Board of Trustees/Directors

MINUTES: 11th December 2023
4.00pm

Present: Cheryl Mathieson (Chair)   Sarah Cox (SC) (to Item 14)
                Nicky Dunford (CEO)   Paul Waterworth (PW)
                Christopher Norman (CN)   Kate Evans (KE)
                Dominic Course (DC)   Ben Thorne (BT)
                Graeme Scott (GS)

Minutes: Charlotte Roe (GP)

No	Item	ACTION
1.	**Private Meeting of Non-Executive Trustees/Directors** The CEO and GP withdrew for the Board of Trustees to discuss privately the Remuneration Committee Report – PART II	
2.	**Welcome and apologies** The CEO and GP were invited into the meeting. The Chair opened the PART 1 meeting with a welcome. There were no apologies.	
3.	**Declarations of interest** The CEO is a Trustee for the Bearnes Education Foundation. Dominic Course is Chair of Governors at South Dartmoor Community College and a Director of DACORS Ltd. Sarah Cox is Shareholder of S Cox &Co Ltd, Shareholder of Naked Sprout, Trustee of The Fryer Welfare Trust and The Fryer Recreational Trust, Trustee of Drake's School PTFA. 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 and Governor at Boscastle County Primary School.	
4.	**Any other business** There was not any other business brought forward.	
5.	**Approval of meeting minutes** The Part I Minutes of the meeting 16th October 2023 were circulated before the meeting. The Minutes were **accepted** as a true record and **approved** by the Board of Trustees.	
6.	**Matters arising from 16th October 2023 not on the agenda** 6.6 Staffing levels - A report was circulated to the Chair of Trustees and Chair of F&GP outlining the staffing requirements. The cost was around £170,000. The level of staffing proposed was felt to be not excessive with a strong rationale, so the proposal was **agreed**. Consideration had also been given to the additional costs going forward which would be included in the budget. 6.6 Attendance Officer – The CEO said that the previous Attendance Officer had returned to work for the Trust so had resumed her role.	
7.	**2022-2023 Annual Report and Financial Statements** 7.1 Management Report by the External Audit Service Bishop Fleming LLP *and* 7.2 Annual Report and Financial Statements for the year ended 31st August 2023 which include • The Trustees' Report • The Governance Statement	

- CEO's Value for Money Report (included in Governance Statement)
- CEO's Statement on Regularity, Propriety and Compliance (included in Governance Statement)
- The Statement of Trustees' Responsibilities (included in Governance Statement)
- The Auditor's Letter of Representation

It was noted that the Audit Committee had reviewed these papers and met with Bishop Fleming for a detailed review of the reports as recorded in the Audit Committee Minutes of 7th December 2023. BT reported Bishop Fleming had completed the audit and there was a clearance meeting. From the financial perspective the numbers were broadly as expected and as discussed in F&GP Minutes. The main issues were around how the accounts were recorded. The key issues discussion documents highlighted the recommendations around controls to prevent reoccurrence. The issues were felt to be mainly due to staff capacity as reported in the Audit Committee Minutes of 7th December 2023. BT was intending to meet the new Finance Manager in the new year to review the financial processes. BT reported that the Trustee report had been a collaborative exercise depending on areas of expertise. *The Trustees asked about GAG pooling and the pros and cons for consideration* – The CEO said this was being considered by F&GP, but no decisions had been made. BT explained the rationale around the consideration. DC added that this had also been discussed in the Audit Committee and it would need Board approval if it was to go ahead. *The Trustees asked about challenging the spending in the schools.* DC said that it was tracked and scrutinised by the Finance team and then F&GP and any spending over allocated budget needed approval by the DCEO/CEO. *Should S&C be monitoring the statutory elements of the Trust website? How are academy websites monitored for compliance?* The CEO reported that Audit Committee monitor the websites with the HROM internally overseeing the Trust's statutory components. Admin were given a list every term to ensure issues were being updated/ rectified. It was **agreed** to confirm that the Audit Committee being responsible to monitor the websites would be reflected in the Trustee's report. The Trustees commented that ethos, vision and values were included on the schools' websites as well as the statutory compliance. The Trustees said that it would be good to get a parents' voice around the websites. There was a discussion about what elements of monitoring the websites were operational or strategic. It was **agreed** in the first instance to revisit websites following the review of vision and values. *It was noted there was an honest analysis of weak pupil outcomes, however, the Trustees challenged whether the Trust should be still attributing the low / declining outcomes to the pandemic legacy, when national averages were higher?* The CEO reported that some schools continued to be impacted as these schools had a high percentage of Pupil Premium and these children continued to be unsupported at home. The CEO added that the data from certain schools had significantly skewed the overall Trust data – these schools were now under Tier 3 support plans. It was further noted that the schools had small cohorts and when SEND pupils were included in the results this significantly negatively affected the data – it was added there was a high percentage of SEND pupils across the Trust. The Trustees discussed how the Trust could support all the pupils of the Trust. It was **agreed** to amend some of the wording in the Trustees' Report to take account of these additional points. *The Chair of the S&C Committee drew the Trustees attention that in the S&C Committee meeting Minutes it had been reported several times that there had been significant difficulties with data analysis due to software packages not performing / trialling new packages / waiting for updates.* The Trustees agreed that it was not necessary to include this in the report. The Trustees said that the report was thorough and informative. The Trustees asked for a sentence around the 'love of writing' to be added. This was **agreed**.

The Board **approved** and **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 subject to the

| | changes. It was further noted that the papers would go to the Members for final approval.
The Trustees thanked the DCEO and his team, and BT for their work in this area. | |

8.	**Chief Executive Officer's Report**	
	8.1 The CEO's report was circulated before the meeting. The Chair invited questions on the report. The following questions were asked by the Trustees:-	
	There was a reference to the EIT's dashboard of schools. It was noted that the S&C Chair had sight of the evolving document, it was asked if all the S&C Committee could have sight of it? It was questioned whether the committee should not scrutinise this level of transparency? The CEO explained that there were parents attending the S&C meeting (LAC Chairs) and it was felt it was inappropriate that they had the level of detail recorded on the dashboard. The CEO also said it was felt that this was operational rather than strategic.	
	School leadership succession planning: how were the Trust responding to the national picture of low aspiration for leadership? What could the Trust do differently? (ditto for school admin) The CEO explained that Talent Management continued, and Succession Planning was in place and being developed further.	
	There were Part II questions asked around staffing for new schools coming into the Trust – it was added that the TUPE process was confined to employment law. The Trustees asked about the financial implications of the new school. The CEO said that the school would join them with a balanced account and funding for one of the schools. The CEO said that the current finances were being robustly scrutinised especially around staffing. *The Trustees asked about the academic data.* The CEO outlined the data around phonics. The CEO added that there was a robust plan for the Trust's current staff to support the new school to raise standards. *The Trustees asked about the OfSTED process. The Trustees also asked about the nurture unit within the new school.*	
	The Trustees asked what was the main reasons for staff leaving the Trust? The CEO explained that the Chair of Trustees conducted exit interviews and had summarised for the Remuneration Committee the reasons given for leaving (without identifying individuals). The summary had been discussed at the Remuneration Committee's meeting in October 2023.	
	The Trustees asked what was the explanation for the significant overspend at two of the Trust's schools and noted that one of them was now under Tier 3 support from the EIT. Was a focus on budget management part of that support? If so, what was the expectation and timescale? The CEO said predominantly the issues were around staffing.	
	The Trustees asked about the Trust reserves and how the level compared to other similar sized Trusts. The CEO said that it was average with some Trusts carrying much larger reserves.	
	GDPR: what were the criteria for grading events as Low or Medium – those listed seemed a significant data breach. What were the consequences for the staff and leaders? The CEO said that she would answer this via email once she had met with the DPO.	CEO
	Population of SEND registers: The Trustees asked what the Trust oversight was of registers, the identification, assessment and support etc: ie what QA does the Trust carry out on consistency of practice across schools? The CEO explained that the SEND lead constantly reviewed the SEND registers and consistency had significantly improved across the Trust. SENDCos in schools were supported to make the right judgement.	
	The Trustees noted that it would be helpful to have some information on SEND pupil outcomes: both academically and associated with EHCP targets. The CEO said that this was a consideration and was an area that the S&C were responsible for. It was added that SEND was also a part of the annual S&C focused visit programme. It was noted that how to provide more detail was being researched.	
	8.2 Growth of the Trust – The CEO reported that there were 2 schools expected to join the Trust within the current academic year. The CEO said that the Trust was becoming known as being a strong Trust for supporting small schools. The Trustees discussed the timeline for the new schools. It was confirmed that the due diligence exercise would be completed for both schools. The CEO updated the Trustees on the other possible joining schools. It was added that EIT had had a day's meeting to	

	discuss how the Trust would evolve as schools joined. The CEO added that there would be a report to the Trustees circulated on this.	
	The CEO asked the Trustees how the content of the CEO's report could be altered to be still informative however more time effective. The Trustees discussed the options and agreed to feedback what information would be pertinent. The CEO also asked about the "Trust on a Page" and how this could be presented in future.	Trustees
		Trustees

9.	**Admissions Committee** CM reported that the Admissions Committee continued to meet online almost weekly. Since September 2023, the Committee had considered 43 applications across 14 schools. Although not all applications had come to fruition, it was good to see some movement with pupil recruitment. The Trustees asked about the appeal process. It was noted that it was handled by the Local Authority but there had not been any appeals recently. The Terms of Reference were reviewed and recommended for approval by the Board of Trustees by the Admission Committee. The Trustees **approved** the Terms of Reference.	
10.	**Audit Committee** **Minutes from 7ᵗʰ December 2023** 10.1 The Chair of Audit Committee said there were no additional comments except that CN had also reviewed and approved the minibus policy. 10.2 The Terms of Reference were reviewed and recommended for approval by the Board of Trustees by the Audit Committee on 7ᵗʰ December 2023. The Trustees **approved** the Terms of Reference. 10.3 Annual confirmation of the appointment of Bishop Fleming to conduct the external audit for the year 2023-24 as per the Academy Handbook 4.14 and 4.15. A report recommending continuing with the appointment of Bishop Fleming to conduct the external audit for year 2023-24 was circulated before the meeting. The Trustees reviewed the report and **agreed to recommend** to the Members at the AGM on 15ᵗʰ January 2024 the appointment of Bishop Fleming to conduct the external audit for year 2023-24.	
11.	**Finance & General Purposes Committee** **Minutes from 24ᵗʰ November 2023** The Chair of Committee noted that Wolborough had only joined in November 2023, so their financials were not included in the reporting in the F&GP Minutes. There were no further comments.	
12.	**Remuneration Committee** **Minutes from 24ᵗʰ November 2023** The Chair of Committee noted that the policies had not been available at the meeting on 24 November 2023 but had subsequently been reviewed and **approved** by Committee members by email. It was noted that most of what had been included in the minutes had been discussed at the Private Meeting earlier and there was nothing further to add.	
13.	**Standards & Curriculum Committee** 13.1 **Minutes from 5ᵗʰ December 2023** The Chair of Committee said that the Committee was working well following the LAC review and new policy schedule. Next step was for better data reporting. KE said that she had met with the DoE. GS added that the atmosphere was more positive and productive with the reports from the LAC being more informative and professional. 13.2 **Local Boards** The issues raised by the LAC had been discussed at S&C committee level – there were no issues needing Board of Trustees consideration. *SC left the meeting.*	
14.	**Governance** 14.1 Update – The Chair to summarise any changes or appointments of Trustees and Governors. There was a change in Member representative. With effect from January 1ˢᵗ 2024, Deborah Eveley would take over as the EDEN representative from Douglas Dettmer. The Board of Trustees officially thanked Douglas Dettmer for his support over the years. A paper proposing the appointment of a candidate to join the Board of Trustees had been circulated before the meeting. *PW was asked to withdraw from the meeting.* The Trustees discussed the proposal and agreed to invite Christine Cottle to the Board of Trustees as a Foundation Trustee – this would be **recommended** to the Members. The GP **agreed** to start the paperwork. *PW was invited to join the meeting again.*	GP

	The Trustees discussed the proposal for Kate Burch to join the Totnes LAC as a Foundation Governor. The Trustees **agreed** to this proposal. The GP **agreed** to contact EDEN to inform them as outlined in the Trust's Articles. 14.2 Vision and Values - It was noted that there was a Trustee Away Day on 6th November 2023. The CEO said that she had delivered the same presentation on Vision and Values to the Heads. There were some strong ideas. The CEO said that parent voice and staff voice were being sought. It was expected that an update would be presented at the next Board of Trustees' meeting.	GP
15.	**Safeguarding** GS updated the meeting on the report that was circulated in the S&C Committee (5.12.23) and Audit Committee (7.12.23). The Trustees discussed Trustee safeguarding training. Options were discussed and it was **agreed** to approach Wolferstons and Browne Jacobson to see what training they could provide. The Trustees discussed the exclusion policy and training for Governors.	
16.	**Health and Safety** The CEO updated the Trustees on a recent accident in one of the schools – this was reported in the Audit Committee meeting (7.12.23). The CEO outlined the Trust's response to the accident. The Trustees checked the Trust's response and the legal compliance. It was noted that all compliance reporting was in place. The Trustees asked about the support in place for the staff in order that the pupils were supported. It was noted that the EIT were supporting. It was **agreed** that the Audit Committee would be given an update at their next meeting.	GP
17.	**Trust Risk Register** 17.1 An email from SC regarding the Risk Registers was circulated – the plan was for Trustees in committee meetings to review risks applicable to each committee and agree/add comments to finalise them – then going forward there would be a system to review them by receiving the GP reports prior to each Committee meeting. The Audit committee were due to test this process in January 2024 to check it works and would then feed out to the committees. 17.2 Trustees to consider the Risk register report with the Trust risk categories • Quality and Reputation • Governance • Strategic It was noted that there were no red risks and the only amber risk related to pupil numbers which were being actively addressed by the Trust. 17.3 Trustees to consider any Risk Register issues from Committee Meetings There were no risk register issues for Board of Trustees' consideration.	
18.	**Strategic Plan** 18.1 Update of the following strategy plan category: - • Governance – Graeme Scott – GS said that he had met with GP and the handbook had been updated. The new LAC model was working well. In April 2024 there would be a survey circulated to the LAC to monitor on the effectiveness of the new LAC process. • Vision and Values – Sarah Cox – SC reported (via email) that she wanted to do some work on communication – whilst the EIT were focusing on Vision & Values she was waiting for feedback/outcomes of this prior to progressing any further to avoid confusion. 18.2 *In reference to Strategic planning, the Trustees asked how the elements of the strategic plan generated and monitored by Trustees fitted with the ATSIP and other plans? The Trustees also said that it would be helpful for future iterations of the ATSIP plan to understand the rationale for the strategic priorities.* The CEO explained that when they are being established as priorities, they were both considered, and the aim was that strategic plan and ATSIP complemented each other. The CEO added that the start of the priorities was established in the Heads' Day in Spring- using data and reports on how effective previous ATSIP had been. It was confirmed that EIT do not have access to the Trustee's Strategic Planning document. The Trustees shared how the working parties in the different categories worked.	
19.	**Policies for approval** The following policies have been reviewed and updated and are presented for approval: 19.1 **Standards & Curriculum Committee**	

	There were no policies for Board of Trustee approval. 19.2 **Finance & General Purposes Committee** There were no policies for Board of Trustee approval. 19.3 **Remuneration Committee** • Pay Policy – The Pay Policy was circulated before the meeting. It was noted that it was recommended by the Remuneration Committee on 24th November 2023. The Trustees reviewed and **approved** the policy. 19.4 **Audit Committee** • Health and Safety Policy – The Health and Safety policy was circulated before the meeting. It was noted that it was recommended by the Audit Committee on 7th December 2023. The Trustee reviewed and **approved** the policy. 19.5 **Board of Trustees Policies** • Trustee/LAC Expenses Policy – The Trustee/LAC policy was circulated before the meeting. The Trustees reviewed and **approved** the policy.	
20.	**Evaluation of governance impact** Trustees to consider the 1st Principle of the Academy Trust Governance Code 1. Organisational Purpose 'The Board is clear about the charity's aims and ensures that these are being delivered effectively and sustainably,' The Trustees felt that this had been achieved through the discussions at the meeting.	

The meeting ended at 1905