

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

In attendance: Jackie Eason (JE) – National Leader of Governance, National Governance Association (NGA)
Matt Matthew (DCEO)
Elaine Clarke (Clerk)

No	Item	Action
1.	Welcome and apologies The Chair welcomed all trustees and those in attendance. She introduced Jackie Eason, a National Leader of Governance (NLG) from the NGA who is currently carrying out an external review of Trust governance. The Chair advised that Jackie was in attendance to observe the meeting and to present her initial findings later on in the meeting.	
2.	Declarations of interest 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. 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. Ben Thorne is Director and Trustee at Tor Bridge Academy Trust.	
3.	Any other business None notified.	
4.	Approval of meeting minutes The minutes of the meeting T36 22 07.02.2022 were approved .	
5.	Matters arising from 07 February 2022 not on the agenda	
5.1	Item 4.1 Company Registered Number It was noted that the company registered number has been added to the footer of all headed paper.	
5.2	Item 4.2 Essential Trustees Programme It was noted the programme has been purchased and the online seminars timetabled, starting September 2022. The Chair advised that the sessions would be recorded so could be watched at a later time or date, however urged trustees to attend the sessions in real time where possible.	
5.3	Item 4.9 Remuneration Committee – Terms of Reference See item 12.5	
5.4	Item 5. CEO's Report –Oracy The CEO to ask the ATSIL to provide the trustees with a paper on the progress of the teaching of oracy. The CEO circulated the paper shortly before the meeting. It was also added to the	

5.5	<p>meeting documents. The CEO apologised for the late submission of the paper. The Chair advised that any questions could be covered during the CEO's report – item 6.</p> <p>Item 10.1 New Trustees</p> <p>It was noted that appointment paperwork for KE, GS, CN and BT has been completed by the HR Officer.</p>	
6.	<p>Chief Executive Officer's Report</p> <p>The Chair thanked the CEO for her comprehensive report which was available on SharePoint prior to the meeting.</p> <p>The CEO advised she would take questions but first wished to expand on some issues in Part II.</p> <p>The meeting moved into Part II.</p> <p>The meeting moved back into Part I.</p> <p>Questions taken:</p> <p>Q – You outlined the main themes of the White and Green Papers. How will you reflect these in our strategic plan?</p> <p>A –The CEO responded that we have re-looked at the Trust strategic plan. We want to look at writing again to see what will make a difference and why we haven't got that right yet. We need to look into it more deeply. Above all we need to keep our schools getting better and not settle for 'good'. To do that, we need to look at our vulnerable groups to see if gaps are closing for our schools. We will be using ideas from the Disadvantaged Forum and other areas of research and also look at getting the best out of staff expertise.</p> <p>Q- It is agreed that our strategy should be driven by our self evaluation of our own schools but we should be bringing in themes from the White Paper – for example will lengthening the school week be built in to our plan – will we be looking at how we will use that additional time?</p> <p>A – The CEO responded that one of the things really important in our schools for the parents is wrap around care. We are trying to make sure that we offer wrap around care from 8am to 5pm at a minimum across all schools. We can then look at building something 'extra' into those times and play times where we can, including marginal gains, for example using educational games when lining up for lunch or break time. However we must be aware of children becoming tired. It is all about making the best use of learning time and thinking "smart" but we are still considering what that should look like</p>	
7.	<p>Audit Committee</p> <p>Minutes of A2 22 11.05.2022</p> <p>DC advised the draft minutes were ready but had only just been added to SharePoint. He highlighted the following from the minutes:</p> <ul style="list-style-type: none"> - Internal Audit – three tenders have been received for internal audit from September this year as the existing contract is coming to an end. The committee have taken the decision to recommend the firm Thomas Westcott following a meeting with them on Friday. Their tender is included in the meeting documents. The firm has a wide range of experience with other schools in the South West. A possible conflict of interest was addressed with Adam Croney who will be leading the audit as he is a trustee of another MAT. Adam gave a robust assurance of professional detachment however and this was also cleared with trustee BT in his professional capacity as an auditor. This appointment will be at an increased cost for ten days work rather than the current five, however it will provide a better service and challenge driven by the risk register, in addition to standing items. Training around risk is also 	

	<p>being offered. The trustees agreed to the appointment of Thomas Westcott as the internal auditor.</p> <ul style="list-style-type: none"> - Bishop Fleming Benchmarking Report – this was included in the meeting documents. The Trust is mid-range for most items but the committee had challenged on the comparatively low level of teaching and non-teaching staff salaries indicated by the report. BT commented that he had previously helped author the report and confirmed that the numbers can be very subjective and can be skewed by many different things. DC will go back to Bishop Fleming for further clarification and scrutiny. The report also showed Trust financial reserves as a percentage of income are comparatively very high, which reinforces the work being done to review our reserves policy. - External Audit –Tenders also need to go out for an external auditor. As Thomas Westcott will be the internal auditor the field is limited. Bishop Fleming, Francis Clark, and possibly Griffin, will be approached and the tenders should be available for the next Board meeting. 	DC
8.	<p>Finance & General Purposes Committee Minutes of F&GP 1 22 18.02.2022 F&GP EOM 11.03.2022 F&GP 2 22 25.03.2022 F&GP EOM 29.04.2022 F&GP 3 22 06.05.2022</p> <p>BT highlighted the following from the minutes which were available on SharePoint prior to the meeting:</p> <ul style="list-style-type: none"> - It has been a busy but routine period with the finances looking healthy at present. - Finance software – new and improved software has been installed for better budgeting and forecasting although slow in being implemented. This is out of the DCEO's control but when up and running will provide more usable information at all levels. - Capital bids – CIF bids – only one of eight bids has been successful. We are still awaiting the outcome of Schools Rebuilding Programme bids for Diptford and Cheriton Bishop. - Reserves Policy – This has been a big focus. The committee has done a lot of work on what can be done with the reserves and have had to decide what spending would make the best use of the money and most improve outcomes for current pupils. The committee looked in detail at a list of prioritised possible projects provided by the CEO and DCEO including property, CIF bids, ICT upgrades and green projects. Amounts allocated from the reserves to these projects, including the rationale behind the decisions, have been documented in case of challenge by external agencies whether local or national. Trustees agreed it was essential to have this evidenced as the reserves level was benchmarked high compared to Trust income. On a risk basis, once these reserves are 'ringfenced', the remaining 'free' reserves will equate to DfE advised levels. The allocations will also give a good base for the DCEO to budget for the new year coming up. <p>Questions taken: Q – There is a perceived gap between Pupil Premium funding and who is eligible to apply – what is the gap? A – The DCEO responded that circumstances for parents change on a regular basis and we are taking the opportunity to remind parents about what Pupil Premium can provide and about the eligibility status. Letters are being sent out on a regular basis. Getting as many parents as we can signed up does provide a difference to our funding.</p> <p>Before moving on PW advised that there had also been discussion (at the EOM 29.04.2022) as to whether some of the reserves should be used for direct educational</p>	

	activities. There had been confidence from the majority of the trustees that any unmet need could be met using existing resources.	
9. 9.1	<p>Standards & Curriculum Committee Minutes of S&C 2 22 27.04.2022</p> <p>The Chair (CM) highlighted the following from the minutes which were available on SharePoint prior to the meeting:</p> <ul style="list-style-type: none"> - Committee Chair and meetings – KE has taken over the role of chair from CM and spent part of the committee meeting looking at how meetings could be made more structured and focused. There is the need to make them more strategic. A summary of proposals is outlined in the minutes and it is proposed that the new approach will commence in September. KE advised that she felt there was a lack of clarity over the different roles and layers of governance within the scheme of delegation. It has been suggested that all governance documents could be pulled together in a handbook so that governors, chairs, committees and trustees know where their responsibilities lie. 	
9.2	<p>Local Boards</p> <p>The Chair highlighted the following from the local board reports which were available on SharePoint prior to the meeting:</p> <ul style="list-style-type: none"> - SEND - All boards expressed concerns about SEND provision and SENDCo capacity across the Trust. There have been increasing amounts of SEND needs coming out of the pandemic. These concerns have been taken on board by the CEO. <p>Questions taken:</p> <p>Q – Clarification was sought on item 6.6 of the minutes. In relation to the lag following Covid and how it should be addressed ‘Whilst not having discussed it yet, she feels the focus should be on having no more than 20% of pupils two levels below ARE with the remainder being at ARE level.’ Should that be ‘at or above’ ARE level?</p> <p>A – The CEO responded that it should be ‘at or above’ and is now looking at whether the 20% target is acceptable.</p> <p>Q – Regarding the scheme of delegation and role of LB chairs – is this something the S&C Committee will review following the review of governance? I am aware that the LB chairs know their schools extremely well and this is valuable information.</p> <p>A – The Chair responded that In terms of the scheme of delegation we know that needs to be reviewed and will look at this later. The role of LB chairs may also be looked at during the NGA audit. The aim of restructuring the meetings is not to cut off communication with LBs but to make the meetings more focussed.</p>	
10. 10.1	<p>Remuneration Committee Minutes of R 1 22 25.03.2022</p> <p>To note any issues arising.</p> <p>The Chair advised that the minutes had been circulated to the trustees prior to the meeting. An additional meeting was held regarding staffing structures for the forthcoming year. No official minutes are available from the meeting yet but the findings were mostly summarised in the CEO’s report. She highlighted that there are a lot of changes and appointments this year. There has been a higher number of staff leaving than in the past. Exit interviews may inform us why this is.</p> <p>Questions taken:</p> <p>Q- Why are staff leaving?</p> <p>A- The Chair and CEO responded that from exit interviews to date lower paid staff such as TAs are less likely to want to continue travelling a distance to work due to increasing fuel costs. Putting up salaries to compensate was looked at across the Trust but is not possible. A few staff have been hit by Covid and rethought their priorities. Regarding AHs some have found taking on the role in a small school tougher than expected.</p>	

10.2	<p>Terms of reference for approval</p> <p>The Chair advised that advice has been taken over keeping the Remuneration Committee as a separate committee from the Finance & General Purposes Committee. Advice, including that from the ESFA and the Trust's legal advisor has proved inconclusive and the decision has been taken to retain the committee with slightly revised terms of reference. Trustees approved the revised terms of reference which were available on SharePoint prior to the meeting. The terms will be reviewed again in September.</p> <p>Questions taken:</p> <p>Q – Regarding oversight of appraisal documentation for teaching staff and senior leaders – it is a great idea to moderate and quality assure their targets but how are we going to maintain confidentiality?</p> <p>A – The CEO and Chair responded that every appraiser has a basic summary document to complete about targets set and if they have been achieved. We dip into these and if there are concerns we would go back and look at these in more depth. Although the level of moderation we carry out is not particularly detailed we do pick up on things and we feel it is at the right level</p> <p>At one point it was found that the appraisal process had not been correctly carried out, leading to a staff progression issue, also that some of the targets or objectives being set weren't particularly consistent across the schools which is why a piece of work and training was done around the objectives. .</p>	
11.	<p>Strategic Plan</p> <p>The DCEO advised that he has sent a link to all trustees to folder on SharePoint for next year's Strategic Plan. The actions required are to review the actions of the current year and to look at actions for trustees' portfolios for next year. The DCEO shared the Trust Strategic Planning diagram on screen showing the different strategic areas. After half-term the DCEO will book a meeting online with each trustee to discuss their strategic area and actions.</p> <p>There was a comfort break taken at this point at 17.40 The meeting resumed at 17.45</p>	
12. 12.2 Taken out of order	<p>Governance</p> <p>NGA External Review of Governance</p> <p>The Chair thanked trustees for taking part in the review, some of whom had been interviewed as part of the process. The Chair handed over to JE to present her initial findings.</p> <p>JE advised that the review is ongoing. She shared a PowerPoint presentation of the initial findings on screen and read through the key messages and recommendations for improvement. A PDF of the presentation was circulated to the trustees prior to the meeting and is on SharePoint. JE had also added some additional recommendations during the meeting arising out of the observation of the meeting. She acknowledged that a number of the recommendations had already been planned by the Trust and in hand. She invited trustees to contact her during the week should they have questions when they had further considered the presented findings.</p> <p>The next steps will be that the draft report and action plan go back to the NGA for quality assurance then they will be returned to the Chair and CEO for fact checking. The final version of the report and action plan will then be sent to the Trust for distribution.</p> <p>Regarding the action plan, JE advised she will do some work on the action plan with the Trust, then return in October to review the actions.</p>	

	<p>Questions taken:</p> <p>Q - There was some concern expressed about the time expected of the trustees to devote to the Trust, bearing in mind theirs is a voluntary role. What is a reasonable expectation?</p> <p>A – JE responded that the only real increase in time commitment in the recommendations is an additional meeting per year for the Members and a suggestion that Trustees visit a school during the year however I will review recommendations with that in mind.</p> <p>Q – Will all trustees get a copy of the report?</p> <p>A – Yes – the summary is already available and trustees will receive the full report and action plan.</p> <p>JE concluded that this was an outstanding initial report – she used the analogy that ‘the cups need merely shifting round the table – rather than the table needing completely rebuilding’.</p> <p>The Chair thanked JE for attending.</p> <p>JE left the meeting at this point at 18.15.</p>	
12.1	<p>RSC Trust Review</p> <p>The Chair reported that the CEO and she had attended a lengthy meeting in March with Sam McDonald the team leader for Devon and Torbay. During the meeting the challenges, successes and way forward of the Trust were discussed. A summary letter was received afterwards and the NGA review was also organised as a result of the meeting.</p>	
12.3	<p>Marjon Representative</p> <p>The Chair advised that Gary Kinchin the new dean has taken over from Gillian Golder as the Marjon representative on the Board of Members. The Chair has written to Gillian on behalf of the trustees thanking her for her service to the Trust over many years.</p>	
12.4	<p>Analysis of Members’ Role</p> <p>The Chair advised that this paper has been written by Isabel Cherrett at the request of the CEO and herself to look at the role and effectiveness of the Members. Isabel is a former Chair of Trustees and now a Member. The paper was circulated to trustees prior to the meeting and is available on SharePoint. Trustees and Members have been invited to comment on the paper. It is hoped that after considering comments a final paper can be adopted at the AGM in July.</p> <p>Questions taken:</p> <p>Q – Looking at the description of the Members’ role, is safeguarding missing and should oversight of trustees’ management of risk also be in there?</p> <p>A – The Chair and CEO responded. It was felt that safeguarding was not the Members role per se however as they get information sent up to them – and will get more sent to them following this paper - it should be that they question the information if they have a concern, similarly with management of risk. The Chair will discuss this with Isabel.</p> <p>It is hoped that going forward there will be more communication and input from the Members now that Isabel is a Member.</p> <p>The trustees agreed that otherwise they were happy with the content of the paper.</p>	Chair
12.5	<p>Updated committee structures and committee chairs</p> <p>It was noted that Trustees approved, via email, updated committee memberships and committee chairs.</p>	
12.6	<p>Remuneration Committee</p>	

	<p>- Safeguarding was commended in the recent Ofsted inspection. Sue Howard visits to check the Single Central Record (SCR), personnel files and other documentation as soon as the call is received. Sue also does the website statutory checks.</p> <p>Questions taken:</p> <p>Q – It was noted that two schools had not done their SCR checks – why were these missing and who validates them?</p> <p>A – The CEO responded that they were late in being submitted to the Local Authority – by days - and were chased up by Alex Waterman.</p> <p>Q – In the table of data collected for safeguarding reasons there is little data input from some schools. Are we confident in the integrity of those schools' practice with so little data being reported?</p> <p>A – The CEO responded that Alex will do more detailed interrogation into the data once her capacity in her safeguarding role has increased.</p> <p>Q – So overall at the moment we have someone who monitors the data but doesn't go in to check or interrogate the data.</p> <p>A – The CEO agreed that that is where the gap is at the moment. This will be set up for September.</p> <p>GS (Safeguarding Trustee) commented that he had met with Alex last week and he felt that there were some really good practices going on. At the moment there is probably too much in Alex's head, given the capacity issues, so GS has asked her to document particular information flows and how we close the loop and circle back to findings and improvements. She will do all that after half term. It is important to make sure that we do not rely too much on one person.</p> <p>The trustees agreed the need for greater interrogation of the data going forward.</p>	
14.	<p>Health and Safety</p> <p>The CEO reported that Claire Slee the H&S Officer will increase her hours from two to four days a week from September. Her additional hours are needed to address previously unreported issues brought to light by recent in depth RPA audits. Claire's admin position at Yeoford will be backfilled. Also in the Central Business Team the Data Protection Officer's hours will be increased to three days a week plus two days to support the HR Officer/Administrator and the new Finance Manager will start at half-term.</p> <p>Questions taken:</p> <p>Q – It was mentioned the H&S Officer is not qualified – should we have a 'responsible person' who is not qualified?</p> <p>A – The DCEO responded that the H&S Officer has been booked onto an IOSH course.</p>	
15.	<p>Trust Risk Register</p> <p>DC updated trustees on the Trust risk register. The DCEO has now transferred the risk register onto the Every system for which DC thanked him. Ninety six risks have been reduced to twenty five. He advised that the trustees now need to review the risks to ensure they are properly graded. Going forward the risks will be allocated to trustees based on the committees they are on. The individual school risk registers also need to be properly aligned and adopted by the AHs. The school risk registers will then feed into the main Trust risk register - this is still a work in progress.</p> <p>The DCEO has obtained a training video from the Every rep and sent a link to the trustees and confirmed that the internal auditor has offered some risk training. He reminded trustees it was important to capture risks on the register as soon as they were identified. The AHs have also been sent the training link and have been reminded to update their risk registers by the end of the summer term.</p>	Trustees

16.	<p>Policies for approval The following policies have been reviewed and updated and are presented for approval:</p> <p>Recommended by the Audit Committee</p> <p>16.1 Data Protection Having checked with the Trust lawyers Wolferstans, the Chair has updated the dates of the various data protection laws referred to in the policy. She advised that if the trustees now approved the policy in principle, the lawyers have agreed to check it against their standard policy to make sure everything is covered. The trustees approved the policy in principle and agree that it should go back to Wolferstans.</p> <p>16.12 Minibus CN has emailed a number of comments on the policy. The policy will go back to the Audit Committee for these to be addressed.</p> <p>Recommended by the Finance & General Purposes Committee</p> <p>16.2 Equality Statement – change to review cycle KE questioned a semantics issue in the statement referencing children who speak English as a ‘second language’ which should read ‘additional language’. She also suggested another phrase that required rewriting regarding assisting parents to access the school and school systems. It was agreed that KE would email her comments to the CEO and BT for consideration. Clerk to be copied in.</p> <p>16.22 Fair Processing Notice CM has updated the date of the GDPR. Approved</p> <p>16.23 Financial Procedures Manual Approved</p> <p>16.3 Recommended by the Remuneration Committee Menopause Policy A new policy – approved</p> <p>16.4 Recommended by the Trustees 16.41 Management of Outdoor Education and Visits It was noted that Trustees approved, via email, an amendment to update the date of the Devon County Council policy document endorsed by the trustees as the basis for the Trust’s policy. Subsequently the CEO has also made tracked changes regarding holding risk assessments following recommendations from CN. Approved with tracked changes made.</p> <p>16.42 Exclusion - carried forward from T36 22 07.02.2022 The CEO advised that an additional sentence has been added on the advice of GS. Approved</p> <p>16.43 Attendance – carried forward from T36 22 07.02.2022 It was noted that an Attendance Officer has recently been appointed by the Trust and is currently reviewing and updating the Attendance Policy.</p>	<p>Chair / Clerk</p> <p>KE / CEO / BT</p>
17.	<p>Meeting dates 2022 /23 - draft calendar The draft calendar was approved.</p>	
18.	<p>Evaluation of governance impact The Chair advised that the NGA proforma agenda is being trialled which includes this agenda item to review of the performance and value of the meeting. As this meeting has been lengthy the Chair invited trustees to email their comments to her on this occasion, Clerk to be copied in.</p>	Trustees
19.	<p>Dates of next meetings 11 July 2022 4.00pm</p>	

	<p>To be held in person subject to current circumstances, with the option of online participation.</p> <p>18 July 2022 (AGM) 6.00pm</p> <p>To be held in person subject to current circumstances, with the option of online participation. The Chair advised that Douglas Dettmer the Member representative for the Diocese has requested he cannot make the date and would like to attend if possible. An alternative date of 25 July was proposed. The Chair asked that trustees email her if able to accommodate this change or not.</p>	<p>Trustees</p>
--	--	------------------------

The meeting closed at 18.57