

## Board of Trustees/Directors

Minutes: 7 October 2019  
D/22/19

**Present:**

Isabel Cherrett – in the chair	Peter Bethel	Jane Collings
Nicola Dunford	Roy Gillard	Jason Hayward-Jones
Cheryl Mathieson	Fiona Walters	

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

Absent: Mike Fisher

**Welcome and apologies**

The Chair welcomed Jane Collings, Foundation Director to the Board.  
There were no declarations of business interest.

1. **Minutes of previous meeting**

The Board of Directors **approved** the Minutes, Parts 1 and II, of the meeting held on 15 July 2019 which were signed as an accurate record.

2. **Matters arising**

2.1 **Item 2.1 - Trust Data Protection Officer role**

The Chair referred Directors to the discussion at the F&GP Committee meeting held on 30 September when the CEO had been asked to source an external company to support the Trust in its compliance with the General Data Protection Regulation. The CEO reported that two companies have been contacted and she hoped to be in a position to recommend an appointment to the Board not later than the next meeting.

2.2 **Item 2.2 – CEO’s Report**

Despite the Trust putting everything in place for the two Raleigh Federation schools, Otterton and Drakes, to convert to the Trust on 1 October 2019, an anomaly relating to a covenant had been disclosed by the Diocese on 30 September. The issue related to a property which was beyond the scope and responsibility of the Trust. The matter lay with the Diocese to resolve but the CEO hoped that the two schools would be able to convert to the Link on 1 November 2019.

2.3 **Risk Register**

The TBM reported that he would update the Risk Register during half term to cover the project to review the Trust-wide catering provision

3. **Audit Committee**

The TBM reported that the preparation work for Bishop Fleming had been completed for the audit commencing on 21<sup>st</sup> October. The Trust was ready, should BF seek an earlier date.

The audit was scheduled to be completed for the auditor to report to Audit Committee meeting on 13 November 2019. Mr Bethel would attend the audit closure meeting with the CEO.

#### 4. Finance and General Purposes Committee

##### 4.1 Meeting held on 5 July 2019

The Board formally received the Minutes of the Committee's meeting held on 5 July 2019.

##### 4.2 Meeting held on 30 September 2019

The Board formally received the draft Minutes of the Committee's meeting on 30 September 2019. The Committee Chair, Mr Gillard (RG) reported that the Committee reviewed its Terms of Reference but deferred the review of the Financial Procedures manual so that this could be done in conjunction with the Scheme of Delegation at the next meeting. The Articles of Association have been reviewed.

Mr Gillard reiterated Directors' views that the successor to Google Drive was urgently needed so that members of the Board could have easy access to all documents and collaborate on drafts. Documents being circulated via email did not attract the same level of security; the CEO confirmed that the Directors' Sharepoint was being prioritised as a matter of urgency.

##### 4.3 Constitution and Terms of Reference

The Committee had conducted its annual review of its Constitution and Terms. An updated version had been circulated which reflected the discussion to amend the number of meetings per year from four to six and to add responsibility for general HR practice and greater clarity about data protection.

In addition, the Committee had continued the discussion in the Remuneration Committee about the terminology for Directors and Trustees. In conclusion, the Committee and officers preferred to adopt the term 'Director' but acknowledged that the Department for Education was emphasising their role as 'Trustees'. To clarify this, the Committee agreed to the wording proposed by the Board Chair which captured both terms and agreed this would be added to all relevant documents as they were updated.

The Board **approved** the revised Constitution and Terms of Reference.

#### 5. Remuneration Committee

5.1 The Committee had met on 27 September 2019 to review the pay of all teaching staff and agreed progression where eligible. All recommendations had been approved after appropriate scrutiny and the Chair did not anticipate any appeals on their decisions. Mr Gillard affirmed that the CEO was sufficiently challenged within the Remuneration Committee meeting. The Board acknowledged that the level of scrutiny must be recorded in the minutes as noted by the Internal Audit report and good practice.

The Committee had reviewed the list of policies at item 13.1 and conducted a thorough proofing of each to ensure they referred to the latest legislation, good practice and nomenclature. The Committee recommended these for approval.

## 5.2 Constitution and Terms of Reference

The Committee had conducted the annual review of its Constitution and Terms of Reference and proposed an amendment to indicate the number of meetings each year was in practice four rather than three. With the introductory note clarifying that Directors were also Trustees, the Board **approved** the updated Constitution and Terms of Reference.

## 6 Standards and Curriculum Committee

### 6.1 Minutes of 18 September 2019

The Board formally received and noted the Minutes of 18 September 2019. The Chair asked if there had been any progress with the vacant post for an Income Generation post (item 7.1). The CEO provided the Board with an update and confirmed that the Trust is actively seeking a professional to work for the whole Trust who is experienced in bid writing and who can then also support and train the PTFAs to apply for external grants.

Ms Collings advised the Board that the meeting focused heavily on the Strategic Intent of the Curriculum and she had had a useful discussion with the CEO to move this forward. The CEO added that she is meeting with Academy Heads (AHs) to finalise the current Curriculum with a focus on schools that are awaiting OFSTED.

The Committee had considered its Constitution and Terms of Reference and suggested some amendments. Ms Collings emphasised the importance of listening to parents and she hoped to attend a meeting of each of the Local Boards to understand how they were operating. It was agreed the amendments to the Constitution and Terms could be made by Chair's Action.

Ms Collings had experience of conducting Multi-Academy Reviews and Self Reviews. The Board welcomed her support in conducting a self-review to include a skills audit, both at Board and Local Board level. The Trust was subject to MAT-wide reviews by Ofsted, by the RSC and by the Diocese and this would therefore be very helpful in ensuring it demonstrated best governance practice.

Mr Hayward Jones had met Andy Keay, who was leading on Data. Progress had been made with the provision of data for the schools and the next phase would be data for managers and Directors/Governors.

With respect to the discussion in item 7.3 regarding responsibility for Curriculum, the Chair felt that the Audit Committee would not have the expertise to provide challenge to officers on the creation and delivery of Curriculum in the way that the S&C Committee could, with the benefit of Governors in attendance and officers present.

### 6.2 Risk Register

The Risk Register had been overhauled following discussion by the Audit Committee last autumn and presented to the Board in February 2019, when it was agreed that each Committee would scrutinise the relevant parts of the Register to identify omissions, confirm or otherwise the Probability and Impact scores and review the controls in place. As a result of changes in membership and officers, the S&C had not been able to do this in time for the Board's meeting in May 2019.

Ms Collings confirmed the Committee had identified omissions in the educational provision sections of the Risk Register. It was agreed that she and the CEO would work with the E/AHs to ensure that risks were identified and awarded agreed Probability and Impact scores.

### 6.3 New Ofsted Framework

The CEO summarised the new Ofsted framework which had been discussed at the All-Staff meeting on 1 September 2019. The CEO confirmed that it was a very successful meeting and the MAT has a wealth of information to assist with future OFSTED inspections. The CEO has been advised that Safeguarding and Reading will still be main focus areas with a 'deep dive' into a second Curriculum subject. E/AHs are already preparing for this ensuring that are ready for upcoming inspections. Sharon Lord (SL) will ensure that R.E is a strong area within all our schools as a part of her new Trust-wide role.

Mrs Clarke, Trust School Improvement Lead (TSIL) had attended a recent meeting where she had been able to have a detailed discussion with HMI Ian Freeland about the new Ofsted framework. The Board welcomed Mrs Clarke's engagement with schools which was already releasing some of the pressure on the CEO to focus on other areas.

### 7. Provisional Outturn for the Financial year 2018-19

The TBM reported that the draft outturn for the year ended 31 August 2019 was £745,000. This figure may change as the audit progressed. The Chair, Chair of F&GP, CEO and the TBM will be meeting within the half-term to discuss future spending. The Trust was now holding significant reserves for some schools and there were a number of priorities to improve the schools' environment. They hope to identify projects that can be afforded whilst maintaining the level of funds required by the Reserves Policy and maintain stability where future funding is uncertain.

### 8. Budget 2019-20

The Board of Directors had approved the budget for the current year at its meeting on 15 July 2019 and this, with forecasts for the next three years, had been submitted to the Education and Skills Funding Agency (ESFA) as required by 31 July 2019 with a forecast surplus of £41,899 in respect of the current nine schools.

The Chair regretted that for the second year, the DfE had announced a significant change to the pay and pension arrangements for teaching staff long after the budget had been set. The Board asked the Chair to write to the Parliamentary Under-Secretary on the Trust's behalf to express the frustration of such a significant change given the very detailed scrutiny given to the budget and financial forecasts between May and July. The TBM confirmed that more information about the key assumptions MATs should adopt would enable Directors to plan more accurately.

The TBM tabled a summary of the financial implications of the pay award which were discussed in **Part II**.

### 9. Chief Executive's Report

The CEO's presented her report summarising the following key issues:

- National, regional and local
- Current Academy issues
- RSC Links

- Strategic Developments and Actions
- The Strategic Business Plan 2019-20 – the new Business Plan was divided into specific areas with Directors taking a portfolio responsibility as follows:
  - *Vision, Culture and Ethos* - Chair
  - *Central Business and Property* – Mike Fisher
  - *Governance* – Jane Collings
  - *Financial Strategy and Control* – Roy Gillard and Peter Bethel
  - *Growth and Capacity* – CEO
  - *Quality Assurance and Data* – Jason Hayward-Jones
  - *Workforce Strategy* – Cheryl Mathieson
  - *Communication and IT* – yet to be assigned
- School Improvement
- Growth and Capacity, including pre-schools – the CEO updated the Board with recent approaches
- Pupil numbers and attendance in 2018 and, to date, 2019 – the Board was pleased to note that school numbers continued to grow
- Safeguarding – the Board noted the Summary for the Trust for the Summer Term
- Special Educational Needs and Disability – the Board noted the summary of pupils in each of the Trust’s academies
- IT
- Diocese – Ms Lord was working well with all schools across the Trust to lead the RE curriculum and the Church Schools’ Ethos Committees.

## 10. Governance

### 10.1 Academies Financial Handbook

The Chair had reviewed the 2019 Academies Financial Handbook (AFH) and her report drew attention to key changes which affected the Trust. In the report’s appendix, the Action Plan requested the Committees to discuss relevant sections and identify any shortfall in practice or changes required.

The Board was asked to note that the full Board should consider the management accounts on six occasions during the year and a proposal for the timing of this was including under 2.19 and this was **agreed**. The Remuneration and F&GP Committees had reviewed their sections and agreed a way forward.

### 10.2 Articles of Association

Legal advisers acting for the Diocese had undertaken a review of the Trust’s Articles to ensure the characteristics and governance of Drakes and Otterton are protected as a preliminary measure prior to conversion. The Chair had taken the opportunity to suggest further amendments which were set out in her covering paper to the Board. These included the insertion of titles where relevant and removal of some duplication in the original preparation of the Articles. A tracked change version, approved by the DfE, had been circulated to Directors.

The Department for Education has reviewed the Diocese’s amendments together with those of the Chair and a copy of the DfE’s agreement to the changes had also been circulated to the Board.

The Board accepted the amendments, which had also been agreed by the Diocese and **recommended** these be adopted by Resolution by the Members. The Articles

would then be formally submitted to the DfE and then to Companies House for registration.

The Board thanked The Chair for her work on this.

#### 10.3 Governance Statement and Trustees' Statement for 2018-19

At the Board's meeting in December each year, the Board was asked to review the Governance Statement and the Trustees' Statement when discussing the audited Financial Statements. The two Statements had been drafted well in advance of the External Audit and so the Chair had asked that these be circulated in draft to allow Directors more time to confirm their accuracy in fact and tone. The Governance Statement included the attendance levels of Directors during the year at the Board and Committees.

Directors were asked to email the Chair or Trust Business Manager with any queries. Both documents would be re-presented to the Board on 9 December.

#### 10.4 Academy Ambassadors

The Chair reported the Trust had initiated the assistance of Academy Ambassadors to seek out potential Non-Foundation Directors with a business and/or professional background and specific expertise in finance/income generation, IT and marketing. The closing date is 15 November and the Chair hoped that shortlisting and interviews can be planned in time for any recommendation to the Board on 9 December.

The Chair would also write to Archdeacon Douglas Dettmer to source a Foundation Director with experience of Primary Education and School Improvement. The CEO supported this as it was now a key area of expertise needed on the Board and she would continue to work on this also.

#### 10.5 Local Board membership

The Board noted that Mrs Anna Neville had taken up a post at Landscope and had therefore stepped down as Chair of the Totnes LB. The Local Board would be recommending a new appointment for the Board's approval. The CEO advised the Board that with Broadhempston joining, there may be two nominees for Chair. However, the LB had suggested adopting a rolling Chair, which the Directors **agreed**. The CEO plans to attend a Totnes Board meeting and to meet with the Clerk from Broadhempston who will now take over as Clerk to the Totnes Board. ND reassured the Board of Directors that the Local Boards are currently operating very well despite having Elections. Ms Brenda Jones, Woodleigh, had also resigned.

### 11. Local Boards

The Woodleigh Local Board meeting on 22 May 2019 had been cancelled and so there were no minutes to circulate; the next meeting is on 16 October 2019

#### Newton and Teign

The Board received the Minutes of the N&T LB of 27 June. The Chair confirmed the reference in 2.1 (Matters arising) was to pupil numbers and not pupils' attendance having an impact on income. The next meeting would be on 9 October 2019. Directors supported Ms Collings' view that while Governors no doubt provided enough 'challenge', this was not recorded within the minutes. The Board **agreed** all Governors be emailed the list of standardised challenge questions.

The Chair confirmed she and the Committee Chairs would welcome any questions from any Governors regarding matters discussed in Board meetings so that any misunderstanding or query could be addressed.

### Totnes

The Board received the Minutes of the meeting held on 13 June 2019. The Chair asked that those present be identified in future minutes and clarified in respect of N5.19 and the reference to Mrs Walters remaining on an (unnamed) Committee. The Chair confirmed that the vacancy was for a Director. The next meeting would be on 10 October 2019.

## 12 Safeguarding

The Board noted the CEO's safeguarding summary for Bearnas for the Summer term 2019. The Chair was pleased to inform the Board that Ms Jane Collings will be the Safeguarding Director for the Board in accordance with Safeguarding Policy. The CEO reported on individual cases, **Part II**.

## 13. Policies for approval

The Chair had written to all Directors on 4 October outlining the detailed scrutiny which the Remuneration Committee had completed with regard to the following policies in 13.1. Changes mainly related to changes from Heads of School to Executive/Academy Heads but other grammatical and editing amendments had been agreed as well as the introduction on each clarifying that all Directors are Trustees and all Trustees are Directors. Similar scrutiny had been completed with the policies from the F&GP Committee (13.2) and the S&C Committee (13.3).

### 13.1 Recommended by the Remuneration Committee:

13.1.1 Acceptable Behaviour incorporating the Use of Social Media, Drugs, Alcohol and Managing Information disclosed during Employment - **approved**

13.1.2 Adjustment to Staffing Structures - **approved**

13.1.3 Adoption Policy - **approved**

13.1.4 Appraisal Policy – Support Staff - **approved**

13.1.5 Appraisal Policy – Support – Appraiser Guidelines - **approved**

13.1.6 Appraisal Policy – Teachers - **approved**

13.1.7 Capability Policy - **approved**

13.1.8 Code of Conduct, including Ethical Code of Conduct Policy - **approved**

13.1.9 Disciplinary Policy - **approved**

13.1.10 Flexible Working Requests Policy - **approved**

13.1.11 Grievance Policy - **approved**

13.1.12 Leave and Absence Policy - **approved**

13.1.13 Maternity and Adoption Support Leave Policy - **approved**

13.1.14 Maternity Policy - **approved**

13.1.15 Pay Policy - **approved**

13.1.16 Public Interest Disclosure Policy: changes complied with the 2019 AFH - **approved**

13.1.17 Recruitment, Probation and Exit Policy - **approved**

13.1.18 Redundancy Policy - **approved**

- 13.1.19 Secondment Policy - **approved**
- 13.1.20 Shared Parental Leave Policy - **approved**
- 13.1.21 Volunteers in Schools - **approved**

13.2 Recommended by the Finance & General Purposes Committee

- 13.2.1 Accounting Policy - **approved**
- 13.2.2 Capital and Revenue Reserves Policy - **approved**
- 13.2.3 Fair Processing Policy – deferred, pending advice regarding Data Protection
- 13.2.4 Data Protection Policy – deferred, pending advice on the General Data Protection Regulation and the Data Protection Act 2018

13.3 Recommended by the Standards & Curriculum Committee

The S&C Committee had reviewed the following which had been updated with input from Executive/Academy Heads. The Chair had written to those at the meeting suggesting further editorial changes and updated nomenclature.

- 13.3.1 Lone Working Policy – extension of the Policy to take account of those who worked for the Trust but not necessarily in a school - **approved**
- 13.3.2 Attendance Policy, with minor amendments, - **approved**
- 13.3.3 Looked After Children Policy – with minor amendments to include a nominated governor on **each Board** to be assigned to the best interests of ‘Looked After children’ or ‘Children in Care’ (CIC) - **approved**

13.4 Other Policies

- 13.4.1 Director and Governor Allowances – with the insertion of the explanatory note about Directors and Trustees– **approved**
- 13.4.2 Lettings – with the insertion of the explanatory note about Directors and Trustees - **approved**

14. **New Term Dates 2020-21**

The CEO apologised that the outline dates, including staff training days, had not been prepared in time for the meeting. It was agreed this could be agreed by **Chair’s Action**.

15. **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

23/2019	Monday 9 December 2019
24/2020	Monday 10 February 2020
25/2020	Monday 18 May 2020
26/2020	Monday 13 July 2020
27/2020	Monday 20 July 2020 – Annual General Meeting

Issued: [date]

IJC/BA