



**Minutes of the meeting of the Board of Trustees
held on Thursday 13th December at 6.30pm
at Danesgate Community PRU**

Present: Mr I Dolben, Mr T Flemming, Mrs C Graham Brown, Mr M Horne, Mr I Warman (Acting Chair), Mr J Williams

In Attendance: Ms L Savage (Chief Executive Officer and Accounting Officer)
Mr S Bradford (Chief Finance Officer and Company Secretary)
Mrs P Head (Headteacher Danesgate Community PRU) (*until 19:30*)
Ms C Lajoinie (Governance Advisor, City of York Council)

1. APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST

Prior to the start of the meeting, Trustees had been given a tour of Danesgate Community PRU's site/s, for which Trustees thanked Mrs T Head, Danesgate Community PRU's Headteacher, and noted that it had been very interesting and useful to gain a deeper understanding of the overall site.

Apologies for absence were received, with consent, from Mr A Pennington (Chair of Trustees), Ms Sheena Powley, and Ms Mini Setty.

The Chair of Governors at Danesgate Community PRU had sent his apologies to the Board stating that unfortunately he was unable to join the presentation due to a prior commitment.

There were no declarations of interest.

Trustees were reminded that Mr A Pennington had previously expressed a desire to resign from the position of Chair of Trustees following the AGM on Monday 7th January 2019; and furthermore that Trustees had supported the nomination of Mr I Warman as his future replacement and had additionally agreed that Mr I Warman would act as a 'Chair designate' until Mr Pennington formally stepped down. In line with those agreements and due to Mr A Pennington's absence, Trustees approved Mr I Warman as Acting Chair of Trustees for the duration of the meeting.

2. DANESGATE PRESENTATION

Previously distributed.

Mrs T Head, Headteacher of Danesgate Community PRU.

Trustees considered an aerial photo of the local area with Danesgate site's boundaries clearly marked. Trustees noted problematic areas, boundaries, liability, parking rights, ownership and other stakeholders with relevant interests. Mrs T Head then outlined for Trustees additional rented outreach centres and other systems and processes related to necessary *ad hoc* rental spaces. Trustees discussed how these various areas were staffed and relevant TUPE arrangements. Mrs Head agreed to arrange a visit to the long-term rented outreach centres with the Chair designate.

Mrs Head then drew Trustees' attention to the strategy paper, previously distributed, outlining the three streamed provision that Danesgate were hoping to work towards, going on to explain aspects related to core funding, top up funding related to the type of provision, and the difficulties related to costing provision. Trustees examined aspects related to the way in which revenue was received, the funding uncertainties, and problems related to staffing, intake and balancing intrinsically volatile budgets alongside maintaining a strong ethos. Mrs Head noted particularly the effect of the funding situation on school improvement and managing large and misleading outturns; going on to suggest that an individual funding formula tailored to the school's needs would be ideal. Trustees discussed aspects related to the funding situation and possible future approaches, the LA's position and related political challenges.

Trustees then considered aspects related to the premises, and were informed that Danesgate was currently running over capacity and was also facing an increasing demand for primary places and complex autism. Mrs Head noted that discussions were being held with the LA in relation to capital investment over a number of years. In addition to this it was noted that Danesgate was currently spending c.£40,000 *per annum* on rental properties and was hoping to receive reimbursement from the LA for these costs.

Mrs Head then tabled the following papers:

- Summary pre-June 2018 BAP modelling – forecasting
- Pupil Profile 2015-2018

Trustees observed the fluctuation in pupil numbers throughout the year and discussed the possible drivers behind the current rise in numbers, the changing profile of pupils at the school over the last three years and how this data could be best understood.

In response to a question, Mrs Head outlined her professional background informing Trustees that she had been a headteacher of a large secondary school for 6 years and then had been at Danesgate as headteacher for 9 years as well as working for the LA as a consultant headteacher for the Virtual School for Looked after Children and as an Ofsted inspector. The Acting Chair thanked Mrs Head for her very interesting presentation.

Mrs Head left the meeting at 19:30

Trustees discussed the presentation and acknowledged the excellent work undertaken by Mrs Head at Danesgate, in particular noting the exceptional development of the provision. Trustees noted that Danesgate Community PRU was not a 'traditional PRU' and had been developed to address a gap in special educational provision in the local area. A Trustee observed the importance of good local and strategic relationships between schools.

3. AUDITOR'S REPORT 2018 AND FINAL ACCOUNTS 1ST JANUARY 2018 – 31ST AUGUST 2018

Previously distributed.

The Acting Chair invited the Chair of the Finance and Resources Sub-Committee, Mr T Flemming, and the CFO, Mr S Bradford, to present this information to Trustees. Trustees were informed that unfortunately Mr D Caseldine, Murray Harcourt, was unable to present due to illness and had forwarded his apologies. Trustees were reassured that a full presentation had been made at the recent Finance and Resources Sub-Committee meeting.

Mr T Flemming informed Trustees that the Auditors had given the Trust 'a clean bill of health' and had stated that they were impressed with the standard of practice at this stage in the creation of a MAT. Mr T Flemming noted that this was credit to the work of the CFO, Mr S Bradford, and noted that to satisfy the Auditors the MAT did not just need to be run properly, it also needed to be able to show that it was being run properly. Mr T Flemming then outlined various points raised by the Auditors during the course of the FRSC meeting.

Initially Trustees were informed of the prevailing trend for transparency in MATs and the advice received from the Auditors was, that whilst the CEO was not a Trustee, it would be advisable to disclose her salary band in line with standard practice. Trustees were informed that there had been some discussion regarding how to clearly present the relevant 2018 information and that thought had been given to relevant wording, indicating that the pay band disclosed and that continued to be paid to the CEO, related to the CEO's pre-conversion role as Headteacher of Fulford School. The CEO confirmed that she was happy with the wording and disclosure.

Secondly, the Auditors had advised that the Trust held ultimate control of all School Funds and that Fulford School Fund should be consolidated into the MAT accounts. The CFO explained the reasoning behind this approach. Mr T Flemming, noted that it was primarily an accounting point and that as one legal body trustees should be accountable for all measures; going on to explain that whilst the School Funds would be managed on a local basis, they would ultimately be accountable to the Trust, and that schools should be informed that the presentation of School Funds in a centralised manner related to accounting practice and the related legal position. **Action – CFO**

Finally, Mr T Flemming commended the final accounts to the Board of Trustees for approval. The CFO noted that the front page of the final accounts document should be amended to read as a nine month period and that the Accounting Officer's representation letter should be signed by the Chair and Accounting Officer.

A Trustee advised amendments to the documents related to Members, noting that the Diocese of York Educational Trust was a Member, currently represented by Mr A Smith as was York St John University, currently represented by Ms J Carpenter. The CFO also confirmed advice received from the Auditors in relation to Diocesan SLA costs. **Action - CFO**

A Trustee confirmed with Mr T Flemming that the FRSC had scrutinised the documents and were recommending them both for approval.

Trustees discussed the wording and actions related to risk and the risk register, which the report stated was overseen by the FRSC. Trustees discussed this, noting that it had also been

discussed by FRSC at their previous meeting, and agreed that this presented a fair view of the intended approach.

The CFO stated that overall the audit process had run smoothly, Murray Harcourt had worked well with the school, had been responsive throughout the year and that he was happy with their appointment. The Acting Chair noted that strong recommendations and appropriate challenge was evident in the relationship. The CEO added that they had also provided useful additional information in relation to policies.

Resolved:

Trustees approved the Auditor's Report 2018 and Final Accounts 1st January 2018 to 31st August 2018. The Chair was duly authorised to sign them.

The Chair and Accounting Officer were authorised to sign the representation letters.

The Clerk agreed to circulate a contact number for use in relation to trustee matters, outside of office hours. *Action-Clerk*

- 4. MINUTES OF THE MEETINGS HELD ON 3RD MAY 2018; 27TH SEPTEMBER 2018; 18TH OCTOBER 2018; 15TH NOVEMBER 2018**
Previously Distributed.

Resolved:

Trustees received and considered the minutes as circulated. The minutes of the meetings held on 3rd May 2018, 27th September 2018, 18th October 2018 and 15th November 2018 were agreed as true and accurate records of the meetings. The Chair was duly authorised to sign them.

5. ACTION PLAN AND MATTERS ARISING

Previously distributed.

With reference to the Action plan, attached to the confidential minutes of the meeting held on 15th November 2018:

Action Point (AP) one: *Investigate options regarding the role of Company Secretary*

This action was marked as to follow. The Acting Chair observed that a Trustee could be the Company Secretary going on to add that this was a possibility in relation to the Trustee vacancy. **Action: CFO**

AP two: *Investigate contacts re: H&S Trustee role*

This action was ongoing. **Action: MS**

AP three: *Complete work on skills audits*

This action was complete.

AP four: *Ensure all Board meetings added to MinutePad*

This action was complete.

AP five: *Inform Members of Andrew Pennington's decision to continue as Trustee and Member until after the AGM*

This action was complete.

AP six: Inform Members that Trustees' support Ian Warman's self-nomination as Chair

This action was complete.

AP seven: Contact LGBs regarding a governor to join the Standards Committee

This action was complete.

AP eight: Determine whether CGB can represent YDBE in selection process

This action was complete and confirmed.

AP nine: Obtain further details on support offered by AVEC and Veritas for selection process

This action was complete.

AP ten: Draft letter re CEO/HT resignation

This action was complete.

AP eleven: Work with AP on presentation to Fulford School LGB and the potential to use this with primary schools

This action was complete.

The Acting Chair noted that the presentation had recently been given at Fulford School's LGB meeting, but added that it needed further development related to primaries both within and outwith the current MAT family of schools – converted and non-converted. As a follow-up action, the Acting Chair proposed that the presentation be further developed specifically for primary schools and that a proactive approach to recruiting primary schools be followed. Mr M Horne stated he was happy to take that forward as an action, whilst Mr I Dolben and Mr T Flemming, Chairs of the Trust's Sub-Committees, agreed to provide input also, with the aim of completion in mid to end of January. The CEO proposed that it would be useful to demonstrate the presentation at the next Chairs' Forum meeting on 6th February. **Action: MH/TF/ID**

In response to a question the Acting Chair confirmed that the presentation had been well received at the Fulford LGB meeting, at which he had been an attendee, noting that it had encouraged an extensive discussion and probing questions related to financial benefits, management, top slicing, and a secure and viable future. The CEO agreed that the presentation had been well received.

With reference to the rolling action plan, previously updated following the meeting held on 18th October 2018:

Previously distributed.

AP one: Chair to contact City of York Council Director of Finance to request a meeting to discuss Pensions' matters related to the creation of SYMAT. Trustees agreed that the CFO would draft a letter to the Finance Director at CYC, which would be signed by the Chair of Trustees and copied to the relevant Elected Member.

The Acting Chair noted the challenges in progressing this issue. The CFO stated that Tim Priestley would help draft a letter to send to the City of York Council Director of Finance in

the new year. The Acting Chair noted that he was happy to sign the letter and proposed that it might be useful to copy the letter to the York Outer MP.

AP two: Develop a Central MAT Budget and separate costs accordingly

Trustees noted that this task had now been delegated to the FRSC. The CFO stated that it was under development and that accounts had been presented at the FRSC meeting and that this action would be a standing item on the FRSC agendas, with the aim of completing the action by September 2019. **Agenda – FRSC.**

Trustees were then informed that the Trust had received permission from the Department for Education to ‘un-ring fence’ the regional growth funding received primarily to fund PS financials across the MAT. Trustees were informed that the funding would now be used to fund central MAT costs such as Audit, thus alleviating the unexpected higher costs currently being carried by Trust academies.

A Trustee enquired as to the timescale related to top slicing methodologies and associated decisions and was informed that the next FRSC meeting would take place in March 2019. The Trustee added that the committee should discuss various top-slicing models and approaches. **Agenda – FRSC.** The Acting Chair proposed that an initial draft paper be prepared for the March FRSC meeting with a view to agreeing a top slice proposal at Board level at the end of the academic year. The CFO cautioned that conversion issues might affect the timescale on this point. There followed a robust discussion regarding calendars, timescales, models and external advice available on tried and tested financial models. A Trustee noted the importance of clarity in relation to finances when performing outreach and in attracting new partners. Trustees agreed that this should be addressed at the next FRSC meeting with a proposal put before the Board at the April meeting. **Agenda – BoT**

A Trustee stressed the importance of financial clarity and agreed obligations related to Danesgate and the LA prior to conversion. Trustees discussed the financial complexities related to Danesgate in addition to the benefits and challenges of Danesgate joining the MAT.

AP three: Ms Graham-Brown to work with the Facilities Manager on the Health and Safety Policy

This action was complete. Mrs C Graham-Brown noted that she had spoken with the Facilities Manager and amended some wording in the document rather than having worked on the policy with her.

AP four: CFO to confirm delegated powers in the Financial Scheme of Delegation in relation to decision making powers for LGBs regarding quotes.

The CFO noted that the auditors had raised this issue in their report as the delegation powers set out in the Finance Handbook (under the Finance Scheme of Delegation must be included or cross-referenced in the Trust’s Scheme of Delegation. **Action - CFO**

AP five: CEO stated that she would seek HR advice and verify if union consultation would be necessary before amending the Scheme of Delegation and relevant policies to reflect that a staff dismissal appeal panel would be formed from the Board of Trustees.

This action was complete.

AP six: *Create draft Local Governors and Trustees Codes of Conduct for consideration.*

This action was to follow. **Action – CEO/Clerk; Agenda – BoT**

AP seven: *CFO to contact academies and explain accounting practice in relation to School Funds.*

This action was complete.

Matters arising:

Trustees discussed how amendments should be recorded when published in subsequent meetings' minutes and issues related to nuanced interpretation of those amendments. Trustees agreed that requisite detail should be considered on a case by case basis, that the draft should ideally be amended prior to approval and that a brief acknowledgement that amendments had been suggested would normally suffice.

A Trustee requested that the clerk review minutes to ensure that all actions were properly recorded and gave an example. The Clerk agreed to do so. **Action – Clerk.**

6. CORRESPONDENCE RECEIVED

Previously distributed.

The Chair noted two items of correspondence, previously distributed.

- A letter received from the Head of Early Help and Local Area Teams at City of York Council Niall McVicar.
- Information regarding a Governance Leadership Programme offered by Ambition School Leadership and Confederation of School Trusts.

In relation to the letter received from Niall McVicar, The Acting Chair extended the Board's congratulations to Mr D Bodey and Mrs J Penn, Deputy Headteacher and Safeguarding and Attendance Lead at Fulford School respectively, for their excellent work and noted that they had received much praise from various sectors and services in relation to their work on Early Help, safeguarding and welfare. In response to a question, the CEO stated that she believed most partner schools came under the remit of the same regional Local Area Team in the City.

Trustees discussed the information circulated regarding the Governance Leadership Programme. The Acting Chair and Mr I Dolben expressed an interest in attending. The Acting Chair agreed to check his availability initially. **Action - IW**

7. CHAIR'S REPORT

There was nothing to report under this item.

8. MAT BOARD OF TRUSTEES WORK PLAN

8.1 CONFIDENTIAL – CEO/HEADTEACHER RECRUITMENT

Recruitment company

Trustees were informed that a company had been selected following discussions with a range of providers. Trustees were assured that the chosen company, Navigate, were specialists in education, had supplied a comprehensive brief and had so far delivered.

Selection panel update

Trustees were informed that the panel consisted of very experienced governors and trustees:

- Tom Flemming (Trustee, Chair of Finance and Resources Committee)
- Ian Warman (Trustee, Vice-Chair of Trustees and Chair of Trustees designate)
- Sheena Powley (Trustee)
- Steve Smith (Chair of Governors at Fulford School)
- Sharon Holm (Vice Chair of Governors at Fulford School)

The CEO tabled two papers:

- Headteacher/CEO Recruitment Advertisement
- Headteacher/CEO Recruitment Information

Trustees were informed that the selection panel and Navigate had so far developed the above documents and they would be shared on Times Education and a purpose built micro site in the near future. The selection panel were next due to meet on 19th December at 16:30 to discuss the selection process and it was hoped that the interviews would take place on 11th and 12th February 2019.

8.2 SCHEME OF DELEGATION – REVIEW

Pay Committee membership and procedure

Trustees discussed proper process and membership of the composite Headteacher/CEO Performance Management Committee. It was noted that the school Pay Committee recommended pay decisions related to the Headteacher's position, and the Trust Pay Committee would ratify that decision. The Trust Pay Committee would then make a separate decision related to the CEO's pay.

The Acting Chair noted that the main issue related to the current lack of articulated performance objectives for the CEO's role. There was a wider discussion regarding the Headteacher/CEO Performance Management Committee, the objectives discussed, the composite process and the reasons behind the current approach taken.

Resolved:

Trustees agreed that two separate Performance Management Committees were needed – one for the role of Headteacher and one for the role of CEO which would then both feed into the relevant Pay Committee for either recommendation or ratification.

Ian Warman, Claire Graham Brown and Tom Flemming were appointed to the CEO Performance Management Committee.

The Acting Chair requested that the currently agreed objectives and associated documents be sent to him for review. **Action: CEO**

The CEO agreed to review the Scheme of Delegation to ensure that the process was clearly recorded. **Action: CEO**

HT/CEO recruitment

It was proposed that the Scheme of Delegation be amended to clarify that the Trust Board must be consulted on the pay range for new Headteachers and that the wording, related to who sat on the recruitment panel, needed more flexibility and should be amended to include trustee involvement in any Headteacher recruitment process.

Determining school group size

It was proposed that the Scheme of Delegation be amended to include notice that any alteration to the 'group size' categorisation of a school must be agreed and approved by the Board of Trustees.

Bonus Payments

It was proposed that the Scheme of Delegation be amended to clarify that there was no provision for bonus payments in the Pay Policy and therefore any proposed bonus payment must be approved by the Trust Board.

Procurement

It was proposed that the Scheme of Delegation be amended to clarify limits related to procurement.

Resolved:

All amendments were approved as proposed. The CEO agreed to amend the Scheme of Delegation appropriately. Action – CEO

8.3 SYMAT PRESENTATION – PRIMARY ENGAGEMENT

There was nothing further to report under this item.

9. SAFEGUARDING

There was nothing further to report under this item.

10. PERFORMANCE MANAGEMENT REVIEW – CHIEF FINANCE OFFICER

The CEO proposed that Trustees discuss this item by email and agree review members. Trustees agreed to this course of action. **Action – all Trustees**

11. SUB-COMMITTEE REPORTS

11.1 COMMITTEE MEMBERSHIP

Previously distributed.

11.1.i CHURCH SCHOOLS' DEVELOPMENT GROUP

Trustees discussed the foundation of the Church Schools' Development Group and noted that it was not a committee but was envisioned as a group that

would come together to strengthen church distinctiveness within the MAT, and currently required two Trustees as members.

Resolved:

John Williams, co-Vice Chair of Trustees and former Foundation Governor, agreed to join the development group.

The Clerk agreed to contact local foundation governors for expressions of interest in joining the group. *Action – clerk.*

11.1.ii RESOLUTION – PAY COMMITTEE MEMBERSHIP

Previously distributed.

Resolved:

Trustees approved the resolution; the Acting Chair signed the resolution.

11.1.iii STANDARDS, CURRICULUM, GOVERNANCE AND RISK COMMITTEE

Previously distributed.

Resolved:

Trustees approved the recommendation of the Standards, Curriculum Governance and Risk Committee to appoint Mrs J Woolgar, Chair of Governors at Archbishop of York's Junior School, to the Committee.

11.1.iv FINANCE AND RESOURCES COMMITTEE

Resolved:

Trustees approved the recommendation of the Finance and Resource Committee to appoint Mr A Pennington to the committee.

Trustees accepted the resignation of Mr I Warman from the Finance and Resources Committee.

Trustees agreed that the CEO and Chair of Trustees would attend Trust Committee meetings and would not be appointed as members of the committees.

The Clerk agreed to update the committee membership as appropriate.
Action – clerk.

11.2 FINANCE AND RESOURCES TRUST COMMITTEE

The Chair of the committee gave a brief précis of the meeting. Trustees discussed the need for a qualified accountant on the Board.

11.2.i HEALTH AND SAFETY POLICY

Previously distributed.

Trustees were informed that the policy had been recommended by the Finance and Resources sub-committee for approval by the Trust Board.

Trustees examined the policy. A Trustee requested further clarification related to definitions and monitoring and follow-up responsibilities. Trustees discussed these aspects and agreed appropriate lexical amendments to the policy. Trustees agreed that the Principal of the academy and its LGB held responsibility for enacting any post-audit action plans and overall monitoring responsibilities, with oversight from the Trust Board. Further lexical amendments were discussed.

Resolved:

Trustees approved the SYMAT Health and Safety Policy, subject to the agreed amendments.

11.3 STANDARDS, CURRICULUM, GOVERNANCE AND RISK COMMITTEE

Previously distributed.

The Chair of the committee gave a brief verbal update and noted that the committee was considering approaches to linking the school improvement cycle with governance.

12. LOCAL GOVERNOR CODE OF CONDUCT 2018

To follow as discussed in the action plan. **Action - CEO**

13. TRUSTEE SKILLS AUDIT – JANUARY 2018

Previously distributed.

Trustees discussed the data included in the paper, as circulated.

Trustees discussed the availability of various skills audits and whether the NGA version was fit for purpose. It was decided that all Trustees would complete the NGA version and would assess and research alternatives at a later date should it prove necessary. **Action – clerk/all trustees**

14. ACADEMY MATTERS

14.1 ACADEMY UPDATES

Previously distributed.

Resolved:

Trustees approved the Archbishop of York’s Junior School LGB composition and the appointment of the trust appointed governors to the board.

The clerk agreed to add the updated composition document to the Governance Handbook. **Action – clerk.**

14.2 MATTERS TO DELEGATE TO LGBS AND TRUST COMMITTEES

There was nothing to report under this item.

14.3 MATTERS REPORTED FROM LGBS AND TRUST COMMITTEES

There was nothing to report under this item.

15. ANY OTHER AGREED BUSINESS

There was nothing to report under this item.

16. DATES AND TIMES OF FUTURE MEETINGS

The next Board of Trustees' meeting would take place on January 29th 2019 at 6.30pm.

The meeting closed at 21:30

Acting Chair
Mr I Warman

Date

ITEMS FOR FUTURE AGENDAS:

Proposed top-slice model – April
Local Governor and Trustee code of conduct

ITEMS FOR FRSC AGENDAS:

Develop a Central MAT Budget and separate costs accordingly.
Top-slice models and approaches