

External Review of Governance

Anthem Schools Trust

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External Review of Governance

Introduction

In recent years the DfE and ESFA have 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. The DfE and ESFA's belief is 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 evaluation of the Board 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.

Anthem Schools Trust (Anthem) has a governance strategy which expressly recognises that strong governance which is holistic, robust and effective will help ensure that Anthem is a strong trust and will ensure effective quality assurance of Anthem's aligned education strategy. Following a period of consultation Anthem has recently launched a new governance strategy designed by the Trust's Director of Governance with support by the Governance Manager. The new strategy describes itself as "bold and brave" and as launching a "new kind of governance" across the Trust for the period 2023-25 which seeks to be:

- bold and brave and in line with Anthem's three shared values of integrity, collaboration, and excellence.
- based on what is right for now and Anthem's new education strategy, not what was done before.
- clear - with defined responsibilities and no unnecessary overlap or duplication.
- holistic – with information flowing effectively around Anthem to where it is needed, from classroom to boardroom and back again.
- expert, professional and robust – providing quality assurance internally and externally.

Anthem undertook an Internal Governance Audit in October 2024 to track the progress to date of its new governance strategy, and the new governance strategy had also committed the Trust to arranging an External Review of Governance (ERG) in 2024-25 to highlight any areas which could be further refined and improved. This ERG was commissioned in late July 2024 by the Director of Governance acting on behalf of Board of Trustees with a view to the review taking place during the autumn term 2024/25.

Background information

The origins of Anthem can be traced back to CfBT Schools Trust which was set up and in January 2011 sponsored by CfBT Education Trust, a large not-for-profit organisation providing education services in the UK and internationally. CFBT Schools Trust grew rapidly and by the point that the

Trust was made the subject of an Ofsted Focused Inspection in September 2015 it comprised of nineteen schools widely dispersed across twelve local authority areas. The Principal Sponsor, CfBT Education Trust, was subsequently renamed as the Education Development Trust in January 2016 to better reflect the variety of work it did and subsequently the Trust decoupled from the sponsorship of the Education Development Trust and changed its name to Anthem Schools Trust.

Anthem today comprises of a total of sixteen schools, all of which had joined CfBT Schools Trust between 2010 and 2014. Its primary schools are grouped into two regional clusters across the East Midlands and London & the Thames Valley, and its secondary schools are grouped into a single cluster that spans both these regions. The schools are located in a wide variety of contexts and communities and the Trust is responsible for over 8000 students and over 1000 staff.

The Trust's current CEO is Mohsen Ojja, who took up the role in January 2023, succeeding Andy Yarrow. Mohsen Ojja will be stepping down and leaving the Trust in April 2025 to pursue an opportunity overseas at which point the current Vice Chair of the Board of Trustees, David Moran, will become interim CEO. David Moran, as the former CEO of E-ACT, a 38 school multi academy trust, between 2013 and 2019, has extensive experience of overseeing the educational and financial performance of large multi academy trusts.

Review criteria & methodology

This ERG 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 Members, Trustees and members of the senior executive as follows:

- David Hawker - Member
- Duncan Parkes – Member
- Jay Bhutani – Member, Trustee, Chair of Members & Chair of Board of Trustees
- Dr Martin Coles – Trustee, Chair of Education Committee
- Sal Wilson – Trustee, Chair of Finance Committee
- Troels Henriksen – Trustee, Chair of Audit & Risk Committee
- Alison Macleod – Trustee, Chair of People Committee
- Caroline Harvey – Chair of ACC, Grampian Primary Academy (primary)
- Gina Darling – Chair of ACC, Abbey Woods Academy (primary)
- Rachel Norman – Chair of ACC, St Mark's Academy (secondary)
- Ian Lloyd – Chair of ACC, Oakbank School (secondary)
- Mohsen Ojja – CEO
- Dipo Odunsi – CFO

- Claire Pannell – Director of Governance/General Counsel

Additionally, an observation was carried out of an online meeting of the Board of Trustees on 12th December 2024. Having completed the research phase of the ERG this report has been prepared to summarise the findings and recommendations of the external review.

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.

Anthem is a trust that has a very clear strategic vision, which is that “by working together, we will create ambitious and successful schools in which every child thrives”. This strategic vision is underpinned by three shared values of:

1. Integrity - we do the right thing and we do it well. We have a shared moral purpose that enables us to deliver on our commitments.
2. Collaboration - we are greater than the sum of our parts. We learn from each other, within and beyond the Trust, demonstrating unity not uniformity, and professional generosity.
3. Excellence - we have high expectations and aspirations for ourselves and our learners. We welcome challenge, creativity, and ambition to drive progress.

The Trust is committed to making its strategic vision a reality in all aspects of its work, including its teaching and quality of education where the ‘Anthem Way’ defines a set of codified principles and expectations for curriculum, assessment and pedagogy.

The ERG found clear evidence that Anthem has a strong sense of strategic vision and that that vision and the shared values are well understood by Members and Trustees. In terms of translating a keen sense of vision and values 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, at Anthem the Board of Trustees has its own Terms of Reference that includes ensuring that the Trust has a clear vision, mission and strategic direction and is focused on achieving these. To support the Board’s work in this area the vision and each of the three shared values have commendably been translated into three Trust strategic priorities as follows:

- raise the quality of education to ensure improved life chances and outcomes for pupils
- improve the financial situation and restore reserves
- raise the profile of Trust, integrating it better and building a vibrant culture based on Anthem’s values

Each of these three strategic priorities in turn benefits from a set of specific objectives covering two phases of the Trust's Strategy, years 1-3 and years 3-5, which in turn all have KPIs and a high-level summary of how the objectives will be achieved.

The existence of these clearly delineated Trust strategic priorities designed to drive the Trust forward and realising its strategic vision have created the right conditions for effective governance overview and monitoring of the Trust's strategic direction. In particular, the strategic priorities are supporting a very intentional culture of governance at Anthem in which accountability and assurance around educational and financial performance are being monitored by the Board as a means of championing the Anthem strategy, rather than as an end in themselves.

Members

Principle 2 of the Academy Trust Governance Code also requires that an academy trust engages effectively with its' Members. The Members of an academy trust are, in effect, the guardians of the governance of the Trust, tasked with assessing whether the Board of Trustees is performing well and ensuring that the strategic purpose of the Trust is being met and its charitable objects are being fulfilled.

Over the years the DfE's expectation has increasingly been that Members should operate as a high level, but vigilant check and balance to the work of the Trustees. In extremis, where the governance of an academy trust becomes dysfunctional, the Members will then have a strong interest in ensuring the Board of Trustees has plans to address the issues or otherwise to remove the Board or individual Trustees.

While the minimum number of Members is three, the DfE's strong preference is for academy trusts to have five Members. Having five members provides for a more diverse range of perspectives to enable robust decision making and reduces the risks of concentrated power. Additionally, for certain decisions, such as a change of the Articles of Association, there is a requirement that 75% of Members vote in favour, and with only three Members that means unanimity. Against this background, Anthem follows best practice and has five Members as follows:

- Jay Bhutani
- David Hawker
- Duncan Parkes
- Heather Dawson
- Philip Wood

In order to create the best conditions for effective governance there should be significant separation between the individuals who are Members and those who are Trustees. A high degree of separation of powers facilitates a higher level of accountability of the Trustees to the Members and enables Members to operate more effectively as a high-level check and balance to the work of the Trustees. For this reason, the DfE's strong preference is that the majority of an academy trust's Members should be independent of the Board of Trustees. However, it is instructive that more recent DfE model Articles of Association have mandated the majority of the Members to be independent of the Board of Trustees

Acknowledging this regulatory background, one way in which some Trusts seek to maintain the objectivity with which Members can exercise their powers while also ensuring that Members are informed and engaged is for one or more Member to also serve as a Trustee on the Board. Anthem is a Trust who has taken this approach, determining that Members are permitted to be appointed as Trustees but in order to retain a degree of separation of powers, and in line with DfE expectations, its Articles of Association provide that there must be a majority of Members who are not also Trustees. The Anthem Member who is concurrently serving as a Trustee is the Chair of the Board of Trustees, Jay Bhutani. It is understood that this approach has been specifically chosen with a view to promoting effective communication between the Board and Members and enhancing the Members' consistent awareness of key Trust information and context.

As to how the Members of Anthem perform their roles and responsibilities in practice, the Members of Anthem demonstrate a strong understanding of the specific governance roles and responsibilities of Members within the overall governance arrangements of the Trust. They understand the importance of their being kept suitably informed about Trust business so that they can be assured that the Board is exercising effective governance and leadership of the Trust.

It is their current practice to meet formally twice a year, for an AGM in February and then a further meeting in November, with both meetings taking place online and typically lasting around 1.5 hours. The AGMs have agendas that provide for the Members to not only discharge the important legal and administrative functions of receiving the audited accounts of the Trust and appointment of auditors but also to receive high-level updates, information and commentary in relation to the Trust's outcomes, strategic plans and priorities and financial position.

The second Members' meeting in November, which does not need to fulfil any particular procedural remit, has agendas which provide for a more dedicated reflective forum than there is scope for at the AGM. This second meeting is valuable to the overall effectiveness of Anthem's governance as it enables the Members to be able to demonstrate that they have suitably regular opportunities to discuss the Board of Trustees' performance and to seek appropriate assurances that the Board is exercising effective governance and leadership of the Trust.

However, Members would still like to explore with the Trust how they can be supplied with a more steady year round stream of pertinent background information relating to the Trust's strategic performance both in order to optimise the efficiency and effectiveness of the two formal meetings when they take place and to give the Members confidence that they are at all times in a position to perform their roles and responsibilities credibly and robustly.

Board of Trustees – 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 being 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. Anthem's Articles of Association provide that the Board shall comprise of no less than five Trustees but is not subject to any maximum. Following the very recent resignation of Trustee David Moran ahead of his taking up position as the Trust's interim CEO, the Anthem Board currently comprises of six Trustees as follows:

1. Jay Bhutani – Chair
2. Sal Wilson – Vice Chair
3. Alison Macloed
4. Mark Kamlow
5. Martin Coles
6. Troels Henriksen

In general, smaller Boards are more likely to be cohesive and dynamic and able to act more decisively and the Anthem Board is a good example of how a small size of Board can promote these governance performance qualities. However, the desirability of a small size of Board needs to be set off against the need for the Board to have sufficient capacity and resilience to carry out its functions effectively. Having regards to the scale of the Trust's operations, its overall governance structure including committees and also the skills and experience now represented, the Anthem Board is now at risk of being too small and some Trustees expressed a level of concern about workloads and capacity. It is therefore appropriate that the Board is currently seeking to recruit additional Trustees.

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 Anthem Board recognises the critical importance of its approach to Board composition being driven by the skills and experience needed to deliver effective governance and the Board's Terms of Reference requires the Board, in consultation with the CEO, to ensure that the Board has on it the skills it requires to govern the Trust well. To this end the Board carries out regular skills audits, most recently in September 2024. Having regard to the skills and experience represented in the Board's current composition, the Board is populated with very experienced and knowledgeable Trustees who are all well qualified for the role they perform and who are using their skills and expertise to hold the Trust's executive to account effectively.

Specifically, the financial expertise and capacity of the composition of the Anthem Board of Trustees is very strong. In particular, the Board benefits from a good number of Trustees who have expertise and experience in areas of business such as accountancy, strategic financial leadership, fund management, human resources and law & compliance. These Trustees are also well supported by the Trust's new CFO, Dipo Odunsi, who was appointed in April 2024 and who brings with him extensive experience working in senior financial roles in higher, further education and multi academy trust organisations. As such there is appropriate in-depth expert Trustee capacity that can lead the Board in holding the executive to account for financial management.

In terms of the educational expertise and capacity of the composition of the Board of Trustees, which plays an important part in the ability of the Board to hold the CEO to independent account, this is reasonably well resourced. In particular, Trustees include Dr Martin Coles, who has a career history of working in education leadership, including roles at the National College for School Leadership and who has published extensively on literacy, school leadership and school improvement, and new Vice Chair Sal Wilson, who has over 30 years' experience in a range of roles for organisations such as Partnership for Schools and East Sussex County Council. However, recently the capability and capacity of the Board in terms of education sector expertise has been reduced by the resignation of

former Chair of Trustees Rebecca Clarke in May 2024 after serving as a Trustee for over four years and now David Moran and it is now lacking suitable depth and resilience.

As such it is recommended that the Board should seek to add further Trustee expert resource that can contribute to setting the tone in holding the executive to account for educational performance. Specifically, the Board could consider targeting Trustees who would bring particular experience and expertise in relation to SEN and/or early years education. It is understood that sensibly the Trust has very recently started a recruitment process seeking applications from potential new Trustees who have expertise and experience that would make them well suited for the role of Trustee Inclusion Champion, who will be responsible for leading the Board's monitoring of the Trust's provision for inclusion and SEND as well as other areas of diversity, equity, and inclusion for all students and staff.

The Anthem CEO, Mohsen Ojja, is not a Trustee. It is not currently a regulatory requirement that the CEO of an academy trust must not be a Trustee. However, the Charity Commission's view has for many years been that a charity should only appoint an employee to a Trustee body where the Trustees 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 Trustee, seeking evidence to support their decisions. While there are individual Anthem Trustees who would like to see the Trust's CEO be a Trustee, the collective position of the Board on this question is that it is most appropriate and effective within the Trust's governance arrangements for the CEO not to serve as a Trustee. For this reason and in order to maintain this position as the transition takes place from the current CEO to his successor as interim CEO, David Moran has already stepped down as a Trustee as of 11th December 2024, notwithstanding that he will not actually formally take over the role of CEO until April 2025.

As an effective team

While the knowledge, skills and expertise of the Trustees who make up the Board are vitally important, the principles and personal attributes that Trustees bring to the Board are equally as important. Trustees 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 Trustees 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.

It is evident that the Trustees who make up the Anthem Board perform together as a very effective and engaged team. Indeed, as observed above, the Anthem Board has always been small in size and this approach has been considered by Trustees to create a strong sense of collective responsibility. The strength of intra-Trustee relationships supports the existence of a Board environment in which Trustees feel able to offer robust challenge to the executive and to each other and where cohesive strategic decision making can be achieved.

An effective team must mitigate against group think and this requires Trustee diversity, in all senses of that word. Indeed, the Terms of Reference for the Anthem Board of Trustees recognises the importance of the Trust's governance "reflecting the diversity of its beneficiaries". The current level of gender and ethnic diversity of the Board is solid and the level of cognitive diversity feels strong. The Board has also recently acknowledged the desirability of achieving a better age diversity within the Board and the proposed targeting of a young person Trustee has been agreed. There is a plan over the next year to carry out a formal diversity audit to help ensure that Trustees are representative of the communities the Trust serves.

The performance of the Anthem Board as an effective team is helpfully underpinned by an impressive 'Governance Code of Conduct for Trustees and Members'. This Code, a comprehensive document which seeks to encapsulate the values, structures and principles that underpin effective governance within Anthem, is reviewed annually, last being updated in October 2024. All Trustees and Members are asked to recommit to the Code and the Trust's vision and purpose annually and the Code sets out a clear procedural process for the management of any situation where it is suspected that a Trustee or Member may have breached the Code.

Furthermore, in terms of creating the right conditions for an effective team, certain expected behaviours of Trustees are set out in the Code of Conduct in order to foster a culture of integrity and accountability. These include expressing views openly, courteously, with integrity and respectfully in all communications, being candid but constructive and respectful when holding senior leaders to account and standing by the decisions that are made as a collective.

Induction processes make an important contribution to creating Boards that work as effective teams and the Academy Trust Governance Code stresses the importance of Trustees receiving an appropriately resourced induction when they join the Board. Anthem's Terms of Reference for the Board of Trustees requires that all members of the Board receive appropriate induction on their appointment, as well as continuing to receive appropriate advice, information and training thereafter. This commitment is important so that newly appointed Trustees are welcomed and integrated rapidly into the Board and to ensure that all Trustees continue to 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.

Board of Trustees - Practices

Board meetings

In terms of Board meetings, a Board must meet regularly enough to discharge their 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 Anthem Board holds four full Board meetings per year, plus a Strategy Day.

These meetings take place via a mix of in person and online formats, alternating between these formats. 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 regular in person opportunities for all the Trustees to work together are important in order to ensure that a Board is able to continue to nurture the inter-relationships among the Trustee group that will sustain its ongoing performance as an effective team. In addition to the Board meetings the Trustees have a WhatsApp group to promote communication between them in between meetings but some of the Trustees would like to see more opportunities for in person collaboration with a view to developing increasingly strong intra-Trustee relationships.

Board meeting agendas are comprehensive and are designed to support the Board to discharge the purpose that is set out for it in its Terms of Reference, namely to hold Anthem's schools "in trust" for current and future beneficiaries by setting the vision, mission and values, developing strategy to achieve the Trust's objects and monitoring performance, and ensuring that the trust seeks the views of current and future beneficiaries and that these are considered in developing strategy and delivering services.

The core of the Board meeting agendas will typically progress through a series of standing items including Reports from Committee Chairs, CEO report, COO Report, CFO Report, Safeguarding Report, Governance Update and Policies. The Chair deliberately includes the Reports from Committee Chairs as the first substantive agenda item as a way of setting the scene and ensuring early engagement from the Trustees from the outset. Each agenda item is given an indicative timing within a total meeting time of three hours which are generally designed to ensure that there is time for the Board deliver on its core purposes in terms of strategic leadership, accountability & assurance and engagement. Extensive paperwork, including key reports associated with each agenda item, are circulated using the GovernorHub platform in good time in advance of Board meetings.

A range of executive leaders attend Board meetings and uphold their obligation to give account, accept responsibility and work proactively with those responsible for governance. The governance professional team moderate the reports provided by the Executive to make sure that they are drafted with the Trustee's governance responsibilities in mind. In turn the Trustees demonstrate a strong level of respectful challenge and scrutiny. The Board is also prepared to include agenda items that provide time for 'Trustee Only Discussion' where this is deemed to be required. Minutes of board meetings are drafted to an appropriate level of detail and action points clearly identified.

One of the key responsibilities of the Anthem Board identified in its Terms of Reference is to ensure that the major risks to which the Trust is exposed are reviewed annually and that systems have been established to mitigate or minimise these risks. As such the Trust's Risk Register is also a standing item on each board agenda. This is a sensible approach because risk is a key component of effective strategic leadership, and as such effective Boards should ensure that risks are aligned with strategic priorities and that risk management is embedded at every level of governance.

In terms of these responsibilities, two key documents are Anthem's Risk Register and its Risk Management Policy. The Anthem Risk Register identifies eleven risks which are categorised around five 'clusters' of quality & education, finance, governance, people & welfare and operational stability. The Anthem Risk Management Policy is a document that aims to identify and evaluate risks which could prevent the Trust from achieving one or more of its strategic aims or make their achievement substantially more difficult and to enable decisions to be taken on how much risk to accept.

It is a defined part of the role of the Anthem Audit & Risk Committee to support the Board on matters relating to risk management, specifically to advise the Board on strategic processes for risk, control and governance and the effectiveness of the Trust's risk management, internal controls and compliance systems. Against this background the Audit & Risk Committee has an annual risk review cycle that ensures that it progresses in a comprehensive and organised way through an annual programme of governance work in respect of reviewing and assessing strategic risk.

However, while the Audit & Risk Committee leads on risk management for the Board it is important that risk management is embedded at every level of a Trust's governance and Anthem's Board has ensured that this is the case by expressly identify which part of the Trust's governance arrangements is the relevant monitoring committee for each risk. Ten risks of the Trust's current risk are owned by the four Board committees and one by the Full Board (growth and partnerships). This means that Board meeting discussions benefit from clarity about which part of the Trust's governance arrangements is responsible for leading on ensuring that effective risk controls are in place for each area of risk and report back to the Board accordingly.

The Board Terms of Reference prescribe that the Board will regularly review the Trust's governance structure to an agreed programme and the Board also is committed to monitoring and evaluating its

performance and the impact of its governance work both annually reviews of its own performance as well as independent reviews such as this external review of governance.

Leadership of the Chair

The Chair is a key role in governance which goes well beyond chairing Board meetings. The Chair of the Board is key to ensuring the overall effective functioning of a Board. They have a vital role in creating the right Board dynamic, helping to set the Board agenda, ensuring that the Board has the right information and is debating the right issues, managing the Board's relationship with senior executives, in particular the CEO, and generally setting the highest expectations for professional standards of governance and accountability for the Board.

The Anthem Chair of the Board of Trustees is Jay Bhutani, who has served as the Chair since late 2022. In Jay Anthem benefits from having a Chair who is able to bring a range of positive qualities to the Chair's role. In particular it is clear that Jay provides strong leadership, direction and accountability to the governance of the Board. He is a quiet, calm but business-like leader who is effective in setting a tone of scrutiny and challenge and efficient in progressing through Board meeting agendas, listening to the Trustees views and then ensuring that the Board coalesces around a shared view.

Jay became Chair around the time that the Trust's current CEO took up that role and they therefore worked together closely as they got to grips with their respective roles. Outside of board meetings the Chair maintains a mutually respectful relationship with the CEO, taking care to ensure that the dialogue in this relationship stays at an appropriate strategic level and does not stray into management.

The Chair's leadership is complemented by the input on a Vice Chair, now Sal Wilson and previously David Moran, whose governance and education sector expertise dovetails well with the Chair's business and finance sector background.

Board Committees

Although a Board of Trustees 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 Anthem Board delegates through a Scheme of Delegation, approved annually which was last reviewed in October 2022 but which has since then been undergoing significant updating to reflect changes to how Anthem is organised, staffed, managed and governed. A new draft Scheme has now been finalised to incorporate all Trustee feedback and the next step will be for there to be consultation with Headteachers and Anthem Community Councils, prior to final Board approval at the next Board meeting.

The current Scheme is a comprehensive and user-friendly document covering seven key functions, namely governance, strategy and quality, school improvement, human resources, estates and technology, finance, and community engagement. The Scheme defines in colour coded matrix form the roles, responsibilities and expectations of all levels of governance and executive setting out who is responsible, accountable, provides support, is consulted and kept informed across the Trustees and local governance layers of the Trust's governance as well as the Executive and Headteachers.

Against this background Anthem's Board delegates to four committees as follows:

- Audit & Risk Committee
- Finance Committee
- Education Committee
- People Committee

Consideration is given below to the contributions these four committees make to the overall effectiveness of the Trust's governance.

Audit & Risk Committee

The Academy Trust Handbook provides that academy Trusts must establish an Audit and Risk Committee. Academy Trusts with an annual income over £50 million must have a dedicated Audit and Risk Committee. The Terms of Reference of Anthem's Audit & Risk Committee provide that its purpose is to exercise oversight and provide an independent and objective view to the Board on the Trust's systems of internal control, financial reporting, risk management and compliance, including monitoring of the quality and effectiveness of both external and internal auditors. The Terms of Reference, last updated in May 2021 also identify in detail the duties and responsibilities of the Audit & Risk Committee in the areas of the Annual Report and Financial Statements, external audit, internal audit, whistleblowing, fraud & special investigations, safeguarding & health and safety and compliance.

The Academy Trust Handbook requires that the Chair of the Committee responsible for Audit functions must be someone other than the Chair of Trustees and the Anthem Terms of Reference for this committee goes further and expressly provides that the Chair of the Board shall not even be a member of this Committee. The Anthem Audit & Risk Committee is currently chaired by Troels Henriksen, one of a minimum of three Trustees on this Committee. Troels has a strong background as a Chief Financial Officer in corporate entities and Chartered Accountancy and as such is well suited to this position. The Audit & Risk Committee meets at least four times a year and the CEO, CFO and COO also all attend these meetings in order to enable the Committee to fulfil their Terms of Reference.

Finance Committee

The Terms of Reference of Anthem's Finance Committee provide that its purpose is to exercise oversight and provide an independent and objective view to the Board on the overall financial health and performance of the trust. The Terms of Reference, last updated in May 2021 also identify in detail the duties and responsibilities of the Finance Committee in the areas of budget & forecasting, balance sheet, financial reporting, capital expenditure & projects, value for money, regularity and compliance.

The Anthem Finance Committee is currently chaired by Jay Bhutani, one of a minimum of three Trustees on this committee. Jay has a strong financial background in institutional fund management and as such is well suited to this position. The Finance Committee meets at six times a year and the CEO and CFO attend these meetings in order to enable the Committee to fulfil their Terms of Reference.

Education Committee

The Terms of Reference of Anthem's Education Committee provide that its purpose is to exercise oversight and provide an independent and objective view to the Board on the educational performance of the Trust and its schools. The Terms of Reference, last updated in May 2021 also identify in detail the duties and responsibilities of the Education Committee in terms of Trust wide issues such as implementation of the Trust Development Plan, effectiveness of accountability arrangements between individual schools and the Trust, educational aspects of Scheme of Delegation, curriculum development and coverage, delivery of the School Improvement Strategy, Pupil Premium strategy and support and performance of Looked after Children. Additionally in terms of monitoring individual schools the Education Committee has specific responsibilities in terms of evaluation of educational performance, examination and assessment results, Ofsted performance, DfE visits and serious complaints.

The Anthem Education Committee is currently chaired by Dr Martin Coles, one of a minimum of three Trustees on this Committee. Martin has a strong education sector background and as such is well suited and qualified to this position. The Education Committee meets at least four times a year and the CEO and Education Directors also attend these meetings in order to enable the Committee to fulfil their Terms of Reference.

People Committee

The Terms of Reference of Anthem's People Committee provide that its purpose is to exercise oversight and provide an independent and objective view to the Board on people strategy, policies and practices. The Terms of Reference, last updated in May 2021 also identify in detail the duties and responsibilities of the People Committee in the areas of people strategy & policies, reward, talent development and wellbeing & engagement.

The Anthem People Committee is currently chaired by Alison Macleod, one of a minimum of three trustees on this Committee. Alison has extensive business and HR expertise and as such is well suited and qualified to this position. The Education Committee meets at least twice a year, and the CEO, COO and Director of People also attend these meetings in order to enable the Committee to fulfil their Terms of Reference.

Overall Anthem's approach to Board Committees, designed to create the conditions for deeper dive interrogation of data and information across the key areas of audit & risk, finance, education and human resources is appropriate for facilitating holistic and robust scrutiny and accountability. This approach protects the Board's scope for expansive high level strategic discussion supported by the heavy lifting already having been carried out by the work of the Committees. Additionally given the small size of the Board there is of necessity a high degree of overlap between the membership of the four committees and this mitigates against the development of silos of expertise and knowledge.

Two recommendations are made in respect of the Trust's approach to Committees. Firstly, it is recommended that the Terms of Reference of all of the Committees be amended to prescribe certain requirements in term of relevant experience for the Chair of each Committee in order to ensure that appropriate expertise and skills are available to lead the Committee to meaningfully fulfil its Terms of Reference. For example, the Terms of Reference for the Audit & Risk Committee would sensibly prescribe that the Chair of that Committee should have recent or relevant accountancy, or audit assurance experience. While it is for the Chair of the Board to choose the Chair of each Committee and each of the Committees does currently benefit from a Chair who is well qualified for that position, it would be beneficial to mandate this requirement within the Terms of Reference.

Secondly, while the Board is delegating to Committee remits that are suitable given the scale of the underlying Trust there are risks associated with the number of Committees and the frequency with which they meet and the demands this makes on a small pool of Trustees. This workload represents a commitment level that may usually only be conducive to retirees. Given the Board's recent acknowledgement of the desirability of achieving a better age diversity within the Board and the proposed targeting of a young person Trustee has been agreed, it is recommended that the Board keeps under review whether the Committee structure may itself create an additional obstacle to the Trust being able to achieve a better demographic balance to the Board.

Local Governance – Anthem Community Councils

Local governance arrangements are a challenging and important area of the governance of any multi-academy Trusts and the arrangements made for a Board's engagement with stakeholders are key to its effectiveness. In particular, in the context of the education sector, maintaining a meaningful connection becomes increasingly challenging for larger trusts and can lead to frustration and ineffectiveness. However, Anthem's Board, as the strategic leader of the Trust, has been open to exploring new ways in which the local layer governance can support the Board to be connected with and engage with the communities and stakeholders they serve.

Anthem is demonstrably a Trust which values local expertise and partnerships, recognises the important role it plays within the varied local communities it serves, which is particularly important given the geographic spread of the Trust's schools. Indeed, Anthem has been ambitious and committed to ensuring that the engagement with and strategic oversight of relationships with stakeholders is built into the Trust's overall approach to governance.

Indeed, it is noteworthy that the Terms of Reference for the Board of Trustees makes a number of references to the importance of the Board discharging its duties and responsibilities with stakeholder and beneficiaries at the forefront of its mind. For example, under 'Strategic Direction' the Board requires itself to ensure that there are effective mechanisms to listen to the views of current beneficiaries and to identify possible future beneficiaries. Under 'Performance management' the Board is required to ensure that the views of beneficiaries are regularly gathered and considered by the Board, including through consultation. Under 'Good governance' its Terms of Reference commit the Board to ensuring that the Trust has a governance structure that, inter alia, reflects the diversity of its beneficiaries.

As such this is a Board of Trustees that recognises that it needs local help to ensure that Anthem's schools are at the heart of their local community and that it needs local support to ensure each school's individual context is known and understood.

Against this background, Anthem is a Trust that has been highly committed to reflecting on and evolving its approach to local governance, seeking to identify the ways in which its local governance can genuinely add most value within the Trust's overall arrangements for governance. Most recently, in July 2023, the Trust ran a stakeholder consultation with a view to refreshing local governance arrangements across the Trust. This has resulted in Anthem launching a "bold, innovative and brave" new Governance Strategy focused on local level governance.

There are two key parts to this new local level governance strategy, Anthem Community Councils (ACCs) and Collaborative Review Days (CRDs). The two parts are designed to work together cohesively while ensuring that the local level perspective of ACCs is focused on a distinct but complementary remit separate from the 'expert' scrutiny and challenge of educational performance of the CRDs.

A key part of the new approach to local level governance has been for the Board to establish Anthem Community Councils (ACCs), replacing Local Governing Bodies. ACCs was the new name most popular with the local governance stakeholder consultation group. In terms of membership, Members of the ACCs are known as Anthem Community Council Members (ACCMs). Each ACC is ideally intended to be populated by around ten ACCMs and Anthem is currently actively seeking to address ACC recruitment gaps. ACCMs are envisaged to be independent local people wanting to get involved in the life of the school and its standing in the community and to be a sounding board for the school and the national team in terms of the opinions and ideas of parents/carers, students, staff and the community.

The new local governance strategy, implemented from September 2023, is designed to make the most of ACC Members by creating clearly defined delegated responsibilities around four key remits associated with facilitating stakeholder engagement at academy level and enhancing the understanding of the Trust Board of local knowledge and context.

- Community
- Celebration
- Panel members
- SEND and Inclusion, and Safeguarding

Each ACC aims to have within its members 'ACC Champions' who will focus on providing the schools with local help with certain key Champion areas, specifically:

- Timi Champion (student voice)
- Staff Champion
- Parent/carer Champion
- Community Champion
- Sustainability and Climate Change Champion
- Send and Inclusion Champion
- Safeguarding Champion

Each ACC meets once a term in person at each school and prior to each ACC meeting, the ACC Champions will complete an ACC Champion Report including a proposed success rating for that champion area. These reports are then discussed at the ACC meeting and thereafter the success ratings are summarised in an ACC Dashboard. The ACC Dashboard, which replaces minutes of the ACC meetings, will then subsequently be aggregated and contextualised for the benefit of the Board of Trustees and shared as part of the governance update provided at each full Board meeting. Additionally, Trustees receive direct stakeholder feedback in the form of a copy of each termly Timi Champion update.

Additionally, from the spring term 2025 the new strategy provides for the development of virtual thematic Champion Forums attended by Champions from across the Trust's schools, which it is intended will be for the purpose of collaborative working and enabling sharing of best practice,

resources and lessons learned and facilitating peer to peer support and connection to the national team.

Turing to the Collaborative Review Days (CRDs), which are one-day long meetings, once a term (although schools causing concern may receive two visits a term) by a team of internal education experts from Anthem's national team and other Anthem schools, to review, support and challenge local level school provision with a view to quality assuring and driving improvement in education standards. The focus of the CRDs is to deliver deep dive on the ground knowledge, support and challenge, professional development for SLT and middle leaders and quality assurance, before feeding back on the quality of education provision in the school to the whole governance and school community, including the Board of Trustees. The ACC Dashboards referenced above also now being used as preparatory documents for the CRD meetings.

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'.

The governance professional arrangements at Anthem are overseen by the Trust's Director of Governance and General Counsel, Claire Pannell. The role of the Director of Governance is to provide governance leadership and strategic oversight of all governance across Anthem. Claire, a qualified solicitor specialising in education law, worked for the Education Development Trust between 2012 and 2016 before becoming Head of Legal for Anthem in 2016 and then her current role as Director of Governance and General Counsel in 2023. Claire also fulfils the roles of the Trust's DPO and Company Secretary.

As such Claire is a highly experienced and knowledgeable individual who demonstrates an exceptional understanding of the challenges and opportunities of Trust governance and who possesses a strategic vision for the Trust's governance that goes well beyond expertise in the relevant legislation and procedures. Claire's Anthem colleagues have a high level of confidence in her as a highly qualified and experience impartial source of governance advice and guidance and she is a key part of the Trust's Executive team who is consulted and able to fully contribute and influence all relevant strategic discussions taking place within the Trusts' leadership.

Claire has to date been supported by the Trust's Governance Manager and Clerk to the Trustees, Pippa Truman Davies. The role of the Governance Manager has been to serve as the Clerk to the Trustees as well as being Clerk to seven of the Trust's schools and the role has further included conducting other aspects of the operations of the Trust's governance work such as co-ordinating support to all ACCs from the Governance team and reviewing and improving the processes for Trustee recruitment, induction, training opportunities and visits. Pippa, who has worked in governance professional roles in the multi academy trust sector since January 2022, joining Anthem in June 2023.

Pippa has clerked all the meetings of the Members, the Board of Trustees and its Committees This extensive clerking coverage has enabled Pippa to keep abreast of the full scope and dynamics of the Trust's governance meetings and to maintain a sense of the big picture. Pippa has been a reliable and competent source of clerking to meetings, with her main focus being on the efficient and effective minuting of these meetings and ensuring that the processes and procedures of governance are administered efficiently, including overseeing the upkeep the Trust's GovernorHub online pages.

Claire is rightly credited with having significantly upgraded the whole of the Trust's governance infrastructure. The Board also deserves credit for having carried out the work that identified the need for the Trust to invest in the support of a high-quality governance experts such as Claire. The next stage is for the Trust to ensure that its new governance infrastructure becomes properly embedded. The Trust recognises that this will likely require additional governance support resources.

As such, as Pippa left the Trust in December for a new role closer to her home, Claire is now taking the opportunity to expand and evolve the governance support team's capacity so that she will in due course have three governance professionals reporting into her, one full time and two term time only roles. This is intended to enable the Trust to fully centralise clerking across all of its schools, which will undoubtedly be a positive development in terms of consistency and efficiency. Each of the new governance professional will also have their own specific domain of governance support responsibilities, one having an additional remit for community engagement and another an additional remit of volunteer retention and communication. These further recruitments are the latest clear demonstration of the Board's genuine commitment to investing in governance.

Conclusion

The reviewer has completed a comprehensive documentary review, conducted an extensive range of research interviews and observed a meeting of the Board at work with a view to assessing the effectiveness of the Trust's governance arrangements in the context of the criteria and key outcomes articulated in the Academy Trust Governance Code.

Having completed this independent evaluation, and against the background of the detailed analysis set out above considering Anthem's strategic leadership of vision & values, Members, Board of Trustees, Board Committees and Governance Professional arrangements, it is clear that the Trust's governance arrangements are very well developed. The Board of Trustees Terms of Reference commit to ensuring that the Trust's governance is of the highest possible standard and Anthem can demonstrate very clearly that it sees high quality governance providing effective oversight, monitoring, challenge, support and accountability as vitally important to the success of the Trust.

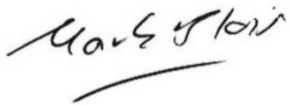
The Board and the wider Trust are taking their governance responsibilities very seriously. The Trustees are using their skills and expertise to hold the Trust's executive to account effectively and have been investing and prioritising resources accordingly to ensure that all layers of the Trust's governance benefit from the best conditions to be able to deliver effectively.

In line with the articulation of Board effectiveness set out in the Academy Trust Governance Code, the Anthem Board works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions and having regard to the key outcomes of Board effectiveness specified in Code, this review has found evidence that:

- the Board's culture, behaviours and processes help it to be effective; this includes accepting and resolving challenges or different views
- all Trustees have appropriate skills and knowledge of the Trust and can give enough time to be effective in their role
- the Board Chair enables the Board to work as an effective team by developing strong working relationships between members of the Board and creating a culture where differences are aired and resolved

- the Board takes decisions collectively and confidently. Once decisions are made the Board unites behind them and accepts them as binding
- the Board maintains strong relationships and effective communications with local stakeholders that informs decision making.

Finally, the reviewer would like to thank everyone at Anthem for the open, transparent and constructive way in which they have engaged with this external review of governance.



Mark Blois

January 2025

Appendix One – Schedule of Anthem Schools

School	Joined	Phase	Ofsted	Other Info
St Mark's Church of England Academy	13 December 2010	Secondary – ages 11 to 18	Outstanding (last inspection: 14 May 2024) – Ofsted report: 50250726	Merton LA
Oxford Spires Academy	1 January 2011	Secondary- ages 11 to 19	Good (last inspection: 22 November 2023) – Ofsted report: 50237687	Oxfordshire LA
All Saints Junior School	1 September 2011	Primary – ages 7 to 11	Outstanding (last inspection: 9 October 2024) – Ofsted report: 50261168	Reading LA
Mount Street Academy	1 October 2011	Primary – ages 3 to 7	Outstanding (last inspection: 12 November 2013) – Ofsted report 2293633	Lincolnshire LA
The Deepings School	1 February 2012	Secondary – ages 11 to 18	Requires improvement (last inspection: 13 September 2023) – Ofsted report: 50230860	Lincolnshire LA
Benjamin Adlard Primary School	1 April 2012	Primary – ages 3 to 11	Good (last inspection: 7 July 2021) – Ofsted report: 50169162	Lincolnshire LA
Boston West Academy	1 July 2012	Primary – ages 4 to 11	Good (last inspection: 11 June 2024) – Ofsted report: 50252282	Lincolnshire LA
Oakbank	1 September 2012	Secondary – ages 11 to 16	Requires improvement (last inspection: 28 November 2023) – Ofsted report: 50237477	Wokingham LA

Meadow Park Academy	1 September 2012	Primary – ages 4 to 11	Good (last inspection: 7 November 2023) – Ofsted report: 50235696	Reading LA
Queensbury Academy	1 September 2012	Secondary – ages 11 to 19	Good (last inspection: 1 December 2022) – Ofsted report: 50206028	Central Bedfordshire LA
Lincoln Carlton Academy	1 October 2013	Primary – ages 4 to 11	Outstanding (last inspection: 12 May 2015) – Ofsted report: 2484922	Lincolnshire LA
Grampian Primary Academy	1 December 2012	Primary – ages 3 to 11	Good (last inspection: 9 November 2022) – Ofsted report: 50202964	Derby LA
Abbey Woods Academy	1 September 2013	Primary – ages 3 to 11	Good (last inspection: 27 June 2023) – Ofsted report: 50228540	Oxfordshire LA
Abacus Belsize Primary School	1 September 2013	Primary- ages 4 to 11	Outstanding (last inspection: 12 May 2015)	Camden LA
Judith Kerr Primary School	3 September 2013	Primary- ages 3 to 11	Good (last inspection: 4 May 2022) – Ofsted report: 50187516	Southwark LA
Gladstone Park Primary School	1 June 2014	Primary – ages 3 to 11	Good (last inspection: 29 September 2022) – Ofsted report: 50199104	Brent LA

Appendix Two

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 Trustee 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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