

	<p style="text-align: center;">Children, Education and Safeguarding Committee</p> <p style="text-align: center;">20 March 2023</p>
<p style="text-align: right;">Title</p>	<p>Variation of the Barnet Education and Learning Service Articles to increase the maximum number of Directors</p>
<p style="text-align: right;">Report of</p>	<p>Chair of the Committee - Councillor Pauline Coakley Webb</p>
<p style="text-align: right;">Wards</p>	<p>All</p>
<p style="text-align: right;">Status</p>	<p>Public</p>
<p style="text-align: right;">Urgent</p>	<p>No</p>
<p style="text-align: right;">Key</p>	<p>Yes</p>
<p style="text-align: right;">Enclosures</p>	<p>None</p>
<p style="text-align: right;">Officer Contact Details</p>	<p>Chris Munday, Executive Director, Children's and Family Services Chris.Munday@Barnet.gov.uk Ben Thomas, Assistant Director, Family Services Ben.thomas@barnet.gov.uk</p>
<p style="text-align: center;">Summary</p>	
<p>The Barnet Education and Learning Service (BELS) was established in 2020 and Education and Skills services transferred into it. The Shareholder Agreement was approved at Policy and Resources Committee in July 2020. The BELS Articles state a maximum of 7 directors whereas the Shareholder agreement states a maximum of 10 directors. The BELS Board has appointed an eighth director and so is required to vary its Articles. Varying any Article is a Reserved Matter set out in the Shareholder Agreement, which requires Council approval. This report therefore seeks approval for BELS to vary the BELS Articles and for delegated authority to the Deputy Chief Executive to finalise the drafting of the Articles and issue a written resolution to BELS to amend the Articles of Association.</p>	

<p style="text-align: center;">Recommendations</p>
<p>1. That the Children, Education and Safeguarding Committee approve the amendments to the Articles of Association for BELS to increase the number of directors from a maximum of seven to a maximum of ten.</p>
<p>2. That the Children, Education and Safeguarding Committee delegate authority to the Deputy Chief Executive to finalise the drafting of the Articles of Association and to issue a written resolution to BELS to amend the Articles of Association.</p>

1. WHY THIS REPORT IS NEEDED

- 1.1 In 2020, as a result of the complexities and consequences of the COVID-19 crisis on Mott MacDonald's business, the council and Mott MacDonald agreed that the termination of the Education and Skills contract would be the most appropriate course of action. This meant that the council needed to consider urgently the best way of delivering the Education and Skills service.
- 1.2 On 6th July 2020, following delegation from Policy and Resources in June 2020, a chief officer (Executive Director, Children and Young People) in consultation with committee chairman (Chairman of Children, Education and Safeguarding Committee) Delegated Powers Report was published, setting out the decision to transfer all of the Education and Skills and staff into a Local Authority Controlled Company. The Barnet Education and Learning Service (BELS) was subsequently established and the transfer implemented.
- 1.3 On 24th September 2020, the Policy and Resources Committee noted that this decision had been taken and approved the Shareholder Agreement in relation to the Barnet Education and Learning Service. A link to this report, in which Appendix D is the Shareholders Agreement, can be found in the background papers.
- 1.4 The Shareholder Agreement sets out the Reserved Matters and that all Reserved Matters shall only be effective if approved by the Council. One of the reserved matters is 'varying in any respect the Articles' of the company. Article 16 prescribes a maximum of seven directors. The BELS directors have appointed 8 Directors to the company. The 8 directors consist of 3 council representatives, the Chief Executive of BELS, one primary and one secondary headteacher, one parent carer representative and one employee representative.
- 1.5 Increasing the number of directors requires an amendment to the Articles. This requires council approval as set out in the Shareholder Agreement. The Shareholder agreement states in paragraph 7.1 that the 'number of Directors of the Company shall not be less than 5 and not more than 10'. This report therefore recommends that the Children, Education and Safeguarding Committee approves that the Articles of BELS be amended so that the 'number of Directors of the Company shall not be less than 5 and not more than 10' to align the Articles with the Shareholder Agreement.
- 1.6 The Shareholder Agreement provides for formal delegation of the approval of Reserved Matters and it is recommended that the Children, Education and Safeguarding Committee delegate authority to the Deputy Chief Executive to finalise the drafting of the Articles of Association and to issue a written resolution to BELS to amend the Articles of Association.

2 REASONS FOR RECOMMENDATIONS

- 2.1 The Committee is asked to give approval to BELS to vary its articles to increase the maximum number of directors from seven to ten in order to align with the Shareholders Agreement.

3 ALTERNATIVE OPTIONS CONSIDERED AND NOT RECOMMENDED

- 3.1 The Committee could decide to not approve BELS to vary its articles but this is not recommended as it would mean that BELS would either not be compliant with their Articles and their most recent director appointment would be void.

4 POST DECISION IMPLEMENTATION

- 4.1 If the Committee approves BELS to vary its articles then BELS will by special resolution, amend its articles of association. The signed copy of the special resolution and amended version of the articles will then be filed with Companies House within 15 days of being passed.

5 IMPLICATIONS OF DECISION

5.1 Corporate Priorities and Performance

- 5.1.1 This supports the Family Friendly corporate priority by ensuring broad representation on the BELS board.

5.2 Resources (Finance & Value for Money, Procurement, Staffing, IT, Property, Sustainability)

- 5.2.1 There are no financial implications of this decision.

5.3 Social Value

- 5.3.1 N/A.

5.4 Legal and Constitutional References

- 5.4.1 Article 7 - Committees, Forums, Working Groups and Partnerships of Barnet Council's constitution states that the Committee has responsibility for all matters relating to children, schools, education and safeguarding.

5.5 Insight

N/A

5.6 Risk Management

BELS maintains a risk register which comes to each meeting of the BELS Board.

5.7 Equalities and Diversity

5.7.1 The Council has a duty contained in section 149 of the Equality Act to have due regard to the need to:

- (a) eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by or under this Act;
- (b) advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it;
- (c) foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

The protected characteristics are:

- age
- disability;
- gender reassignment;
- pregnancy and maternity;
- race;
- religion or belief;
- sex;
- sexual orientation.

5.7.2 The broad purpose of this duty is to integrate considerations of equality into day to day business and to keep them under review in decision making, the design of policies and the delivery of services.

5.8 Corporate Parenting Principles

5.8.1 The corporate parenting principles set out seven principles that local authorities must have regard to when exercising their functions in relation to looked after children and young people, as follows:

1. to act in the best interests, and promote the physical and mental health and well-being, of those children and young people;
2. to encourage those children and young people to express their views, wishes and feelings;
3. to take into account the views, wishes and feelings of those children and young people;
4. to help those children and young people gain access to, and make the best use of, services provided by the local authority and its relevant partners;
5. to promote high aspirations, and seek to secure the best outcomes, for those children and young people;
6. for those children and young people to be safe, and for stability in their home lives, relationships and education or work; and;
7. to prepare those children and young people for adulthood and independent living.

5.8.2 This decision has no impact on the Corporate Parenting principles.

5.9 Consultation and Engagement

5.9.1 N/A

6. BACKGROUND PAPERS

Report to Policy and Resources Committee on 24th September 2020, including Appendix D, the Shareholders Agreement in relation to the Barnet Education and Learning Service.

<https://barnet.moderngov.co.uk/documents/s60220/The%20future%20delivery%20of%20the%20Education%20and%20Skills%20Service.pdf>

