



Minutes of the meeting of the Board of Trustees

**held on 27th February 2018 at 6.30pm
at Fulford School**

Present: Mr A Pennington (Chair), Mr I Dolben, Mr T Flemming, Ms Sheena Powley, Ms Mini Setty, Mr I Warman (co-Vice-Chair)

In Attendance: Ms L Savage (Chief Executive Officer and Accounting Officer)
Mr S Bradford (Chief Finance Officer and Company Secretary)
Mrs C Lajoinie (Governance Advisor, City of York Council)

1. APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST

Apologies for absence were received, with consent, from John Williams, Claire Graham Brown, Matthew Horne.

There were no declarations of interest.

2. MINUTES OF THE MEETING HELD ON 25-01-2018

Previously Distributed.

The following amendments were noted:

P1. A Trustee noted that his wife was Chair of Governors at a school interested in joining the MAT, and was not employed by the school.

P8. A Trustee noted that there was a 'typo' '44' that should be removed.

P15. A Trustee stated that the fourth bullet should be amended to state 'an approach to...' ie remove 'vendor'

P16. The CEO clarified that any concern with regard to Danesgate's place within the MAT related to the timing of their joining and not to their general place within the MAT. The CEO additionally clarified that any delay to St Oswald's planned conversion date would be related to their new Headteacher recruitment and not to their PFI status.

Resolved:

The minutes of the meeting of 25th January 2018 were, subject to the amendments above, agreed to be a true and accurate record and were signed by the Chair.

3. ACTION PLAN AND MATTERS ARISING

Action Plan:

With reference to the action plan from the meeting of 25th January 2018:

The CFO showed Trustees a copy of Sections five and six of the RPA and RPA+ Insurance documents linked to governors' liability and professional indemnity. Trustees were informed that the information was online. The CFO agreed to distribute copies of Sections five and six to Trustees.

In response to a question the CEO stated that Trustees had signed the memorandum of understanding which functioned as an agreement regarding Trustees' understanding of roles and procedures.

Matters arising:

There were no matters arising.

4. CORRESPONDENCE RECEIVED

The Chair stated that no correspondence had been received.

5. FORMAL ADOPTION AND APPROVAL OF TRUST GOVERNANCE DOCUMENTS**5.1 Risk Register**

Previously distributed.

The CEO extended her thanks to Mr Tom Flemming, Mr Ian Warman and Mr Sam Bradford for their extensive help in drafting, checking and finalising the two documents distributed. Trustees were informed that there were two Risk Registers:

- A comprehensive document listing all the risks for the whole MAT
- An executive summary risk register for the Board of Trustees' monitoring purposes.

Trustees were invited to give their opinions regarding the two documents distributed.

Mr Warman noted that all risks should be monitored across the MAT, however there would be too many for complete oversight at Board level; therefore more detailed aspects of the Risk Register would become the responsibility of individual academies to manage, monitor and report upon, further monitored by their Local Governing Bodies.

The CEO stated that some risks would sit at Board level. The CFO outlined for Trustees how the two documents had been formulated, noting that the risks pulled out for Board oversight represented risks that would be of a serious risk to the MAT as a whole.

Trustees observed that they had not received the correctly formatted documents. The Clerk agreed to forward the correct versions following the meeting.

The CEO confirmed with Trustees that they agreed to the approach outlined in principle. Mr Warman stressed that the documents needed to be 'live' documents that were monitored and managed on an ongoing basis. The CFO stated that he would review the risks contained in the document on an ongoing basis and would incorporate a regular annual review. The

Chair advised that the Board level document be used as outlined by Mr Warman by the MAT's management team and that they would report by exception to the Board.

Resolved:

Trustees agreed that the Chief Finance Officer should monitor the risk registers (comprehensive cross-academy level and board level) and report to the Board of Trustees by exception.

Trustees agreed that individual academies would aid in the monitoring and management of risk through the appropriate risk register formats and reporting to LGBs.

Finance Handbook

The CEO informed Trustees that there had been some additions made to the handbook, which needed to be in place for April 2018, noting that it was yet to be correctly formatted and branded but was largely complete in terms of content. Trustees were informed that the handbook considered the roles of the committees, purchasing levels, controls, cash management, financial scheme of delegation, financial reserves, and investments and were asked if they were comfortable with the content and approach taken.

In response to a question, the CEO stated that the handbook would be reviewed annually at least, but observed that the responsibility for that decision would ultimately sit with the relevant Trust Sub-Committee; going on to add that the handbook needed to be tested in a practical sense and would be amended on an ongoing basis initially and as schools joined the MAT. Following this period it was hoped that a longer review cycle would apply.

The Chair advised that the investment policy should note that any future investments would be of an ethical nature. Trustees agreed to this amendment and the CEO noted that this would be added to the relevant section. The Chair then drew Trustees' attention to Section four on page five – the development plan, observing that the development plan had a wider remit than finance and should reflect how the Trust conducted its business, what was of importance to the Trust in terms of development and how this would be monitored and demonstrated. A Trustee agreed and advised that the finance plan should grow from the development plan which should be the business of the Board of Trustees; going on to add that the Board should agree a strategic planning cycle in the near future. Trustees agreed that this section should be removed, amended and re-circulated.

A Trustee advised that the appendices needed further consideration, and added that in particular the statement on reserves at the end of paragraph 21 of Appendix two was not clear. The CFO and Trustees discussed the Trust's intended approach to reserves and whether this should be based on income or expenditure. The CFO advised that the Trust would aim to gather and subsequently maintain reserves of between 2-5%. Trustees agreed to this approach and noted that basing calculations on income or expenditure was largely immaterial for the Trust's purposes.

Trustees then discussed Appendix three, the Investment Policy, and whether it should be simplified at this point in time, with the option to develop a more complex policy if needed in future. Trustees discussed which sections to retain, the definition of risk as applied to the policy, intentions and reality of investments. The Chair advised that the Trust's *raison d'être* was to provide education that served a community and any additional funds should be spent

on current priorities. Trustees agreed that Mr T Flemming should write something sensible and appropriate to replace the Investment Policy's current Section two.

Resolved:

Trustees approved the Finance Handbook, subject to the amendments and discussed and agreed above.

Governance Handbook (first section)

Trustees discussed the Governance Handbook and agreed that it was currently fit for purpose, subject to some minor additional amendments to follow, and would be a working document that would be adapted and amended as necessary. Trustees confirmed that this document would be published, and that future MAT partner schools had received and contributed to the document.

Trustees discussed the information graphic on page seven and made some suggestions to clarify certain relationships and advisor groups' status.

Resolved:

Trustees approved the Governance Handbook (first section) subject to the amendments to page seven as discussed.

Scheme of Delegation

The CEO advised Trustees that the SoD had been amended as suggested at the previous meeting and would be subject to ongoing monitoring as schools joined the MAT and it was applied practically over the coming year. The CEO noted that this had been a substantial piece of work involving eleven institutions' input and consensus decision making.

Resolved:

Trustees approved the Scheme of Delegation subject to any further minor typographical amendments as discussed.

6. ESTABLISH TRUST COMMITTEES AND AGREE TERMS OF REFERENCE AGREE A WORK PLAN FOR THE MAT BOARD, TO INCLUDE DISCUSSION OF:

The Board's Role

Committee Structure

Work Plan and methodologies

Mechanisms of delegation to LGCs

The Chair advised Trustees that the Board had strategic oversight for the MAT in terms of determining priorities, how these would be met, if they had been met, the planning cycle and how roles would be fulfilled; going on to add that this was also relevant to Sub-Committee structures.

A Trustee stated that a standard consistent reporting format was required for LGBs to report to the Board which would facilitate effective monitoring of progress and achievement over time; going on to add that a key objective was to maximise outcomes for all students. Trustees went on to discuss the 'School on a Page' reporting format and were advised that the CEO, specialist Trustees and Headteachers were working on a format for secondary and primary settings which would be shared with the Board at a future meeting. Trustees were

advised that the format would focus on the curriculum, headline measures, national and school targets, school improvement, standards and accountability.

In response to the observation that Trustees would need to be made aware of areas that would need proactive support and aspects that must be reported on by exception where necessary, the CEO stated that the process would necessarily evolve over time and gave an example of data that would not be reported at Board level on a general basis but might be reported by exception if Board input were required. The Chair advised that the 'School on a Page' reports would be submitted to the Board's Standards Sub-Committee who would identify key aspects that would need further consideration from the Board, noting that the Board's role would be to focus on issues across all schools in the MAT. The Chair observed that a clearly defined development plan would help the Board determine key priorities for the Board to monitor across the MAT.

Trustees discussed the current schedule for schools joining the MAT, due diligence and results and noted that whilst the Board could start planning in the spring term, priorities were likely to emerge fully by September 2018 and these would inform the MAT's development plan. A Trustee observed that in addition to performance statistics, it would also be important to look at finance and resources across the MAT which could be addressed earlier than September. The CFO added that budget planning would begin shortly after Easter and would be revised in September. The CEO suggested that the Board needed to focus on assuring the infrastructure, finance functions, economies of scale for procurement and then development outcomes; going on to observe that the first year of operation would focus on schools joining, establishing infrastructure and organisation that would ensure sustainable working practices. The Chair suggested that year one priorities should also include wellbeing arrangements for both pupils and staff.

In response to a question the CEO stated that the Board should have the following aspects in place by September 2018:

- Board Sub-Committees and related Terms of Reference
- Priorities and a related timetable
- Strategy statement for 2018-2019
- Reporting mechanisms to enable a MAT wide focus on outcomes

The Chair agreed to meet with the Chair of Trustees of a local MAT to share best practice.

Trustees then discussed aspects related to the Board Sub-Committees, Terms of Reference and Due Diligence work. Trustees agreed that individuals other than Trustees, could also be co-opted onto the Board Sub-Committees and that the Board should focus on the schedule of schools' aiming to join the MAT in the current school year and the Terms of Reference for the Board's Sub-Committees with the aim of ensuring that the Sub-Committees began functioning in September 2018. The Clerk agreed to circulate the current draft Terms of Reference to Trustees, the Chair agreed to invite the Chair of Trustees at Pathfinder MAT to a future meeting of the Board of Trustees and to draft a strategic statement for 2018-2019 for approval.

7. FINANCE AND CONTRACTS UPDATE

Payroll and Due Diligence

The CFO stated that City of York Council were currently contracted for payroll and had come to Fulford School to meet relevant staff, confirm the establishment list and conduct relevant training. Trustees were informed that data was now up and running, the Trust was up to date with what staff should be paid and could run reports on what had been paid to Fulford School staff. Trustees were advised that a similar process would be followed once Dunnington CE Primary joined the MAT but that this should be more straightforward due to the size of the school.

HR Service

Trustees discussed the cost of contracting various services from City of York Council and the complication of different budgetary years. The CFO advised that alternative provision for services, such as HR and procurement, would be considered in the coming year and then outlined current issues under discussion with City of York Council relating to rates and definitions of how posts *versus* positions should be charged.

Support for GDPR compliance

The CEO advised Trustees that Veritau would be contracted to provide a Data Protection Officer for the MAT, going on to add that two training sessions had been brokered on the General Data Protection Regulation (GDPR) which were open to Trustees and would be facilitated by Veritau on 1st March 2018 for the Senior Leadership Teams and Headteachers 4-5.30pm and 8th March 2018 for SBMs. Trustees were informed that this had been charged to the MAT and the cost would be shared by all schools participating. In addition to this Veritau would be working with Fulford School for two-three days and one day at Dunnington on creating an Information Asset Register which would provide a template for future schools joining the MAT.

The CEO extended an invitation to Pathfinder MAT Trustees and staff to join the GDPR training sessions.

Health and Safety

The CFO stated that he was discussing a MAT deal with NYCC, more information on this would follow.

8. CONSTITUTION OF FULFORD SCHOOL LGB AND SUB-COMMITTEE STRUCTURE

Previously distributed.

The CEO outlined the proposed Fulford School LGB structure as follows:

- Headteacher – *ex officio*
- Two Parent Local Governors
- One Staff Local Governor
- Eight Co-opted Local Governors (to include one staff member)
- Total = twelve Local Governors

Trustees were advised that the LGB would meet each half-term and would align its meetings with those of the Trust Board.

The CEO then outlined the LGB Sub-Committee structure as follows:

- Finance and Resources Sub-Committee (to include Personnel and Health and Safety matters)

- School Improvement Sub-Committee (to include personal development, welfare and to align governance more directly with school improvement priorities)

Resolved:

Trustees approved the composition and constitution of Fulford School's Local Governing Body and Sub-Committee structure.

9. ANY OTHER AGREED BUSINESS

Lord Deramore's Ofsted Report 2018

Previously distributed.

The CEO noted that the report was very positive and endorsed the work of both the current and previous Headteacher. The Chair noted the growing gap between the progress of lower prior attaining pupils and other pupils.

Archbishop of York Junior School Health Report

Previously distributed.

The CEO noted that this was a useful and valuable document that had been completed by an external consultant who had experience of school improvement and currently worked for City of York Council as a School Partnership Officer, as an Ofsted Inspector and as an independent consultant. The Chair agreed that it was a comprehensive and informative document. The CEO noted the report's value to the Due Diligence process and proposed that this would be a useful Health Check format for the council to use when visiting maintained schools.

Pensions

A Trustee raised the issue of pensions and enquired as to whether this matter was now resolved with City of York Council.

The CFO stated that he had also chased up issues related to insurance and payments with City of York Council. Trustees discussed the complications related to Insurance procurement, the costs currently borne by schools and the current position of City of York Council and SYMAT. Trustees were advised that the Trust was currently awaiting a definitive response from City of York Council related to insurance and pensions.

The Chair agreed to contact City of York Council and request a meeting with the Director of Finance, including the Elected Member responsible for education and key Department for Education officers in the communication, to discuss both insurance and pension costs and arrangements.

12. DATES AND TIMES OF FUTURE MEETINGS

The next Board of Trustees' meeting would take place on 19th March 2018 at 6.30pm.

The meeting closed at 20:30

Mr Andrew Pennington
Chair

Date

ITEMS FOR FUTURE AGENDAS:

Terms of Reference – Finance and Resources Sub-Committee