

Board of Trustees

Minutes: 9 December 2019

T/23/19

Trustees/Directors:

Isabel Cherrett – in the chair	Peter Bethel	Jane Collings
Nicola Dunford – <i>from item 2</i>	Mike Fisher	Roy Gillard
Jason Hayward-Jones	Cheryl Mathieson	Fiona Walters

Private Meeting of Non-Executive Trustees

1. Remuneration Committee Report

The Non-Executive Trustees met without officers present to discuss the outcome of the Chief Executive Officer's annual appraisal, Mrs Dunford's Objectives for 2019-20 and the Committee's recommendations relating to the pay review of the Senior Management Team.

In attendance: Matt Matthew, Trust Business Manager (TBM)
Becky Ames, Clerk to the Trust

Welcome and apologies

The CEO and officers joined the meeting. The Chair welcomed everyone and there were no declarations of interest.

2. 2018-19 Annual Report and Financial Statements

2.1 Management Report by the External Audit Service

The TBM presented the Management Report by Bishop Fleming which included three recommendations: one amber (having an important effect of the system of internal control) and two green (to improve internal control). The Board accepted the responses and was pleased to note that the five recommendations from 2017-18 had been implemented.

2.2 Annual Report and Financial Statements for the year ended 31 August 2019

Mr Bethel, as Chair of the Audit Committee, and Mr Gillard, Chair of the Finance & General Purposes Committee had joined the Chief Executive Officer (CEO) and the Trust Business Manager (TBM) on 5 November for the audit closure meeting with the Client Partner and Manager of Bishop Fleming. No significant issues had been raised during the meeting and the audit had progressed smoothly with all documentation being provided in good time.

The Audit Committee on 13 November and the F&GP Committee on 29 November had each considered the Annual Report and Financial Statements for the year ended 31 August 2019. Income for the year had risen to £4,296,987 and expenditure to £4,232,383. After the Financial Reporting Standard (FRS) 102 Pension Charge and taking account of capital expenditure from reserves, the surplus was £29,824.

The Board was invited to comment on the document which was available on SharePoint. This included:

- The Trustees' Report
- The Governance Statement
- Chief Executive Officer's Value for Money Report
- Chief Executive Officer's Statement on Regularity, Propriety and Compliance
- The Statement of Trustees' Responsibilities
- The Auditor's Letter of Representation

The Board confirmed that the above were true and accurate statements and **approved** them. In doing so, the Board **authorised** the Chair and the CEO to sign them on behalf of the Trust for submission to the External Auditors for signature and then the Education and Skills Funding Agency (ESFA) and Companies House. In accordance with the Academies Financial Handbook, a copy would also be provided to the Members and posted on the Trust's website.

On behalf of Trustees, the Chair commended the work of the TBM and the Finance Team and would write to convey the Board's thanks.

3. **Minutes of previous meeting**

The Minutes of the meeting, Parts I and II, held on 7 October 2019 were agreed and signed by the Chair as an accurate record.

4. **Matters arising**

4.1 **Item 2.1 - Trust Data Protection Officer Role**

The CEO was pleased to report that Wolferstans, the Trust's Solicitors, had met with her, Ms Mathieson (HR Portfolio Holder) and the HR Officer, Mrs Howard, to review the Trust's compliance with the General Data Protection Regulation. In general, the Trust was adopting good practice and a number of improvements had been noted for implementation.

The School Administrator at Hennock, Susan Stansfield, had agreed to take on the role of Data Protection Officer. Following training, this would involve audit visits to schools to assess current practice and make recommendations to the Academy Heads for improvement. The Board welcomed the appointment.

4.2 **Item 4.3 F&GP Constitution and Terms of Reference**

Ms Collings asked that the Board's decision relating to the term Director or Trustee be considered further in the light of greater emphasis on the use of 'Trustee' nationally in the academy sector. The CEO concurred and recommended that the Link should not be out of step with other Trusts. Acknowledging that all Board members were both Trustees and Directors, for different legal functions, the Board unanimously **agreed** henceforth to adopt the term 'Trustee'.

4.3 **Item 6.1 – Income Generation Vacancy**

The CEO reported that the TBM had arranged training for members of the PTFA on fundraising and bid writing which had been well received. . At their request, another course was planned for the PTFAs and their Academy Heads to attend in February 2020.

It was agreed that some clarity was needed to ensure all funding bids were consistent about the Trust's legal and financial structure. The TBM is currently putting in place a forum for the PTFA where they can share documents and fundraising ideas. The Board of Trustees appreciated the contributions that the PTFA's make to generate income for books and equipment etc. and looked forward to celebrating their achievements in gaining even greater funding.

The CEO and TBM were giving further consideration to the most effective way to fill the vacant post of Income Generation Officer.

4.4 Item 8 - Budget 2019-20

Arising from the Board's disquiet about the timing of communications from the Department for Education (DfE) on significant changes affecting the Trust's budget so close to the submission of the three year budget and forecasts, the Chair had written to the Parliamentary Under-Secretary of State for the School System, Lord Agnew and circulated the letter to Trustees for information.

The Board received Lord Agnew's response which noted the pay rise for teaching staff at 2.75pc was 2pc above what the DfE considered schools could afford. In July, the DfE had announced an additional £105m to cover the cost, over and above the £321m to cover the cost of the 2018 pay award. Whilst accepting the extra funding, the Board remained concerned about the lack of clarity as funding was allocated on a Government financial year ending on 31 March while the Trust's financial year still had five months to go.

4.5 Item 10.2 - Articles of Association

The Chair was pleased to report that the Resolution to adopt the updated Articles of Association had now been signed by the four Members and approved by the Diocesan Board of Education and Board of Finance. The Diocese's Solicitors, Anthony Collins, would now submit the Articles for posting on Companies House.

The Chair confirmed that the 2019 Articles of Association would provide the framework in which the Trust would now operate. The TBM reported that the new Articles of Association had been posted onto the Trust's website on 5 December 2019.

4.6 Item 14 - New Term Dates

Term dates for 2020-21 had been approved outside the meeting. All Trust Schools will follow the same pattern with the exception of Widecombe which would be closed on the second Tuesday in September 2020 for the Widecombe Fair.

5. Audit Committee

5.1 Meeting held on 13 November 2019

The Board received and noted the Minutes of the Audit Committee held on 13 November 2019. Mr Bethel presented and commended the Bishop Fleming Report for its clarity; it contained no major concerns.

With regard to item 4, Annual Report and Financial Statements, the Chair noted Mr Bethel's proposal to amend the Protocol for the AR&FS approval to include the Chair of the Audit Committee to attend the Closure meeting. This had resulted in the Audit Partner and Manager being stood down from the Committee's meeting and

thus the discussion between Trustees and the External Auditor had not been recorded in any minutes. Mr Bethel had had a telephone conversation with the Audit Partner, Pam Tuckett, and she had confirmed there were no issues she would wished to have raised. For the 2019-20 Audit, the protocol agreed by the Board in February 2019 would be followed.

5.2 Constitution and Terms of Reference

The Board noted the recommended amendments to the Constitution and Terms of Reference to include the TBM to attend meetings, the Chair would review the sections of the Risk Register to be brought to the Board's attention and that Due Diligence reports on schools joining the Trust would be submitted to the Committee as part of its remit on risk.

The Board **approved** the amendments which would take effect immediately.

Action: updated document to be posted on the Trust's website

5.3 Internal Audit Service and Audit Programme for 2019-20

The Audit Committee had reviewed the service of Griffin Accountancy and is satisfied with the service provided.

5.3.1 The Audit Committee recommended that Griffin Accountancy is appointed for two years, being 2019-20 and 2020-21. The TBM confirmed that their work was helpful and reports were proportional.

The Board **approved** the appointment of Griffin Accountancy for the current year and for 2020-21.

5.3.2 In accordance with the Audit Committee's recommendation, the Board **approved** the audit programme for 2019-20:

Autumn Term – Governance

Spring Term – Risk Management

Summer Term – Financial Budgets and Governance

5.4 Register of Business Interest

A new Register of Business Interests (RBI) form was now required. All Directors/ Trustees are required to complete this and Trustees should include all companies and charities of which they are a Director or Trustee. Three Trustees sought clarity regarding client confidentiality and were assured the purpose was for the Auditors to assess any Related Party transactions. The form and its information would not be made public.

6. Finance and General Purposes Committee

6.1 Meeting held on 29 November 2019

The Board received and noted the draft minutes of the F&GP meeting held on 29 November 2019. Mr Gillard confirmed that financial performance was according to plan and there were no financial issues to report.

6.2 Pupil Census 2019

The annual census of the pupil population took place in October 2019 and the Board received the figures for each school, together with the capacity figures and the percentage of pupils against the capacity. The total was 939 pupils, against the

capacity of 1,051. Mr Gillard was pleased to note that this year's intake had been positive; the CEO added that the Trust's Reception intake was 154 against a Pupil Admission Number of 153 and this would therefore improve school numbers in future years.

6.3 Condition Improvement Bids 2020

The TBM presented a summary of the CIF bids to be submitted by 13 December 2019. These related mostly to Mechanical and Engineering works in nine schools. Mr Matthew reminded the Board that the fund would be oversubscribed and it was therefore very difficult to assess the likelihood of successful bids. The Trust needed to demonstrate its commitment to a reasonable contribution for each bid and the Board **agreed** the proposed contribution levels. Whilst Trustees hoped that the bids would be successful, if they all resulted in funding they would require careful management. The TBM would advise the Board when the outcome was known.

6.4 Financial Performance 2019-20

The Board received the monthly Trust Financial performance report to 31 October 2019. Broadhempston had converted to the Trust on 1 October 2019 and therefore their figures showed one month's income and expenditure. Figures for Drakes and Otterton would be added to future reports, following their conversion on 1 December 2019.

At the end of Period 2, it was too early to speculate on the year but the F&GP Committee would continue to monitor the Trust's performance and the Board would have figures to the end of January 2020 (five months) at its meeting in February.

The Chair of S&C Committee asked for clarification about the level of reserves held and the importance of these supporting the curriculum, particular under the new Ofsted Framework. The CEO agreed and summarised recent expenditure on Phonics, Accelerated Reader in each school with associated licences, introducing a new library system and equipment for Mathematics. Academy Heads had been asked to complete a grid of resources needed so that the Business Unit could identify any areas where help from the PTFA could be sought.

The Trustees had previously prioritised using a portion of the funds for some physical improvements to the school environment, alongside training and CPD whilst maintaining six weeks' operating expenses. The latter was critical; for example the boiler at Hennock had had to be replaced as a matter of urgency at a cost of £15,000. There would be an opportunity for Trustees to discuss priorities in the New Year.

6.5 Constitution and Terms of Reference

As noted in item 2.2 of the minutes, the Committee had further discussed the Constitution and Terms of Reference and agreed the TBM should attend meetings. An additional duty was proposed to monitor the implementation of the Strategic Business Plan, relating to Business & Property, Finance and Workforce. To cover all eventualities, the Committee would monitor the budgets of those schools joining the Trust part way through the financial year.

The Board **approved** the further amendments.

Action: updated document to be posted on the Trust's website.

7. Standards and Curriculum Committee

7.1 Meeting held on 27 November 2019

The Board received and noted the minutes of the S&C Committee held on 27 November 2019. Ms Collings noted some minor amendments were to be made and confirmed that accessibility plans will be the responsibility of the F&GP Committee. The CEO added that mock Ofsted visits were now termed *Learn, Support and Challenge* visits.

ACTION Clerk - correction change Audit to S&C within the Action list.

7.2 Standards and Curriculum Governance Review

Ms Collings reported that the Trust would benefit from standardised reports for Governors to use when making school visits; these would provide the key questions to ask and in turn these would make the analysis of results by the Trust Safeguarding and SEND Lead, Alex Waterman, more consistent.

7.3 Visits to schools

Ms Collings had conducted visits to schools to review their Safeguarding Policies. Mr Hayward-Jones had met Andy Keay, Data Lead, at Tedburn St Mary to discuss the development of the new Data collection programme. Ms Collings encouraged Trustees to get to know the schools and their staff through visits.

7.4 Constitution and Terms of Reference

The Committee had reviewed its Constitution and Terms of Reference and proposed that the Academy Trust School Improvement Lead (ATSIL) be included in the Officers attending meetings. The Board **approved** the amendment.

Action: Document to be updated and posted on the Trust's website.

ACTION Clerk – to make a Governance File on SharePoint to collect all review and good practice documents for Governors and Trustees

8. Chief Executive Officer's Report

The CEO presented her report and drew attention to the following:

8.1 National, regional and local issues

Hannah Woodhouse, new RSC Lead would visit the Trust and conduct a MAT review at the end of January. The Trust Capacity Fund (TCaF) bid had been successful and would fund training and CPD for staff as well as back-fill for those supporting the South Dartmoor schools joining in February.

8.2 Growth and Capacity

The CEO and the TBM have mapped out areas in South and East Devon to identify schools that may consider converting to the Link, some of whom have already approached her. The RSC had invited the Link to submit an expression of interest for one school currently in a federation of four primaries.

- Raleigh Federation – the property issue which had held up the conversion on 1 October had now been resolved.
- South Dartmoor – one of the schools had been operating a Pre-School. The Link had submitted an application to extend the age range which was expected to be granted. The three schools may be subject to an Ofsted inspection prior to or

just after conversion as they did not benefit from the seven term window awarded to those not previously an academy.

8.3 Business Plan

- The CEO had updated progress on the Business Plan 2019-20 and hoped that the portfolio holders would take responsibility for future progress reports:
 - Vision, Culture and Ethos – Isabel Cherrett
 - Central Business and Property – Mike Fisher
 - Governance – Jane Collings
 - Financial Strategy and Control – Roy Gillard
 - Growth and Capacity – CEO
 - Quality Assurance and Data – Jason Hayward-Jones
 - Workforce – Cheryl Mathieson
 - Diocesan Liaison – Fiona Walters

8.4 School Improvement

The CEO had conducted some *Learn Support and Challenge* visits for those eligible for an Ofsted Inspection, supported by the Academy Trust School Improvement Lead, Sarah Clarke. Mrs Clarke would follow up issues that needed to be addressed.

8.5 Catering

The scheme to bring catering in house was progressing to schedule. The three South Dartmoor schools were currently within a four year contract.

9. Safeguarding

The CEO presented the Link Multi-Academy Trust Action Plan 2019-20 on Safeguarding, setting out the six Priorities which had been updated as at November 2019. As the Trustee responsible for Safeguarding Ms Collings had met Mrs Waterman to go through the Safeguarding Action Plan for the year. The CEO confirmed there are no current Safeguarding issues to report.

10. Health and Safety

10.1 H&S Officer summary report

The Board received and noted the Report prepared for the Audit Committee outlining the visits made to Schools during the Autumn term. The Chair thanked Claire Slee for her report and asked the TBM to prepare a report on the security of schools to be considered at the next F&GP Committee meeting in February.

10.2 Chair's report on meeting with H&SO, Yeoford, 30 October 2019

The Chair held the Portfolio for Health and Safety and had met with the H&S Officer, Clare Slee at Yeoford on 30 October 2019. The Board noted her report of the visit to the school.

11. Governance

11.1 Scheme of Delegation

The Chair apologised that other business had had to take precedence over the drafting of the new Scheme. She proposed to develop a draft drawing on several Trust policies and, if the format worked, she would ask Trustees and officers to take responsibility for specific areas in order to speed up the process.

11.2 Director Appointments

The Chair regretted to report that Academy Ambassadors had been unable to identify any suitably qualified applicants with a background in Finance, IT or PR/Marketing. Mr Hayward-Jones confirmed this was also the position reported by other Trusts on his course. The Chair had invited one potential Trustee with a background in PR and Marketing to complete an Expression of Interest form. She had also written to the Archdeacon of Totnes, Link Member, seeking support to appoint a Foundation Director with a background in School Improvement, Safeguarding and Pupil Premium.

The Chair proposed that the Trust write to Accountancy firms in the area and other sources of potential Directors with the background required.

11.3 Local Board Membership

The membership of Local Boards included elected Governors, such as Staff but other appointments were subject to approval by the Trustees. The Clerk reported that there are currently two new Governors to approve. The Chair asked that their details be forwarded to the CEO so that appointments could be confirmed at the next Board meeting.

ACTION Clerk – to get a list of all current Governors and their category of membership. The list should also identify the Chair and Vice Chair. Local Boards were currently reviewing their skills set and this would be a useful addition.

12. Local Boards

The Board received and noted the Minutes of recent Local Board meetings:

12.1 Newton & Teign Local Board: 9 October 2019

12.2 Totnes Local Board: 10 October 2019

12.3 Woodleigh Local Board: 16 October 2019.

The Chair noted that the Safeguarding Policy on the Woodleigh website listed the former Chair as the Safeguarding Governor and asked for this to be updated.

ACTION – Clerk to inform the Chair of the Woodleigh Board.

13. Governance Training

Jason Hayward-Jones had attended a national governance training residential and reported that he felt very reassured that the Link Academy Trust is in a very good position. He and Ms Collings had worked on a Governance Action Plan which will be a working document with areas that could be improved. He asked that all Trustees review this and participate in developing best practice.

ACTION the Clerk to generate a new Governance folder on SharePoint.

14. Risk Register

The Chair had asked the Board to review the sections of the Risk Register relating to Quality & Reputation and Governance; the latter was particularly timely to consider, given the work by the S&C Chair and Mr Hayward-Jones. Due to the late hour, this item was deferred until the next meeting in February but the Chair asked that it be early on the agenda so that it did not slip again.

ACTION – Clerk to add the Trust Risk Register to the Governance file for all Trustees to access along with the user notes.

15. **Policies for approval**

The following Policies had been reviewed and updated and were presented for approval:

15.1 **Recommended by the Finance & General Purposes Committee**

- 15.1.1 Financial Reserves and Investment Policy - approved
- 15.1.2 Fundraising Policy – the F&GP Committee had suggested rewording those industries from whom donations would not be accepted. However, the PTFAs often worked with the local Public Houses which were central to the village communities which the schools served so a general rejection was not necessarily appropriate. It was agreed to use wording such as ‘if it is likely to cause an association or harm to the reputation of the schools’.
- 15.1.3 Procurement and Tendering Policy - approved

15.2 **Recommended by the Standards & Curriculum Committee**

The three policies had not been circulated prior to the meeting. It was therefore agreed to approve, in principle, the Policies under 15.2.1 and 15.2.3, subject to a review by Trustees via SharePoint within seven days of the meeting.

- 15.2.1 Pre-school Admissions Policy – **approved in principle**
- 15.2.2 Attendance Policy – The S&C Chair and CEO had further work to do on this Policy, which would be presented to the Board on 10 February 2020.
- 15.2.3 Medical Conditions and Administering Medicines Policy – **approved in principle.**

16. **Meeting Dates 2019-20**

The following dates have been agreed for 2019-20; meetings will commence at 4.00 pm, except for the AGM which will start at 6.00 pm.

24/2020	Monday 10 February 2020 – apologies from Mr Bethel noted.
25/2020	Monday 18 May 2020
26/2020	Monday 13 July 2020
27/2020	Monday 20 July 2020 – Annual General Meeting

The CEO had canvassed the availability of the Local Board Chairs and offered Friday 14 February or Friday 28 February for the next Away Day for Trustees, LB Chairs, Academy Heads and the Senior Leadership Team. The timing meant that colleagues from the former South Dartmoor Trust could be invited. Mrs Dunford would check staff availability and confirm the date and venue as soon as possible.

Action: CEO

Confirmed: Friday 28 February at Dartmoor Lodge