



Minutes of the meeting of the Board of Trustees

**held on Tuesday 10th April 2018 at 6.30pm
at Fulford School**

Present: Mr A Pennington (Chair), Mr I Dolben, Mr T Flemming, Mr M Horne, Ms Sheena Powley, Ms Mini Setty, Mr I Warman (co-Vice-Chair) (*from 18:40*), Mr J Williams

In Attendance: Ms L Savage (Chief Executive Officer and Accounting Officer)
Mr S Bradford (Chief Finance Officer and Company Secretary)
Mrs B Kybett (Governance Advisor, Pathfinder MAT, City of York Council) (*until 19:00*)
Mrs C Lajoinie (Governance Advisor, City of York Council)

1. APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST

The Chair welcomed Trustees to the meeting.

Apologies for absence were received, with consent, from Mrs C Graham Brown.

There were no declarations of interest.

2. MINUTEPAD

The Chair introduced Barbara Kybett as the Clerk and Governance Advisor to Pathfinder MAT and informed Trustees that she was here to demonstrate the system for Trustees with a view to the Board formally adopting the system for South York MAT (SYMAT).

Barbara thanked the Chair and Trustees for inviting her to the meeting and observed that she performed the same role for Pathfinder that Catherine Lajoinie performed for SYMAT.

2.1 MinutePad Demonstration

Barbara demonstrated MinutePad for the Trustees and highlighted the following points:

- MinutePad was a secure platform that was used for the organisation and management of governance meetings.
- MinutePad was GDPR compliant, had been approved by City of York Council and worked with services such as the NHS, probation services and the police.
- MinutePad was used to support meetings and took the form of an online, securely hosted platform that Trustees and Governors could log on to and consider papers that would be saved to the platform.

Barbara then outlined the process of creating log-ins and noted that the system was working well at Pathfinder MAT. Trustees were shown the various functions; for example, the calendar, meetings, agendas, papers, notes, highlights and permissions. Barbara informed Trustees that individual access was arranged so that users would only be able to see relevant meetings and papers for which they have been given express permission.

Ian Warman arrived at 18:40

Trustees were informed that the platform would not work on mobile phones but could be accessed on tablets and laptops. Barbara noted that currently MinutePad was an online system for which wifi access would be required. It was noted that an offline version would be available soon, but in the meantime Trustees and Local Governors would be able to download a meeting pack if needed that could additionally be password protected.

Q: A Trustee asked if it were possible to set up meetings independently?

A: Barbara confirmed that this was possible, but reminded Trustees that the Trust would negotiate a number of meetings with MinutePad and further advised that Trustees ensure that any additional meetings that were arranged were in line with the agreed and purchased package.

Q: A Trustee asked how new versions of papers would be managed in the run up to meetings?

A: Barbara stated that the Clerk would notify Trustees or Governors that there was a new version of the paper available; going on to advise that Trustees and Local Governors should avoid downloading the meeting pack until the last moment. In addition tho this Trustees were informed that any annotations made to a paper were saved and carried across to the newer uploaded version.

Q: A Trustee asked whether there was a possibility to bank key documents in specific locations.

A: Barbara advised that it was possible to save general documents and to give access according to set permissions; going on to add that she had personally set up individual school folders for Pathfinder MAT. Barbara added that she would save Minutes of the meeting in these school folders for example, noting that they would also be attached to the calendar meeting record.

Q: With regards to the search function a Trustee asked whether the parameters of any search would be aligned with individual permissions?

A: Barbara stated that this was the case.

Barbara then drew Trustees' attention to the Help function, noting that this was a very useful area when new to the platform.

The Chair thanked Barbara for her presentation.

The Chair advised that the school should clarify whether Trustees would need to download the Agenda and papers prior to any meetings or if they would be allowed access to the school's wifi. Barbara advised that it was possible to share with Trustees on screen during meetings also. In response to a question Barbara confirmed that after an initial pilot period

with the Board of Trustees, Pathfinder was in the process of adopting the platform across all its settings. Barbara confirmed in response to a question that since using the platform no communications directly related to meetings nor papers had been sent by email. A Trustee observed that this would ensure that no confidential matter would be communicated by email which would be of benefit to the Trust.

Barbara then outlined the contract, introductory offer and costs, going on to explain the email notification process for a meeting. Trustees discussed how the notification would work, restriction of permissions to certain documents and whether trustees would need Trust email addresses.

2.2 Formal adoption of MinutePad as a CRM system for governance

The Chair noted that adoption of MinutePad would be included as part of the discussions regarding clerking support on an annual basis with City of York Council. A Trustee asked the clerk to obtain and confirm technical assurance regarding the return or destruction of any information and documents owned by the Trust should the relationship with MinutePad come to an end.

Resolved:

Trustees approved the formal adoption of MinutePad as a CRM system for governance for SYMAT subject to the clarification outlined above.

Barbara Kybett left the meeting at 19:00.

3. MINUTES OF THE MEETING HELD ON 27th FEBRUARY 2018 AND THE EXTRA-ORDINARY MEETING HELD ON 19TH MARCH 2018

Previously distributed.

With regards to the minutes of the meeting held on 27th February 2018, the following amendments were noted:

The footer on the document was incorrect.

With regards to the minutes of the extra-ordinary meeting held on 19th March 2018, the following amendments were noted:

p.2 Exam fees would be approximately £140,000 not £14,000

With regards to the minutes of the meeting held on 27th February 2018 and the minutes of the extra-ordinary meeting held on 19th March 2018, the following amendments were noted:

Fulford Academy should be amended to Fulford School.

Resolved:

Trustees considered and approved the minutes as true and accurate representations of the meetings in February and March, subject to the amendments outlined above.

4. ACTION PLAN AND MATTERS ARISING

Action Plan:

With reference to the action plan from the meeting of 19th March 2018:

All Action Points had been completed.

Matters arising:

The Chair informed Trustees that he would be meeting with John Hattom, Chair of Trustees at Pathfinder MAT, the following week in order to discuss best practice and management of a MAT Board.

In response to a question the Chair stated that further meetings were to be held between the relevant LA officers, the Chief Finance Officer, Chair and co-Vice-Chair (Mr I Warman) regarding issues related to pensions. The Chair added that he intended to also pursue further political support from an Elected Member and York Outer MP.

In response to a question regarding Insurance Premiums, the Chair stated that the Board was still awaiting a definitive answer from the LA regarding retrospective arrangements, but moving forward the issue had been resolved. The CEO advised that the Board should seek political support on this matter also.

The CEO informed Trustees that the Headteacher and Chair of Governors from Wheldrake with Thorganby CE Primary would not be attending the meeting that evening, going on to add that their conversion date had been delayed due to unresolved land issues. Trustees were informed that they would be invited to attend the Board of Trustees meeting in May and were advised to scrutinise the figures carefully in advance of the meeting. The Chair stated that the Board required evidence of a robust financial plan to deal with the predicted deficit and that the school was able to inspire confidence that the plan had been carefully considered and planned.

The CEO informed Trustees that the Estates and Facilities Management Job Description had been returned with the information that City of York Council Job Evaluation service was unable to grade it because it was not sufficiently detailed. The Chair observed that the Job Evaluation service was useful but the Trust was not obliged to use them in future. Trustees were informed that efforts were being made to resolve the issue but it had delayed advertising the role.

A Trustee asked if it were necessary for a MAT to verify job descriptions with this service or equivalent, going on to enquire whether the Trust was bound by Unions and the LA or whether they were able to implement a job description and pay that they considered sensible. The CEO confirmed that the Trust had the independence to act in this way but cautioned that to do so would possibly leave the Trust more open to challenge, going on to add that there was an element of security in benchmarking against the role. The Chair advised that from past experience a job evaluation scheme was advisable to protect the MAT.

5. CORRESPONDENCE RECEIVED

The CEO stated that two items of correspondence had been received.

The CFO informed Trustees that he had heard from the ESFA during the Easter holidays regarding conditions for improvement funding. Trustees were informed that the CFO had made two bids for roofing and windows respectively specifically for Fulford School. The bid for roofing had been successful. The Trust would now receive c.£858,000 for roofing work. The CFO stated that the windows bid had not been successful but feedback was due and there was a possibility to appeal the decision.

The CEO thanked the CFO for his work on the bids and then informed Trustees that a bid for improvement work in developing MATs for £77,000 had been successful. The CEO noted that the funds were to be put towards harmonising data collection and analysis across primary schools, training in the thrive approach for pupil premium children in primaries to promote wellbeing and resilience and to track safeguarding across the MAT. The Chair congratulated the CFO and CEO on the bid, noting that the success was testament to the strength of the bid as the funding was targeted at areas of deprivation, of which York was not generally considered to represent.

In response to a question the CEO confirmed that the following bids had been successful, the amounts and purpose:

c.£94,000 for the MAT to purchase PS Financials software and backfill for the CEO and CFO in their roles as Headteacher and SBM at Fulford School.

c.£858,000 for Fulford School to partially renew roofing.

c.£77,000 for the MAT as outlined above.

6. FORMAL APPROVAL OF JOB DESCRIPTION AND THE CREATION OF NEW POSTS:

6.1 Chief Finance Officer and Company Secretary job description

Sam Bradford declared an interest in the discussion and left the meeting at 19:24

Previously distributed.

The CEO stated that the job description and salary range circulated had been formulated with the help of Tim Priestley, Project Manager, and had been benchmarked against comparable positions in other MATs. The role would include elements of financial management specific to Fulford School, strategic management and oversight of all schools' budgets within the Trust. The CEO proposed that the job description be adopted and the salary be set as a range subject to and linked to MAT growth. The range proposed was £55,000-£65,000 *per annum*. In addition to this the CEO suggested that the salary be backdated to January 2018 when the CFO was appointed and that pay be set at the bottom of the range initially. The CEO noted that the role sat outside of the LA's grading structure and therefore it was benchmarked against external markets but had been checked with the LA. Trustees were also informed that a local MAT had employed a CFO on a similar range.

Trustees discussed various issues raised extensively and addressed aspects related to:

- Overall pupil numbers in the MAT;
- Appraisal, performance management and conditions of service related to two distinct roles;
- A set salary *versus* a bonus approach;
- Benchmarking methodologies and the comparison range;
- Approaches taken in other MATs;
- Aligning the wording of the document with the ethos of the Trust;

- Management responsibilities with specific reference to procurement;
- Increased accountability and responsibilities related to the role of CFO of a MAT in comparison to the role of SBM in a maintained school;
- Whether to have a set range, or to set a salary in line with skills, abilities and experience with no ceiling on the figure.

There followed an extensive discussion regarding public and private sector approaches, performance management, progression criteria, MAT size and remuneration.

A Trustee suggested an alternative approach in which the role be paid at a basic salary with an in-year bonus for performance; going on to add that the MAT needed to move towards new ways of working and away from public sector approaches. Another Trustee agreed and suggested that it would be possible to agree an approach to this role with the proviso that the Trust Board look at wider policy on salary decisions and progressions at a later date. The Trustee suggested that the Board should consider the following aspects in this matter:

- Range or no-range
- Incremental increases or none
- Variable bonus or no bonus

A Trustee added that the Board should conduct an impact analysis before setting policy on pay and terms and conditions in order to achieve a coherent approach; going on to propose that the Board agree the principle of performance related pay, whether incremental or bonus based. The Trustee then observed that the Board needed to consider how the appointment and assessment process for this role had been considered and whether the role should be opened up to a wider field of applicants. The CEO stated that the CFO had already been appointed by the Board on the basis that his qualifications would meet the needs of the role and that it was sufficiently similar to his previous role to allow for his appointment. A Trustee observed that the Board was in the process of formalizing a previous decision.

The Chair summarized the discussion and asked the Trustees to consider their decision on the following basis:

- Sam Bradford was appointed to the role of CFO due to his previous role being sufficiently similar to this one.
- The role would be subject to a pay range of £55,000-£65,000.
- Pay increases would be based on performance
- The board required a wider debate on the structure of pay and progression linked to posts in the future.
- Pay and progression policy would be added to the work plan.

Resolved:

Trustees approved the job description subject to minor amendments and final exact criteria to be determined. Trustees agreed to appoint the CFO at £55,000 *per annum*, backdated to 1st January 2018.

Sam Bradford returned to the meeting at 20:00

The Chair informed Sam of the Trustees' decision and thanked the CFO for all the work so far completed.

6.2 Premises and procurement role

There was nothing to report under this item.

6.3 Human resources role

Trustees were informed that this role was not yet completed and would be advertised externally.

6.4 Safeguarding and attendance role

Trustees were informed that this had been returned from the LA at Grade 10 and would be advertised externally.

7. FORMAL ADOPTION AND APPROVAL OF TRUST GOVERNANCE DOCUMENTS:

7.1 Finance and Resources Sub-Committee Terms of Reference

A Trustee noted the following correction under 'Staffing Section four' – 'Staffing' should be 'Staffing and Premises'.

A Trustee asked whether the Board would consider a formal decision on corporate governance sub-committee. Trustees discussed the need for a governance committee and possible approaches, the need to ensure good governance across the MAT, the need to avoid duplication of work and business and quality and oversight. A Trustee suggested that ideally there should be three separate sub-committees reporting to the Board:

- Finance and Resources
- Curriculum and Standards
- Risk and Governance

Going on to note that whilst this might not be feasible or necessary in the short-term, risk and governance matters would increase over time in line with financial responsibilities and workload. The CEO suggested that a three sub-committee model could be planned for January 2019.

Resolved:

Trustees agreed that matters related to risk and governance would be considered in the Standards Sub-Committee at this point in time with a view to forming a separate Risk and Governance sub-committee in the future.

Trustees approved the Finance and Resources Sub-Committee Terms of Reference.

7.2 Membership

The following Trustees agreed to joint the Finance and Resources Sub Committee:

- Ian Warman
- Matthew Horne
- Thomas Flemming

- Mini Setty
- Andrew Pennington (in attendance)
- Lorna Savage (in attendance)
- Sam Bradford (in attendance)

The membership agreed to consider co-opting other Committee Members at their first meeting.

8. ESTABLISH STANDARDS SUB-COMMITTEE

8.1 Roles and Responsibilities

There was nothing to report under this item.

8.2 Terms of Reference

Previously distributed.

Trustees discussed the Terms of Reference draft and made some suggestions. Mr I Dolben agreed to edit and return to the CEO in time for the next Board meeting.

8.3 Membership

Previously distributed.

The following Trustees agreed to joint the Standards, Curriculum and Governance Sub Committee:

- Sheena Powley
- John Williams
- Ian Dolben
- Claire Graham-Brown
- Andrew Pennington (in attendance)
- Lorna Savage (in attendance)

9. AGREE A WORK PLAN FOR THE MAT BOARD, TO INCLUDE DISCUSSION OF:

9.1 Strategic Statement

Previously distributed.

The chair noted that ‘Student wellbeing’ required further amendment. A Trustee stated that the following be added to structure: ‘to develop strategic planning process’. A Trustee noted the wider point related to progress that the MAT’s priority was to move all schools towards positive progress. The CEO noted that the priority related to ‘high attaining boys’ was related specifically to Fulford School.

The Chair agreed to make the amendments discussed.

9.2 Work Plan and methodologies

A Trustee stated that the Board should aim to move away from reactive measures and towards a more proactive approach; going on to add that the Board needed to allocate time to look at issues such as pay and progress as discussed in addition to the pressing matter of growing the MAT itself. The Chair agreed and invited Trustees to send him priorities appropriate to strategic MAT level discussions.

A Trustee stated that there were three essential stages to the emerging MAT, currently SYMAT was engaged in establishing a management structure, including emerging sub committees, terms of reference and so on. The Trustee advised that over the next six-twelve months of development other issues would emerge around the growth of the MAT and its strategic plan for the next three years. The Trustee went on to suggest that the Board conduct a strategy planning away day to develop the work plan in the new academic year.

Resolved:

Trustees agreed to attend a Strategy Planning Away Day to be arranged by the Clerk in the offices of Langley’s Solicitors in York.

9.3 Mechanisms of delegation to LGCs

There was nothing to report under this item.

11. SAFEGUARDING

The CEO outlined details related to hoax threats received by schools across York during the Easter holidays for Trustees. Trustees were informed that students were offsite during the lockdown procedures and that Fulford School had altered its vehicle entry protocols to ensure that gates are not left open during the day without supervision. In addition to this the CEO stated that Fulford School was now developing a lock down policy and individual classroom locks would be developed, parents contacted and drills practised.

12. HEALTH AND SAFETY

The CEO informed Trustees that asbestos removal from the Caretaker’s house was now complete.

13. SCHEDULE OF DUE DILIGENCE AND OTHER RELATED MATTERS

13.1 Elvington CE Primary School Due Diligence

Previously distributed.

The Chair informed Trustees that the CEO and CFO had compiled the due diligence report and had found serious budgetary issues similar to those at Wheldrake with Thorganby CE Primary School. The CEO noted that there was a falling roll and a growing deficit.

The CEO advised that Trustees reject Elvington CE Primary School’s application to join the MAT until a balanced budget plan was received. The CEO noted that the school was well governed and standards were fine but there were additional due diligence issues related to the Portakabin currently being used for wrap around care facilities.

In response to a question the CEO stated that the falling roll was related to the catchment and local demographic.

The CEO proposed that all schools aiming to join the MAT should provide a three year budget plan and the MAT should then arrange for the stronger, financially stable schools to join the MAT initially, thus allowing the other schools the opportunity to

balance their budgets. Trustees agreed that financial strength and good financial planning was an important aspect for schools aiming to join SYMAT.

A Trustee noted that this situation was a common problem in small primary schools and suggested that the MAT should not take the position that a school with financial problems could not join the MAT, going on to add that the purpose of a MAT was to help solve these issues and that increased economies of scale should help address these problems. There followed a wide-ranging and robust discussion related to financial responsibilities in the case of redundancies, strategic approaches to the wider issues of financial weaknesses, planning and restructures, MAT wide posts that would reduce individual school costs, school expectations, MAT resources, budget planning, the need for contextual understanding of the issues on an individual school by school basis, mutual working practices, liability, forward planning, Governor involvement and future possibilities related to selling services.

The Chair summarised the discussions and noted that the Board needed to challenge the schools to start thinking about new approaches and to request financial projections for the next three years from all schools with a related adjustment to the schedule of conversion.

Trustees agreed to invite the Headteacher and Chair of Governors from Elvington CE Primary School and Wheldrake with Thorganby CE Primary School to the next Board of Trustees meeting to discuss their three year budget plans. The CEO stated that she would stress to the schools that the invitation and delay related to best case planning as opposed to an outright refusal of membership.

10. FINANCE AND CONTRACTS UPDATE

On screen.

Trustees then considered Item ten.

The CFO stated that the figures shared showed the MAT's and Fulford School's financial position to 31st March and noted that Staffing costs were currently lower than expected.

- Surplus – £3737.60
- 3 month – £1401.63

The CFO reassured Trustees that budget monitoring would improve and increased detail would follow at future meetings.

In response to a question regarding a number of large variances relevant to the size of the budget, the CFO stated that this related largely to timing issue and outlined a number of payments received recently and others delayed.

The CFO noted that under capital expenditure the original budget of c.£40,000 for three jobs on site was likely to increase to c.£45,000 and noted that the school would contribute c.£17,000 towards the funding received for the roofing work – c.£858,000.

Resolved:

Trustees approved in principle a spend of £51,743 from this financial year's capital allocation.

The CFO added that Fulford School would shortly receive c.£140,000 from the LA for exam fees and were in a position to pay staff their wages. Related to this aspect the CFO informed Trustees that he proposed to meet with the internal auditors and request that they audit Fulford School's payroll controls, noting that 82% of Fulford School's budget should be spent on payroll.

Resolved:

Trustees approved the CFO's proposition to invite the internal Auditors to review Fulford School's payroll controls.

14. ANY OTHER AGREED BUSINESS

Fulford LGB

Resolved:

The Board approved the co-option of local governors to Fulford School's LGB as outlined in the meeting.

Dunnington LGB

Resolved:

The Board approved the co-option of local governors to Dunnington CE Primary School's LGB as outlined in the meeting.

Terms of Office for Local Governors

Resolved:

The Board agreed that for co-opted local governors, any terms of office with less than a year to run at the time of conversion should begin new terms of office if joining the school's LGB subsequent to conversion; later end dates would continue as agreed under the maintained Governing Body. For other categories of local governors, terms of office would continue as agreed under the maintained Governing Body.

15. DATES AND TIMES OF FUTURE MEETINGS

The next Board of Trustees' meeting would take place on 3rd May 2018 at 6.30pm.

The meeting closed at 21:20

Mr Andrew Pennington
Chair

Date

ITEMS FOR FUTURE AGENDAS:

Wheldrake with Thorganby CE Primary School – Budget plan

Elvington CE Primary School – Budget plan