



TOVE LEARNING TRUST

Minutes

<b>Meeting</b>	Trustees
<b>Date</b>	25th January 2021

**Attendance & Apologies**

Trustees		Trustees	
Christopher Watt (CW) (Chair)	P	Jo Chitty (JC)	P
Jamie Clarke (JRC) (CEO)	P	Thomas Schilling (TS)	P
Tim Foster (TF)	P	Duncan Nicholson (DN)	P
Members		Trust representatives	
Martin Lawrence (ML)	P	Sue Wagstaff (SW) (CFO)	P
Eddie Craven (EC)	A	Lindsay Oake (LO) (PAO)	A
Lord Robert Edmiston	Ap		
Lady Tracie Edmiston	Ap		

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

**In attendance:** Tracy Routledge (TR) Estates Manager, Carl Salt (CSa) Director of Secondary Education West Mids. Katie Fell (Clerk) (KLF)

No.	Item	Action
1.	<p><b>Apologies and introductions</b></p> <ul style="list-style-type: none"> <li>The Chair of Trustees welcomed Member Martin Lawrence (ML) to the meeting.</li> <li>Apologies were received and recorded for Lord and Lady Edmiston.</li> <li>Eddie Craven has tendered his resignation as Member and was not in attendance.</li> </ul>	
2.	<p><b>Declaration of Interests or Conflicts</b></p> <ul style="list-style-type: none"> <li>None declared.</li> </ul>	
3.	<p><b><u>TLT Estates Manager report to Trustees(TR)</u></b></p> <p><b>3.1</b></p> <ul style="list-style-type: none"> <li><b>TR presented an update on health &amp; safety (H&amp;S)</b> across the MAT to Trustees, following a thorough review from a new consultant from advisors Ellis Whittam.</li> <li>H&amp;S contracts expire in April 2021. Following a retendering exercise in December 2020 the Estates Manager proposed to renew the Ellis Whittam contract for a 5 year term for Northants/MK schools, and Elite to continue for a further 3 years for the Grace Academies. Due to the value of the 5 year contract exceeding the tender limit, Trustees were asked for approval. A full tender matrix analysis report was shared in the classroom.</li> <li><b>DECISION: Trustees approved the renewal</b> of Ellis Whittam for 5 years and Elite for 3 years.</li> </ul>	

	<ul style="list-style-type: none"> <li>● <b>Trustees asked is there anything we need to do as a Trust to support EWS to make progress on outstanding H&amp;S issues.</b></li> <li>● <i>TR is planning to move her office base to EWS South campus and will spend more time supporting the site team. TR highlighted window closures at EWS and safety issues. Red items for action were flagged in the report which TR will support on whilst the SBM post is vacant.</i></li> </ul>	
3.2	<ul style="list-style-type: none"> <li>● <b>Information on the proposed Carbon Neutral scheme was presented.</b></li> <li>● TR outlined proposals to develop a carbon neutral scheme for the trust in line with government targets for school to reduce their carbon footprint by 2050.</li> <li>● A working group will be set up at each school to include school and pupil led initiatives.</li> <li>● TF agreed it was important to ensure student voice is incorporated into the plans.</li> <li>● It is also the ambition to ensure all future SCA projects consider carbon neutral as a first priority.</li> <li>● <b>DECISION: Trustees agree to the overarching principles set out in the paper.</b></li> <li>● <b>ACTION:</b> TR will bring a draft Carbon policy to the next trustees meeting.</li> <li>● SW explained to trustees that TR is very passionate about this programme and will need support in getting some of the targets met. We recognise it is a good thing to do in terms of being a good employer and organisation, but we may need to streamline some of the things we can achieve and review those that we can't.</li> <li>● <b>Trustees confirmed their support for the scheme but raised a note of caution about the timing alongside Covid responses and being careful about loading new things onto senior leaders.</b></li> </ul>	TR
3.3	<ul style="list-style-type: none"> <li>● <b>Approval of the Estates vision</b></li> <li>● A summary paper on the DfE's Good Estates Management (GEM) framework was shared with Trustees. TR drafted a proposed Estates vision for Trustees approve.</li> <li>● <b>APPROVAL: Trustees approved the outline Estates Vision as below:</b> <ul style="list-style-type: none"> <li>○ Tove Learning Trust will provide fit for purpose educational buildings across each of its schools which will positively contribute to providing inspirational educational experiences for all pupils.</li> <li>○ The trust will actively support schools in addressing compliance, condition, sufficiency and the growth agenda of their individual sites over a medium and long term basis, to drive forward estate enhancement, ensuring capital funds are used effectively.</li> </ul> </li> <li>● <b>ACTION:</b> TR to present an outline estates strategy based on the vision at the next board meeting.</li> </ul>	TR
4.	<p><b><u>TLT School Capital Allocation (SCA) bids 2021</u></b></p> <ul style="list-style-type: none"> <li>● Each school has submitted up to 5 SCA bids to be considered for 2021 funding.</li> <li>● Schemes have been assessed by the Estates Manager and CFO, and evaluated the against the risk register.</li> <li>● A summary of proposed bids was presented to Trustees based on the following hierarchy (colour coding in excel sheet as below): <ul style="list-style-type: none"> <li>○ Green = compliance / essential items</li> <li>○ Blue = recommended by Estate Manager based on available funds</li> <li>○ Orange = recommended but for discussion due to no further funding available</li> </ul> </li> </ul>	

	<ul style="list-style-type: none"> <li>○ Pink = nice to have, but not considered high priority at the moment, and will need to be funded by school or not supported.</li> <li>● CFO highlighted that there is a request from Sponne to extend the science block, and if Trustees agreed to support the bid this would potentially mean some of the other schools would miss out on some of the improvement works. SW asked Trustees to carefully consider the options, and consider suitability vs expansion.</li> <li>● <b>Trustee JC asked if we said yes to Sponne whether it would impact on other items in the blue section. Queried Water Hall item in blue, and how urgent it is. Yes if funds were diverted to the Sponne expansion this would impact other projects. It was confirmed the WH glulam outdoor frame works are not urgent.</b></li> <li>● Trustees need to feel comfortable about implications of what needs to be done, and what gets put on the back burner.</li> <li>● JRC stated the trust's position is not to use SCA funds to pay for student growth in principal because this should be covered by increased GAG funding or from other sources eg section 106. But Sponne is a tricky situation due to historical increase in student numbers which weren't requested directly by LA but nonetheless, is supportive.</li> <li>● <b>ACTION:</b> CW asked JRC to review the SCA bids in terms of educational priorities. JRC to meet with SW and TR to review the list of SCA priorities and agree a way forward.</li> <li>● <b>DECISION: Trustees approved the outline SCA proposal in principle</b> so TR can give agreement for schools to progress and seek professional quotes.</li> <li>● TR left meeting 17:33.</li> </ul>	<p>JRC, SW, TR</p>
<p>5.</p>	<p><b><u>Director of Education (W Mids Hub) report to Trustees (CSa)</u></b></p> <ul style="list-style-type: none"> <li>● Carl Salt (CSa) presented a summary of the three Grace Academies in the West Midlands and their approach to remote learning during lockdown.</li> <li>● Engagement figures were shared, with Year 11 strongest at 80-85% across the region, GAS claiming 94%. Year 7s appearing hardest to get engagement in comparison to other years which goes against expectations. GAC is a little behind in terms of measuring engagement.</li> <li>● Engagement from vulnerable pupils is closely being monitored, with home visits and calls being made if required.</li> <li>● <b>Member ML asked about the DfE distribution of digital equipment for vulnerable and disadvantaged pupils. All GA schools have equipment required and some additional purchases have been made to support students. There are only a few pupils in each Grace Academy school who are not engaging online.</b></li> <li>● Progress data was shared, with a health warning, due to being based on English and Maths data. Also looked at P8 data for Y11s which was pretty good considering how much schooling was missed last year and this year. CSa commented that it is hard to draw on data and make assumptions based on the limitations involved with remote learning.</li> <li>● A working group is being set up to looking at exam assessments in readiness for the summer 'mini assessments' and all schools are doing online assessments.</li> <li>● <b>Member ML asked with the difficulty in getting robust data - what are the implications for determining teacher assessed grades (TAG/CAGs) at end of year. CSa qualified that this is not poor data, but questions how well it correlates with P8 or adds up to an accurate P8 figure. Results will be quality assured and moderated internally within the trust before being submitted as CAGs/TAGs.</b></li> </ul>	

	<ul style="list-style-type: none"> <li>● <i>JRC explained that with regards to remote learning in the MAT, virtually every child in the government target group has received devices. Knowles Primary recently sent out a request to the local community and got 50 devices donated. Some organisations purchased new machines to donate and the local community has been very generous to support them. The current issue is more related to broadband and connectivity in less affluent communities.</i></li> <li>● CSa discussed teaching and learning improvements at GAC and explained the improvement programme aiming to move them to good. Emily Wheller is the SID for the region driving this support.</li> <li>● GAD and GAS are receiving minimal support, whereas GAC is requiring more intensive support to improve the quality of teaching and learning.</li> <li>● Unfortunately, Covid has prevented further progress being made. Some improvement has been made, a new behaviour system has been put in place and positive change is being seen.</li> <li>● Admissions for GAS and GAD are in a strong position, with many 1st choice allocations. GAC has been allocated 200 places, but we need to know how many are 1st choice places because this will cause issues and potentially some no-shows in September.</li> <li>● <b><i>Trustee CW stated the importance of addressing capability issues despite the challenges of Covid.</i></b></li> <li>● <i>CSa agreed and compared it to GAD position 6 years ago. Action will be taken.</i></li> <li>● Trustees thanked CSa for his time and presentation.</li> <li>● CSA left the meeting at 17:50.</li> </ul>	
6.	<p><b>Minutes of previous board meeting 7th December 2020</b></p> <ul style="list-style-type: none"> <li>● The minutes of the previous meeting were reviewed and confirmed as an accurate record. The Chair signed the minutes electronically due to Covid-19.</li> <li>● All actions were reviewed and confirmed.</li> </ul>	
8.	<p><b>Chairs actions for acceptance and approval</b></p> <p>Governor appointments since the last board of trustees meeting were approved as follows, in accordance with the TLT Terms of Reference:</p> <ul style="list-style-type: none"> <li>● Jamie Clarke appointed as TLT governor and trustee representative for Knowles LGB.</li> <li>● Sally LaBrooy appointed as Parent Governor with effect from 18/11/20 for Lord Grey.</li> <li>● Abdullah Khan appointed as Co-opted Governor for Lord Grey LGB from 22/10/20.</li> <li>● Sharon Power appointed as Co-opted Governor for Lord Grey LGB from 1/10/20.</li> <li>● Chris Youngman appointed as Vice Chair by the Trust for Rushden LGB from 15/1/21.</li> <li>● Tim Foster has stepped down as Trustee representative for GAD and GAS.</li> <li>● Jamie Clarke replaces Tim Foster as the Trustee representative at GAD and GAS from 15/1/21.</li> <li>● Paul Goddard appointed as Co-opted Governor for EWS LGB from 8/12/20.</li> <li>● Gillian Lucas appointed as Co-opted Governor for EWS LGB from 22/10/20.</li> <li>● Duncan Nicholson appointed as Chair of the TLT Audit Committee from 15/1/20, to replace Tim Foster who remains a member of the Audit Committee.</li> </ul>	
9.	<p><b>CEO Report (JRC)</b></p> <ul style="list-style-type: none"> <li>● JRC presented an update report to Trustees focusing on remote learning in schools since the current lockdown on 5 January 2021.</li> <li>● The current focus is that truly vulnerable children ‘must’ be in school as a starting point. More vulnerable pupils are attending than in the first lockdown. Numbers vary</li> </ul>	

	<p>considerably but some are as high as 80% others around 20%. In reality some students are not best placed to be in school, and in some cases the EHCP states specific learning needs where they would be best supported at home. Raw numbers are low so caution is needed when reviewing these proportions.</p> <ul style="list-style-type: none"> <li>● Schools are having conversations, making home visits or phone calls to follow up and check especially where a lack of engagement is a concern.</li> <li>● Remote learning is in place for all schools but this is no replacement for face to face learning.</li> <li>● ‘Mass testing’ is now a requirement twice weekly for secondary staff on site, and pupils on site also being tested. A positive outcome of testing is reducing some anxiety for some staff and providing a sense of relief. Lateral flow tests have picked up some positive cases for staff who were asymptomatic before they knew they were ill.</li> <li>● It is highly unlikely there will be a widespread return for all year groups after half term. Possibly a phased return for different year groups.</li> <li>● JRC shared the revised TLT mission, vision and values with Trustees in the classroom.</li> <li>● <b>APPROVAL: Trustees agreed and approved the revised vision statements.</b></li> <li>● Following the IT strategy review by HBT last summer, we are now progressing with an action plan to realise some of the benefits outlined in their proposal. An IT strategy briefing paper was shared with Trustees which Trustees were asked to agree in principle.</li> <li>● <b>APPROVAL: Trustees all agreed to the outline IT strategy including a consultation.</b></li> <li>● The risk register has been redrafted to make it more accessible for Chairs of Governors and Headteachers to engage with. It is seen as an onerous task and not getting the buy in required in its current format. More specific dates need to be set so they can be followed up and give a deadline to work to.</li> <li>● The notion behind this is to make it shorter, and get folk to engage with it more effectively. No questions were raised and Trustees were in agreement.</li> <li>● SW commented that the initial scoring of the risk had been taken away; if it is a very high risk initially this might be an area to focus on and may have a greater consequence. CW agreed with the concern, but suggested this could be part of a larger working document and possibly hide the columns once the background work has been done.</li> <li>● Trustees TF and TS agreed the importance of regularly reviewing risks although we don’t always see what is coming ie Covid, and recognised the need to make it less cumbersome to review and maintain.</li> <li>● Management accounts for December were reviewed. Forecasts are currently over inflated in some cases due to additional grants which will even out later on.</li> <li>● <b>Member ML asked whether teachers who are judged to be RI, will they be undertaking teacher assessments for summer grades? JRC replied yes but they will but they will not be the sole assessment, and they will be moderated and verified to avoid any anomalies. The current approach is what is the current performance of the pupil. Less experienced teachers will be able to do this confidently. SIDs will be able to liaise and support teachers on this.</b></li> <li>● <b>Member ML observed that as the MAT has grown to 10 schools and around £50m income – the percentage of staffing costs to income vary considerably across the Trust. How far do Trustees have a handle on staff structures and % of spend? JRC explained it varies from school to school. Some are better than others, and some have longer serving higher quality staff, which equates to being more expensive. Trustees sit on LGBs and have a close understanding of different schools that they support. The MAT uses ICFPs which brings this to their full attention.</b></li> <li>● It was confirmed that the Hawksmoor Trust were awarded the new Towcester South primary school bid.</li> </ul>	
9.	<p><b><u>TLT Central Risk Register</u></b></p> <ul style="list-style-type: none"> <li>● Discussed as part of the CEO report above.</li> </ul>	

10.	<p><b><u>Receive reports from TLT Committees</u></b></p> <p>The following minutes were received by Trustees</p> <ul style="list-style-type: none"> <li>● TLT Audit Committee minutes 11/01/2021</li> <li>● TLT Finance Committee minutes 22/10/2020</li> </ul>	
11.	<p><b><u>Policies for ratification/approval</u></b></p> <ul style="list-style-type: none"> <li>● <b>TLT Executive Pay Policy.</b></li> <li>● This policy formalises the process for the CEO and central executives for the trust.</li> <li>● <b>APPROVED: Trustees confirmed their approval.</b></li>   <li>● <b>TLT Covid Policy</b></li> <li>● This is a TLT template policy including a statement from the trust at the beginning, stating expectations and delegating operational responsibility to headteachers.</li> <li>● The template requires minimal tailoring for each school without taking away from the meaning of the policy. Each school will have to tailor it, seek governor approval and adopt it.</li> <li>● This policy was approved by the Audit Committee on 11/01/21.</li> <li>● <b>APPROVED: Trustees ratified the TLT Covid Policy for roll out to all schools and to consult.</b></li>   <li>● The main board meeting was declared closed at 18:32.</li>   <li>● The Chair handed over to Martin Lawrence to lead the proceedings for the AGM.</li> </ul>	
12.	<p><b><u>ANNUAL GENERAL MEETING</u></b></p> <ul style="list-style-type: none"> <li>● Member Martin Lawrence took the Chair for the AGM.</li> <li>● Apologies were received and recorded for Lord and Lady Edmiston.</li> <li>● Minutes of the previous meeting from December 2019 were circulated by email by the Clerk.</li>   <li>● <b>Member and Trustee vacancies</b></li> <li>● ML asked if there was anything in writing to indicate the acceptable number of times that a Trustees can be reappointed, and advised that three terms of office is best/good practice to retain a degree of objectivity.</li> <li>● ML asked the Clerk to review the Articles of Association and advise on the length of service for Trustees who are currently serving. He advised the board to keep an eye on succession planning and look at the implications for reappointment.</li> <li>● ML commented that Member Eddie Craven has recently stepped down with immediate effect, reducing the total number of Members to 4, and noting that the DfE prefer an odd number. It was noted that the DfE has raised an issue where an even number of Trustees are present in other MATs. JRC reassured ML that we are not in breach of the Articles or the Academies Financial Handbook.</li> <li>● ML has been in discussion with JRC and CW with regards to the current Member vacancy, stating the importance of finding someone who has experience of robust governance as well as knowledge of teaching and learning.</li> <li>● With regards to the appointment of new Trustees, it was noted that Members have powers to appoint and remove Trustees and they should have every confidence in who has been appointed.</li> </ul>	

- **Outlook for remainder of the year**
- No new items were raised in addition to the discussion in the meeting earlier.
- CW reminded colleagues to be careful we don't take for granted the work that teachers and admin staff do. In his role as a Member, CW asked fellow Trustees to regularly review the support staff receive and ensure that it is fit for purpose.
  
- **Priorities for year ahead**
- The Strategic Improvement Plan was shared in the classroom, a copy of which will be forwarded to ML.
  
- ***ML reflected on the points discussed at the AGM December 2019. The DfE currently has a strong focus on vulnerable students and safeguarding issues, and asked has the Trustee board in the last year taken on board any self-assessment of whether the Trustees are meeting standards. JRC confirmed that the MAT policy of having at least 1 Trustee represented on LGBs has ensured close and frequent contact of Trustees and awareness of key issues affecting pupils, staff and leaders.***
- ***ML referred to the DfE Academy Trust Governance – Structures and Role Descriptors published October 2020. JRC confirmed the MAT is in a good position regarding the differentiation of governance roles and responsibilities. TLT has put together an induction and training programme for governors, for those new in role and with specific link governor responsibilities.***
- ML believes would be useful for governors to see the outline of what roles and responsibilities are required of them and focus back on DfE expectations and framework.
- **ACTION:** Clerk to share the DfE document for reference.
  
- ***ML asked whether any of the 10 schools have NGA membership?***
- Clerk confirmed yes all schools subscribe to NGA Gold membership, all schools have access to The Key for School Leaders, and some have opted in to The Key for Governors. Chris Watt is a NLG.
- ML is involved in Governors for Schools and fully supports and endorses the use of these bodies for information and guidance.
  
- ML confirmed it is a huge privilege to continue to be a Member of TLT and was previously vice-chairman of Sponne School governing board, and noted that that being a trustee of the TLT MAT was a large responsibility and thanked all the trustees for their commitment and hard work.
  
- ML handed back to CW to close the meeting.
  
- CW and JRC thanked ML for his time attending the meeting and will make a point of inviting ML to other meetings as well.
- Thanks to everyone – we look forward to meeting face to face again soon.

Clerk

<b>13.</b>	<b>AOB</b>	<ul style="list-style-type: none"> <li>• No further business.</li> <li>• Thank you to Members and Trustees for attending.</li> </ul>	
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**Meeting ended: 18:49**

**Date of next meeting: 22<sup>nd</sup> March 2021**

<b>ACTIONS from this meeting</b>		
<b>ACTION</b>	<b>BY WHOM</b>	<b>BY DATE</b>
Present a draft carbon paper at the next board meeting	TR	22/03/2021
Present an outline estates strategy at the next board meeting	TR	22/03/2021
Review the list of SCA priorities and agree a way forward	JRC, SW, TR	02/02/2021 Completed
Forward SIP to Martin Lawrence	Clerk	29/01/21 Completed
Circulate DfE Governance structures and role descriptors to Trustees	Clerk	01/02/2021 Completed

**Signed by :**



**Chair of Trustee**

**Date: 22 March 2021**