

**Minutes - Board of Trustees –6 July 2020, 6.00 pm. Microsoft Teams**

	Item	Matters Arising
	<p>Present:</p> <p>Trustees Paul Makin (PM), Phil Moulden (PMN), Normal Hole (NH), Anne Weinstock (AW), Kit Thorne (KT), Graham McGuffie (GM), Ian Robinson (IR), Olwyn Smythe (OS)</p> <p>Officers: Antony Hughes (AH – CEO and Accounting Officer), Sharon Costello (SC), Maggie Williams (MW), Jane Green (JG), Wendy May (WM), Tracey Mellor (TM), Suzanne Thompson (ST)</p>	
1	<p>Apologies for absence</p> <p>Apologies received from Ashley Forbes.</p>	
2	<p>Introductions</p> <p>The Board welcomed new trustee Ian Robinson to his first Board meeting, acknowledging that Ian had attended the extra ordinary Board meetings since his appointment.</p> <p>The Board welcomed new Sharon Costello who was appointed to Chief Financial Officer.</p>	
3	<p>Register of Business Interests</p> <p>Trustees were asked to consider the current register and notify the Trust of any changes. Forms for 2020-2021 will be issued in September.</p>	
4	<p>Minutes and Matters arising from previous meeting</p> <p>Approved as a correct record</p>	
5	<p>Receive committee minutes</p> <p>Noted.</p>	
6	<p>CEO Report</p> <p>The CEO report had been shared with Trustees before the meeting.</p> <p>AH brought particular areas of the report to Trustees attention, explaining that it was a relief to write about something other than Covid.</p> <p>Greenhill OFSTED (see Item 7 below)</p> <p>Growth – good progress being made with the Greenfield Primary conversion. Already have staff providing School Improvement interventions. 2 bids free schools one Derby Castleward, one in Chadderton. Awaiting outcomes to be announced.</p> <p>PMN asked - when do you think we might get a decision on Castleward? AH responded - chasing Local Authority for position statement prior to end of term. The one in Oldham we were promised this term.</p> <p>Partnerships and Commissions – risk as a consequence of Covid loss of income from commissions. Confirmation OA funding will continue another academic year with a focus around School Improvement and recovery from Covid 19, so Trust well placed for that.</p>	



	<p>PM asked - Are there any parallels in history where the Education Service has had to rebuild itself in terms of children's learning. AH responded – Good question maybe after WW2 although not as many children out for so long. Will seek an answer.</p> <p>Schools Capital would prioritise Ash Croft</p> <p>GP2W continued investment in leadership development programme, continue to implement GP2W strategy on the ground with particular focus on Derby where Staff Forums are yet to be fully embedded. Covid has offered opportunities in terms of staff surveys in a dynamic way and strengthening our internal communication systems.</p> <p>Finance just covered fully in FAR Committee but to formally put on record thanks for outstanding leadership that ST has shown in her role as CFO and contribution to wider Trust Leadership Team all greatly appreciated. Trustees acknowledged this and ST thanked them all.</p> <p>Governance now have 5 substantive members all bring different strengths in terms of partnership and expertise. Will be able to contribute significantly. Agenda item to review membership later.</p> <p>Finally three year strategic plan was ready for presentation to Trustees but in light of Covid this needs a rethink so will be coming back to Board in the Autumn with position paper around this, and the historical question from PM earlier.</p> <p>KT made everyone aware of website based on existing practise "Big Education" built on work of School 21, really interesting. AH thanked Kit really helpful will explore further.</p>	<p>AH</p>
7	<p>Greenhill Academy OFSTED report</p> <p>The report had been shared with Trustees prior to the meeting.</p> <p>AH explained the outcome of the report further, highlighting particular areas to Trustees. In summary this confirms that Greenhill is a really good school and this accords with our own assessments. Greenhill should be rightly proud of the outcomes for SEND children and quality of provision, and this should be held in view when looking at the resourcing of the provision and funding from the Local Authority. Board should see itself reflected in the report, inspectors very positive about support provided by the Trust and from key Infrastructure services, in particular Safeguarding.</p> <p>An outcome to celebrate.</p> <p>Trustees had no questions but all wanted to add how wonderful the comments are and a cause for celebration and asked that their congratulations be passed on to the school.</p> <p>AW said Trustees will await with interest the further update on the new Relationships and Health Education (RHE) framework.</p> <p>PM reflected on composition of the Board and how significant parental / community representation should be and that this should perhaps be a future consideration for Trustees.</p>	<p>AH</p> <p>AH</p>
8	<p>ESFA BFR Provisional submission and revised timescales</p> <p>Items 8, 9 and 10 all previously presented at the FAR Committee prior to Board. GM was not at the committee as he isn't a member so ST provided an overview.</p>	



	<p>PM reported the recommendations from the FAR Committee asking Board to approve the recommendation.</p> <p>For GM benefit ST explained that we were reporting a much improved position for the current year outturn and next year's draft budget plan and that whilst the ESFA have relaxed the reporting requirements for the Budget Return we will not have another Board before the September deadline hence the need for Trustee approval at this meeting.</p> <p>Management Accounts were also picked up as part of the overall report and the year-end timetable has been shared with Trustees.</p> <p>On reflection PM explained that Trustees had just had a lengthy FAR Committee which provided them with adequate time to ask questions and consider the information provided to them. Trustees had no further questions.</p> <p>Trustees approved the submission of the 2020-2021 Original Budget to the ESFA</p>	
9	<p>Financial Statements, Annual Report and Audit timetable 2019-20</p> <p>See 8</p>	
10	<p>Management Accounts</p> <p>See 8</p>	
11	<p>Performance Management</p> <p>PM explained a lot of conversation around finance in the FAR Committee had concentrated on staffing, as you would expect, this being the major area of spend for the Trust.</p> <p>TM reminded Trustees of the email from the middle of June seeking approval to allow automatic incremental progression for all teachers due to Covid potentially not allowing teachers to evidence a full year's objectives and meeting of targets. DfE advice that teachers should not be penalised as a result of partial school closures.</p> <p>Trustees approved the automatic incremental progression for all Teachers.</p> <p>PM thanked TM</p>	
12	<p>Derby – Safeguarding Audit for sign off</p> <p>WM reminded Trustees that back in January 2020 all Derby academies had undergone Safeguarding audits. Half of them completed and shared at January meeting the other half were due for March meeting which had to be cancelled. WM shared her screen with Trustees and talked them through the areas considered during the audit, academies have scored themselves against the sections in the audit. WM explained that PM and WM had looked at each of the audit outcomes in more detail.</p> <p>DCC now require Trustees confirmation that they are happy with the assessments and that the audits have been completed properly.</p> <p>PM confirmed that he meets regularly with WM and has had opportunity to interrogate the reports further. PM also explained to Trustees how incredibly thorough WM is and how professional and detailed she is in carrying out her role, giving Trustees confidence that the risk is well managed.</p> <p>WM provided some further information on how action plans would be managed.</p> <p>Trustees confirmed they were happy with the audits and reports, in terms of outcomes and how they had been carried out.</p> <p>PM asked WM to elaborate on cross fertilisation of good practise across the Trust. WM explained how the DSL Network sessions work looking at national and Trust updates incorporating training and development session providing opportunities for academies to work together and share good practice, and experiences.</p>	



	PM stressed that Trustees should feel comfortable to contact WM if they feel they need more information regarding individual academies.	
13	<p>Policy approvals:</p> <ul style="list-style-type: none"> Scheme of Delegation <p>MW explained the changes made to the Scheme of Delegation as per the document shared previously with Trustees. Not a Policy but an instrument of Governance.</p> <p>Agreed should be a termly agenda item for future Board meetings.</p> <p>Greater focus on governance. ST to look at further review and update after the meeting.</p> <p>Trustees approved the revisions to the scheme.</p> <p>No further policies for approval at this stage. ST explained that some Finance policies would be circulated in the coming weeks.</p>	
14	<p>Greenfield Primary Academy update and due diligence</p> <p>ST provided a verbal update to Trustees</p> <p>All progressing well and on target for 1 Sep conversion.</p> <p>GM asked how financial standing of TMBC might affect the school.</p> <p>ST explained that the school funds are delegated to the school so the financial stability of TMBC should not impact on this. However the position of the DSG may have an indirect negative impact on the formula factor values used to calculate the GAG. TMBC financial position similar to OMBC and DCC.</p> <p>TMBC has 4 months to agree final balance.</p>	
15	<p>Company Secretary</p> <ul style="list-style-type: none"> Resignation - ST taking early retirement from the role of CFO August 2020 and the role of Company Secretary is associated with this role so also resigning as Company Secretary. Appointment– SC to be appointed as CFO and Company Secretary. <p>Trustees noted the resignation and approved the appointment of SC to the CFO and Company Secretary role with immediate effect.</p>	
16	<p>Trustee resignations and review of terms of office</p> <p>PM shared with Trustees that this was his last meeting and he would be stepping down with immediate effect.</p> <p>ST confirmed no other Trustee resignations.</p> <p>The CEO and Board expressed their thanks to PM for the contribution he has made whilst in the role of Chair and wished him well for the future.</p>	
17	<p>2020-2021 Governance Arrangements</p> <p>New Appointment</p> <p>ST shared a document with Trustees explaining that we have a lady Emma Farmer, Director of Business Strategy at Five Rivers who, upon Members approval and appointment, will join the Board as a Trustee. Emma has relevant MAT business management experience and will strengthen the Boards expertise in this area.</p>	



ST explained that register of business interest will be disclosed as existing arrangement in place with the site manager at Tinsley Meadow who provides property management support to Cavendish Close Junior Academy under an existing agreement.

ST shared a register of current Trustee details which showed existing Terms of Office

MW explained the purpose of this review to maximise impact of those we already have, strengthen the Board in terms of numbers and skills in terms of further recruitment and then to strengthen the committee structure.

Appointment of Chair following PM resignation

**KT proposed AW as Chair, PMN seconded, all Trustees approved.
AW appointed as Chair.**

AW thanked Trustees

Appointment of Vice Chair

**NH proposed KT as Vice Chair, AW seconded, Trustees approved.
KT appointed as Vice Chair.**

KT thanked Trustees.

Committee Structure

ST explained the importance of establishing an Audit and Risk Committee running independently of the Finance Committee, particularly noting the further requirements around Internal Scrutiny in the AFH 2020.

ST shared a proposal with Trustees which saw KT and PMN retain their existing roles as Chair of Finance and Chair of Audit and Risk, and Derby Hub Committee.

ST highlighted that PM resigning leaves a gap for the role of Safeguarding Trustee which is a crucial role for the Board and also there is further need to strengthen the Board with someone with recent and relevant accountancy and or audit assurance experience.

The Trust to advertise these vacancies.

The only committee without a Chair, due to the resignation of Marian earlier in the year, will be Standards and Performance Committee. There has been a proposal that GM takes the role of Chair for this committee.

Trustees were asked to approve the allocation of Trustees to committees and the appointment of the Chairs to committees.

Trustees all approved the proposals as laid out in the document, and the appointment of Chairs, including GM as Chair of Standards and Performance.

Trustee representation on committees 2020-21

Anne Weinstock (Chair)

Kit Thorne (Vice Chair)

Finance

Kit Thorne (Chair)

Norman Hole

Anne Weinstock

Olwyn Smythe



<p>Audit and Risk</p> <p>Phil Moulden (Chair) Sajen Bakht Emma Farmer (appointment pending) A N Other</p> <p>Standards and Performance (incl. Pay)</p> <p>Graham McGuffie (Chair) Ashley Forbes Ian Robinson A N Other</p> <p>Derby Hub Committee</p> <p>Phil Moulden (Chair) Ian Robinson</p> <p>ST explained that Terms Of Office will be monitored and will form part of succession planning.</p> <p>Provisional Meeting Schedule 2020-21</p> <p>ST shared the draft provisional meeting dates for the next academic year, explaining how the dates have been arrived at. ST asked what Trustees feel is appropriate in terms of the starting time considering that all meetings will be held on Teams in the next academic year. MW made the point that running the meeting through Teams would be useful but using tonight as an example where Trustees have now been in meetings for 4 hours Trustees may want to have committee and Board meetings on different days as we no longer need to consider minimising travelling time. Opportunity to separate the meetings. AW would welcome, 4 hours non-stop too much for leaders as well as Trustees. AW asked if everyone could look at the planning sheet and get back to ST. PMN important to look at the times, considering some have full time jobs as well, 4pm fits in well with working pattern. PMN time suits so if we split committee from full Board happy with proposal, KT agreed happy with that. All agreed 4pm start time and splitting committee from Board, maybe have committee earlier in week or previous week. PMN suggested Teams worked well.</p> <p>All agreed 4pm good compromise.</p> <p>ST to share revised timetable with Trustees.</p> <p><i>ST left the meeting disclosing an interest in the next item.</i></p> <p>Appointment of Clerk 2020-21</p> <p>MW updated the Board of Trustees regarding ST and her very early retirement and that it would be a sad loss to the MAT. SC had been appointed as the new CFO and all were pleased with this. A good handover is taking place prior to ST leaving.</p> <p>MW reminded the Board that there had been a significant gap in secretariat and support services to the Board and there was a need to strengthen the support provided to the Trustees. It was proposed that ST be appointed as Clerk to Trustees with effect from September 2020. This would be on an employed contract with a flexible approach to days worked.</p>	ST
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	All Trustees agreed this would be an excellent appointment and unanimously approved the appointment of ST to the role of Clerk.	
18	<p>Any Other Business</p> <p>PM thanked the board for their best wishes.</p> <p>PM went on to thank everyone for their support over the years and how enjoyable working with the Trust had been, AH thanked PM for his instrumental role in the growth of the Trust, and his supportive and positive approach in carrying out the role of Chair over the years.</p> <p>PM thanked all the officers and wished ST well in her new endeavours thanking her for her support over the years in various roles.</p> <p>Meeting Ended 19:40</p>	

