



**Minutes of the meeting of the Board of Trustees
held on Tuesday January 29th 2019
at Wheldrake with Thorganby CE Primary School at 18:30**

Present: Mr I Warman (Chair of Trustees), Mr A Pennington, Mr I Dolben, Mrs C Graham Brown, Ms Sheena Powley, Ms Mini Setty, Mr T Fleming.

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

1. WELCOME, APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST

The meeting began late at 18:50 following a short tour of the site.

Apologies were received with consent from Mr J Williams and Mr M Horne.

**2. MINUTES OF THE BOARD OF TRUSTEES MEETING HELD ON 13TH DECEMBER 2018;
AND CONFIDENTIAL MINUTES OF THE MEETINGS HELD ON 18TH OCTOBER 2018 AND
8TH NOVEMBER 2018**

With respect to the confidential minutes of 18th October 2018:

Resolved:

Trustees considered and approved the minutes as a true and accurate record of the meeting, the former Chair was duly authorised to sign them.

With respect to the confidential minutes of 8th November 2018:

Mrs C Graham-Brown noted an amendment regarding her involvement with the selection process, noting that it was the Diocese's intention for their representative to be involved in both days of the selection process, not one.

Resolved:

Trustees considered and approved the minutes as a true and accurate record of the meeting, subject to the amendment outlined above. The former Chair was duly authorised to sign them.

With respect to the minutes of 13th December 2018:

The Chair requested that for consistency it be noted that 'P Head' and 'T Head' were the same person and that one or the other assignation should be used throughout the minutes in future.

Mrs C Graham-Brown drew Trustees' attention to information recorded in relation to Action Point 3 on page 6 of the minutes stating that it was important for it to be recorded that she did not 'work with the Facilities Manager on the Health and Safety Policy'; and that this fell under the remit of the Trust's Finance and Resources Committee; therefore it was incorrectly recorded as a complete action due to the fact that it was an incorrectly recorded action initially. Mrs C Graham Brown felt that it was important that there was clarity in relation to the oversight of health and safety within the Trust, in light of the previous points she had raised in this regard.

Resolved:

Trustees considered and approved the minutes as a true and accurate record of the meeting, subject to the amendments outlined above. The former Chair was duly authorised to sign them.

3. ACTION PLAN AND MATTERS ARISING

In relation to the rolling Action Plan:

Action Point (AP) 1: *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.*

This action was marked as ongoing. The Chair suggested that they include this issue when meeting with the LA to discuss other matters.

AP2 – *Develop a Central MAT Budget and separate costs accordingly*

This action was marked as ongoing.

AP3 – *CFO to confirm delegated powers in the Financial Scheme of Delegation in relation to decision making powers for LGBs regarding quotes.*

This action was marked as completed and had been included in the updated Finance Handbook, to be considered under item 7.2.

AP4 – *Create draft Local Governors and Trustees Codes of Conduct for consideration.*

This action was to be considered under item 11.2.

AP5 – *Investigate varying locations of the Board of Trustees meetings with other MAT schools; invite the Headteacher to join the meeting; inform Trustees.*

This action was marked as completed.

AP6 – *Chair designate agreed to arrange a visit to the long-term rented outreach centres for Danesgate with the Headteacher.*

The Chair clarified that the action should read that he had agreed to support Danesgate regarding discussions with the LA related to the long-term rented outreach centres as part of the conversion process and requested that the Action Plan be amended to show this.

AP7 – *CFO to contact academies and explain accounting practice in relation to School Funds.*

Trustees were informed that this was ongoing, and that the CFO would be meeting relevant individuals and would confirm this with them in the near future.

AP8 – *CFO to amend Member details in the Audit Report, Financial statements and associated documents.*

This action was marked as completed.

AP9 – *Clerk to circulate contact number to all trustees, CEO and CFO.*

This action was marked as completed.

AP10 – *Investigate options regarding the role of Company Secretary.*

The CFO outlined details related to a company that offered company secretary services on an annual basis but that the service was quite limited. Trustees discussed the matter and noted that the role of Company Secretary was wider than filing information and that support and advice were additional aspects that should also be considered. The Chair advised that the Trust would need to look at the overall resourcing model more widely. Trustees agreed with the Chair of the Finance and Resources Committee that the matter be referred to that Committee to consider the blend of resourcing needed to improve the effectiveness of the MAT.

Agenda: Finance and Resources Trust Committee – Consideration of the overall resourcing model for improved MAT effectiveness, including consideration of the role of Company Secretary.

AP11 – *Investigate contacts re: H&S Trustee role.*

Ms M Setty informed Trustees that unfortunately her contact was not currently available, although this might change in the future. The Trustees discussed how they might go about identifying a potential appointment with the necessary expertise: Claire Graham-Brown suggested contacting Academy Ambassadors. She also recalled there was another organisation which provided governor recruitment services and she would send on any details she had. The CEO agreed and also proposed that an advert be placed on the MAT website and in letters to parents at trust academies.

Recommendation: the Trust seeks to contact 'Academy Ambassadors' in relation to governor and trustee recruitment.

Action: Mrs Claire Graham Brown agreed to follow up on a potential governor recruitment services company and to forward any details she was able to locate.

Action: The CEO agreed to contact Academy Ambassadors, if necessary and subject to the outcome of the previous action. This in turn would be followed, if necessary, by the placing of an advertisement on the Trust's website seeking a suitably knowledgeable and qualified Trustee.

AP12 – *Develop the presentation given to Fulford School LGB and for use with primary schools – known and unknown potential partners.*

The Chair stated that this action was completed; going on to note that it had been presented to two future potential partner schools during the previous week. It was noted that one school, currently under NYCC, was keen to convert as soon as possible whilst the second school would formally consider conversion at their next FGB meeting. The Chair noted that due to capacity at the LA and a large number of anticipated conversions to the forming regional Catholic MAT, the earliest scheduling dates now available were now in 2020.

There was a wider discussion related to due diligence, anticipated changes to admissions numbers in the near future and the community element and ethos of the trust and its educational provision.

The Chair agreed to forward the presentation to the clerk to be shared on MinutePad.

Action: Chair to forward the SYMAT presentation to the clerk for circulation through MinutePad.

A Trustee asked whether the Board had considered a possible ‘half-way’ position for schools interested in joining the trust, given the capacity of the LA compared to the schools’ willingness to convert. Another Trustee advised that the Department for Education had started to discuss associate membership of multi-academies trusts in order to mitigate against this issue. The CEO noted this was, in fact, how the Trust was operating with the potential partner schools attending Chairs and Headteacher Board meetings on an Associate basis.

AP13 – *Mr I Warman agreed to check his availability to attend the Governance Leadership Programme.*

This action was marked as completed. Trustees were informed that the Chair, Mr I Warman, would be attending the course in March and requested that two people feedback on the Board’s governance. The CEO and Clerk agreed to do this.

Action: CEO and Clerk agreed to feedback on board governance to the Governance Leadership Programme to be attended by Mr I Warman, Chair of Trustees.

AP14 – *Send the agreed CEO/Headteacher objectives and associated documents to the Chair designate for review.*

This action was marked as to follow.

Action: Send the agreed CEO/Headteacher objectives and associated documents to the Chair designate(now Chair) for review.

AP15 – *CEO to review the Scheme of Delegation to ensure that the CEO/Headteacher Performance Management process is clearly recorded.*

This action was marked as completed and would follow under item 7.1.

AP16 – *The CEO agreed to amend the scheme of delegation with reference to:*

- *Headteacher/CEO recruitment*
- *Determining school group size*
- *Bonus payments*
- *Procurement*

This action was marked as completed and would follow under item 7.1.

AP17 – *Trustees to discuss the CFO’s Performance Management review by email and decide upon membership.*

This action was marked as to follow under item 7.1

AP18 - *Clerk agreed to contact local foundation governors for expressions of interest in joining the Church Schools’ development group.*

This action was marked as complete.

AP19 – *The Clerk agreed to update the committee membership as agreed.*

This action was marked as complete.

AP20 – *Clerk to circulate and Trustees to complete the NGA Skills Audit.*

This action was marked as complete.

AP21 – *The clerk agreed to add AYJS’ composition document, once fully approved, to the Governance Handbook and upload the latest version to MinutePad.*

This action was marked as complete.

4. CORRESPONDENCE

There was nothing to report under this item.

5. CEO REPORT

The CEO gave a verbal report to Trustees:

Due Diligence

Trustees were informed that discussions and planning continued with Danesgate Community PRU and the LA, with a revised conversion date proposed of November 2019. The CEO noted three aspects behind this delay:

1. The LA’s capacity to action conversions;
2. The complexity of land issues on the Danesgate’s site;
3. The ongoing inclusion review and the related lack of clarity regarding Danesgate’s commissioning model.

The CEO outlined further relevant context related to land ownership and the inclusion review for Trustees; going on to advise that robust discussions had been held between LA representatives, the Chair of Governors at Danesgate, Danesgate’s Headteacher; the CEO and Chair of Trustees regarding these matters and that plans had been agreed. Trustees were informed that a steering group would meet on a monthly basis to work on the conversion plan and that much good work related to this matter was ongoing. The political

nature of any decision was also highlighted, as was the anticipated income generation related to Danesgate's provision.

In response to a question the CEO stated that the inclusion review would decide the commissioned number of pupils and protocols were likely to change due to anticipated changes to the Behaviour and Attendance Partnership process at the LA. In response to a further question regarding thresholds and decision making responsibility, the CEO noted that a combined approach would be necessary between the Trust and the LA, but added that the key message was that schools would be expected to retain pupils for longer periods and to develop on site provision. It was noted that this linked to the government's Early Help agenda.

Trustees discussed elements related to the higher needs funding stream, virement levels and practice, the National Funding Formula and direction of travel.

A Trustee stated that whilst issues related to LA capacity were understandable, the Board needed to consider a possible request for prioritisation due to the impact of delays on the sustainability of the Trust. The Chair stated that this had been discussed with the LA. Trustees then discussed other impacts and challenges.

Recruitment

The CEO informed Trustees of developments related to the Fulford School Headteacher/South York MAT CEO designate recruitment process outlining the number of applications received, gender balance, activities arranged, short listing and direct contact with candidates.

In response to a question the CEO stated that ideally four candidates would be shortlisted but this would depend to some extent on the final application forms received.

Academies' data

Previously distributed.

The CEO drew Trustees' attention to the papers, previously distributed, which gave updates on key data from the Trust's academies and pupils' performance from the previous academic year. The CEO noted that 'boys' writing' was a clear focus across all the Trust's primary phase academies as was maths, noting in particular good practice developments in relation to cross phase developments in maths and boys' writing engagement and outcomes related to writing in the primary phase. With specific respect to Fulford School, the CEO noted a significant reduction in the gender gap related to performance.

Trustees were informed that work was ongoing with respect to schools' improvement priorities.

In response to a question from a Trustee regarding involvement in the Headteacher/CEO designate recruitment process, the CEO noted that the PA to the Senior Leadership Team at Fulford School would circulate an invitation to attend specific activities on 11th February.

6. NOMINATIONS FOR COMMUNITY MEMBER APPOINTMENT

The Chair noted for the minutes that Ms R Heenan, Community Member of South York MAT, had indicated her wish to resign from her position as Community Member.

Trustees were informed that a replacement needed to be identified before Ms Heenan was able to formally resign and invited nominations from Trustees.

Trustees discussed the importance of the 'community' element, noting the need for any new potential Member to have strong links to the local community and ideally an historic connection to [one of] the Trust's academies.

One nomination was proposed and the Chair of Trustees and former Chair of Trustees agreed to make contact with the individual for further discussion following support from the Trust Board for this appointment.

Action: Mr I Warman and Mr A Pennington agreed to make contact with the Member nominee to discuss their interest and possible appointment.

Resolved: Trustees agreed to discuss and agree Member nominations and to agree the Board's recommendation to Members by email.

7. TRUST – GOVERNANCE ANNUAL REVIEW

Previously distributed.

Trustees discussed the anonymised Skills Matrix and noted receipt of the comments and questions received from the Vice-Chair of Trustees.

Proposal: The Chair proposed that the Vice-Chair continue his review and make recommendations based on his analysis to the Standards, Curriculum, Governance and Risk Committee, before reporting outcomes to the full Board.

Action: The Clerk agreed to 'de-anonymise' the Skills Matrix and circulate to all Trustees; and ask the Vice Chair to continue his review and analysis of the data and process.

Agenda: Standards, Curriculum, Governance and Risk Committee: Skills Matrix – review and analysis.

7.1 GOVERNANCE HANDBOOK AND SCHEME OF DELEGATION – ANNUAL REVIEW

Previously distributed.

Governance Handbook

Trustees were informed that the Terms of Reference for the Finance and Resources Sub-Committee and the Standards, Curriculum, Governance and Risk Sub-Committee continued to be under review and would be substantially updated and reviewed at the next trust committee meetings.

The Chair of the Church Schools' Development Group informed the Board that the Committee had agreed the Terms of Reference subject to some small changes to reflect updated Diocesan advice, including to reflect the new SIAMS framework. The updates were reflected in the draft provided to the Board. The Terms of Reference would be further discussed at the Group's next meeting and as such should be seen as provisional for the time being. The CEO remarked that the Development Group met twice per year and suggested that the Terms of Reference be changed to reflect this.

Action: Amend the Church Schools' Development Group to show two meetings per year.

Action: Consider, review and amend the Trust committees' terms of reference; chairs of all three committees/groups to confer on consistent formatting and structure.

Agenda: Terms of Reference for the Finance and Resources Sub-Committee; the Standards, Curriculum, Governance and Risk Sub-Committee; and the Church Schools' Development Group.

Scheme of Delegation

A Trustee observed that some changes highlighted in the document that had been circulated did not reflect what had been agreed in a previous meeting, with particular reference to the CEO's Performance Management and Pay Review and with reference to appointments of new Headteachers. Trustees discussed the matter comprehensively with particular regard to potential issues arising due to appeals, the number of Trustees and Governors making decisions around pay and the processes which should apply to the two separate roles of Headteacher and CEO. The Chair noted that any change would additionally impact on the constitution of Trust committees as previously agreed.

Resolved:

Trustees agreed to form a combined Trust Pay and CEO Performance Management Committee, which would make decisions regarding the pay of the Trust's Headteachers, CEO and CFO; and to amend the Scheme of Delegation as appropriate.

Ian Dolben, Ian Warman and Mini Setty were unanimously agreed as members of this committee.

Resolved:

With respect to the Appointment of a Headteacher, Trustees agreed to add 'at the Trust Board's discretion' with respect to trustee involvement in a selection panel; amending the Scheme of Delegation as appropriate.

Resolved:

Trustees approved the amended LGB compositions for Fulford School and Archbishop of York's CE Junior School as previously distributed in the Governance Handbook.

Resolved:

Trustees approved the Scheme of Delegation as amended and subject to the additional amendments outlined above and further amendments to be circulated by the Clerk following receipt from the Chair of Trustees.

7.2 FINANCE HANDBOOK – ANNUAL REVIEW

The Chair of the Finance and Resources Sub-Committee advised that the changes, as highlighted in the document, previously distributed, reflected advice received from the auditors in relation to procurement. The CFO requested that further clarification was required with respect to final decision making powers when requirements are not fulfilled. The Chair of the Finance and Resources Sub-Committee suggested that this be reviewed at the next committee meeting.

Agenda: Finance and Resources Sub-Committee: Review Finance Handbook and propose amendments as appropriate.

Resolved:

Trustees approved the revised Finance Handbook, previously distributed.

Trustees decided to consider Items 8, 9 and 10 at this point in the meeting.

8. SAFEGUARDING

Trustees were informed of a recent permanent exclusion hearing at Fulford School which had upheld the Headteacher's decision to permanently exclude the student concerned.

9. AGM

Previously distributed.

Trustees were informed that the Church Schools' Distinctiveness Report to Members and the Report to Members should be circulated to Trustees prior to the AGM for their recommendation to the Members. In response to a comment from the CEO the Diocesan appointed Trustee agreed that this needed increased clarification with reference to communications from the Diocese.

Recommendation: The Diocesan appointed Trustee proposed that the Church Distinctiveness Report to Members be considered by the Church Schools' Development Group in 2019 and report to the Board prior to recommendation.

Resolved:

The Clerk agreed to attach the two documents to MinutePad along with the minutes from the AGM for Trustees to view.

10. SUB-COMMITTEE REPORTS

10.1 FINANCE AND RESOURCES SUB-COMMITTEE

Trustees noted receipt of the minutes from the meeting of 11th December 2018.

10.1.i HEALTH AND SAFETY

There was nothing to report under this item.

10.2 STANDARDS CURRICULUM GOVERNANCE AND RISK SUB-COMMITTEE

Trustees noted receipt of the minutes from the meeting of 29th November 2018.

The Chair of the committee noted he was drawing up a schedule of work to circulate to the Sub-Committee.

10.3 CHURCH SCHOOLS' DEVELOPMENT GROUP

Previously distributed.

Trustees were informed of the recommendation made by the Church Schools' Development Group to appoint one more Trustee member to the group.

Action: The Clerk agreed to ask Mr M Horne if he would be willing to join the group; Mr A Pennington advised that he would agree to join the group should Mr M Horne not be available to do so.

The Chair of the development group advised the Board that a different grading had been applied to Wheldrake with Thorganby's CE School's SIAMS self-assessment; going on to note that this was in relation to the new SIAMS framework and associated criteria, adding that it did not suggest a deterioration in standards at the school.

The Chair then drew Trustees' attention to the Church Distinctiveness Reporting format, previously distributed, informing them that the intention was to work with LGBs, Headteachers and the Church Schools' Development Group in developing the tool. The Chair then outlined the document's overall purpose, which was to enable the Group to support Trustees with their oversight and support of church school distinctiveness, and to equip Trustees to report to Members on the protection of the Church of England foundation of the church schools. The template was currently in draft, but a final suggested version would ultimately be provided in DBE guidance in due course. It was noted that some thought needed to be given to the overlap reporting of standards data, specifically how the suggested template dovetailed with the existing SOAP. The Chair clarified that the purpose of including standards other than RE in this reporting structure was to look at outcomes for RE when compared with other core subjects, rather than to look at standards generally. Further consideration would be given to an updated template at the next Group meeting, and following finalisation of the DBE guidance

Agenda: Church Schools' Development Group: Church distinctiveness reporting format.

Recommendation: The Board would seek to move towards the development of an overarching data led reporting document which would include elements related to church distinctiveness, to be populated according to a school's designation.

In relation to reporting mechanisms, the Chair of the Church Schools' Development Group reminded Trustees that LGBs were also trust committees and as such it was incumbent on the Board to develop clear reporting mechanisms between LGBs and the Board. Trustees noted that items were included on Board of Trustees' Agendas allowing the reporting of matters both upwards and downwards; however the Trustees felt that the position of these items should be more prominent on the agendas and furthermore additional mechanisms were needed.

Trustees discussed practices in other local MATs, health checks, the principle of autonomy, the development of lead indicators in relation to governance, the role of the SYMAT Chairs' and the Headteachers' groups and the possible formulation of risk reporting for LGBs.

Recommendation: The Chair recommended that the Clerk should email all Chairs prior to the Trust Board Agenda Setting Meetings to request input regarding any points that they felt should be reported to the Trust Board.

Recommendation: LGBs should invite a Trustee to their annual health check.

Action: The Clerk agreed to email all Chairs prior to the Trust Board Agenda Setting Meetings to request input regarding any points that they felt should be reported to the Trust Board.

Agenda: Church Schools’ Development Group: trust committee/development groups reporting mechanisms.

Trustees then returned to Item 7.3 and the Strategy Away Day action plan as previously distributed.

7.3 STRATEGY AWAY DAY – 2018 REPORT

Previously distributed.

Trustees discussed the document as previously circulated and agreed to hold a follow-up meeting in the summer term.

Action: The Clerk agreed to arrange a follow-up strategy away day meeting in June 2019.

Trustees examined the table and agreed the following responsibilities:

Communications Support	Andrew Pennington
Recruitment and Supply Teaching	In hand
Facilities Management	Finance and Resources Sub-Committee
CPD Support	Standards, Curriculum, Governance and Risk Sub-Committee
Back office services (including IT)	Finance and Resources Sub-Committee
School improvement MAT planning	Standards, Curriculum, Governance and Risk Sub-Committee
Safeguarding	Academy level –some cross MAT approaches eg CPOMS, Safeguarding and Attendance post, LA advisor
Contract authoring and management	Finance and Resources Sub-Committee
Talent management	Standards, Curriculum, Governance and Risk Sub-Committee
Leadership and governance risk	Standards, Curriculum, Governance and Risk Sub-Committee
Policy capability	Headteachers’ group
Financial viability	Chairs’ group; Chair of Trustees; Chair of Finance and Resources Sub-Committee

The Chair advised that the Trust would move towards a twin track approach to its partner schools in the new academic year – i.e. schools within the Trust and schools intending to join the Trust with specific reference to benefitting from Trust funds and approaches.

Trustees discussed current arrangements with external partners, benefits, SLAs, and areas to develop (in particular website and communications). The Chair noted that this would be implicated in work being addressed by the CFO on top slicing.

11. MAT-WIDE POLICY REVIEW

11.1 DETERMINATION OF ADMISSION ARRANGEMENTS 2020-2021

The CEO confirmed that the consultation had been completed and the policy was in line with current LA policies. The Chair advised that it needed closer consideration on the part of the Board in the following year.

In response to a question the CEO confirmed that it was standard practice for the Headteacher to make decisions in relation to sixth form admissions.

Resolved:

Trustees adopted the South York MAT Admissions Policy 2018-2019 and the Admissions Policy – Year 12 entry 2018-2019.

11.2 LOCAL GOVERNOR CODE OF CONDUCT – DRAFT

Mr T Flemming outlined the approach taken to the document and noted vocabulary changes.

Amendments were suggested to 6.4 and the final agreement '*we read, understand and agree to abide by*'

Resolved:

Trustees considered and approved the Local Governor Code of Conduct, subject to the amendments outlined above.

12. MATTERS FOR ESCALATION TO OR REPORTED FROM MEMBERS

Mr A Pennington confirmed that he was happy to provide a termly report to Members on the activities of the Trust.

Action: Mr A Pennington to provide termly Trust update reports to the Members.

13. ANY OTHER BUSINESS

IT Procurement

The CFO requested permission from the Board to deviate from procurement rules to secure the services of a company to update IT systems in the school, bolstering future resilience. The CFO outlined anticipated results of the investment and added that it would be a long-term project with long-term results and benefits.

Trustees discussed the risks linked to re-tendering, and aspects related to both high and low quotes. The Chair of the Finance and Resources Sub-Committee noted that it was a specialist tendering process and stated that he felt it was a situation in which the primary concern was to have something high quality completed to a high standard. The CFO confirmed that the contract proposed offered the opportunity to upgrade to a full scheme with a wiring plan for an overall holistic system.

Recommendation: The Chair recommended that in future the trust should apply a pre-requisite approach requiring a full schematic when related to a high cost contract such as this one.

Resolved:

The Board agreed to approve the contract outside of normal tendering processes.

Indemnity Issue

The CEO noted that she had discussed this issue with the LA in a meeting at which the Chair of Governors of Fulford LGB and noted that Ms M Setty, Trustee, had also attended. It was noted that the LA had offered support regarding making a business case to the Executive Board asking them to approve indemnity. More information would follow.

14. DATE OF NEXT AND FUTURE BOARD OF TRUSTEE MEETINGS TO BE HELD AT 6.30PM

Thursday 11th April 2019

Mr Ian Warman
Chair

Date

Ended at 21:20