

Present:

Members

Exeter Diocesan Education Network - The Ven Douglas Dettmer (DD)
Bearnas Educational Trust - Peter Bethel (PB)
Isabel Cherrett (IC)

Trustees

Cheryl Mathieson (Chair) Christopher Norman (CN)
Nicky Dunford (CEO) Dominic Course (DC)
Fiona Walters (FW) Ben Thorne (BT)
Kate Evans (KE)
Graeme Scott (GS)

In attendance:

Local Board Chairs

Although invited none of the Local Board Chairs were able to attend on this occasion.

Officers

Matt Matthew (DCEO)
Elaine Clarke (Clerk)

Apologies:

YMCA Exeter - Paul Reisbach, Member
Sarah Cox, Trustee
Paul Waterworth, Trustee
Corinna Tigg, Local Board Chair – Raleigh
Jo Carter, Local Board Chair – Woodleigh
Lynda Cooper, Local Board Chair - Moorland

**Absent without
apology:**

University of St Mark and St John - Gary Kinchin, Member
Cat Radford, Local Board Chair - Totnes

No	Item	Action
1.	Welcome On behalf of the Board, the Chair welcomed all those present and in attendance. New members and trustees were welcomed. All members and trustees introduced themselves.	
2.	Declarations of interest Isabel Cherrett has a family member who is the Trust Inclusion and Improvement Hub Manager. Peter Bethel is a trustee of Totnes Elizabethan Museum, Member of Totnes Rotary Club, Treasurer Totnes Show and Totnes Town Council Sergeant. Douglas Dettmer is a director and trustee of Exeter Diocesan Board of Finance Ltd and Exeter Diocesan Trust and a trustee of Church College Hostel Trust and Tranquillity House Trust. The CEO is a Trustee for the Bearnas Education Foundation. Dominic Course is Chair of Governors at South Dartmoor Community College and a Director of DACORS Ltd. Fiona Walters is a director of Devon Opera Ltd and of LCP Harlesden Ltd, and a Trustee of Devon Opera. Graeme Scott is an employee and Executive Chairperson for educational software company, The Mario Framework. Chris Norman is Director of CANE Properties Ltd. Kate Evans is Director for Education of The Good Shepherd MAT. Ben Thorne is Director and Trustee at Tor Bridge Academy Trust.	

3.	<p>Any other business</p> <p>None notified.</p>	
4.	<p>Approval of meeting minutes</p> <p>The minutes of the meeting T34 21 19 July 2021 were approved by those who were present at that meeting.</p>	
5.	<p>External Audit Service</p> <p>The Chair asked the members to approve the appointment of Bishop Fleming LLP to carry out the External Audit for 2021 – 22. Prior to granting approval the members asked the following:</p> <p>Q – Has there been an increase in the fee for the audit?</p> <p>A – The CEO responded that there had been an increase in the fee. The recommended firm is also slightly more expensive than one of the tendered quotes received, however trustees had felt that the recommended firm provided a better, comprehensive offer and were familiar with the Trust having worked successfully with them over some years.</p> <p>Q – Will the lead individuals within the firm, who will be working with the Trust, have been reviewed?</p> <p>A – The CEO responded that the lead individuals have been changed over the years. In addition, different individuals do the groundwork.</p> <p>The members approved the appointment of Bishop Fleming LLP to carry out the External Audit for 2021 – 22.</p> <p>It was noted that the results of the External Audit for 2021 – 22 must be with the Education and Skills Funding Agency (ESFA) by 31 December 2022 and subsequently with Companies House.</p> <p>It was noted that a tender exercise will be conducted by the Audit Committee during the Autumn term 2022 and a recommendation made for the appointment of external auditors FY's 22/23 to 24/25.</p>	
6.	<p>Report of the Chair of the Board of Trustees and Review of the Year's Activities for 2021-22 – for note and discussion</p> <p>The Chair highlighted the following from the report prior to taking questions:</p> <ul style="list-style-type: none"> • Covid – this has yet again had an impact of the Trust education provision this year. Although no lock down there have been some sustained periods of absence of staff and pupils across the Trust. Special thanks go to the CEO, DCEO, Sue Howard, HR Officer and members of the Executive Improvement Team (EIT) as despite the challenges, by working together, the Trust has not had to close any of the schools during the year. Pupils have been back in full time education for a year now and while across the Trust everyone is working hard to close the gap in pupil learning and development, the impact of Covid will be felt for some time yet, including effects on mental health. • Staffing – High numbers of staff have left the Trust this year - mainly teaching staff and teaching assistants (TAs). It is evident this is due to a number of factors; teachers are rethinking their work/life balance after the pressures of Covid over the last two years; the economy has had an impact on part time teachers and TAs no longer wishing to pay increasingly high costs of travel to work; TAs working 1:1 with pupils with special needs are finding this stressful. It is becoming a challenge to find staff, particularly senior teachers. This situation appears to be affecting many Trusts. • Changes at Board level this year – Notably we had the sad loss of trustee Roy Gillard, who passed away at the beginning of the year. Several other trustees have left. Four new trustees have been recruited who bring a range of 	

	<p>experience to the Board, complementing the skills of existing trustees, strengthening governance and the increasing ability to provide a constructive challenge.</p> <ul style="list-style-type: none"> • Trust Growth – Morchard Bishop, in a management partnership last year, converted in October taking the Trust to sixteen schools. <p>This year the Trust entered into a management partnership with Wolborough CE Primary School in Newton Abbot. The DCEO is working with Wolborough to improve their financial position. Wolborough have yet to submit an expression of interest to join the Trust, but this is expected soon. Some restructuring and land issues need to be resolved prior to this.</p> <p>A federation of three schools in the Ivybridge area may enter into a management partnership with the Trust in September. One of the three schools is a church school. One school has had a recent Ofsted inspection and two prior Ofsteds have been 'Good'.</p> <p>The Trust is also talking to another single academy which is a free school.</p> <p>With the DfE pushing for every school to be in a strong Trust by 2030 it is felt there will be a lot of opportunity to acquire new schools – however any new schools would need to be a good fit to the Trust and do nothing to jeopardise existing Trust schools.</p> <ul style="list-style-type: none"> • Finance – This will be another strong year financially, thanks to the tight financial management of the DCEO and team. A healthy level of reserves has been built up to, in part, support growth and manage funding uncertainties such as staff pay awards. There is also increasing demand for capital funding to maintain and improve the Trust estate. Trustees have recognised the level of reserves is high and the Finance and General Purposes Committee have developed a plan for projects for use of the reserves, including capital, growth, technology and green projects. The plan retains a buffer in accordance with ESFA guidelines. <p>In conclusion the Chair extended thanks to the members, trustees and local board governors, the DCEO, Sue Howard, the EIT and all teaching and support staff for their hard work and dedication over a difficult year. She also thanked the CEO for her tireless work to achieve the best outcomes for the Trust. She added that she felt being part of such a robust Trust has enabled the Trust to face and come through the recent challenges.</p> <p>The members thanked the Chair for her clear and helpful report then asked the following:</p> <p>Q – In terms of teaching staff recruitment and retention to what extent are salary levels part of that? What is the scope for using salaries as an incentive to persuade people to travel to work at our schools?</p> <p>A – The Chair responded that there is probably some scope but the Trust is reluctant to move away from government recommended levels. There needs to be a balance between giving more and the knock on effect to everything else. It is a piece of work for the Workforce Strategy group to make the Trust the employer of choice. Having carried out exit interviews nobody so far has said leaving is purely to do with salary. Of our last leavers it was more the pressure of work mentioned. The Chair agreed that the Trust did need to be mindful of salary however, as the biggest risk to the Trust was not being able to get staff but advised that the Workforce Strategy group would be looking at other ways of attracting and retaining staff.</p> <p>Q – Could the Trust pay travelling costs to staff?</p>	
--	--	--

A – The CEO advised that travel costs were paid for journeys made by staff as part of their job, within work time. Travel to a place of work is not paid and would have tax complications. It is felt that the Trust offers extra incentives to staff through its programme of internal CPD and training, and opportunity for progression.

Q – Regarding the reserves and the environmental agenda, the Church of England General Synod has committed to net zero carbon targets for 2030 – how is the Trust addressing environmental issues, particularly the church schools?

A – The CEO, DCEO and trustees responded with a general overview of moving to a net zero target. They advised of ways in which the Trust will be continuing to address this issue:

- CIF bids and capital projects include suspended ceilings and LED lighting.
 - PV solar panels in situ at a number of schools and looking at funding and provision at other schools
 - Bids will be placed for the public sector decarbonisation programme in September for replacement of gas boilers with more energy efficient systems
 - Gradual replacement of school roofs to improve energy efficiency
 - Building up awareness in schools and school eco-councils. At present this is being led by individual academy heads (AHs), based on the capacity of the school to address the issues, rather than as a Trust-wide programme.
- Broadhempston has recently become an Eco-School

In terms of upgrading Trust school buildings, the DCEO advised that some buildings were in a conservation area however planning has not yet been an issue. The members and trustees also discussed the possibility of using of church buildings for school purposes and felt this worth looking into.

It was noted by members, from the CEO's summer newsletter, that many of the school clubs and activities had an eco- focus. The merits of local provision of school catering using locally produced ingredients, which the Trust is supporting were discussed. Members were advised that uptake of free school meals has increased.

Q – With reference to the Regional Schools Commission (RSC) broadening remit regarding safeguarding, has there been an improvement in the support and coordination of safeguarding within the Local Authority (LA)? Please note: the RSC is soon to become the Regional Delivery Directorate (RDD).

A – The CEO responded that following a second recent Ofsted, the LA remained in special measures. However following a recent referral to MASH from one of the Trust schools, a timely and appropriate response to the situation was made, which provided some hopes of improvement. New staff have also been appointed to the service which it is hoped will also help turn the situation around.

Q- When will the Trust be replacing the Devon Lady buildings at Diptford?

A – The CEO responded that the Trust is still awaiting the outcome of the Schools Rebuilding Programme bid for funding the project to replace the buildings. In the meantime an application has been for urgent capital funding – again a response is being awaited and recently the local MP has become involved in supporting the applications. Parents are becoming frustrated at the lack of progress and the CEO and Chair are continuing to communicate and provide updates on the situation to parents. The CEO explained temporary reorganisation of teaching arrangements at the school that would be required until such time as the funding issues are resolved and the building project complete.

BT explained that although financial reserves were available, the Trust wanted to exhaust every possibility of outside funding before using its own money towards the project as this would be the best outcome for the whole Trust. The CEO expressed her frustration with the current system of capital funding being based on pupil numbers –

	<p>as a trust made up of sixteen small schools pupil numbers are low but the size of the estate comparatively high and costly to maintain, therefore Trust capital improvements are mainly dependent on reserves made up from revenue funding. Members acknowledged it was a hard decision to commit to spending the reserves in the face of other financial challenges such as increasing staffing costs.</p>	
7.	<p>Governance</p>	
7.1	<p>Appointment of Members</p> <p>The appointment, in accordance with article 12(c)(ii) of the Articles of Association, of Isabel Cherrett as a Non-Foundation Member with effect from 01 January 2022, was noted.</p> <p>It was noted that Gary Kinchin has taken over from Gillian Golder as the representative of the University of St Mark and St John, Plymouth.</p> <p>The Chair advised that Gillian had been a member of the Trust since its start and she has thanked Gillian for her support and guidance over the years.</p>	
7.2	<p>Appointment of Trustees</p> <p>The appointment by the Foundation Members of Graeme Scott as a Foundation Trustee with effect from 25 January 2022 was noted.</p> <p>The appointment by the Foundation Members of Christopher Norman as a Foundation Trustee with effect from 02 February 2022 was noted.</p> <p>The appointment by the Foundation Members of Kate Evans as a Foundation Trustee with effect from 16 February 2022 was noted.</p> <p>The appointment by the Non Foundation Members of Ben Thorne as a Non Foundation Trustee with effect from 22 February 2022 was noted.</p>	
7.3	<p>Analysis of Members' Role 2022</p> <p>Paper prepared by Isabel Cherrett – for discussion and approval</p> <p>The Chair explained how she and the CEO had asked IC to carry out this piece of work to analyse the members' purpose and role, and to ensure the information the members currently get is sufficient to assure themselves that the Trust governance is effective. Trustees and members had been asked to comment on the paper and some comments had been received. The Chair then handed over to IC.</p> <p>IC explained how she had approached the project, a main concern being not to interfere with the role of the trustees who have the responsibility to make decisions about the spending of the Trust's money. She felt it was the role of the members to take an overview of the trustees work to make sure that everything is in place. She had tried to look at the issues keeping additional cost and workload to a minimum. As the paper had been circulated prior to the meeting, she advised she was not going to talk through it, but invited questions and comments. Members and trustees raised the following:</p> <ul style="list-style-type: none"> • Safeguarding and risk management - The Chair raised the issue of the members' role in safeguarding and risk management which had been the main area commented on by the Board as a whole. Trustees felt that safeguarding was not part of the members' role per se – but members should receive enough information to question any concerns - similarly with risk management. • Meeting cycle and number of meetings – DD suggested that ideally there should be two or three face to face members' meetings per year rather than the current one. He also suggested that the AGM should be moved to January soon after the previous year's accounts had been finalised, with a second more 	

	<p>general meeting at around this time of year (July). Members and trustees supported the need for additional meetings, including the attendance of members at the annual Trust Strategy Day/Away Day if possible. Additional meetings were also a recommendation of the recent NGA governance review. Members and trustees decided against a meeting in September, looking at Trust aims for the year. They felt September was already a very busy time and plans and aims for the forthcoming year could be brought to the July meeting.</p> <ul style="list-style-type: none"> • Communication and information – Members would like better and more frequent accessibility to information and it was agreed that the Clerk should email reports - for example Ofsted reports, financial reports and Board minutes, directly to members when available. • Risk Register – DC explained how the new risk register software had been set up and the risks reviewed and updated. IC highlighted the proposal made in the paper that when a risk passed a certain rating, members should be made aware of it so they could monitor actions then taken by the Board in response, across the year, rather than just receiving a report once or twice a year. <p>Members and trustees agreed to adopt the paper.</p> <p>Members and trustees agreed to move the AGM to January, with the intention that this be a shorter meeting to enable members to receive the accounts in a more timely way and to appoint the External Auditor for that financial year before the audit work is commenced. The July meeting would then be used to receive reports of the Trust's activities and progress from that year, and to receive plans for the following year.</p> <p>Some concerns were raised about travelling to a meeting in January due to poor weather conditions. The Chair advised that while fully online meetings for members are not permitted in the Articles at present, it would be possible for some participants to attend a meeting online provided a venue is booked for the meeting and other participants attend in person.</p> <p>With regard to meeting dates, the Chair asked DD to send the Clerk dates when he would be available to attend an AGM in January.</p>	<p>Clerk</p> <p>DD</p>
<p>8.</p> <p>8.1</p> <p>8.2</p>	<p>Finance</p> <p>Annual Report and Financial Statements for the year ended 31 August 2021</p> <p>It was noted that an electronic version of the audited accounts for 2020-21 was circulated to Members in January 2021. This is in accordance with the Academies' Financial Handbook.</p> <p>Summary of 2021-22 outcome and 2022-23 to date</p> <p>It was noted that preparatory work will begin over the summer by Bishop Fleming for the external audit for the year ended 31 August 2022.</p> <p>It was noted that the Department for Education submission date for the budget for 2022-23 and the financial forecasts to 2024-25 is 26 July 2022. The DCEO confirmed however that the budget was successfully submitted last Friday.</p> <p>Q – Members asked how the budget was looking</p> <p>A -The DCEO advised that for the first time the budget was showing a small deficit across all three years, mainly due to predicted teacher and support staff pay awards. It is not yet known whether the government will provide funding towards the extra costs of the pay awards, which would improve the financial position.</p>	
9.	Proposed changes to funding agreements	

	<p>It was noted that Otterton Church of England Primary School extended the age range from 3 to 11 with effect from 1 September 2021 and Drakes Church of England Primary School extended the age range from 3 to 11 with effect from 1 September 2022. It was also noted however that the opening of the extended provision for Drakes has been delayed owing to internal remodelling being required.</p>	
10.	<p>Election of Chair and Vice Chair of the Board of Trustees for 2022-23 The Clerk advised there had been one nomination for each post as follows:</p> <p>Chair – Cheryl Mathieson Vice Chair – Ben Thorne</p> <p>The opportunity for discussion of the candidates was offered, however none was required.</p> <p>Trustees unanimously approved the appointment of Cheryl Mathieson as Chair of the Board of Trustees for 2022-23.</p> <p>Trustees unanimously approved the appointment of Ben Thorne as Vice Chair of the Board of Trustees for 2022-23.</p>	
11.	<p>Evaluation of governance impact – review of the performance and value of the meeting The following comments were received from members and trustees:</p> <ul style="list-style-type: none"> It was felt that a rich discussion had been held over several of the issues and that the cycle and format of meetings going forward, had been moved on. 	
18.	<p>Date of the next AGM To be confirmed – see item 7.3.</p> <p>The Chair ended the meeting by wishing members and trustees a good summer break.</p> <p>On behalf of the members DD thanked the trustees for their sterling work this year.</p>	

The meeting closed at 19.25