

MAGDALEN COLLEGE SCHOOL – BRACKLEY

**Minutes of the Full Governing Body Meeting
held in the school on Tuesday 16 September 2025 at 6.30pm**

Present:	Mr J Alexander	JA	Parent Governor
	Mr N Arnold	NA	Community Governor
	Miss K Brunton	KB	Parent Governor
	Mr R du Plessis	RP	Parent Governor
	Dr J Faulkner	JF	Additional Governor
	Prof J English	JE	Foundation Governor
	Mr J Gold	JG	Parent Governor
	Mr C Harte	CH	Foundation Governor
	Mr T Hollis	TH	Headteacher Governor
	Mr N Jones (Vice Chair)	NJ	Parent Governor
	Prof C Leitmeir	CL	Foundation Governor
	Dr B Naylor (Chair)	BN	Community Governor
	Mrs H Tudor-Price	HTP	Community Governor
	Mrs J Wright	JW	Community Governor
Apologies:	Mr J Bilson	JB	Member Appointed Governor
	Mrs A Banks	AB	Deputy Headteacher
In Attendance:	Mr D Brown	DB	CEO, EPA Trust (left 7.50pm)
	Mrs C Powell	CP	Clerk to the Governors

The meeting was quorate.

Governor questions and challenge are highlighted.

Actions

1.	All Governors must update their entry on the Register of Interests for 2025 – 2026 using Governor Hub (GHub).	ALL
2.	All Governors to confirm their agreement to abide by the Governor Code of Conduct 2025 on GHub.	ALL
4	All Governors to verify their identity with Companies House.	ALL
5	All Governors to read KCSiE 2025 and complete the declaration on GHub to confirm that they have done so.	ALL
6	Convene a meeting of the IEB to agree terms of reference and prepare a report to the next meeting of the FGB on 14 October.	JE / IEB
7.	Include feedback from the IEB on the agenda for the next FGB meeting.	Clerk
8.	Share more detailed data on the drop in pupil numbers with Governors.	TH
9.	Check and report the Attainment figure to Governors.	TH
10.	Share guidance on which level of safeguarding training Governors should complete and where that training can be found.	HTP
11.	Consider whether the Audit, Risk & Assurance Committee should be subsumed within the new IEB.	JE / IEB

Decisions

1.	Governors agreed to adopt the Governor Code of Conduct 2025.
2.	Governors elected Dr Ben Naylor as Chair of Governors for a term of 12 months.
3.	Governors elected Mr Neville Jones as Vice Chair of Governors for a term of 12 months.
4.	Governors agreed to approve the Teacher and Support Staff Pay Awards.
5.	Governors agreed to adopt the Safeguarding and Child Protection Policy 2025.
6.	Governors agreed to adopt the Terms of Reference for the Chairs' Committee without change.

1. **Welcome & apologies for absence**

BN welcomed everyone to the meeting and thanked Governors for attending. He recorded the significant news received from the DfE since the last meeting and the need to digest and focus on that in this meeting.

BN advised Governors of the regrettable resignation of Dr M Pobjoy from his position as a Foundation Governor for personal reasons. Governors recollected Dr Pobjoy's many years of service and commitment to the school's Governing Body (GB) and joined with BN in sending him their thanks and best wishes for the future.

Apologies had been received and were accepted from Mr J Bilson (JB), Member-appointed Governor and from Mrs Abi Banks, Deputy Headteacher.
The meeting was quorate.

2. **Annual update of the Register of Interests and declarations of interest in respect of any items on the agenda**

There were no declarations made in respect of any items on the agenda.

Governors had been reminded to review and update their Declarations of Interest on GHub. *You can do this by clicking on your own 'Full Profile' under your name in the Governing Board section, and then click on 'Compliance' under your name at the top. Check, update and add to the interests you have declared, including whether you*

- *Are a trustee or governor at another school or charity*
- *Have any directorships, partnerships and employments with businesses*
- *Have a personal relationship with any members, trustees, local governors or employees of the trust (e.g. spouse, partner, relative, etc.)*

3. **Adoption of the Governors' Code of Conduct 2025**

The Governor Code of Conduct had been shared in advance on GHub and the Clerk explained that this has been updated in line with the new model published by the National Governance Association (NGA). She noted that minimal changes were made.
Governors agreed to adopt the Governor Code of Conduct 2025.

The Code was signed by the Chair of Governors, and all Governors were asked to confirm their agreement to abide by the Code of Conduct on GHub.

4. **Election of the Chair and Vice Chair of Governors**

The Clerk confirmed that no nominations for either position had been received in advance of the meeting.

BN confirmed that he would be willing to stand for another term as Chair of Governors and NJ confirmed that he would be willing to stand for another term as Vice Chair of Governors. There were no other nominations in the room.

BN and NJ left the room. By a show of hands Governors elected BN as Chair of Governors and NJ as Vice Chair of Governors, both for a term of 12 months until September 2026.

BN and NJ returned to the meeting room and were thanked for standing. BN thanked Governors for the opportunity to be involved at what is an exciting time for the academy.

5. Minutes of the meeting held 8 July 2025 & review of action points

The minutes had been shared in advance on GHub and were reviewed page by page. There being no comments or amendments required, the minutes were approved as a true record of proceedings and signed by the Chair.

Review of Action Points

1	Repeat the Governor challenge on the timeline for improving student outcomes – P8 +.5 and 5+ ON AGENDA (PART OF ITEM 7)
2	Share the figures on staff engagement with confidential feedback opportunities with Governors. INCOMPLETE It was noted that individual conversations with Craig Thomas have taken place, and this will continue to be discussed as part of the agenda item on Governor visits. Governors questioned the plan for the next meeting with parents, the date of which was confirmed as Monday 22 September. It is open to all Governors to attend. TH confirmed that he will tell parents about the DfE's decision. DB and CT will then speak to parents about the EPA Trust. He added that the meeting will be followed by a parent survey on the impact of changes made in the first few weeks of term. DB confirmed that he would share the positive messages that have already been communicated to the staff at meetings held on Monday morning and today. A Parent Governor raised the point that the last parent survey seemed to be missed by many and asked how it was communicated to them? TH reported that it was sent out in the usual way by Parent Mail in the weekly newsletter.
3	Share with Governors the questions received from parents, draft responses and notes for how the meeting on 15 July should be organised. COMPLETE
4	Make an appointment with the SLT lead to conduct a Governor school visit aligned to your linked area of the RAP, with the aim of establishing a baseline for monitoring progress and complete a written report to feed into the review process. ON AGENDA
5	Consider the vacancies for Governor roles and responsibilities listed at item 6.2 and let BN and the Clerk know if you are able to put your name forward to fill any of those positions. ON AGENDA
6	Use this link to verify your identity with Companies House https://www.gov.uk/guidance/verify-your-identity-for-companies-house ONGOING Governors were reminded to do this, and those who already have done so reported it to be a reasonably straight forward process that takes 15 – 20 minutes to complete.
7.	Read Keeping Children Safe in Education 2025. ONGOING A copy of KCSiE 2025 had been shared on GHub. Governors were reminded that they must read it and complete a declaration on GHub to confirm that they have done so.
8.	Send holiday dates to the Clerk. COMPLETE

6. Update on response from the DfE

BN referred to the letter received from the DfE on 8th September 2025 which had been shared with all Governors by email. He noted that it indicated the DfE's agreement to proceed with the transfer of Magdalen College School (MCS) to the EPA Trust and requested written confirmation that the Trust Board agrees to transfer. BN confirmed that following a vote conducted over email, he has written to the DfE to confirm the Governing Body's decision to proceed, and this has been acknowledged by the case officer. BN highlighted that this was the desired outcome and a relief following a summer of uncertainty.

Governors questioned whether there are any remaining barriers to the transfer of MCS to the EPA Trust? DB responded that while this was unlikely, there could still be complications along the way.

Governors queried whether EPA have conducted their due diligence? DB

explained that this is underway and is focussed on finance and land ownership. He agreed to keep the Governing Body (GB) informed of the timescale in relation to the transfer, noting that a formal letter from the DfE is awaited.

DB thanked the GB for their confidence in EPA and voiced his hope that they would feel they had made the right decision 2 to 3 years hence. He reminded Governors that eventually the DfE will leave the scene, allowing MCS and EPA to develop their partnership.

DB reported that he spoke to staff today and as well as sharing the positive messages about EPA, has explained that the TUPE process as it will be applied to protect their terms and conditions of employment.

JW noted that MCS uses EPM HR services and they would perform TUPE, managing any variances in pay scales between the two Local Authorities (Oxfordshire and West Northamptonshire). She added that they also provide a suite of HR model policies that the school uses.

JF added that EPM have performed TUPE several times, so are well aware of the potential pitfalls. DB clarified that EPA would follow the Unison line.

Governors asked about the timeline for TUPE.

DB reported that EPA would take time to ensure it is done properly, which will mean 60 days minimum.

He noted that MCS staff have access to the list of EPA schools and have been invited to contact other EPA staff about their experience of TUPE.

DB explained that the most complicated part of the process of transfer will be the land ownership issue. He added that this is already in the hands of the lawyers at EPA and at Magdalen College, Oxford, who own the St John's site.

He suggested that the best-case scenario for transfer of MCS to EPA would be 1st April 2026, or failing that, 1st September 2026.

Governors questioned how they should proceed with regard to policies due for review? After discussion with DB, it was agreed that the FGB should continue to review policies according to the schedule. DB clarified that EPA would look at policies in due course.

Governors asked for clarification of whether any MCS policies have been changed yet. DB said they have not. TH added that the Behaviour Policy is due for review in November, at which point it will be updated with the changes made since the inspection. At that point the MCS policy will be compared with the EPA model.

Governors questioned whether EPA has a list of Trust-wide and local policies?

DB confirmed that they do.

Governors challenged DB about any changes to the reporting structure, particularly for the Senior Leadership Team (SLT)? DB reported that legally there are no changes yet. He reminded Governors that Craig Thomas and Sukhbir are currently working alongside the SLT in school. He added that he spoke to the SLT himself today and they are aware of the priority to raise standards.

6.1 Governance restructuring in response to DfE decision – establishment of an Interim Executive Board (IEB); membership and terms of reference

DB explained that the IEB will be established with terms of reference specific to the requirements of MCS. The membership will include the most recently appointed Governors and the current Chair of Governors. The aim of the IEB will be to work at pace to ensure rapid improvement.

The membership was proposed as follows;

- Jordan English – Chair of the IEB
- Jenny Faulkner
- Ben Naylor
- Hilary Tudor – Price
- Jo Wright

DB added that Debbie James (DJ), HMI would work with the IEB in an advisory capacity. He noted that she is from a different region. DB suggested that might start with DJ coming to talk to Governors about the new Ofsted Framework, which places an even greater emphasis on governance.

JE asked about the timeframe for establishing the IEB? DB suggested that this will be subject to an interpretation of the new Framework, based on when Ofsted are likely to conduct their first monitoring visit. This could be December based on one interpretation of the Framework but could also be sooner due to safeguarding.

JE asked about the delegation of power and responsibility between the IEB and the Governing Body? DB reiterated that the IEB will not be a standard IEB but will act as a committee of the GB. He confirmed that the GB remains the statutory body, which will vest powers in the IEB to deliver the action for improvement at pace.

Governors questioned what will change in this arrangement when MCS formally joins EPA? DB explained that Parents and Community Governors will continue to be valued as representatives of the local community.

Governors challenged the use of the word 'Executive' in IEB as opposed to the word 'Governance'? DB explained that an IEB is usually more 'hands-on' than a GB and Ofsted will want to see that. He noted the blurring of lines between strategic and operational governance which is likely to happen for a short period of time. JF added that the same model was used at Heyford Park and explained how that had worked.

Governors questioned the role for the 'other' Governors not on the IEB. DB reiterated that their link with the local community will continue to be vital in rebuilding confidence in the school. He noted that although the role will be different, it will be vital, and they should continue to hold the school leadership to account. JF added that all Governors will be needed to contribute to two key events, firstly the next meeting with parents on 22nd September and also to sharing positive messages focussed on recruitment to next year's Year 7.

JW added that the GB is where the local level knowledge sits, and so it has an important part to play.

Governors questioned the use of the word 'manage' in relation to EPA in the recent submission made to the DfE, noting that DB had used the word 'advise' during this meeting. DB clarified that the EPA Trust act as advisors and noted that CT will line manage all the secondary headteachers as Director of Secondaries. He added that Sukhbir is also an experienced executive headteacher and brings extra capacity as a consultant. DB confirmed that nothing has changed legally at this point. He concluded that EPA advisers will pitch in but will also be careful not to take over.

BN summarised that all of the issues raised would be picked up by the IEB. DB asked JE to convene the first meeting of the IEB, which will report back to the GB.

7. Master's Report

The Master's report for September 2025 had been shared in advance on GHub and was presented by TH. Questions were invited.

7.1 Start of the academic year

TH noted that follow-up has been carried out by WNC since the staff training delivered at the beginning of September.

7.2 Pupil numbers

Governors questioned the drop in student numbers in Year 12 and asked whether this relates to low attainment? TH reported that the drop is largely demographic, and the trend has always been for higher achievers to move to the Sixth Form at the Royal Latin Grammar school in Buckingham. He referred to the total numbers in the Sixth Form as not unusual for MCS.

Governors challenged the drop in pupil numbers in Year 10. TH explained that a lot of the losses happened in-year before the end of Year 9 for this cohort.

Governors asked whether there were a lot of students who moved to the UTC at Silverstone this year? TH thought only 4 or 5 had gone to the UTC. It was noted that Chenderit in Middleton Cheney has also become a competitor for students.

Governors raised concern that student numbers have declined steadily over the last few years, noting that a lot of work was done last year to increase admissions to the Sixth Form which has not come to fruition. Governors challenged where the expected numbers have gone and asked TH to share more detailed data to help them understand the reasons? TH agreed to do this. He suggested that some of the drop is about the Ofsted report, and some relates to the impact of staffing issues last year.

It was agreed that the dropping pupil numbers are a big concern, which will be discussed in more detail by the meeting of the Education & Welfare Curriculum & Standards Committee at their next meeting. **Governors raised concern that this discussion needs to happen quickly.** It was noted and agreed that the E&W meeting is already scheduled for 23rd September and will focus on a detailed report from senior staff. The feedback from that committee meeting will be brought to the FGB on 14 October 2025.

Governors challenged the impact of substitute teaching, noting that although the school is fully staffed there is at least one substitute teacher being used long-term who takes holiday during term-time. The impact of this on the students was raised as a concern. TH referred to recruitment issues and explained that this particular substitute is a fully qualified teacher of Maths, which was the priority. He said that this was the best arrangement that could be found in the circumstances and there is a contract in place for the whole academic year. Governors discussed the use of substitute staff, planning and how they are monitored. The importance of staff absence management was noted.

TH confirmed that the school started the year fully staffed and with capacity due to some subject changes. He added that a range of staff cover models are being used.

Governors asked whether there are gaps due to long-term absence? TH reported that there are currently two maternity leaves and one phased return to work.

Governors challenged how many students in the Sixth Form were affected by changes made to A-level classes? TH reported that 2 students were unable to take English A-level due to the changes made but found other options they were happy with and stayed at MCS.

Governors questioned whether there is no expertise on the staff to teach Further Maths A-level? TH reported that there is expertise on the staff, but no students opted to study Further Maths. He noted that this was partly due to one particular teacher of Maths leaving for promotion.

Governors asked whether a Sixth Form Open Evening is planned and if trial days are offered? TH confirmed that an Open Evening is planned for January and trial days are offered, noting that it has been a challenge to make the latter meaningful.

Governors asked about the impact of curriculum changes on student numbers in the Sixth Form? TH confirmed that careful decisions will need to be made about future options, including consideration of other non-A-level routes to keep young people learning in Brackley.

7.3 Exam results

TH presented the results data that had been shared with Governors during the summer break and noted one typo to the estimated P8 figure, which should read -0.2, rather than -0.25. He added that this data is a little better, but not comparable with 2024.

Governors asked for an attainment number. TH thought it was 44 but agreed to check that.

BN highlighted that this will be a key area for Governors to monitor throughout the year focusing on 5+ in Maths and English at GCSE and the Progress 8 score. TH added that the internal target for Progress 8 is 0.3, which is the equivalent of every student improving by 1 grade in 4 subjects.

It was noted that the work of the IEB will be important here as speed will be crucial to achieving this target.

7.4 Teacher and Support Staff Pay Awards

The request for Governor approval to apply the national Teacher and Support Staff Pay Awards was noted. **Governors agreed to approve the Pay Award as detailed in the Master's Report.** TH noted that there will be no change in funding for schools to cover the support staff pay award.

7.5 Premises

TH thanked the Business Manager, Premises Manager and his team for delivering the long list of works completed over the summer break. He added that there had been very effective use of external contractors.

RP noted the high standard of workmanship observed from a local resident point of view.

BN encouraged all Governors to visit the St John's site to see the improvements made there.

Governors asked if any buildings at St John's are still decommissioned? TH confirmed that they are. It was agreed that longer-term planning for these buildings is required.

7.6 RAP

TH confirmed that the focus so far has been on behaviour and school culture and has now moved onto the quality of teaching with the staff training on adaptive teaching.

7.7 Academies Financial Handbook

It was noted that the changes will be picked up by the Finance & Resources Committee. The need for MCS to remain compliant throughout the process of transfer to EPA was confirmed.

7.8 Safeguarding

The improvements made to security at the St John's site were noted.

TH reported that Keeping Children Safe in Education (KCSiE) 2025 has been updated and is likely to be updated further over the course of the year due to key pieces of legislation currently in progress. HTP added that national guidelines on teaching PHSE are also expected.

The Safeguarding and Child Protection Policy updated in line with KCSiE 2025 had been shared on GHub, including a child-friendly version which will be appended to the main policy document.

Governors asked if track-changes could be used in future.

The use of a different font for one section and the inconsistent use of colours was highlighted for correction and noted by TH.

8. Safeguarding

8.1 Keeping Children Safe in Education (KCSiE) 2025 – this had been covered under agenda item 7.8

8.2 Adopt the Safeguarding and Child Protection Policy 2025 – this had been discussed under agenda item 7.8.

Governors agreed to adopt the Safeguarding and Child Protection Policy 2025.

8.3 Annual safeguarding update for Governors – It was noted that a summary of the changes to KCSiE had been shared, along with the update document and policy.

Governors asked HTP as Safeguarding Governor to share guidance on which level of safeguarding training they should complete and where that training can be found. HTP agreed and noted that all Governors need a good understanding of safeguarding. JF added that EPA expect all Governors to have Level 2.

It was discussed and confirmed that at least one person on all interview panels should have completed Safer Recruitment training.

9. Committee Reports

9.1 Chairs' Committee - the draft minutes of the meeting held on 9 September 2025 had been shared on GHub and were taken as read. There were no questions raised.

- **Governors agreed to adopt the Terms of Reference for the Chairs' Committee without change.**
- The changes to the Academy Trust Handbook were noted as having been referred for review by the Finance & Resources Committee.

10. Governance

10.1 Confirm Governor roles and responsibilities for 2025 / 2026

Following discussion the following appointments to roles were confirmed.

- Safeguarding and Child Protection – HTP & NA
- Inclusion: SEND & AP – CH
- Pupil Premium – CH
- LAC – NA
- Performance Management – NA & CH
- Careers – RP (new appointment)
- Online Safety – HTP (new appointment)
- Audit, Risk & Assurance Committee Chair – JE (new appointment)
- Education & Welfare Committee Chair – JB
- Education & Welfare Committee Vice Chair – CH
- Finance & Resources Committee Chair – JW (new appointment)
- Health & Safety Committee Chair – NJ
- Personnel Committee Chair – JW (new appointment)

Governors discussed whether the terms of reference for the Audit, Risk and Assurance Committee should be subsumed within the terms of reference for the IEB. It was agreed that this should be added to the agenda for the first meeting of the IEB.

Governors questioned whether there should be a member of each Committee on the IEB and also asked how the IEB would feed back to the GB?

It was agreed that the IEB will bring a paper on the terms of reference to the next meeting of the FGB on 14 October 2025.

JW proposed that the Finance & Resources Committee merge with the Personnel Committee. BN noted that there was a reason why the two had been separated and would check what that was.

It was agreed that Committees should decide at their first meetings whether they wish to meet online or in person.

10.2 Review of Governance

BN reminded Governors that their monitoring role in relation to the RAP is key and noted that the Governor Visits Policy had been shared in GHub for guidance. He

added that buddying up between new and experienced Governors had been agreed to support this process.

TH asked Governors to advise himself, the Deputy Headteacher and Senior Assistant Headteacher if they are planning to visit.

11. Any Other Business

There was none raised.

12. Dates of next meetings

Tuesday 14 October 2025 at 6.30pm – FGB planning meeting (agenda tba). JW sent apologies in advance.

Tuesday 9 December 2025 at 6.30pm – FGB business meeting and AGM

There being no further business the meeting closed at 8.40pm.

Signed..... (Chair)

Dated.....