

Board of Trustees/Directors

Minutes: 6th December 2021

T/35/21, 4.00 pm

The meeting will be held online using MS Teams

Trustees/Directors Present:

Cheryl Mathieson Chair	Dominic Course (DC)	Fiona Walters (FW) To leave at
Nicola Dunford CEO	Paul Waterworth (PW)	18.45 - sanctioned
Roy Gillard (RG)	Sarah Cox (SC)	

In attendance: Matt Matthew Deputy CEO (DCEO)
Elaine Clarke Clerk

1. **Private Meeting of Non-Executive Trustees/Directors**

Remuneration Committee Report

Chief Executive Officer, Deputy Chief Executive Officer and Clerk withdrew

2. **Welcome and apologies**

Welcome

The Chair welcomed Trustees to the meeting

Apologies

Jason Hayward-Jones (JHJ) – sanctioned

Jane Collings (JCO) - sanctioned

3. **Declaration of Business Interests**

The CEO is a Trustee of South Dartmoor Multi Academy Trust (SDMAT) and also a Trustee for the Bearnas Education Foundation. Roy Gillard is a Director of Labyrinth Accountancy Limited. Dominic Course is a Trustee of SDMAT, Chair of Governors at South Dartmoor Community College and 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

4. **Minutes of previous meeting**

The Minutes of the meeting T34/21 held on 11th October 2021 **were approved:** Part I only

5. **Matters arising**

5.1 **Item 5. Chief Executive Officer's Report** – Business Plan (renamed Strategic Plan) – refer to item 8 below

5.2 **Item 9.2. Remuneration Committee** – Terms of Reference – refer to item 11.2 below

5.3 **Item 11. Governance** CEO updated on the plans for Togetherness Day. She confirmed the date as 18 January 2022 and advised she has engaged Sir David Carter to speak online between 09.00 and 10.00am. Sir David's talk will be tailored to the Trust, looking at Trustees roles, with a slide presentation of 20-25 minutes followed by a Q and A session. The Chair has previously seen Sir David speak and found it thought provoking. The venue is likely to be Moretonhampstead Primary School for the talk. FW is negotiating the use of a room at Bovey Castle for lunch and follow up session during the afternoon. CEO advised FW to speak to DCEO as there is some finance available from TCAF towards the expenses.

Action FW

5.4 **Item 14. Policies for Approval**

14.2 Remuneration Committee Suite of Personnel Policies – refer to item 17.3 below
14.3 Standards & Curriculum RSE, Safeguarding, SEND and Teaching & Learning Policies – to note Trustee comments addressed and policies approved

5.5 **Item 16. Trust Logo** – DCEO confirmed the Trust could not copywrite the new logo but added that after a search he has found nothing similar in use in this area. A strapline was discussed. Trustees considered ‘Stronger Together’ but finally agreed on ‘Small schools - big opportunities together’. The former was already used locally and the latter better reflected the Trust make up and aims. DCEO to take the strapline back to the designers.

Action DCEO

5.6 **Item 17. Any Other Business** The CEO advised that Trustee training sessions were to have been held at Full Board meetings, starting this meeting, however due to the large agenda this was not going ahead. As Board meetings tend to be very full and training would add at least another 30 minutes, it was agreed that the training sessions would be held independent of the Board meetings. It was agreed that times/dates of training sessions will be looked at again at the Togetherness Day.

Action CEO

6. **2020-2021 Annual Report and Financial Statements**

6.1 **Management Report by the External Audit Service Bishop Fleming LLP**

DC reported that at the Audit Committee meeting of 01 December SC and he had met with the External Auditor from Bishop Fleming and had been advised of a successful, clean audit with only a few minor issues outstanding. DC highlighted one of these issues to Trustees – that the Related Interests Declarations were not up to date at the time of audit, although these had been brought up to date since. Going forward Clerk requested Trustees to contact her with any new related interests and she would forward the appropriate form to update the register.

DC proposed thanks to DCEO and his team for the successful audit outcome.

DC brought up the issue of the reserves and the policies around these. RG advised that this subject had been discussed at length during the F&GP Committee meeting of 26 November and he would be feeding back to Trustees in due course.

6.2 **Annual Report and Financial Statements for the year ended 31 August 2021**

The Board confirmed that having considered the documents, the Annual Report and Financial Statements for the year ended 31 August 2021 were true and accurate and **approved them**.

In doing so, the Board **authorised** the Chair and the CEO to sign the Letter of Representation on behalf of the Trust for submission to Bishop Fleming - External Auditors for signature, and then to the ESFA and Companies House. In accordance with the Academies Financial Handbook, a copy will also be provided to the Members and posted on the Trust's website.

Proposed Cheryl Mathieson / Seconded Roy Gillard

Action Chair / CEO / DCEO

DCEO advised that the signing off process should be completed by the end of this term.

The Chair reiterated thanks to the DCEO and his team for the outcome of the audit.

7. **Chief Executive Officer's Report**

CEO presented her report and apologised for its late submission. She apologised she had inadvertently confused the SENDCo and SEND Lead roles in the report and verbally corrected this, then went on to highlight the following:

Safeguarding

CEO provided details of concerns she had regarding safeguarding in Devon. She reported that there are two significant incidents that she is aware of where MASH have done a very poor job.

The meeting moved to Part 2.

The meeting moved back to Part 1.

The CEO advised she is extremely concerned about the incidents and reiterated concern about the state of Devon's Children's Services. The CEO said that she had previously received an email from the Head of Children's Services explaining issues around underfunding and understaffing but felt that wasn't good enough and asked the Trustees to consider how the Trust should respond. FW expressed that the Trust needed to ensure it was protected. It was agreed that the CEO should write a letter or secure email to the local authority to say that the incidents had been raised with the Trustees who expressed their concerns and would request that further action is taken immediately. FW and RG agreed and that the letter should go to the Head of Children's Services.

Action CEO

DC referenced the working party mentioned at the end of the CEO's report mentioning Children's Services and MASH. He questioned whether the CEO, working with CEOs of other Trusts could make a stronger point with MASH as he anticipated that this Trust wouldn't be the only one with issues. CEO advised that through the working party she was working with Nick Crippa about the problems surrounding MASH. It had been identified that because some schools didn't follow the referral pathway for low level issues then the referral process was in effect clogging up the 'front door' for schools making correct referrals for higher level issues. CEO agreed that she would attempt to garner support from CEOs of other Trusts in taking this forward.

Action CEO

PW suggested that it may be possible that a group of CEOs could engage MPs in the concern about Devon County Council. RG requested that CEO kept Trustees appraised of her progress re this safeguarding issue.

Action CEO

Staffing and HR

CEO informed Trustees that some concerns around staff performance have been identified during an OPD but improvements are being made. Exemplary teachers identified from other schools have been working with those needing improvement for a few hours per week and this has been very effective in moving practice forward.

Trust Growth

CEO advised that a small single academy Trust (SAT) had approached the Link about the possibility of joining us but this was at an early stage and the SAT wants talks to remain confidential at present.

8. **Strategic Plan (formerly Business Plan)**

DCEO has taken this over from the CEO this year. He advised that this is an action grid for which each Trustee is a portfolio holder of a different area. A baseline document had been created and a link had been sent to Trustees to arrange a meeting with him to discuss the next steps for their area. He thanked those that had already done so and asked those that hadn't to contact him to arrange an online meeting. As an example he showed on screen the Workforce Strategy document which CEO, Chair and Sue Howard meet to work on half termly. This has resulted in a simple but effective action plan. DCEO advised that after this meeting he will upload a 'Strategic Plan' folder to the Full Board Sharepoint folder with updateable documents and he hopes half termly meetings can be held to keep these documents up to date.

Action DCEO/ Trustees

CEO advised that the Strategic Plan is a key document driving the Trust's strategic improvement and was concerned that some areas had not been started. DCEO and Chair to organise feedback on progress from one portfolio holder at Full Board meetings going forward. DCEO to arrange hard copies of the plan to be printed out for the Togetherness Day.

Action DCEO / Chair

A comfort break was taken at this point

9. **Audit Committee**

9.1 **Minutes of A/3/21 – 1st December 2021.** DC advised that the minutes were not yet available to circulate. He noted the following:

External Audit and Accounts – this was considered fully under Item 6. so not discussed. DC advised that the Audit Committee are to meet and receive feedback from internal auditors Griffin once the internal audit is complete. DCEO to request this of Griffin.

Action DCEO

Risk Register – DC and SC are to double check individual school websites for OFSTED compliance. They are aware that Sue Howard already does this and are to contact Sue for copies of her reports.

Action DC / SC

9.2 **Terms of Reference for approval.** DC advised that the committee had reviewed the terms of reference. A query by SC around the appointment of internal auditors had been addressed and the term 'Trust Business Manager' changed to 'Chief Financial Officer'.

Approved

The Chair asked whether an audit of cyber risk had been discussed. DC confirmed that it had and it was proposed to approach Limbtec to ask if they can help in this regard. CEO advised that the DPO also carries out GDPR checks on staff when visiting schools re data protection – for example checking screens are locked when users away from desks. DCEO agreed to send out a link to online cyber security training.

Action DCEO

10. **F&GP Committee**

10.1 **Minutes of F&GP/6/21 – 26th November 2021.** RG noted the following from the minutes that were available prior to the meeting:

External Audit – RG thanked DCEO and his team for a successful clean audit. RG noted that he had attended a cyber security webinar with the Metropolitan Police that included free resources and a check.

Forecasting software options – RG reported that he has now met with Ben Thorne who is carrying out a review of the Trust's finance function and staff team as well as advising on suitable software. RG confirmed he is happy they were working to the same aims for the review.

CIF Appeals – RG reported that as none of last year's bids had been successful the committee were putting in a lot of work looking at how surplus reserves could be used for future projects including future CIF bids. The CEO and DCEO are compiling a list of suitable projects for which the reserves may be used. RG will then carry out investment appraisals of the projects to assist a separate working party to consider priorities. The working party will feed back to the Trustees in due course.

Data protection – no serious breaches. Susan Stansfield the new DPO is doing an excellent job.

Teacher and support staff pay awards – it was confirmed that teachers would receive 0% and support staff 1.75% following national pay body recommendations.

HR – two academy heads have resigned and the recruitment process will start in January for next September. A "float" team, which includes a teacher and a TA had been recruited to help out as needed in any of the schools. The TBM has moved up to the DCEO role and recommendations have been requested from Ben Thorne as to the role of the TBM's replacement.

Health and Safety – no issues to report.

Reserves – to await the outcome of the working party.

10.2 2021-22 Financial Performance – month 2, to 31 October 2021. DCEO advised that the Data Dashboard to the end of month 3 November 2021 had been uploaded to Sharepoint. It was agreed that the Clerk notify Trustees by email when an upload was made going forward.

Action Clerk

DCEO then reported to Trustees on the following:

CIF – For the next round of bids the Trust has engaged two new consultants who have had experience and success with CIF previously. A slide was presented on screen with details of the projects and costings. Tim Warneford has consulted on roofing bids for Bearnes, Harbertonford, Hennock (including fire safety) and Widecombe. Bailey Partnership has consulted on mechanical and electrical bids for Diptford, Drake's, Morchard Bishop and Widecombe - all emergency lighting and fire safety projects. The ESFA has changed the way points are awarded including awarding more points the more the bidder is willing to contribute. RG has been looking at the highest percentages the Trust could spend when considering how to spend the reserves. The bids will be submitted at a 16% contribution per school but the DCEO remains unoptimistic. PW asked why some of the roofing projects were so extensive and queried the risks to pupils and staff. DCEO explained the roofs were approaching 'life expired' and as such may be bids that could be successful, however the works were not currently classed as very urgent but Trustees would be advised if they became so.

Month 3 to 30 November 2021 – a slide of the Data Dashboard was presented on screen. DCEO explained high percentage amber 'areas to watch' at Cheriton, and Tedburn – these schools have added their full year's commitments to the system. For the year to date all schools are at a surplus position and at the year-end a surplus position is still expected, although small.

11. Remuneration Committee

11.1 **Minutes of Remuneration Committee meeting – 26 November 2021.** Minutes were circulated separately by the Chair prior to the meeting. The Chair noted the following:

Kickstart data – this is proving to be a useful programme for the recruitment of TAs

Recruitment data – diversity data has been looked at across the Trust.

Appraisals have been carried out for the CEO and DCEO.

11.2 **Terms of Reference** for approval carried forward pending ESFA guidance and legal advice. The Chair advised that guidance is still awaited from the ESFA. CEO to chase this up.

To be carried forward to next meeting.

Action CEO / Clerk

12. Standards & Curriculum Committee

12.1 **Minutes of S&C/5/21 – 24th November 2021** Minutes available prior to the meeting. The Chair noted that most of the matters discussed by the committee had been or would be covered separately in this meeting.

12.2 Main issues from Local Hubs drawn from S&C meeting. Local Hub summary reports available prior to the meeting. The Chair noted the following:

Moorland Hub – the issue of staff wellbeing was raised. This is a widespread issue and the Trust is aware and trying to support staff.

Totnes Hub – concerns were raised about the patchy provision of Music across the Trust. The CEO acknowledged the problem for which there is very little additional funding. Nicola Miners is now Music Lead and CEO is hoping to see development coming through to all schools soon. Richard Miners has been asked to look at Music Trust-wide in the coming year.

Governance – the issue of appointing Foundation Governors was discussed. FW had offered to take this forward with the Diocese however CEO advised that Sarah Clarke ATSIL was addressing this at hub level. The Diocese are already assisting with recruitment at Trustee and Member level. CEO also advised that each Church school has an Ethos Committee which can go some way to support Foundation Governor vacancies. In respect of the governance of hubs, the Chair advised that the Local Boards had raised a point about enabling hub chairs to cover more than one school. This may require a change to the Articles or Terms of Reference and perhaps this is something FW could help with the Diocese on if necessary.

Action ATSIL/ FW

13. Governance

13.1 **Appointment of new Trustees**

The Chair advised Trustees of the following:

Members - Isabel Cherrett is to become a Non-Foundation Member from 01 January 2022. She will begin to look at the role of Members within the Trust.

The Articles of Association (which had been checked by the HR Officer with the Diocese) permit Non-Foundation Trustees to appoint a Non-Foundation Member. As such, Dominic Course and Cheryl Mathieson (Chair) **approved** the appointment of Isabel Cherrett as a Non-Foundation Member. Chair will contact Jason Hayward-Jones for his approval by email.

Action Chair

Resignation - Jane Collings has resigned from the Board with effect from 31 December 2021. Jane has recently been appointed Chair of the United Schools Trust Board and it was agreed there was a conflict of interest.

The Chair proposed thanks to Jane for her hard work as a Trustee over the last three years and wished her well in her new role.

New Trustees- Three new Foundation Trustees are recommended for appointment. The recruitment, interview process and details of the candidates were provided in a paper

written by the Chair prior to the meeting. It is proposed that Kate Evans and Graeme Scott who both have extensive education experience will join the S&C Committee, one as Chair, and Christopher Norman who has estate management experience will join the F&GP Committee.

The Trustees **approved** the appointment of Kate Evans, Graeme Scott and Christopher Norman as Foundation Trustees with effect from 01 January 2022. Approval is now sought from the Members and EDEN.

Action Chair /HR Officer

DC asked whether any of the new Trustees would be appropriate for the role of Safeguarding Trustee as JCO is leaving. It is anticipated that Kate Evans will have the relevant experience/qualifications to fulfil this role but CEO will look into this further once all approvals are given.

Action CEO

As part of the Workforce Strategy Group, the Chair, CEO and HR Officer will consider a suitable induction programme for the new Trustees. Some useful feedback had been received from SC which will be taken into account. The Chair asked for contributions from the other Trustees.

Action Chair/CEO/HR Officer

13.2 Local Board

The Chair advised there have been six new local board governors recommended for appointment:

Totnes:	Helen Camp, Community Governor, Harbertonford
	Lara Kemp-Gee, Parent Governor, Harbertonford (subject to receipt of final reference)
Woodleigh:	David Pike, Parent Governor, Cheriton Bishop
Moorland:	Holly Edgington, Staff Governor, Moretonhampstead
	Kate Wellings, Associate Governor, Moretonhampstead
	James Gething, Parent Governor, Moretonhampstead

Trustees **approved** all six appointments.

14. Risk Register

14.1 The Chair advised that Items 14.1.1 to 14.1.5, the F&GP risks, had not been reviewed due to shortage of time at the recent F&GP committee meeting. Regarding Items 14.1.6 and 14.1.7 JCO was to have checked these with the Chair as she had thought these schedules had been updated recently. It was agreed that sometimes the Risk Register schedules are updated but the review dates have not been updated to reflect this. The Chair asked the Audit Committee to carry out an audit of the Risk Register. She also reminded committees to update their respective sections prior to the sections being submitted for Board approval. DC asked about the process of individual academy risk registers. CEO advised that these were audited periodically however she had some concerns about the level of consistency and would bring this up as a focus at AH meetings. To carry forward.

Action Audit Committee / CEO / Clerk

14.2 To review:

14.2.1 Quality and Reputation – The Chair asked if there were any comments regarding this section. She reported that she had a few minor changes but had been unable to edit the document – she will try again.

Action Chair/ Trustees

14.2.2 Governance – DC advised this was due for review regarding the skill mix as there have been three new Trustee appointments and one resignation. The Chair also had

some changes to suggest. It was agreed that this should be done once the new Trustees were in post. To carry forward.

Action Clerk

SC commented on the influence of social media on Reputation as she has recently been following a parent conversation on Drake's WhatsApp. This conversation had been all positive – but if negative could easily influence a school's reputation.

15. **Safeguarding**

No further issues to report.

16. **Health and Safety**

No further issues to report.

17. **Policies for approval**

The following Policies have been reviewed and updated and are presented for approval:

17.1 **Recommended by the Audit Committee**

- Health and Safety – pending DCEO addressing minor queries final version approved in principle.
- Public Interest Disclosure

Action DCEO
Approved

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

- Accounting
- Capital and Revenue Reserves – see Financial Reserves and Investments below.
- Financial Procedures Manual for review by Ben Thorne to carry forward until work complete.
- Financial Reserves and Investments amalgamated with Capital and Revenue Reserves

Approved
Action Clerk
Approved

17.3 **Recommended by the Remuneration Committee**

- The full suite of Personnel Policies, now approved following update by CEO and HR Officer, are available for Trustees to view on SharePoint.
- Lone Working - renamed Lone Working At School

Approved

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

- Anti-Bullying - Comprehensively updated by AHs. FW felt the definition of bullying was unclear and advised that there was no statutory definition that could be used. CEO to look at this and forward an updated copy to Trustees who agreed they would be happy to review / approve this policy by email.

Action CEO

17.5 **Recommended by Trustees**

- Director/Trustee Governor Allowances
- DCEO confirmed the policy also applies to Members so "Members" should be added throughout the document as necessary. The DCEO also confirmed the mileage allowance remains at 45p/mile as per HMRC guidance.

Approved

Chair asked for any other business to be brought forward. SC commented on the lack of time available to read documents, which ideally should be two weeks. Chair advised this was sometimes not possible due to the timings of the committee meetings in relation to the Full Board meeting but the Clerk was requested to send reminders for documents and agreed to notify Trustees by email when new documents were added to Sharepoint.

18. **Meeting Dates 2021-2022**

The following dates have been agreed for 2021-2022; meetings will commence at 4.00 pm, except for the AGM which will start at 6.00 pm.

Monday 7 February 2022 – to be held online via MS Teams

Monday 23 May 2022- to be held in person, subject to current circumstances, with the option of online participation

Monday 11 July 2022 - to be held in person, subject to current circumstances, with the option of online participation

AGM Monday 18 July 2022, 6pm - to be held in person, subject to current circumstances, with the option of online participation

Meeting finished at 18.30