



TOVE LEARNING TRUST

Minutes

Meeting	Trustees
Date	13 th May 2019

Attendance & Apologies			
Trustees		In attendance	
Christopher Watt (Chair) (CW)	P	Martin Lawrence (ML) Member	P
Jamie Clarke (JRC)	P	Eddie Craven (EC) Member	P
Jo Chitty (JC)	P		
Tim Foster (TF)	P	Trust representatives	
Graham Rees (GR)	Ap	Sue Wagstaff (CFO) (SW)	P
Thomas Schilling (TS)	P		

(key: P=Present, Ap=apologies received, A=absent)

In attendance: Katie Fell (KLF) (Clerk)

No.	Item	Action
1.	Apologies & Introductions <ul style="list-style-type: none"> Apologies were recorded for GR. Members and Trustees introduced themselves. Thomas Schilling was welcomed as a new Trustee. 	
2.	Declaring interests <ul style="list-style-type: none"> There were no declarations of interest in any of the agenda items. 	
3.	Minutes of Previous Meeting <ul style="list-style-type: none"> Correction made to previous minutes: <i>the rationale for changing the school day at Rushden was based on increasing the focus on teaching and learning time.</i> Rushden AIB members were happy with the changes proposed to the school day. AIB were requested to notify trustees in writing if there are any significant changes. Trustees approved the proposal subject to there being no significant changes. All other actions have been completed or are in progress. ML & EC requested copies of the Code of Conduct to be sent to them. The minutes were signed by the Chair as a true reflection of the meeting. 	KLF
4.	CEO report <p>4a) EWS Governance Update</p> <ul style="list-style-type: none"> An update was provided on the reduced size of the LGB at EWS in line with ensuring each LGB is fit for purpose, both in size and effectiveness. The LGB now consists of eight members and is temporarily being Chaired by Chris Watt. The first meeting of the new group was positively received and feedback confirmed governors found it more effective than before. <p>4b) TLT Staffing</p> <ul style="list-style-type: none"> Louisa Richards has been appointed as School Improvement Director (Maths) to start at Sponne School in September 2019. 	

4c) Curriculum and new Ofsted inspection framework

- An overview of the new Ofsted framework published in May 2019 was discussed, which places the curriculum at the forefront of the evaluation criteria. The 3Is (intent, implementation and impact) will be the primary focus for inspections and MAT schools are working on developing intent statements and gathering evidence of how they meet these criteria.
- Trustees discussed the importance of reinforcing the new Ofsted framework with local governing bodies, and cascading information to governors so they are familiar with the terminology and the shift in focus on school performance and assessment.
- **ACTION:** Invite Members and Governors to attend the Ofsted training on 26/09/2019.

KLF

4d) Grace Academies transfer

- The transfer of Grace Academies (GA) was successfully completed on 1st April 2019.
- A new Director of Education role will be appointed for the new West Midlands Hub which will also be a Deputy CEO for TLT. Interview to take place 6 June 2019 at GAC and trustees were asked to provide availability to join the panel.
- The Director of Primary Education would also be a Deputy CEO role in the future.
- **Update on the Darlaston building warranties was provided:** the building warranties cannot legally be transferred to TLT from Kier, so an alternative solution has been found by transferring the Grace Academy (GA) trust to TLT. GA propose to keep the dormant company going until such time as the legal transfer of the buildings warranties can be completed to GA, then there will be a transfer of trustee ownership from GA to TLT. This will also enable transfer of the Apprenticeship Levy pot to TLT.
- GA Members propose that 3 TLT Trustees will be assigned to GA, the GA Trustees will resign, and then 3 TLT Trustees can transfer to become Members of GA. The target date for this is after the final audit has been complete in June 2019.
- It was noted that there would be a legal requirements to appoint a Company Secretary for the new GA, and annual accounts would need to be filed, and AGM would need to be held.
- **DECISION:** TLT Trustees agreed to the proposal set out by GA as described above.
- **Grace Academy Coventry PAN and Admissions Policy:** an overview of the history of changes to the PAN were summarised. A recent change has been proposed to reduce the current PAN of 210 to 172 following a consultation exercise. Trustees were advised that the Adjudicator has following an appeal from Coventry Local Authority is going through a legal review process.

Further updates from the CEO report included:

Wootton Primary School (WPS)

- Significant changes and progress regarding the land issue at WPS were reported. WPS governors met on 13/5/19 and have agreed with the Diocese to pay £3,500 rent per annum but this will be paid back to the school for allocation to disadvantaged students and students in need of additional support.
- Trustees are still in favour or progressing with the transfer. The target transfer date is 1st September 2019. The Headteacher Board have already approved the transfer of WPS to TLT 2 years ago and WPS are already a converter academy.

Progress within MAT schools was reviewed.

- Key: yellow items = statutory elements, Green = important KPIs to monitor.
- Progress at Lord Grey (LG) and Rushden Academy (RA) are improving. **Trustees asked whether attendance is improving at RA. It was confirmed attendance and behaviour are much improved at RA.**
- Progress at Grace Academies was explored. **Members asked whether maths and English results indicated poor levels of numeracy and literacy in the area? CEO explained that there is a more balanced intake in year 7 and 8 now, and due to improved Ofsted**

	<p>judgements at GAD the academy has a better reputation and school places are therefore in higher demand. Grace academies do have a high proportion of EAL students, but this is not the case at GAD. Students at GAD have very low confidence and low levels of personal expectation which is a main focus for improvement and developments for the school and local community.</p> <ul style="list-style-type: none"> • Member ML asked is there TLT funding available to support GAD? School Improvement Directors will support ongoing change, with a view to developing capability within academies so they can be self-sustainable and use their own resources and funding to make a difference. <p>Financial Summary</p> <ul style="list-style-type: none"> • TLT Management Accounts for March 2019 prior to the GA transfer were reviewed. • Due to a new financial software package being installed the April management accounts were delayed. • TLT consolidated summary to March 2019 shows £182K deficit. • The numbers on roll and associated income are causing budget challenges at RA. Sharnbrook has increased PAN by 60 which has had a detrimental impact on RA intake figures. Numbers are down to 130 rather than 180. 	
5.	<p>Governance</p> <p>5a) New Trustee for consideration:</p> <ul style="list-style-type: none"> • Jo Chitty provided feedback on meeting Duncan Nicholson, a potential new Trustee. Duncan has previous experience as a school governor and as a trustee, and would bring valuable insight and reflection based on involvement in governance issues at Tresham College. Jo Chitty and Jamie Clarke recommended the appointment. • DECISION: Trustees approved the appointment of Duncan Nicholson as Trustee. Letter of appointment to be prepared. <p>5b) Plan for new Members to be appointed:</p> <ul style="list-style-type: none"> • DECISION: TLT Members agreed in principle to appointing Lord and Lady Edmiston as new Members for TLT once Grace Academy trust has been wound up and they have resigned their current posts. • ACTION: Members to sign a formal special resolution to confirm the appointment of Lord and Lady Edmiston as new Members of TLT. <p>5c) Agree updated Terms of Reference</p> <ul style="list-style-type: none"> • Revised Terms of Reference were presented to the Board for approval based on the model articles of association, the Academies Financial Handbook and legal best practice models. • The following amendments were noted: <ul style="list-style-type: none"> ○ Item 3.1 to be revised to say <i>“The Board has resolved to have a minimum of five members and a maximum of nine members for each LGB operating in respect of one Academy.”</i> ○ Item 3.3 to be amended to include: <i>“at least one member of each LGB/AIB to be a Trustee.”</i> • DECISION: Trustees agreed to the revised Terms of Reference with the above amendments noted. <p>5d) GA Trustees</p> <ul style="list-style-type: none"> • See discussion above in Section 4d. 	KLF
6.	<p>Operations</p> <p>The Chief Financial Officer presented an overview of MAT operations.</p> <p>6a) Premises – Conditions Surveys</p> <p>6b) HR job families and equal pay across the MAT</p>	

	<ul style="list-style-type: none"> • SW explained that GA pay bands are very different to TLT which causes issues of equal pay and parity, especially when considering annual increments and movement within bands. GA have wider bands than the recommended 5 spinal points, and also have overlapping pay bands that goes against best practice. • SW presented a paper to explore three options to consider alternative models to address equal pay across the regional hubs in the MAT. • Trustees asked what is the MAT trying to achieve and what are the key principles to address? SW confirmed Trustees need to agree an operational strategy to help advise the regionals hubs. Formal Hay evaluated roles and job families need to be agreed to ensure equality and clarity across the MAT, and to prevent any discrimination claims. • SW confirmed the aim is to work with EPM on the whole pay scheme and to refresh all roles, develop a fair and equitable remuneration structure. Heads/Principals need to be part of this discussion to review staff budgets and evaluate any changes the revised pay structure may bring. • Trustees discussed the legal obligations regarding employees protected by TUPE legislation in connection to protecting terms and conditions post transfer. • TUPE negotiations with the Grace Academies mentioned that pay and conditions review would be completed by 31st August 2019. Consultation with unions and staff will be required and communication regarding any proposed changes will be proactively managed. • Trustees proposed that the MAT could end up with two pay bands: One for current staff on TUPE contracts, and one for ongoing and newly appointed staff. • Trustee Thomas Schilling (TS) advised the review team to check whether any previous pay negotiations have been collective agreements or national agreements, as this will have a bearing on the legal process to be followed. TS offered support in his capacity as an HR Consultant and advisor with this project. • ACTION: CEO to advise West Mids Hub unions that 31st August is unachievable to deliver a final result acceptable to all parties. • ACTION: CFO to work with EPM and Heads/Principals to review the TLT pay boundaries, with a target date of summer 2019 to tie in with new academic year budgets. <p>Apprenticeship Strategy</p> <ul style="list-style-type: none"> • Trustees discussed the changes to the legal ownership of Grace Academy trust moving to TLT and the positive impact that this should have in terms of transferring the Apprenticeship Levy pot. • ACTION: Draft paper to be prepared by JRC and CW to propose a methodology for apportioning Apprenticeship Levy either by % or on a first come first served basis. 	<p>JRC SW</p> <p>JRC & CW</p>
7.	<p>Finance</p> <p>7a) GA signatories request</p> <ul style="list-style-type: none"> • Trustees discussed the request from GA bursars to become signatories. • DECISION: Trustees decided not to approve this request based on the need to separate processing and approval of financial items by the same person. This is consistent with other MAT schools and has been implemented as part of the audit controls and for their own protection. <p>7b) Management accounts for March & April 2018-19</p> <ul style="list-style-type: none"> • Production of the management accounts has been delayed to the issues with the new finance package implemented in April. These will be shared with Trustees via the Google classroom at a later date. <p>7c) Indicative budget 2019-20</p> <ul style="list-style-type: none"> • Operational TLT is showing a £95K surplus income, and £30K is still being held in reserve for the Free School bid. • Current budget includes full year income without WPS. Income as it is currently known (less expenses) is giving a £200K surplus. This doesn't include any other appointments 	

	<p>such as an Estates Manager.</p> <ul style="list-style-type: none"> • Trustees asked if there were any plans for a School Improvement Director of English? TLT funds could be made available, but will be dealt with in house. • Trustees asked what would the reserves be used for? TLT ensures 3 months' salary buffer is available in case of emergencies in MAT school budgets. • Indicative budgets for each MAT school are currently works in progress, and items are still being reviewed. Trustees were asked to read these figures as draft whilst they are being finalised. <ul style="list-style-type: none"> ○ EWS staffing structure and budget is still to be confirmed. ○ RA deficit budget still needs to be reduced but cost reduction is possible. The rebrokering from TEFT and the zero balance transfer has contributed to budget deficits. 	
8.	<p>TLT Improvement Plan</p> <ul style="list-style-type: none"> • The most up to date TLT improvement plan is available for trustees to review in the Google classroom. 	
9.	<p>AOB</p> <ul style="list-style-type: none"> • Future meeting dates for TLT Trustee meetings 2019-20 were shared. It was noted that Wednesdays or Thursdays are preferred days for Jo Chitty to attend Pay & Performance Committee meetings. 	

Meeting closed at: 08:10pm

Next meeting: Monday 10th June meeting POSTPONED, Next meeting Monday 8th July 2019

ACTIONS from this meeting			
ACTION	BY WHOM	DUE DATE	COMPLETED
Invite Members and Governors to attend Ofsted training on 26/09/2019	KLF		Yes
Prepare appointment letter for Duncan Nicholson	KLF		Yes
Members to sign a formal special resolution to confirm the appointment of Lord and Lady Edmiston as new Members of TLT.	Members		Yes
CEO to advise West Mids Hub unions that 31 st August is unachievable to deliver a final result acceptable to all parties.	JRC	ASAP	Yes
CFO to work with EPM and Heads/Principals to review the TLT pay boundaries, with a target date of summer 2019 to tie in with new academic year budgets.	SW	August 2019	Yes
Draft paper to be prepared to propose a methodology for apportioning Apprenticeship Levy.	JRC/CW	July 2019	In progress