

**MINUTES OF THE MEETING OF THE TRUST BOARD OF DIRECTORS  
HELD ON 25<sup>th</sup> MAY 2017 IN THE HITCHCOCK PAVILLION, KILMINGTON,  
COMMENCING AT 1.30PM**

Initials	Attendees	Category	Initials	Attendees	Category
BI	Brian Impey	Foundation	NW	Nigel Whitaker	<b>Chair</b> , Foundation
AR	Andrea Rice	CEO	LA	Lesley Adams	Directors appt
BA	Barry Allsop	Foundation	MVdW	Mark Van de Weyer	Foundation
PM	Paul Middlemast	Foundation			

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

1.1	<b>WELCOME &amp; APOLOGIES FOR ABSENCE</b> Nigel Whitaker welcomed directors to the meeting. Apologies were received from David Williams (illness).
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 of the Directors meeting held on 30<sup>th</sup> March 2017</u></b>
2.1	Part 1 minutes were circulated ahead of the meeting, Part 2 minutes were tabled at the meeting. The minutes were <b>agreed</b> to be an accurate record of the meeting and signed by the Chair.
2.2	<b><u>MATTERS ARISING</u></b> The following matters arising were noted. i) The prospectus was circulated as agreed ii) LA attended MAT performance data training. AR offered to focus on RAISE data, using Marshwood data, to take directors through the structure of the report and highlight strengths and weaknesses. <b>ACTION:</b> A meeting on RAISE data to be arranged after half term. iii) The external consultant visit has been arranged for June 30 <sup>th</sup> . Adrian Massey, the head of the Bridge Multi Academy Trust will meet AR and visit several schools. BA noted that he has done other MAT reviews and is an Ofsted Inspector. iv) The new website content has been progressed v) Training with other MATs will be pursued vi) LA and VD met to review the trust board agendas vii) NW confirmed that the CEO Appraisal Panel had met in April. viii) Review of SEND will be deferred to the next meeting ix) The date for the demolition of the house on Stoney Lane has been postponed but is still going ahead. There has been no confirmation to date from Devon CC over the growth of Axminster.
3.1	<b><u>MAIN FOCUS</u></b> <b><u>GOVERNANCE STRUCTURE</u></b>  A report from AR was circulated prior to the meeting. The key points were summarised by the CEO and discussed by the board: <ul style="list-style-type: none"> <li>The MAT was set up in 2014 with a governance structure that was needed at the time. The DFE at the time recommended 3 Members, one from Exeter Diocese, one from Salisbury Diocese and</li> </ul>

the Chair of the MAT.

- The Board of Directors was set up to represent each of the 4 founding schools equally and maintain the role of the Axminster Head as a director, whilst also maintaining the Foundation majority. The MAT has since taken on two more schools, and the Board has recruited new directors according to their skill set, but this is not reflected in the articles.
- The MAT used a portfolio model where each director and LGB governor had an area of responsibility. This needs review, as there is a lack of responsibility for teaching and learning, along with duplication between layers of governance.
- The guidance from 2014 has changed considerably for new MATS setting up and continues to be an evolving picture. There is a need to evaluate and review the governance structure for the new academic year.
- Michelmores have offered to come and talk about the structures recommended for new MATs that might suit the philosophy of Acorn.
- BI visited the Academies Show, and attended several relevant presentations. The NGA identified 4 or 5 different models of governance. Another body, FASNA was also very helpful around governance models. BI stressed the importance of reading the presentations and notes circulated.
- Directors agreed that any external advice on structure would be welcomed, followed up with an external review of governance, with quotes obtained from the NGA and Michelmores.
- The meeting with Michelmores was agreed for 14<sup>th</sup> June am. **Action:** Clerk to check availability of a suitable venue.

3.2

### **MAT STRATEGIC PLAN**

A detailed draft budget report, requested by the Finance & Audit Committee was distributed prior to the meeting (2017/2018 Budget Scenarios). Discussion took place regarding a number of matters raised in the report and the two proposed options. The budgets are currently in draft form and will be finalised at the budget meeting on 8<sup>th</sup> June.

In response to a question regarding specific aspects of the first option and savings made, the CEO explained that each budget line had been stripped back, with savings made to premises costs, school resources, training budgets and any additional staffing, including the replacement of staff with NQTs. Option 1, with schools run at current levels showed a small surplus.

Option 2, the growth model budget with the proposed internal MAT expansion, would give a substantial deficit and variance from Option 1. Key features of this option are additional central support staffing, and additional classes at two academies. This would create extra spaces, generating £134k and £69k. It would also give the MAT the capability to look to expand with external growth over the course of the year. The Board noted that reserves were at a healthy level.

Further discussion and detailed questioning related to the situation the following year and in subsequent years, the staffing costs involved and the need to increase pupil numbers. The CEO confirmed that Executive Heads would be principally involved in school improvement and holding school leaders to account. They would also provide capacity for the CEO to pursue external growth. In terms of risk, the expansion route could be halted if needed, so this was limited.

Directors noted the need for more contingency to be built into the budget.

**RESOLUTION:** After detailed consideration, the Board agreed to approve Option 2 in principal, for further review.

**ACTION:** The Finance & Audit committee were instructed to review the figures in detail at the meeting on 8<sup>th</sup> June and feed back to the Trust Board.

3.3	<p><b><u>STRATEGIC PLAN</u></b></p> <p>BI, LA and the CEO have met to proceed with the Strategic Plan. This will now pick up the approval in principal of Option 2 by the Board and incorporate this into the plan. The document will be produced for the Board for the next meeting.</p> <p>A group of West Dorset schools, currently working as a loose federation, have approached the MAT and a meeting has been scheduled for 12<sup>th</sup> June.</p> <p>The new brochure/prospectus for new schools has been prepared. The Board reviewed the final version and agreed that the contents of the brochure were relevant for schools in East Devon and West Dorset.</p> <p><b>ACTION:</b> The prospectus will be sent out and schools will be approached. Progress on this will be reported back at the next meeting.</p>
4.1	<p><b><u>CEO REPORT</u></b></p> <p>The report included reference to the following, which the Board discussed:</p> <p><b><u>Ofsted Inspection - Marshwood CE Primary Academy</u></b></p> <p>The Board received a verbal report from the CEO of the recent Ofsted one day inspection at Marshwood. The inspection had been challenging, but the school maintained its 'Good' grading and had received a very positive report. The Board extended congratulations to the CEO, the Head of School and all staff involved.</p> <p>The inspector focussed on Leadership &amp; Management and a detailed inspection of the books. The parent questionnaire results and the SEF and SDP were examined. All lines of enquiry on the progress of children came from RAISE data, the impact of the Head since appointment, the identification of SEN children and writing. A particular focus was the performance management of teachers and the need for teachers to demonstrate rapid progress.</p> <p>The CEO commented that as a result of the inspection, action would be taken to revise the SEFs with a new format used, to ensure that any issues experienced by the schools were addressed within the SEF. A pack will be prepared for each school, to include the SEF, Ofsted report, SDP and anonymised performance management data.</p> <p><b>ACTION:</b> New format SEFs will be presented to LGBs by the next series of meetings.</p> <p><b>ACTION:</b> All documents mentioned above will be made available to directors and governors through the secure area of the new website by September.</p> <p><b><u>IT Strategy</u></b></p> <p>The IT strategy report was circulated prior to the meeting. Three companies have been looked at: IDN, ame solutions and BCNS. All are local companies who specialise in IT strategy. The three companies have now visited the schools and undertaken reviews of the IT structure, including broadband, Wi-Fi and connectivity, servers, back-ups, cloud based computing, telephone support, IT support and the development of a 5 year IT strategy.</p> <p>Two companies have been selected to undertake a full network audit and IT support proposal. The CEO confirmed that the audits and proposals should be ready for the next Board meeting in July, with costings for a five year plan, to be incorporated into the budget.</p> <p><b><u>Review of HUB structure</u></b></p> <p>AR distributed an analysis of HUB staff, with short job descriptions and annual hours. This had been requested by the Finance &amp; Audit committee.</p> <p>The Board noted the report and questioned the extent of duplication between admin staff and the HUB, along with the use of IT in the HUB and across the MAT. The Board agreed that this could be</p>

	revisited and reviewed for efficiency once the IT strategy had been received. The CEO confirmed that it should be far easier and smoother to now add another school into the central system.
5	<b><u>COMMITTEE MINUTES</u></b>
5.1	The <b>Minutes of the Finance &amp; Audit Committee</b> meeting held on Thursday 18 <sup>th</sup> May 2017 were received and noted. The Chair of the F&A Committee highlighted the need to provide for urgent building work in the new budget.
5.2	<b><u>Risk Register – update &amp; review</u></b>  The Board received and noted the current Risk Register. After discussion at the F&A Committee meeting, it was agreed that this would be reviewed by the CEO, along with BI and LA. The Board highlighted the risk management objectives and approach detailed in the Risk Management Policy. Following further discussion and recommendation, it was agreed that specific mentions of academies should be removed from the main register. There should be a Trust wide approach to the management of risks, with effective communication with all academies. The MAT should work towards each academy having its own register, to be scrutinised by LGBs and reported to the Board.  The Board highlighted the risk over internal HR expertise, currently HR management is outsourced. Directors questioned the strategy in place to mitigate this risk and to actively manage it. It was proposed that the CEO, along with the SLT should review the current risks on the register and the recording of any mitigation.  <b>ACTION:</b> AR will take on the review of the register with the SLT, and report back to the board. Clerk to chase as one of the papers for the next meeting and add to the agenda.
5.3	<b><u>LGB Committee Minutes</u></b>  The Minutes of the Local Governing Body meetings held between 10 <sup>th</sup> May and 18 <sup>th</sup> May 2017 were received and noted by the Board.
6.2	<b><u>OPERATIONS &amp; FINANCE REPORTS</u></b>
6.2.1	<b><u>Management Accounts</u></b> The Management Accounts (7+5) were circulated to the Board, having been considered and examined by the Finance & Audit Committee on 18 <sup>th</sup> May. A projected Trust-wide overspend at the end of the academic year was noted. Factors impacting on this were noted by the Board.
6.3	<b><u>PREMISES &amp; HEALTH &amp; SAFETY</u></b>
6.3.1	<b><u>Premises Report</u></b> BI gave a verbal premises report. A report on the outcome of the CIF bids was reported to the F&A committee. The wall at Mrs Ethelston's, an item on the risk register, should now be considered by the Board due to the refusal of funding. The decision on the best way forwards was discussed, taking into account the degree of risk involved. The board agreed that the plan to rectify the wall should be started, and the CIF bid reapplied for next year. The wall will be tendered for; however, financial constraints will limit action. The upgrade of the fire alarm system will be put in the budget for Mrs Ethelston's.
6.3.2	<b><u>Health &amp; Safety report</u></b> BI reported that incidents are being managed effectively by the Premises Manager.

7	<b><u>GOVERNANCE &amp; DELEGATION</u></b>
7.1	<b><u>Board membership – appointments, resignations, recruitment</u></b>
7.2	Liz Fraser has resigned from the Trust Board. The Board considered the current composition, with eight board members currently in place, and discussed the need to recruit new directors. It was agreed that the recruitment of a new foundation director would be actively pursued (through Exeter Diocese). ( <b>ACTION</b> )
8	<b>ACORN POLICY REVIEW AND APPROVAL</b> The Board received a suite of policies for approval and for implementation across the Trust. <b>RESOLVED:</b> The Board approved the following Policies: <ul style="list-style-type: none"> <li>• Alcohol &amp; Substance Abuse policy - adopted</li> <li>• Code of Ethical Conduct - adopted</li> <li>• Exclusions Policy</li> <li>• Freedom of Information</li> <li>• Paternity Policy &amp; Pay</li> <li>• Support Staff Appraisal Policy</li> </ul>
9	<b>REVIEW OF IMPACT OF MEETING</b> <ul style="list-style-type: none"> <li>• Detailed discussion on strategy, with the focus for growth over the next academic year and associated budget implications</li> <li>• Discussion and decisions about the expansion of schools</li> <li>• Ofsted discussion, improvements in processes, SEF and SDP. A pack for governors.</li> <li>• Review and discussion of the risk register</li> </ul>
10	Issues raised with the Chair before the meeting <i>The meeting closed at 4.30pm</i>
	<b>Date and time of the next Board meeting</b> <b>17/07/17 1.30pm</b> <b>Finance &amp; Audit Committee</b> <b>08/06/17 9.30am (budget review)</b> <b>29/06/17 9.30am</b>

### Actions

2.2	A meeting on RAISE data to be arranged after half term.	June
3.2	The Finance & Audit committee were instructed to review the figures in detail at the meeting on 8th June and feed back to the Trust Board.	June
3.3	The finalised prospectus will be sent out to schools. Progress on this will be reported back at the next meeting.	July
4.1	New format SEFs will be presented to LGBs by the next series of meetings	
4.1	All Ofsted related documents will be made available to directors and governors through the secure area of the new website.	Sept
5.2	AR to take on the review of the register with the SLT, and report back to the board. Clerk to add to the next Board agenda.	July
7.2	AR to pursue the recruitment of a new foundation director.	July