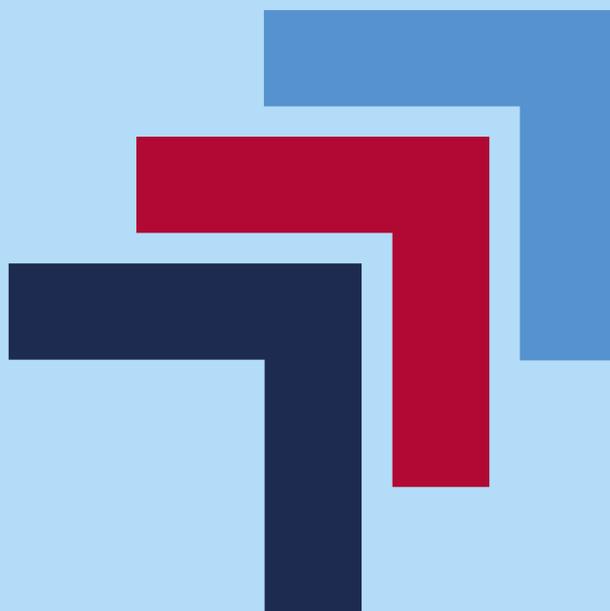


# Taking the next step

## A guide to forming or joining a multi academy trust

June 2022



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## About this guide

This guidance is intended for senior leaders, governors and trustees of single schools – whether maintained schools or single academy trusts (SAT) – who are considering joining or forming a multi academy trust (MAT). It has been jointly developed by the Association for School and College Leaders (ASCL), Browne Jacobson and the National Governance Association (NGA).

It is designed to be used by schools where the decision to join or explore the option of forming a trust resides with the existing governing board. While it is not targeted at schools compelled by an academisation order or forced rebrokering, schools in this situation may find some of the information useful.

This guide sets out a step-by-step process for joining or forming a MAT. It is designed to help governing boards and school leaders to:

- understand the current policy landscape
  - explore the potential benefits of being part of a group of schools in a MAT
  - evaluate the options
  - develop a shared understanding of the process
  - make the best long-term decision for their school
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# Introduction

For the best part of a decade, MATs have been the Department for Education (DfE) preferred model for schools and the number of MATs continues to grow. The central push for more schools to be part of a trust has gathered pace since ASCL, NGA and Browne Jacobson first published guidance on this issue in 2016.

MATs have continued to evolve and adapt – there is now more practice to share and learn from as more schools have converted to academy status and joined or formed a MAT. The government has set out its plan for achieving its vision to see “all children benefit from being taught in a family of schools, with their school in a strong multi academy trust or with plans to join or form one” by 2030 in the [Opportunity for All white paper](#) published in March 2022.

The DfE has set out a number of proposals that are intended to move the sector to a fully trust-based system, which will include the expansion and creation of strong MATs as part of the government’s wider levelling up agenda. This fully trust-based system will mean all schools being part of a MAT, covered by one regulatory approach.



The National Governance Association (NGA) is the membership organisation for governors, trustees and governance professionals of state schools in England.

We are an independent, not-for-profit charity that aims to improve the educational standards and wellbeing of young people by increasing the effectiveness of governing boards and promoting high standards. We are expert leaders in school and trust governance, providing information, advice and guidance, professional development and e-learning.

We represent the views of governors, trustees and clerks at a national level and work closely with, and lobby, UK government and educational bodies.



Browne Jacobson LLP is a national law firm independently recognised as an award-winning, leading provider of legal and HR services for schools and academy trusts. The firm has a genuine, long-standing pedigree as trusted advisers to the education sector and their people are dedicated to helping you do what’s in the best interests of your pupils and organisation.

Browne Jacobson has an established client base of over 1,300 education-sector organisations including independent and mainstream schools, academies, FE colleges, diocesan boards of education, education charities and universities. Clients choose them because of their expertise and exceptional client service and benefit from consistent, commercial and pragmatic advice.



The Association of School and College Leaders (ASCL) is a leading professional body and trade union representing more than 21,500 members across the UK. Our members include trust leaders, headteachers, principals, vice-principals, deputy and assistant headteachers, and business leaders, of state-funded and independent schools and colleges. They are responsible for the education of more than four million young people in more than 90% of secondary schools and colleges, and in an increasing number of primary schools. We provide high-quality advice and support to our members, deliver first-class professional development, and we work to influence national education policy on behalf of children and young people.

# Considering your options

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## Drivers and benefits of being part of a multi academy trust

The release of the 2022 Opportunity for All white paper will be a key driver for many schools to reconsider joining a MAT or explore the possibility of forming a new MAT. While the DfE has set out a clear goal, the government acknowledges this is not likely to be achieved until after the turn of the next decade and has committed to engaging with the sector on how to realise their plans. The decision on when to convert and who to join with remains with the governing board for all good and outstanding schools, although local authorities may have additional powers to instigate academisation in future. Regional directors (formerly regional schools commissioners) and their teams will play an important role in working with schools to consider possible options.

The option of academising as a single academy trust (SAT) has now been firmly taken off the table as the government looks to “nurture a dynamic system of strong trusts with the capacity to improve schools”.

There are likely to be a number of motivating factors for schools deciding the right time to join or form a trust. [The case for a fully trust led system](#), published alongside the 2022 Opportunity for All white paper, may be useful to refer to. Regardless of the motivation behind whom to join with, it is the benefits for your existing and future pupils that should always be the central focus of that decision.

A MAT is recognised as a single legal entity and as such should be seen as one organisation driven by a common set of values with a shared vision. Accountability for all schools within a MAT rests with the trust board. The benefits of being part of a group of schools can include:

- A formal framework for sharing knowledge and experience of all aspects of school improvement.
- Increased opportunities for staff development, progression and retention within the organisation.
- The opportunity for enhancing strategic governance by maximising roles within a multi-tiered governance structure.
- Sharing specialist staff, allowing schools and pupils to access a richer set of curricular and extra-curricular activities.
- Achieving economies of scale and financial efficiencies.

## Routes to becoming part of a MAT

For single schools (SATs or local authority-maintained schools), there are two routes to become part of a family of schools:

1. joining an existing MAT
2. forming a new MAT

Even if a school is not yet fully persuaded of the benefits of joining or forming a MAT, it is important to be mindful of the current context. While the decision still resides with the governing board, the DfE has clearly set out the direction for a fully academised system with all schools part of a MAT – all schools not currently part of a MAT should therefore now be exploring these options.

For schools and SATs considering joining or forming a MAT, the steps they take before embarking on the formal process will be key to ensuring a successful union. It is important to ensure that all involved in the leadership and governance of your school understand how the changes will affect them and change their roles, as well as understanding the benefits being sought. An effective communication strategy from the outset is key to the success of the project.

Before any formal steps can be taken, school leaders and those governing should make time and space to fully explore the options available and the drivers behind them. After sufficient time has been given to discussing the options and possible implications, agreement on the direction to take should be reached at a full governing board meeting or in a strategy planning session. At this point, a small working party should be established to take the lead on next steps.

## Why join an existing MAT?

For the majority of single schools, joining an existing MAT will be the most feasible and likely scenario. [Research published by the DfE](#) in November 2021 found that the majority of recent converters (82% of primary and 74% of secondary schools) reported an overall positive impact of joining an existing MAT. However, that same research indicated that most experienced some negatives, such as difficulty adapting to new procedures and reduction in autonomy – this guidance will help guide you

### A word on MAT mergers

A MAT merger combines two or more separate MATs into one single and distinct legal entity. This remains a fairly new concept for the English education system. Historically this has been characterised by a few large, well-established MATs merging with smaller MATs. However, in the last couple of years, mergers of partners of similar size and success have become more frequent. We expect to see an increase in mergers as part of the development of a fully trust-led system.

This guidance is intended for single schools (SATs and LA maintained schools) and so does not include further details on the merging of existing trusts. However, Browne Jacobson and NGA have published joint guidance for MATs on planning and implementing mergers.

through such challenges. Likely reasons to proceed with joining a MAT include:

- support and guidance (from the existing MAT) in the conversion process
- working with schools that you have an existing relationship with and have already joined the trust
- opportunities to maintain and improve performance from a trust that has a history of improving schools
- access to established central services (such as school improvement and financial management) and opportunities to benefit from expertise within a central executive team
- safeguarding long-term financial health where a trust has a strong track record on finance
- access to progression and development opportunities for staff across the trust

### Why consider forming a MAT?

Forming a new MAT will not be the best or indeed even a feasible option for everyone. However, the 2022 Opportunity for All white paper has made clear that the DfE intends to support new trusts to “develop where they are needed, allowing new partners to bring their experience to improve outcomes for children”. The proposals include enabling local authorities to be involved in the creation of new MATs, with the DfE's approval, but this will only be permitted where there is a lack of strong trusts in the area, and it is unlikely that all local authorities will wish, or be able, to set up MATs. The early indications are that the prevalence of local authority (LA) MATs will be dependent upon the local context, and LA trusts will be subject to the same standards and regulations as all other trusts. It is therefore important that schools do not rely on being able to join a MAT established by their LA, but actively explore all options.

The benefits of forming a new MAT need to be carefully balanced against those of joining an established trust. However, forming a new MAT will be appropriate for some schools and is recognised as being necessary for the government to realise its vision for a fully trust-based system. Some schools will prefer this option as it enables them to potentially:

- create a MAT in line with their school's existing culture and ethos
- self-determine preferred governance and executive arrangements
- take a leading role in supporting the improvement of other organisations
- maintain and formalise existing relationships with local schools
- scope the initial creation of the trust (be aware that the trust will evolve and change over time)
- influence future change – however, no individual school within a MAT can unilaterally implement or veto change

### Can we form our own MAT?

The DfE sees scale as an enabler for trusts' financial stability and maximising school improvement. The 2022 Opportunity for All white paper has set the DfE's expectation that most trusts will be on a “trajectory to either serve a minimum of 7,500 pupils or run at least 10 schools”. This clear ambition means size and growth plans will be a major consideration for the approval of any new MATs.

Schools will not get approval to convert to a SAT. Instead, forming a trust will require a number of schools agreeing to come together. Even prior to the release of the 2022 white paper, some proposals for new small MATs have been declined, with regional directors instead pointing those schools towards joining established trusts.

Approval of new trusts will be based on relevant factors including:

- **The size of the proposed new trust** relative to the DfE's measure of sustainability (being on a trajectory towards 7,500 pupils or 10 schools). In reality, it is highly unlikely a regional director will approve the formation of a new MAT that consists of two or three small schools. However, the number of pupils – not just the number of schools – is now acknowledged as a key deciding factor.
- **The growth aspirations of the new trust** – if the new trust will not immediately meet the DfE's view of sustainability, there will need to be a clear vision to achieve this. Vision for growth is unlikely to be enough however – there will need to be a plan showing that the growth is likely to materialise if the DfE's measure of sustainability is not met initially.

- **Capacity, skills, knowledge and experience** to take a lead in forming a new trust. It is essential to demonstrate the capacity to embark on this process and consider whether the relevant schools already have the right people to fill the roles required to successfully run a MAT. This includes thinking about whether an existing headteacher in one of the schools could and would want to take on the role of CEO; a very different skillset to leading one or two schools. It is also vital to think about the necessary structure and support needed for multiple schools, including finance, HR and school improvement, and crucially whether the prospective trust could support schools that were struggling. This all becomes the responsibility of the trust.
- **The local context** and the need for a new MAT in a given area. An existing proliferation of small MATs in a given area would make the approval of a new MAT less likely, whereas the dominance of one or two MATs in an area would make the approval of a new MAT more likely in order to improve parental choice.

### Taking your proposal to the regional director

Schools will need to meet the following criteria in order to begin a conversation with the regional director about forming a trust:

1. Being a good or outstanding local authority-maintained school or SAT.
2. Having a clear vision for why a new MAT is needed and a rationale for why this is better than joining an existing trust.
3. Establishing a clear growth strategy and generating interest from other schools wanting to form a trust together. Usually this would be led by the senior executives with the mandate of their chairs/governing boards.
4. Setting out a shared plan with those schools wanting to form a trust that covers governance, finance and leadership.
5. Demonstrating school improvement and a history of collaborating with other schools for their and your benefit.

If you fulfil these criteria, talk to the regional director's office to ascertain if your proposal is likely to be met with approval. The regional director's office will be able to advise you if there is a perceived or actual need for new academy trusts in the area, or whether it might be preferable to consider joining an existing MAT. If you have only partly fulfilled these criteria, you may still wish to contact the regional director's office for advice on how to take your proposal forward, and to identify any gaps in your plan.

### Testing out partnerships

Bringing a group of schools together as a MAT is a change which cannot be reversed except in exceptional circumstances. While it is possible for schools to move from one MAT to another, the process of doing so is complex and reliant on agreement from the regional director. One concern about joining a trust has been that it is a 'marriage with no prospect of divorce'.

The 2022 DfE white paper includes a proposal to consult on the "exceptional circumstances" in which a good school could seek to leave a trust in order to join a "stronger trust". It should be noted this is currently no more than a single line in the white paper and will be subject to detailed consultation.

As part of its commitment to make the process of joining a MAT as easy as possible, in 2021 the DfE launched a 'try before you buy' system for maintained schools and SATs to explore the benefits of joining a MAT. Trust partnerships are time-limited arrangements that allows schools and trusts to come together under a memorandum of understanding to explore how a permanent arrangement might work. They enable a school to access some of the services and networks provided by the MAT, including headteacher mentoring and training opportunities.

Trust partnerships are not a long-term arrangement, typically lasting 12-18 months, and should not be seen as an alternative to academisation. It is important to acknowledge there will be cost factors and a degree of due diligence will be needed to see if the relationship will likely lead to the desired goals. To date, the 'try before you buy' option has had a limited take-up – it is likely to be even less attractive to existing MATs now who will want to prioritise working with actual new joiners and not risk the distraction and dilution of resources and assumption of risk that a partnership requires. Individual schools should also consider the risk of inadvertently missing out on other options in the meantime and then having reduced options available in future.

The DfE has published [guidance on Trust Partnerships](#).

### Understanding the MAT structure

A MAT is a single legal entity, responsible for all its schools. The process of joining a MAT involves:

- for a maintained school – converting to academy status within the MAT
- for an existing academy – transferring from its current SAT into the MAT

Joining or forming a MAT brings a fundamental change to the status and identity of each school within the trust. The trust board is fully responsible for the running of all schools in the trust. MAT governance has key differences to both governance in a single maintained school and SATs. MAT governance should include local governance arrangements, as set out in the DfE's 2022 white paper, but there is some flexibility around what this looks like. More information on this can be found in [NGA's MAT Governance: the future is local](#) publication.

Governing boards in a single school joining an existing trust are often invited to retain a role within the local tier where they are sometimes known as a local governing body or academy committee.

## Schools with a religious character

Voluntary aided and voluntary controlled maintained schools and church SATs are also being encouraged to join MATs.

Where a school designated with a religious character is looking to join an existing MAT or form part of a new trust, it should discuss the proposal with the body or person representing the religion or religious denomination at an early stage. For example, in the case of a voluntary aided or voluntary controlled Church of England school, the school should liaise with the Diocesan director of education (or a member of their diocesan team) of the Church of England diocese in which the school is situated. For Catholic schools, the relevant contact will be the director for Catholic Education of the Catholic diocese in which the school is situated.

There will be differences in the process for joining or forming a MAT for schools designated with a religious character. The DfE has agreed [memoranda of understanding with both the Church of England and the Catholic Church](#) which are the starting point for discussion, but each individual diocese has its own distinctive approach, requirements, and preferences. The relevant religious authority and regional director will be able to explain the process to be followed in each individual case and outline any additional consent requirements.

It is worth noting that the governing body of a foundation or voluntary school that has a foundation may only apply to become an academy (and form part of a trust) with the consent of the trustees of the school and the person(s) by whom the foundation governors are appointed. Some dioceses and other religious authorities will only give consent if certain governance or other conditions are met so it is worth getting clarity on these at the outset as this may affect the proposal put forward in the academy application.

Although the trust board may delegate certain functions and decision-making to the local tier, they cannot delegate overall accountability. The trust can tailor local governance arrangements to suit the needs of the trust. However, the white paper has now set out the DfE's expectation that MATs retain local governance arrangements.

Local governance in MATs can play a key role in equipping trust boards with school-level intelligence to strengthen decision-making, reflect the needs of multiple communities, enabling more strategic and robust governance. It can also create a powerful advocate for the trust's vision and values at the local level, helping to retain active engagement with the school and the wider community. For schools designated with a religious character, local governance arrangements can ensure that the distinctive religious ethos of the school is safeguarded. A local focus on accountability also helps keep the trust grounded in the importance of place and its civic duties, and the need to work with others locally.

The trust board also becomes the employer of staff across all the schools. This will have implications for the roles, pay and terms and conditions of the school's employees. Schools considering joining a MAT will therefore need to carefully consider the HR implications of the changes, taking HR advice and consulting with relevant unions (refer to [section 4](#) of this guide).

## Understanding roles and responsibilities

Whether you are joining or forming a MAT, it is important for all parties to be clear about the respective roles in this process.

**Governing board** – has overall responsibility for the school's strategic direction. They will instigate the process of joining a MAT, oversee its progress, and ultimately reach a final decision on whether to proceed. The board should carefully consider the advice of the senior executive leader, while understanding that any decision will directly affect their role.

**Senior executive leader** (usually called the headteacher but could be a principal or head of school) – as the organisation's lead professional, they will provide vital advice to the board on the operational implications of the options being considered. They will also be accountable for carrying out the core operational elements of the process, delegating where appropriate. This includes conducting due diligence, organising stakeholder engagement, and sourcing external support.

**External support** – the process of joining a MAT is complex, so many schools will seek external support to help them through the process. In addition, schools will often contract specialist lawyers such as [Browne Jacobson](#) to handle the legal specifics of joining a MAT, from land transfers to HR implications, once this part of the process has been reached. A school's needs will partly depend on the support that can be offered by the MAT in question, although it is usually valuable for the school to have their own adviser who is independent of the trust they are potentially joining. This ensures objectivity and impartiality.

Schools and trusts are encouraged to discuss the best approach to receiving legal advice for their own particular project and circumstances. Where the interests of all parties are aligned and all parties are already fully committed to the desired outcome, lawyers retained by the acquiring trust usually provide the external legal support to all parties to the project and this obviously can be cost-effective. However, there may be circumstances where some level of independent legal advice will be required or preferred by the respective parties. For example, if the parties' interests have not yet been established as fully aligned because there is ongoing due diligence or negotiations there will not be a sufficient level of common interest between the parties for the same lawyers to be instructed without the risk of comprising confidentiality or professional conflicts of interest. In other circumstances there may be no strict reason why the parties could not use the same lawyers but nevertheless the school or trust joining another MAT would prefer to have some independent legal advice on certain issues.

# Identifying potential organisations to join with

It is essential you take the time needed to make the right choice of MAT to form or to join with. The best place to start is a detailed self-assessment of your school's:

- strengths and weaknesses
- goals
- reasons for joining or forming a trust

Having honest conversations at this stage, rather than making assumptions, will help to avoid wasted time exploring a partnership that was never going to work or, worse, finding yourself part of an organisation that you wish you'd never joined.

## Setting up a working group

We recommend that you establish a small group of interested governors/trustees and senior staff who have the time and skills to explore the options more fully. This group can:

- Research and identify different options open to you (taking advice from your regional director) and consider the pros and cons of these options.
- Consult bodies with authority over your school, such as your LA and religious authority (where relevant).
- Meet potential partners, discuss whether they might be interested in partnering with you and, if appropriate, start to consider what a partnership might look like.
- Consider the financial and organisational structure of the school to determine whether it is ready to join and adapt to another organisation.
- Consult informally with key stakeholders, including staff, pupils, parents and the wider community, to explore their views on possible options.

## Compatible culture, vision and ethos

Arguably the most important consideration is whether the organisations you are looking to bring together have compatible shared values, expectations and practices that impact on performance and which guide arrangements, decisions and individuals' response to circumstances.

Regardless of whether you are involved in joining, forming or merging, all three options present a major cultural change to any organisation. The importance of investing finite time and energy in a comprehensive and detailed assessment of any

organisation you are considering joining, as well as learning from the experience of others, both good and bad, cannot be over-emphasised.

A common ethos and vision are required to make the most of the opportunities afforded to trusts fulfilling their potential as one organisation. One of the main reasons partnerships of all kinds fail is because there is a mismatch in organisational culture, so this element needs to be assessed both at this stage and later during due diligence. Key to this is considering:

- Which aspects of your school's ethos and vision are non-negotiable?
- Which aspects could be adapted to align with a trust without negatively affecting the character of the school?

Spending time in and with the schools or trust you are looking to join together provides an opportunity to experience culture and ethos first-hand. Informal discussions between counterparts (such as headteachers, governing board chairs and members of the executive team) is also a useful way of exploring culture. The nature and extent of these interactions will vary based on the relationship that may or may not already exist between parties.

In deciding to become part of a trust, it is crucial you are comfortable with the ethos and vision of the organisations you are looking to join with, and happy that this aligns with the ethos and vision of your individual school. Schools and trusts usually publish their vision on their website, but these statements can be broad, hard to disagree with and lacking in detail about what the trust will look like in the longer term. It is therefore essential to find out how vision will translate into strategy and the operational impact this will have.

Looking at policies for how the trust or schools manage key areas, such as performance management, curriculum, teaching and learning, and behaviour, can give a more concrete view of how ethos is lived. Other areas may include their attitude to stakeholders and local governance. If you are joining a MAT, enquire about its future plans for growth and how this will be managed. The key question is whether the vision is just a set of words, or something that is realised in practice.

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A fundamental alignment in ethos and strategy is key. It is therefore important to identify whether there is common ground before proceeding further. Issues to consider include:

- goals for the next three to five years, including plans for growth
- the trust's approach to centralisation
- their approach to the locality of schools, the role of community ethos and stakeholder engagement
- the admissions policy and how this reflects the trust's approach to inclusion
- looking outwards as well as inwards – evaluating the commitment to working with other trusts, schools and other bodies in a local area

### Is there an obvious first choice?

Some schools will find themselves with an obvious 'first choice' of who to join with. Perhaps the schools in an informal partnership you are part of have decided to join the same MAT or a school you share a site with has joined a MAT and is keen for you to join them. A school many of your pupils go on to, or come from, may have joined a MAT and you can see significant advantages in being part of the same organisation.

Some schools will find themselves with an obvious choice of schools with which to form a MAT. You may already work closely with one or more other school(s) and see forming a MAT together as the obvious next step. These existing relationships may not be enough to secure regional director approval to start a new MAT, so you are likely to need to look more widely than the obvious choice when forming a MAT.

If you find yourself in a situation like this, keep an open mind, don't allow yourself to be railroaded into making a decision, and consider other options as well.

For some schools with a religious character, you may not have a choice of trusts to join as it may be a requirement of your religious authority that any school wanting to convert to an academy joins the trust run and managed by them. In such cases, it is still worth taking the time to consider whether joining that trust is the right decision for your school.

### What are your non-negotiables?

At an early stage, it is important to consider the most important aspects of your school's character and culture – on which you are not prepared to compromise – before going much further.

- Are you set on retaining high levels of delegation for local governance, or would you be comfortable being part of a MAT with only advisory bodies at school level?
- How would you feel about changing the name of your school (some MATs require this)?

- Many MATs keep finance and HR centrally controlled, reflecting the trust board as both the employer and accountable body. How do you feel about a centralised approach?
- Do you have a specific approach to teaching, learning and the curriculum? Is the approach of the MAT or schools you are looking to join compatible with this?
- Are size, location and geography a particular consideration?
- Are there any policies that you would want to retain at school level (such as behaviour policies)? Some policies will need to be trust-wide, such as whistleblowing, and some MATs will not permit any policies to be controlled at school level.

Being clear about changes you'd be happy to consider, and those you wouldn't, can save a lot of time further down the line. However, the direction of travel presented by the 2022 white paper means that single schools should remain pragmatic, realistic and prepared to make some compromises. The options available to schools in terms of MATs to join will diminish over time and the ability to self-determine will therefore also be reduced. Schools may be well advised to avoid the temptation to hold out indefinitely for what they see as the perfect solution for their preferences.

### Sources of information

Useful sources of information about potential partners, which you may wish to explore before you approach them, include:

- DfE performance data and Ofsted reports
- school and trust websites
- annual reports and financial statements (filed at [Companies House](#) and published on their websites)
- published information about members and trustees (for existing trusts)
- the minutes of governing and trust board meetings
- information gleaned from talking to governors, trustees, headteachers and other members of the leadership team
- local intelligence (to be treated with caution, of course)

If joining an existing MAT, you should also explore:

- the MAT's governance documents, including the articles of association and scheme of delegation
- the DfE's financial benchmarking tool, which provides data to compare finances at both school and MAT level (note that these tools can get out of date quite quickly and schools that have recently joined a trust will not have financial information available)
- staffing structures, pen portraits of the MAT CEO and central staff
- the MAT's approach to financing central services and the range and quality of support provided
- any media reports (to be treated with caution)
- any available Ofsted [MAT summary evaluations](#)

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## How do you want (and need) to be supported and challenged?

Different MATs take different approaches to supporting and challenging the schools in their group. Many MATs will appoint the equivalent of a school improvement partner to work closely with their schools to address any underlying attainment and progress issues, or to help maintain and build on existing standards. Some particularly large or geographically dispersed MATs have members of the executive team who oversee the ongoing educational performance of each school within a region or cluster.

If you are joining a smaller trust, or looking to form a new trust, the school improvement model is likely to be more dependent on the MAT CEO themselves working directly with individual school headteachers, ensuring that they work closely and frequently with each other.

- Which of these approaches do you think would help your school to build on (and share) its strengths, and address its weaknesses?
- If the CEO is focusing on school improvement, is there sufficient business leadership in place too?

Further detail is available in [NGA's guidance on MAT central teams](#).

For all MATs, the scheme of delegation should clarify how the trust is governed, and which functions (if any) are delegated to individual school level. Schemes of delegation should change over time and adapt as the trust evolves. Although they are indicative of an approach, some trust websites do not reflect current practice.

## First conversations

Once you've narrowed down the number of schools or trusts you're interested in, it is sensible to have an initial conversation with the relevant chair or CEO to ascertain whether they would welcome your application to join. All MATs should have a plan for how (or even whether) they intend to grow and while this has not always been universal practice the white paper is likely to change this.

There is no hard and fast rule on who should take part in these conversations, but school and trust chairs, senior executive leaders, and business leaders can all bring important perspectives.

A MAT may feel it needs to consolidate its position (or have been instructed to do so) before taking on any more schools, especially given the disruption caused by the pandemic. The

MAT might have decided to focus on a particular geographic area or may lack the capacity to support schools in particular categories. You should also consider that not all MATs will be in a position to take on more schools – the 2022 white paper makes it clear that the DfE intends to limit the proportion of schools in the local area that can be run by one trust.

A chair, headteacher or CEO will not at this stage, of course, be able to give you a categorical answer about whether you can join or form a trust. Those organisations will need to carry out their own due diligence on you, as you will on them, and the final decision will be made by the regional director. But they should be able to give you an initial indication of how interested they are in having you on board before you invest any more time and energy in pursuing the partnership.

If you have decided to join a MAT but are not having much success finding a suitable trust, it is worth enquiring directly with your regional director's office to discuss potential options



# Conducting due diligence

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Due diligence is the process of investigating an organisation and establishing facts and details prior to entering into a contract with it. It shouldn't just be focused on compliance; ultimately all parties should have confidence in the merits of their schools working together in the long term.

Due diligence is undertaken to:

- obtain sufficient information about the trust or school to decide whether the process of joining/forming should proceed
- allow a trust or school to look into your school in more depth, particularly with regards to educational outcomes, finance and staffing, to confirm whether they would like your school to join with them
- identify the assets that will be transferred
- identify and evaluate any potential risks and liabilities at an early stage and use the information revealed to address any issues or concerns

This would certainly be a sensible point to seek external support, if you have not done so already, given that due diligence can be a complex process which demands significant time and resource. Both individual schools looking to join or form a MAT, and MATs themselves looking to grow their trusts should undertake due diligence before any formal change is made. Before sharing any confidential data, a formal agreement should be put in place to ensure the recipients of such data are bound by contractual obligations to keep it confidential.

Fundamentally, the due diligence undertaken should assure all parties that they are taking a decision in the best interests of their organisation, stakeholders and the pupils that they are responsible for.

## When to start due diligence

Schools and trusts should undertake some level of due diligence before any school commits to the academisation process (where it is a maintained school currently). It should then be ongoing until the legal process is complete. Due diligence should also be carried out where SATs are aiming to join MATs.

Some of the information that you might provide will already be publicly available and a trust will almost certainly start here before looking at data that is available in individual schools.

## Who carries out due diligence?

Due diligence is usually planned and coordinated by the working group, consisting of governors/trustees and executives. Ordinarily, it is a MAT bringing a school into their trust that carries most risk as they will be acquiring the assets and liabilities. As the receiving MAT will also have the most internal capacity and experience in this area, it will likely initiate the process and complete the bulk of the activity. However, this is still a major decision for your single school, so it is vital to conduct sufficient due diligence to reassure the board that it is making the right decision. The process involves both internal personnel (finance director, business manager, estates officer, human resources director and IT staff) and external advisers (legal and accounting services, building surveyors and insurance providers).

The level of due diligence undertaken will be dependent on individual circumstances; it should be proportionate to the potential risks identified. From a practical perspective the trust board should have the confidence in the merits of the school joining the trust and have an understanding of their needs before completing the process.



## Which areas are scrutinised?

Due diligence undertaken would normally fall within one of five main headings. Examples of areas explored include:

### Educational performance

- curriculum design
- understanding how well each organisation has performed against key accountability measures
- awareness of any performance challenges and confidence to provide support

### Finance

- historic and future budget forecasts
- monthly management accounts and monitoring reports
- reserves (not just size but the trust's policy towards them)
- metrics such as staff expenditure
- balance between centralised and autonomous academy-level funding

### Leadership and governance

- track record of executive leadership in an existing MAT
- leadership succession plan
- existing governance structure and commitment to local governance
- clear and comprehensive scheme of delegation – published and up to date
- skills, diversity and experience of trust board
- minutes and papers from previous meetings

### Legal and commercial

- PFI contracts (these will require negotiation between school, trust and LA and a trust may not want to take on the liability for a PFI contract)
- insurance cover, public liability and related claims
- outcomes of external reviews and audit
- land and buildings (usually leased to the MAT) – be aware that complexities can arise over ownership and boundaries

### Organisational

- staffing structures
- existing contracts, providers and end dates
- measures as part of the TUPE (transferring staff) process

### Size, capacity and geography

- the number of schools in the existing MAT and growth ambitions
- geographic strategy/restrictions to growth plan
- previous growth experiences and rebrokering activity
- regional support offered to geographically isolated schools

Due diligence shouldn't just be a desktop exercise. The working group should visit the schools involved to see if practice matches what the paperwork states.

The DfE provides [best practice guidance on due diligence](#) for maintained schools, local authorities and academy trusts.

## Due diligence reporting

Effective communication and planning are key; we recommend that the working group agree milestones for reporting back to their boards, with the most important areas prioritised. For example, if financial management is the most important part of your due diligence and this element does not meet the board's expectations, due diligence would immediately stop.

Part of the process will be ensuring there is regular feedback from the board so that the working group can refine their approach if required.

Once due diligence is complete, the working group normally collates the findings into a single report with recommendations to inform the board in their decision-making process.

# Consulting with stakeholders

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Formal consultation will need to be carried out as part of the official process of applying to either form or join a MAT, but this is likely to go much more smoothly if key stakeholders already know your plans and have had a chance to discuss them.

Stakeholder engagement is a core governance function and buy-in from the school community will be essential in making a success of any decision to form or join a MAT. You should, therefore, consider when to discuss with stakeholders your intentions, and how you will invite them to share their thoughts with you.

For example, you could do this through:

- a discussion at a staff meeting
- early engagement with relevant trade unions
- a letter to parents, also included on the school website, with responses invited
- a question and answer session for parents
- a discussion with pupils in assembly, class groups or tutor groups
- an article in a community newsletter (after key stakeholders have been consulted)

As outlined above, schools designated with a religious character should discuss the proposal with the body or person representing the religion or religious denomination at an early stage so that their views and requirements can be considered in any final proposal.

Whichever options are utilised, the school will ultimately need to carry out a formal consultation on its proposals. Legal guidelines on consultations in the public sector state that:

- they should be undertaken when proposals for the subject of the consultation are at a formative stage
- they should provide enough information to those consulted to enable them to comment intelligently on the proposals
- they should allow enough time for those consulted to properly consider the proposals
- consultation responses should be specifically considered by the decision-maker when deciding whether or not to implement the proposal

The easiest way to consult and provide the relevant information to stakeholders is via trust and school websites. In addition, you may wish to send letters to the parents of pupils, briefly outlining the proposal. We also recommend that meetings are held with school staff.

It is acceptable for consultation letters and other communications to set out the preference or predisposition of the governing board in relation to conversion. For example, if a maintained school has already decided that its preference would be to join a MAT.

The school may also wish to set out what it regards as the advantages of joining or forming a MAT but should make it clear that this is opinion rather than fact and balance this with setting out any potential disadvantages. In addition, the school should set out how the MAT's governance arrangements will work, how this will impact the school, and how and when a final decision will be made. It should also be explained to everybody that the decision belongs to the governing board, having consulted widely.

The responses will need to be considered at a governing board meeting. The fact that the consultation responses were considered should be properly minuted.

Browne Jacobson have produced [a document which includes more detailed advice on the consultation process](#) for both maintained schools and academies.



# Completing the process: joining a MAT

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The governing board of the school will need to make the key decisions around beginning the academisation process and will give final approval. The board should take the advice of the senior executive leader into account, whether or not they are a board member, but it must ultimately be the board's decision. A governing board can change its mind right up to the point where documents are sent to the Secretary of State for signature, which is usually around three weeks before the planned conversion date. Browne Jacobson has published [FAQs on academy conversion](#), which include advice on the board's role.

Once the board has decided to move ahead with joining a MAT, the legal process can begin.

## Local authority academisation power

LAs no longer have the responsibility of maintaining all the schools within their area (and in some areas only maintain 5% or fewer). DfE proposals “will enable local authorities to play a more active role in enabling all the schools in their areas to become part of strong trusts” and to free up resources in doing so.

As such, proposed new legislation states that an LA can make an application to the Secretary of State for any of its schools to become an academy. The LA is required to consult with the governing body of the school before making that application, as well as securing the consent of relevant trustees in respect of foundation and voluntary schools. If the Secretary of State then approves the application and decides to issue the academy order, the school's governing body will then have a statutory duty to take reasonable steps to facilitate the conversion process.

The DfE expects “regional directors, local authorities and schools to have open discussions around the prospect of maintained schools joining a MAT and which MAT they will join”. While LAs will be expected to take account of a school's preferred trust, the final decision will be made by the regional director and so technically the school could be forced to join a different trust.

## The legal process for maintained schools

Maintained schools need to begin the process of conversion by [applying online](#). Foundation or voluntary schools that have a foundation may only apply with the consent of the trustees of the school and the person(s) by whom the foundation governors are appointed.

The DfE will then appoint a nominated project lead to contact you and provide support through the process of gaining consent, converting to academy status and joining the MAT.

The DfE has produced a [comprehensive guide](#) on converting to academy status, which explains what is involved in this part of the process. This can appear daunting, but many MATs are experienced in supporting schools through this process and may take on much of the bureaucratic burden themselves. Key issues to be considered and resolved are covered below.

## Transfer of staff

Joining a MAT will involve the transfer of staff to the employment of the trust by way of the Transfer of Undertakings (Protection of Employment) Regulations 2006 (TUPE). The TUPE regulations require that a formal process is followed on the transfer of staff. There are significant financial (and reputational) penalties if this is breached so it is essential to ensure that the process is carried out correctly. Keeping employees informed of progress (or even that there is no progress) helps to reassure staff, as does keeping an open door for questions throughout the process. NGA has further [guidance available on the TUPE process](#).

## Transfer of land and buildings

The school's land and buildings will need to be [formally transferred](#) to the MAT in question, often via a long-term lease. This will often involve the LA, as it will usually own at least some of the school land and buildings in most maintained schools. If your school has a [PFI contract](#), this will add significant complexity that should not be underestimated. For schools with a religious designation, the school land may be owned by foundation trustees and/or by the diocese and it is usual for the trust to be granted a licence to occupy this land under an agreement known as the ‘church supplemental agreement’.

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## Transfer of funds and final accounts

The school will need to transfer its final funds to the trust it is joining and produce a final set of audited accounts. This can often be a source of disagreement if the LA, regional director and academy trust disagree on who is taking on particular debts, assets or liabilities. The DfE has published [guidance on handling surplus and deficit balances](#), and it may require detailed conversations with your regional director.

This is often the area that causes delay – there may be negotiation with the regional director and the Education and Skills Funding Agency (ESFA) if the school is not working with a balanced budget and/or has a significant deficit.

## The legal process for single academy trusts

The process of identifying and assessing potential partners is the same for SATs as for maintained schools. However, the formal procedure has some differences, as the SAT (the transferring trust) is a charitable company.

The main differences in the process are below.

### Transfer of staff, funds, land and buildings

The SAT will need to transfer staff, funds, land and buildings, as is the case for maintained schools. However, the SAT is the legal employer and will hold the relevant legal interest in land and buildings, rather than the LA.

### Funding

Trusts wishing to transfer schools to other trusts do not automatically receive any funding (although where a school is being 'rebrokered' by the DfE there may be sponsorship funding available).

### Application to the DfE

SATs wishing to join a MAT need to obtain the consent of the Secretary of State via the ESFA and/or the regional director. This process is initiated by the MAT (rather than the SAT) completing an application form. For church SATs, the MAT will need to confirm that the SAT has the consent of the relevant religious authority to transfer to the MAT. Many MATs are experienced in bringing single academies on board and will be able to support them through this process.

## Legal process

The technical process of a SAT transferring to a MAT involves transferring the single school to the new trust and then closing the now empty existing trust. This will be achieved through a deed of novation (contractual transfer of rights) and variation of the SAT's existing funding agreement and a transfer agreement to transfer the school's assets, contracts and liabilities. The SAT then needs to be formally closed via a voluntary strike off or a members' voluntary liquidation. In the vast majority of cases, a voluntary strike off will be sufficient but in some cases where there are significant residual risks, a members' voluntary liquidation may be more appropriate.



# Completing the process: forming a MAT

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## Continuing the dialogue with the regional director's office

The early conversations with the regional directors recommended in section 1 will need to continue throughout the completion process. We recommend prioritising regular conversations with your relationship lead at the regional director's office to check that your proposals remain tenable and likely to be approved. The regional director will be able to advise you on ongoing updates including shifting timelines, paperwork requirements and the full process to ensure the completion of the legal process. They will be able to advise on any arising concerns regarding the new MAT, and the steps you need to take to proceed towards completion.

You should become familiar with the DfE's [Apply to become a multi-academy trust](#) form. This would need to be completed by those who want to set up a new MAT or existing MATs who want to add a SAT.

## Forming a plan with the schools you are interested in joining with

It is sensible to have an initial conversation with the chairs, headteachers or principals to ascertain whether they are interested in formally taking the idea forward. Starting this dialogue can be tricky, and it can be useful to begin with an informal conversation between one or two people. Once the conversation extends to a larger group there is often a temptation to focus on the process, but time must be allowed for all parties to express their motivations and concerns. It can be useful to have these conversations facilitated by someone from outside the group, who can bring objectivity and distance to the discussion.

## Set up a working group

We recommend that a joint working group be established to work through some of the detail of the proposals. This group should include both governors/trustees and staff across all the potential schools planning to set up a MAT, but needs to be small enough to be able to work together efficiently. Most schools are likely to want to include their head or principal, chair of governors and business manager, plus other members of your governing board or staff with relevant expertise. You may also wish to appoint an external project adviser or consultant who has had previous experience of similar projects.

## Scoping your new MAT

Once you have a group of interested partner schools, the working group can start to explore and scope what the new MAT might look like. This can feel daunting, but also hugely exciting. Some schools may drop out during this process as they realise the trust that is starting to emerge is not the right one for them. If this happens it is not something to be alarmed by, providing the rationale and business case for the new trust still makes sense. Some of the aspects the working group should start to consider include the following:

### 1. Ethos and culture

A useful way to start outlining the possible ethos and culture of your new MAT is to ask each other questions about your motivation for embarking on this journey, and what you hope to achieve. This might include asking about values and principles you share as a group including educational standards and financial management. You should also explore how you plan to articulate your ethos and culture, and how this will manifest through stakeholder engagement and trust-wide policy development. Consider what makes your trust unique, and what you can offer to outside schools.

### 2. Vision and strategy

You should already be thinking about how you will develop and implement a clear vision and strategy for your new MAT, including what you hope to achieve in the next three to five years. This should include your growth strategy, and your plans for both educational and financial sustainability.

ASCL, NAHT and NGA have produced [Being Strategic](#), a guide that sets out an annual cycle for creating, monitoring and reviewing strategy to achieve a single organisational vision.

### 3. Leadership and governance

Establishing an effective leadership and governance structure for your new MAT is essential. This is something most prospective MATs find challenging, but it needs to be agreed sooner rather than later to increase the chances of your proposal being approved by your regional director. A starting point will be a clear, single model of trust-wide governance, including the proposed members and trustees, with clear tiers and delegation of responsibilities.

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The governance structure of the new trust needs to be agreed collectively through the joint working group. The composition of the new board will need to be carefully considered, taking into account the skills, knowledge and expertise of trustees and an understanding of the communities served by the new trust. Finance, HR and legal experience will all be useful. Once agreed, the trustees who will make up the new board may wish to consider working as a shadow board before the establishment of the new MAT is completed.

Where the MAT will include schools designated with a religious character, the relevant religious authority is likely to have certain governance requirements. The DfE has agreed [memoranda of understanding with both the Church of England and the Catholic Church](#). In the vast majority of cases, Catholic schools will only be permitted to form or join trusts where the members and trustees are appointed wholly or mainly by the Diocesan Bishop or Religious Superior. For Church of England schools, the national picture is more diverse, with each individual diocese having its own distinctive approach, requirements, and preferences. Some Church of England dioceses will only consent to an academy application being made to join the diocesan-led trust or a trust containing only church schools. Other dioceses will permit MATs formed of community, voluntary aided or voluntary controlled schools (known as 'mixed MATs'). However, some dioceses only consent to voluntary aided schools joining trusts where the majority of members and trustees are appointed by the diocese (known as 'majority MATs'), and there are others where the diocese requires up to 25% of members and up to 25% trustees to be diocesan-appointed (known as 'minority MATs').

All MATs are required to have a single senior executive leader who is also appointed as the accounting officer. The senior executive leader, usually referred to as the CEO, needs to be someone who can facilitate a consistent trust-wide focus. There should be an open dialogue at an early stage between school leaders and chairs about who will take on the CEO role. There should be clarity on how your senior executive leader will be appointed (internal candidates or advertised externally) and how you will ensure your new executive leader is supported to take on this new role. NGA and Forum Strategy have published a [template CEO job description](#) which can be used to support recruitment.

#### 4. Performance, challenge and support

The central question must be how forming this MAT will help you improve educational standards in all your schools, and any others that may join it later. You need to assess the strengths and weaknesses of each school and establish how schools in the trust will work together to support and challenge each other. This is particularly important in the absence of central support services that are generally in place in established medium and large trusts. You should have a plan for how the CEO and their team will work

with each school and how you will manage performance across the trust. You may need to factor in procuring central school improvement support to ensure you collectively have the capacity to support any schools in the group.

#### 5. Finances

Each school within a MAT has its own supplemental funding agreement with the ESFA. Trusts receive income in accordance with the agreement(s) via the General Annual Grant (GAG).

The MAT is then responsible for decisions on funding and how it will be applied in relation to its schools. There is no separate budget for specifically running the MAT, consequently any central MAT services, including the salaries of the chief executive and central leadership team, must be funded from the budgets of individual schools. This is achieved using:

- Top slicing where schools keep most of their own GAG funding, with central services funded by a percentage of each school's GAG – you will need to decide what percentage this is.
- GAG pooling where a majority or entirety of each school's GAG funding is pooled into a central fund which is then distributed as needed.

You will need to decide what approach your MAT will take to financial delegation, and how you will ensure your financial management is effective. NGA has produced guidance on [Budget setting in MATs](#). All MATs are required to appoint a chief financial officer who must be appropriately qualified.

#### 6. HR and staffing

However you choose to centralise functions, forming a MAT is likely to impact the staffing structure in your existing schools. This is something that should be discussed and agreed at this stage, to ensure everyone is comfortable with these implications. For example, you need to think about how centralised HR functions work and whether the proposed structure of your MAT will lead to overlap in roles and potential redundancies. This thinking needs to be done before you start the [TUPE process](#), as you need to fully understand the implications of the approach you take.

#### Ratifying your decision and next steps

The way in which the governing board needs to ratify the decision to form a MAT and obtain consent to do so depends on whether the school is currently a maintained school or an academy, and on the status of any other schools you are planning to partner with.

Maintained schools need to begin the process by completing a short online form to register an interest in becoming an academy with the DfE. The DfE will then appoint a nominated

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project lead to support the schools through the process of getting consent, converting to academy status and forming the MAT. The DfE has produced a [comprehensive guide to converting to academy status](#), which explains in detail what is involved in this part of the process.

**If one or more of the schools in the group is already an academy:**

In this case, the most straightforward route is generally for one academy to convert their SAT into a MAT, and for the other schools to join that MAT. This doesn't mean the original academy will be the 'lead' school in the MAT (a 'lead' school is not required), it is simply more expedient and cost-effective. It also has the advantage of clarity in terms of liaison with the regional director.

SATs wanting to convert to a MAT need to submit the DfE's SAT to MAT application form. This form requires you to explain your rationale for the change, your proposed approach to financial planning, your proposed governance structure and the names of your proposed members and trustees. More guidance for schools wishing to go down this route can be found in a set of [FAQs from Browne Jacobson](#).



# Integration



Ultimately, the success of becoming part of an existing MAT or forming a new one will be determined by how effectively each school is integrated into the organisation. This phase will take the most time and will include the integration of governance, management, staff and systems. In theory this will be easier if you are joining an established trust that already has these in place.

However, previous MAT development and growth teaches us this isn't always the case. If any of the initial steps are rushed, the due diligence process isn't comprehensive enough or there is a lack of transparency in early discussions, there can be serious long-term consequences. Key elements of successful integration include:

## Embedding the new governance structure

The MAT will have one trust board, which governs the organisation in its entirety. The school that has joined the MAT should have an academy committee (local governing body), whose powers are set out in the trust's [scheme of delegation](#).

Each academy committee will need to quickly understand its new remit, procedural rules and membership. There may be a significant overlap in academy committee membership with the governing board of the maintained school or SAT in question. As such, it is particularly important that these individuals understand how their governance role has changed after joining a MAT and focus on the issues which fall within their new remit.

For the trust board, the addition of a new school might require a re-evaluation of its governance structure. As a trust grows, the balance between what can be handled by the full trust board, and what needs to be delegated to the local tier or other committees, will change. Clarity over a school's place in the wider governance structure is essential. As a trust grows, it is highly unlikely that it will be able to sustain a model where representatives from each school join the trust board.

## Values, ethos and strategy

A MAT is one organisation with a singular vision and ethos. Care should be taken to consider how this vision and ethos can be extended and applied to each new school in the MAT. While all trusts will have their non-negotiables, the key part of the process is bringing the school on board while continuing to value that school's specific identity. This is a delicate balancing act, which can be made easier by engaging with key stakeholders. In mixed MATs, plans to advance and safeguard the distinctive individual ethos of each schools' religious or non-religious character will need to be considered.

The principles of formulating a vision and strategy are further explored in NGA's [Being Strategic](#) guidance.

## Senior leadership team

The school employees most affected by joining a MAT will be the senior leadership team. They will transition from leading a standalone organisation to being responsible for a single school within a larger organisation. Your headteacher is likely to now report to a CEO (or relevant director in the largest trusts) rather than a governing board.

To manage this transition, it is essential that all parties understand their new roles. The trust will need to be clear about what functions are carried out by the trust's central team rather than by employees at a school level. Similarly, the trust should also be clear about where individual schools retain direct responsibility, allowing the school's senior leadership team to lead the school.

It is vital to work closely with your staff as the school is integrating into the MAT, engaging with them regularly to understand what is working and what is not. For the individuals involved, this will amount to a major upheaval, so it is important to be sensitive to their feelings, and aware that teething issues are likely.

## Winning hearts and minds

The ability to communicate well with stakeholders, not just through the (relatively short) consultation process, but throughout the integration period is key. Successful MAT development places long-term public benefit at the heart of the process and communicates this effectively internally and externally. If communication focuses on structural organisational advantages through financial gain and economies of scale, then the likelihood is that you will lose people along the way.

Those most invested in the schools as they previously stood need to be able to relate to the purpose and goals of the trust. Communicating your goals from the beginning, having honest, open conversations and involving all key individuals in each and every stage is likely to be a more effective approach.

The most successful conversion journeys have a strong culture of transparency at the heart of them that continues throughout the process and beyond. The bringing together of separate organisations into one larger organisation is always likely to make some people involved in the leadership and management at local level feel nervous and vulnerable.

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Consistent communication is key to dealing with this. The real business of integrating into that organisation is only just beginning. The trust board and CEO should continue to bring people together – pupils, staff and those governing locally – to help those who have come from separate organisations to adapt and flourish.

## Further Resources

[Browne Jacobson, Consultation advice – becoming or joining a MAT](#)

[Browne Jacobson, Converting to a single or multi academy trust](#)

[NGA, MAT Mergers: a guide for trustees and trust leaders](#)

[NGA, Scheme of delegation guidance](#)

[NGA, MAT governance: the future is local](#)

[DfE, Convert to an Academy: documents for schools](#)

[DfE, Information note for academy trusts about academy transfer](#)

[DfE, Due diligence in academies and maintained schools](#)



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