

**MINUTES OF THE MEETING OF THE TRUST BOARD OF DIRECTORS  
HELD ON 17<sup>th</sup> JULY 2017 IN THE CUDMORE ROOM, KILMINGTON, COMMENCING AT  
14.00PM**

Initials	Attendees	Category	Initials	Attendees	Category
BI	Brian Impey	Foundation	BA	Barry Allsop	Vice Chair
AR	Andrea Rice	CEO	LA	Lesley Adams	Directors appt
			MVdW	Mark Van de Weyer	Foundation
PM	Paul Middlemast	Foundation			

**In attendance:** Veronica Dower (VD), Clerk to the Board & Company Secretary

Item no	Agenda Item
1.1	<b>WELCOME &amp; APOLOGIES FOR ABSENCE</b> Barry Allsop took the chair for the purposes of the meeting and welcomed directors. Apologies were received from David Williams (illness) and Nigel Whitaker (on holiday). AR reported that David Williams would be resigning from the Trust Board.
1.2	<b>DECLARATIONS OF INTERESTS &amp; ELIGIBILITY</b> The chair invited members to declare any interests in the agenda items. Standing declarations from Directors were noted, no further interests were declared.
1.3	<b>CONFIDENTIALITY &amp; REGISTER OF ATTENDANCE</b> The confidentiality statement was on the attendance sheet signed by all attendees.
2.	<b><u>MINUTES</u> of the Directors meeting held on 25<sup>th</sup> May 2017</b>
2.1	Part 1 minutes were circulated ahead of the meeting, The minutes were <b>agreed</b> to be an accurate record of the meeting, subject to a change in wording to items 3.1 and 6.3.1.
2.2	<b><u>MATTERS ARISING</u></b> The following matters arising were noted: i) The revised prospectus is ready to be circulated. ii) The SEFs will be ready for next term, to be presented to the LGBs. iii) The recruitment of a new foundation director is being pursued by AR and is ongoing.
3	<b><u>MAT STRATEGIC PLAN</u></b> The draft strategic plan was circulated prior to the meeting. The board thanked the CEO, BI and LA for their work. A section on risk has been written and will be incorporated by BI. The next stage is to develop the detailed annual business plan. The CEO confirmed that the draft version was shared with Heads of School at the SLT meeting. The new SATs results will be incorporated and the annual plan will give more detail, with KPIs added for that year. The clerk highlighted the importance of incorporating governance into the plan.  <b>ACTION:</b> It was agreed that the plan would continue to be worked on, LA asked for any further comments and feedback to be sent to the team. Clerk to add to next agenda.
4.	<b><u>REPORTS</u></b>

4.1	<p><b><u>MAT REVIEW – REPORT</u></b></p> <p>The report from the external review by Adrian Massey from Bridge Multi Academy Trust (through Best Practice Network) was circulated to the board prior to the meeting. The Board agreed that the review and the report received were thorough and comprehensive. The CEO commented that the discussion had been extremely useful in terms of growth plans; although the MATs were of a different size, the ethos of both MATs was very similar, with similar priorities around school improvement and outcomes for children. The CEO will visit Bridge MAT in September. BA noted the need to have a Business Continuity Plan in place in the areas for development in the annual plan. This has been addressed at the F&amp;A committee and is an urgent action. LA commented on the committed and enthusiastic senior leaders and the cohesive group of staff noted on her recent visits to all the schools.</p> <p>The directors discussed the need to have the external advisor built into the plan for 2017/18.</p>
4.2	<p><b><u>CEO REPORT</u></b></p> <p>The report was circulated prior to the meeting and included reference to the following, which the Board discussed:</p> <p><b><u>Admissions &amp; Pupil Numbers</u></b></p> <p>The admission numbers are extremely positive for next year. However the report showed a large variance of funded pupils to the number actually in school, a loss of approximately £160k. At Axminster, which is growing the fastest of all the schools, extra children will be joining, some with specific needs, but no funding will be received until the following year. Eight of the admissions at Axminster in reception have been based on the expanded 8 class structure for 2017/18. Any growth at Chardstock will require another class and the HUB to leave the site and find alternative premises, to include meeting room space. This was also advice from the external advisor and the Board noted that this should be incorporated into the strategic plan.</p> <p><b><u>Standards &amp; School Improvement – Progress &amp; Achievement data</u></b></p> <p>The Board considered the report and reviewed the attainment data relating to EYFS, Year 1 Phonics, KS1 and KS2 results. The Board noted the need for more consistency in the teaching of early years writing. Early years reading and writing are key areas for CPD across the MAT. The CEO commented that all schools were well above floor in Phonics, however this is not necessarily transferring into reading results and being able to apply those skills at Year 2. This will be in all the schools development plans for the next academic year. Varied results were received at KS1.</p> <p>The CEO highlighted the excellent results at KS2 for Lodders and improvements at Lodders and Mrs Ethelston's. Axminster also showed a significant improvement in results from 2016, however attainment is still below floor target and improving pupils' attitudes to learning is key. Very good results continue at Marshwood at ARE, but there is a need to improve challenge at greater depth. Chardstock had disappointing results; a new Head will be in place from September and experienced teachers in post in Year 6. Additional support will be provided by the MAT through Barbara Capper, the Executive Head, to ensure a smooth transition of leadership and to improve outcomes and teaching.</p> <p><b>ACTION:</b> The Board requested detailed reports of progress at Chardstock from the SLT through 2017/18.</p> <p>In response to a question regarding Marshwood and the need for improvements to be made to the site to improve outcomes, the CEO explained that the geography of the site makes this difficult, it is impossible to extend the school to create more space. The Board noted similar difficulties in the site at Mrs Ethelston's.</p> <p>The Board congratulated AR and the staff on the excellent results.</p>

**Quality of teaching**

The CEO reported that the percentage of good teaching is steadily increasing, weak teaching is being supported. The monitoring of teaching and support given is improving across the board. This has been particularly successful at Axminster and Loders. Heads are being much more rigorous about providing evidence and support plans when needed. A support programme is being put in place through NQT and RQT programmes.

The Board noted the report and queried staff turnover and the churn rate. The CEO confirmed the detail of staff movements, several staff had left due to relocations, or moved to new jobs. It was agreed that data on the overall churn rate could be a useful tool for the Board to monitor this on an on-going basis.

The CEO responded to comments and questions regarding the number and varying need for Teaching Assistants at the different schools and MAT policy or guidelines. The CEO noted that several TAs work across the MAT, the numbers in place within a school are based on the needs of that school, factors such as the numbers of pupil premium and SEN children are taken into account, both come with additional funding. Comparisons can be made between schools of a similar size, but it is needs led. The CEO confirmed that new TAs are all appointed by the MAT and work flexibly across the MAT. It was agreed that a review of staff attitudes to working elsewhere within the MAT would be undertaken by the SLT and reported back to the Board.

**ACTION:** CEO to consult with the SLT to review staff attitudes to moving between schools and the numbers involved, to be reported back at the next meeting. .

**Safeguarding Data Report**

A data report was circulated prior to the meeting by Barry Allsop, the Safeguarding Director. The Board received and noted the report which included the number of MASH enquiries, number of CP conferences held, DAFs completed and Fixed Term and Permanent Exclusions. The CEO reported on a recent permanent exclusion where the pupil was reinstated. After discussion by the Board, it was agreed that an additional clause should be added to the job descriptions of the Heads of School.

**ACTION:** The Clerk to action the addition to the Heads of School job descriptions, to report back to PM and the Trust Board.

**Premises Updates**

The CEO reported that she has spoken to Devon County Council and a contact at the ESFA; no plans are currently in place for a free school in Axminster. Discussions will be continued in the autumn.

**IT strategy**

No report has been received yet from BCN. An audit of requirements has been carried out and all staff interviewed. There will be an action plan ready in the autumn term, however the financing of the IT infrastructure and hardware should be considered and the savings that could be achieved by improving IT and automating systems.

**ACTION:** CEO to circulate the IT network audit and support proposal to the Board.

5	<b><u>COMMITTEE MINUTES</u></b>
5.1	<b><u>Finance &amp; Audit Committee Minutes</u></b> The Minutes of the Finance & Audit Committee meeting held on Thursday 29 <sup>th</sup> June 2017 were received and noted.

5.2	<p><b><u>LGB Committee Minutes</u></b> The LGB Committee Minutes were received. The Board noted the need to improve feedback from LGBs, and an understanding of the quality of governance at school level; this will be part of the external review of governance.</p>
5.3	<p><b><u>Ethos Committee Minutes &amp; Report</u></b> The Board noted the report from the Chair of the committee and commented that the Ethos committee had worked well with a positive effect through the academic year. The system of Ethos committees was recognised at the last SIAMS inspection as a very effective way of working for Church schools.</p>
6	<p><b><u>OPERATIONS &amp; FINANCE REPORTS</u></b></p> <p>6.1 <b><u>FINANCE &amp; AUDIT COMMITTEE BUSINESS</u></b></p> <p>6.1.2 <b><u>Management Accounts</u></b> The Management Accounts (8+4) were circulated to the Board, having been considered and examined by the Finance &amp; Audit Committee on 29<sup>th</sup> June. A projected Trust-wide overspend at the end of the academic year was noted. The deficit was virtually unchanged from the previous meeting in May. Factors impacting on this were noted by the Board.</p> <p>6.1.3 <b><u>Risk Register – update &amp; review</u></b> Work has been conducted through the Finance &amp; Audit committee to re-order the risk register. This was circulated to the Board by BI prior to the meeting. Currently there are 14 items at the top of the register, including pupil numbers. It was agreed that the focus should be on how the red risks are managed, reducing them to amber or green. The CEO confirmed that the SLT will also address the risks at their next meeting and add any further risks identified. The Board agreed that as the MAT grew, the focus should be to move to the central HUB and every school and LGB having their own risk register.  <b>ACTION:</b> BI and MVDW to continue to work on the register, specifically focussing on the red risks and forward an updated version, with a review of the mitigation.</p> <p>6.1.4 <b><u>Internal Control Review</u></b> The report from Francis Clarke was received and noted. Internal financial systems of control were reviewed for: payroll, purchases, income and the accounting system.</p> <p>6.1.5 <b><u>Financial Regulations 2017/18 (Finance Policy)</u></b> The Board considered the Trust’s proposed Financial Regulations for 2017/18. It was noted that the regulations had been updated to reflect the ESFA Handbook, and the current Scheme of Delegation. The proposals had been considered by the Finance &amp; Audit committee. Further changes will be made to match the SoD after the governance review.  <b>RESOLVED: That the Financial regulations be adopted by the Board.</b></p> <p>6.2 <b><u>BUDGET APPROVAL – 2017/18</u></b></p> <p>6.2.1 <b><u>Trust and Academy Annual Budget</u></b>  Items considered and discussed prior to approval are detailed below. <b><u>Premises budget</u></b> The SLAs are already budgeted for, but as a contingency sum for premises maintenance, the HUB would need £30k. The CEO confirmed that a secure process will be in place for premises projects and any building work; these items are now on the premises development plan, with a contingency fund for urgent repairs. The Board noted that the mechanism will ensure that any urgent expenditure can be forecasted at an early date which will ensure better internal accountability. The</p>

Finance & Audit committee will see the process and how it is managed at the first meeting in September.  
**ACTION:** CEO and Finance Officer to prepare overview of process for approving maintenance costs for F&A committee.

The Trust Board **approved** the sum of £30k for premises, to be included in the budget.

#### Staff & Governor training

After comments and questions, the Board **agreed** a sum of £10k to be added to the budget for staff training and professional development and £2.5k to cover the training of governors and directors. The Board noted that provision in the budget was well below 1.5% for staff training. The Board confirmed that the budget deficit has therefore increased to £160,792. The CEO noted that Paul Jones had commented at a recent RSC visit that the MAT had lost £65k solely due to a funding formula change.

After further discussion, the Board agreed that the budget was more secure and should be approved.

**RESOLUTION: The Board approved the 2017/18 budget.**

### 6.2.2 Trust & Academy 3 Year Budget Plan

The Board considered the 3 Year budget Plan recommended by the Finance & Audit committee and discussed projections for 18/19 and 19/20. Future pupil projections were noted, with 640 pupils forecast for the next census for 18/19 and 703 pupils by 2018. It was agreed that the growth in pupil numbers of 10% was a challenging target to reach and there was a risk in those numbers. The deficits noted were £160,792 for 2017-2018, £166,482 for 2018-2019 and £30,504 for 2019-2020.

After discussion, the Board were satisfied with the figures and approved the 3 year budget plan.

**RESOLUTION: The Board approved the 3 Year Budget Plan**

#### Financial Proposals

The Chair referred to a request by NW for financial items relating to the budget plan to be considered and agreed by the Board, these were circulated prior to the meeting. Following a robust discussion about the proposals, the Board agreed that there were sufficient checks and balances in place within the Finance & Audit committee and Board of the MAT.

6.3 **RESOLVED:** The Board, having considered the items proposed and concerns raised; voted against the financial proposals.

### 6.3.1 PREMISES & HEALTH & SAFETY

#### Premises Report

BI reported that stronger processes are now in place to control costs. The annual maintenance contracts are being explored; some good savings should be made through a transfer in the contract to TDA, an alternative provider.

The tendering on the wall at Mrs Ethelston's has gone ahead and three quotes have recently come back that are robustly priced. The three prices obtained were £197k, £171k and £161k. Logistical information and coherent programmes have come through as a result of the tendering process. BI proposed that the Board agree to instruct the company selected to take on the contract, subject to funds becoming available. Routes of funding to be explored would include a further CIF bid in December and a loan against assets.

The Board questioned the feedback from the engineers on the safety of the wall. BI confirmed that the engineer could not give an estimate of when the wall will fail or any concrete advice on its safety; however it is being monitored every month by the engineers. The Board discussed and questioned the degree of risk in detail and the funding opportunities that could be explored.

**RESOLVED: The Trust Board agreed to formally advise the company that they have been**



	<b>Date and time of the next Board meeting</b> <b>05/10/17 1.30pm</b> <b>Finance &amp; Audit Committee</b> <b>28/09/17 9.30am</b>
--	--

### ACTIONS

3	The strategic plan to continue to be worked on, any further comments and feedback to be sent to the team (BI, LA, and AR). Clerk to add to next agenda.	Sept
4.2	CEO to consult with SLT to review staff attitudes to moving between schools and the numbers involved, to be reported back at the next meeting.	Oct
4.2	The Clerk to action the addition of a clause to the Heads of School job descriptions, to report back to PM and the Trust Board.	Sept
4.2	Detailed reports of progress at Chardstock to be given to the Board through 2017/18.	Oct-June
4.2	CEO to circulate the IT network audit and support proposal to the Board.	Sept
6.1.3	BI and MVDW to continue to work on the risk register through the F&A committee, and forward an updated version, with a review of the mitigation	Oct
6.2.1	CEO and Finance Officer to prepare overview of process for approving maintenance costs for F&A committee	Sept
7.2	A new cycle of business to be put in place over the summer by the clerk, to be communicated to the local governors, with amendments to the Scheme of Delegation	Sept
7.2	A detailed quote to be obtained from Michelmores for an external review of governance, with alternative quotes if needed for comparison.	Sept