

Do staff have to transfer to the newly merged trust? What happens if staff decide not to transfer?

Staff do not have to transfer; it is their decision. If any member of staff decides not to transfer their contract would cease on the transfer date, and they will have effectively resigned their position. There is no entitlement to redundancy pay in such circumstances as the role still exists.

What happens about transfers of staff who are on maternity leave or absent on long term sickness?

All staff will automatically transfer unless they specifically state that they do not wish to transfer, so there is no impact on staff who are absent due to maternity leave or sickness.

What happens about transfers of staff who are on a fixed term contract?

Staff whose contract is due to end prior to the transfer will be treated in the normal way and given notice of the termination of their fixed term contract. Staff whose contracts are due to expire after the transfer date will transfer on their existing contract and the end of the contract will be dealt with at the time in the normal way.

Next Steps

What happens if there is significant objection to the merger?

The Boards of Trustees are required to take account of feedback given during the public consultation. This could result in the plans being amended, or potentially even aborted. If significant objections are raised and this is not acted on by the Trustees then the Members, and potentially even the Regional Schools Commissioner, could act to block the merger.

If the merger does not go ahead then the strategic partnership between AST and GEP will end. Jack Mayhew will step down as CEO of GEP, and the two trusts will re-evaluate their working relationship and strategic directions.

Who makes the final decision on whether or not to merge?

The Boards of Trustees of the respective trusts are responsible for deciding whether or not to merge.

The Members of the trusts are required to authorise some of the actions needed to complete the merger, and approval from the Regional Schools Commissioner will also be required before a merger can go ahead.

Will other schools be able to join in future?

Yes, we would like to welcome other schools in future, though it will inevitably take a while for the new operational arrangements to 'settle-in' and we may choose to wait for a period of time before engaging in discussions with other schools.

Has the decision already been made?

The Boards of Trustees have consulted with schools, have conducted a detailed due-diligence process, and have extensively considered this over a period of many months. They have decided that, based on the information available at the moment, a merger is the best outcome for both trusts. They have therefore decided to begin the process of merger.

This process involves further legal work, wider consultation, and applying for approval from the Regional Schools Commissioner. The Trustees will review the outputs of this, and are able to pause or stop the merger if they feel that this is appropriate.

Will the Department for Education / Regional Schools Commissioner be consulted?

Yes, we are in the process of consulting with the Regional Schools Commissioner. Their approval, and consent from the Secretary of State, will be necessary for the merger to go ahead.

Trust Design

Who would run the new organisation?

Multi-Academy Trusts have a governance structure defined by the Government. A group of Members are responsible for appointing Trustees, who have strategic oversight of the organisation. The Trustees appoint a CEO who runs the organisation on a day-to-day basis.

After the merger, the Members will be formed from a subset of the members of the two existing trusts. Similarly, the initial Board of Trustees has been agreed as a subset of the two current Boards, selected following a skills review. Future changes to the Board will be made by the Members.

Jack Mayhew is currently CEO of both trusts and will continue as CEO of the merged trust.

What will the new organisation be called?

The name of the new organisation has not yet been decided. We have asked you to make suggestions as part of the public consultation.

Who will decide how the new organisation will operate?

We have identified the individuals who will serve on the Board of Trustees of the new organisation – ultimately, they make decisions on how the organisation will run.

However, both current trusts value collaboration and partnership, and we want to involve all our schools in the 'design' of the new trust.

We have established a 'Focus Group' that will consider the key decisions that need to be made (e.g. vision and values, who will be responsible for what, what services will be provided by the trust and what will schools have to pay to access these) and will make recommendations to the Trustees. This group is made up of Governors, Headteachers and School Business Managers, and every AST and GEP school is represented.

The two 'central teams' are also working closely together and will be responsible for the practical implementation of the strategic decisions made by the Board of Trustees.

How much money will be saved by merging the two organisations?

This is very difficult to predict as there are many factors involved, and we are still agreeing what services would be provided by the new trust. However, on a like-for-like basis, we are confident that we will save at least the equivalent cost of three full-time teachers and anticipate that we will identify further savings as we explore together the most effective ways to provide services across the two trusts.

How will you ensure that the ethos of the existing trusts will not be lost through a merger?

There will inevitably be changes to ethos when joining with another organisation and working with different people – however, this can be an opportunity to benefit from the strengths of others, as much as it is a risk to what we already have.

We are inviting all our schools to help us to decide what a new trust will value, how it will be run, and how it will operate. One of the first steps of this process (already underway) is to identify what is important about our current trusts and to work out how to bring these together, to keep the best parts of AST and GEP alive and well.

How will you ensure that the Members and Trustees exercise independence and propriety in their roles?

Trustees are appointed by the Members and will be held accountable for their performance in the role by the Members. Members can both appoint and remove Trustees. Trustees are also expected to adhere to the Nolan Principles:

These *Seven Principles of Public Life* have been amended over the years. They are currently worded as follows:

- **Selflessness** – Holders of public office should act solely in terms of the public interest.
- **Integrity** – Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- **Objectivity** – Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability** – Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness** – Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- **Honesty** – Holders of public office should be truthful.
- **Leadership** – Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.