



# TOVE LEARNING TRUST

## Minutes

Meeting	Trustees		
Date	22 <sup>nd</sup> March 2021		
Attendance & Apologies			
Trustees		Trustees	
Christopher Watt (CW) (Chair)	P	Jo Chitty (JC)	Ap
Jamie Clarke (JRC) (CEO)	P	Thomas Schilling (TS)	P
Tim Foster (TF)	P	Duncan Nicholson (DN)	P
Trust representatives			
Sue Wagstaff (SW) (CFO)	P	Tracy Routledge (TR) Estates Manager	P
Lindsav Oake (LO) (PAO)	A		

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

**In attendance:** Tracy Routledge (TR) Estates Manager, Katie Fell (Clerk) (KLF)

No.	Item	Action
1.	<b>Apologies and introductions</b> <ul style="list-style-type: none"> <li>The Chair of Trustees welcomed trustees to the meeting.</li> <li>Apologies were received and recorded for Jo Chitty (JC).</li> </ul>	
2.	<b>Declaration of Interests or Conflicts</b> <ul style="list-style-type: none"> <li>CEO withheld from voting on the SCA funding discussions.</li> <li>No other conflicts declared.</li> </ul>	
3.	<b><u>TLT Estates Manager report to Trustees(TR)</u></b>	
3.1	<ul style="list-style-type: none"> <li><b>TR presented an Estates Management update to Trustees.</b></li> <li>Schools are making good progress working through health and safety compliance items and the next inspections are due in June 2021.</li> <li>TR shared a draft Estates Policy in Appendix B setting out the principles and guidance on what the trust expects individual schools to undertake to ensure good estate management across the MAT.</li> </ul>	
3.2	<ul style="list-style-type: none"> <li><b>Energy Procurement analysis Appendix C (TR)</b></li> <li>An energy procurement review has been undertaken as outlined in Appendix C identifying two shortlisted providers.</li> <li><b>ACTION:</b> A few typographical errors in the report are still to be amended.</li> <li>TR explained that Lord Grey Academy had chosen to opt out of a collective tender and they are not part of this arrangement which is a shame because they are high consumers of energy.</li> <li><b>Trustees challenged the validity of one school opting out of the centralised trust arrangements. The CFO explained that when the review was undertaken during the</b></li> </ul>	TR

	<p><i>pandemic last summer, communication and contact was more limited, and they took their own decision to lock into a deal that the trust was not able to secure at the time.</i></p> <ul style="list-style-type: none"> <li>• <b>Trustees enquired about the procurement process and CW asked JRC to follow up and with LGA. On what authority were they able to determine their own energy spend - is there a hole in the scheme of delegation that needs addressing?</b> The CFO confirmed there is no issue with the scheme of delegation, and in the future this will be included in the estates policy with clear rules and expectations around what schools can determine themselves.</li> <li>• TR requested approval for the process undertaken and delegation of authority for the Estates Manager to accept the best price for the trust from the preferred supplier.</li> <li>• <b>DECISION:</b> Trustees confirmed they were happy with the process but requested further information on the shortlisted suppliers to be shared before approval.</li> <li>• <b>ACTION:</b> TR to report to trustees within a couple of weeks regarding the two shortlisted energy providers for review and final approval.</li> <li>• TR reported carbon emissions figures for TLT versus other regional MATs. TLT comes out quite high but this provides the MAT with an opportunity to implement energy saving initiatives and demonstrate significant year on year savings.</li> </ul>	TR
4.	<p><b><u>TLT School Capital Allocation (SCA) bids 2021</u></b></p> <ul style="list-style-type: none"> <li>• Trustees reviewed the SCA bids to be considered for 2021 funding.</li> <li>• As previously reported in January, the bids have been prioritised and colour coded in an excel sheet as detailed 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> <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> </ul> </li> <li>• Items previously approved by trustees on 25/1/2021 indicated in green equate to £847K of essential works, however no orders have been placed yet.</li> <li>• TR highlighted that the initial estimated SCA fund had been incorrectly calculated at £1.2m + £200k carry forward, where in fact the total fund for 2021 is £1.2m. As a result two schemes on the 2nd priority list (shown in blue) have come off the list to rebalance the totals.</li> <li>• TR presented three options to trustees to determine the final SCA allocation: <ul style="list-style-type: none"> <li>○ <i>Option 1:</i> Approval of category 1 and 2a works with no provision for Sponne science build.</li> <li>○ <i>Option 2:</i> Approval of category 1 and most of 2a with the exception of remedial works to curtain walling at Rushden to allow £120K contribution to Sponne science block.</li> <li>○ <i>Option 3:</i> Approval of category 1 and 2a works with a separate alternative funding scheme for Sponne science block via a grant or loan.</li> </ul> </li> <li>• SW presented a summary paper outlining the history of Sponne's growth and expansion issues and the need for additional space to meet growing capacity.</li> <li>• Trustees asked about the feasibility of options 2 and 3 in relation to Sponne science block extension, and raised concerns about not feeling suitably experienced in premises</li> </ul>	

	<p>and conditions matters to reach a decision without further guidance from the CFO and Estates Manager.</p> <ul style="list-style-type: none"> <li>• TR confirmed the LA would release £1.2m from s106 funding, and the school has completed a full feasibility and planning permission has been granted so the scheme is ready to go. Strictly speaking the extension is not 'condition' but does impact on capacity and would alleviate overcrowding in classrooms and provide dedicated labs for science lessons which are currently taught in regular classrooms.</li> <li>• SW stated that if Sponne cannot get additional SCA funding it would pause the build project. TR confirmed the need for timely decision making to enable works to be booked prior to CIF funding being agreed at the end of March, which puts additional demand on contractors' time and availability.</li> <li>• JRC asked trustees to reflect on the information shared and consider the options alongside a formal business case, to be presented by the Sponne School Business Manager, and determine how much of the £300k requested by Sponne would be recouped and whether it should be via a grant or loan.</li> <li>• <b>ACTION:</b> Trustees to review the options and papers and respond to CW, JRC and SW by Friday 26/3/21.</li> <li>• <b>DECISION:</b> Trustees were assured that category 1 items included any essential safeguarding or health &amp; safety compliance works. All category 1 items were approved by unanimous agreement.</li> <li>• TR left the meeting at 17:35.</li> </ul>	Trustees
5.	<p><b><u>Minutes of previous board meeting &amp; AGM 25th January 2021</u></b></p> <ul style="list-style-type: none"> <li>• The minutes of the previous meeting were reviewed and confirmed as an accurate record. Confidential minutes were 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>	
6.	<p><b><u>CEO Report (JRC)</u></b></p> <ul style="list-style-type: none"> <li>• JRC presented a report to trustees focusing on the reopening of schools since 8 March 2021. Mass testing has been completed, and home testing for students and staff is now underway.</li> <li>• Summer exams have been cancelled and replaced with teacher assessed grades. This needs to be completed by May half term so exam results can be submitted by 18 June and published to students in the summer. A rigorous process is being established by our exams task force, led by Darren Gelder. Appeals will be heard by schools initially and this may well take up considerable time during the summer holidays and autumn term.</li> <li>• The government is keen on talking about pupils needing to 'catch up' but this can be demotivating and cause further anxiety, so the MAT is focusing on helping pupils to identify what they need to know and learn and additional funding available is being allocated to those who most need support and intervention.</li> <li>• The IT strategy consultation has been a positive experience with the HR aspect being completed on 26th March 2021. The infrastructure element will be implemented by September 2021.</li> <li>• TLT has submitted a bid for a new 3 form entry primary school in the Western Expansion area of Milton Keynes and we expect to hear the outcome early May.</li> <li>• Jamie Nairn, Director of Primary Education, has been appointed on a fixed term contract and is doing a good job for us.</li> <li>• <b><i>Trustees asked about due process regarding equal opportunities and recommended that following a succession planning exercise a permanent appointment should be advertised for September 2021.</i></b></li> <li>• The contract will be extended until the end of the academic year with a view to making a permanent appointment from September 2021.</li> </ul>	

	<ul style="list-style-type: none"> <li>● <b>ACTION:</b> JRC to contact primary headteachers to discuss the upcoming role and share the trustees' recruitment plan for September.</li> <li>● The post of principal at GAC is being advertised for September 2021, with Pentir supporting the search and selection process. They have a proven track record and will be conducting initial screening interviews and longlisting of candidates.</li> <li>● Trustees were invited to attend the assessment dates at GAC on 13/14 May.</li> <li>● Ofsted have now announced that 'normal' inspections will not start again in person until September 2021.</li> <li>● <i><b>Trustee TS commended the trust on proactively responding to the summer exams process. Having attended a recent LGB meeting he has seen how appreciative the headteachers are of the support from the trust.</b></i></li> <li>● Management accounts for February 2021 were shared in Appendix 1.</li> </ul>	JRC
7.	<b><u>Consideration of schools wishing to join TLT</u></b> <ul style="list-style-type: none"> <li>● Due diligence reports considered and reported in confidential minutes.</li> </ul>	
8.	<b><u>TLT Central Risk Register</u></b> <ul style="list-style-type: none"> <li>● Risk items due for review in April were reviewed. All items remained the same and will be rolled forward to review in September 2021. <ul style="list-style-type: none"> <li>○ 1.3 - insufficient due diligence, amend to circumstances rather than time frames.</li> <li>○ 5.3 - cashflow reviews to be changed from monthly to termly to reflect the frequency of trustees' meetings. AFH requires management accounts to be reviewed monthly. TLT is compliant because they are reported monthly via the trustees' and LGB classrooms and scrutinised at board meetings on a termly basis.</li> <li>○ <b>ACTION:</b> SW to investigate FSA guidance that a maximum of £85K is covered by FSCS in individual bank balances. TLT has substantially more in accounts and needs to seek advice on how to monitor and mitigate any risk.</li> </ul> </li> <li>● <b>ACTION:</b> DN and TS to set up regular risk review meetings in advance of the trustees meeting and report any changes or developments.</li> </ul>	KLF  KLF  SW  DN,TS
9.	<b><u>Policies for ratification/approval</u></b> <ul style="list-style-type: none"> <li>● 9.1 TLT Executive Pay policy - amendments following consultation were approved.</li> <li>● 9.2 TLT Covid Policy - amendments following consultation were approved.</li> <li>● 9.3 TLT Procurement Policies - different levels of approval were confirmed</li> <li>● 9.4 TLT Fixed Assets - action taken following the annual accounts management letter to address inconsistencies in depreciation levels applied across MAT schools. Crowe LLP has supported TLT to introduce a standardised approach.</li> </ul>	
13.	<b>AOB</b> <ul style="list-style-type: none"> <li>● No further business.</li> <li>● Thank you to everyone for attending.</li> </ul>	

Meeting ended: 18:31

**Date of next meeting: 15th April 2021**

<b>ACTIONS from this meeting</b>		
<b>ACTION</b>	<b>BY WHOM</b>	<b>BY DATE</b>
A few typographical errors in the energy procurement report to be amended.	TR	01/04/2021
Report to trustees regarding the two shortlisted energy providers for final approval.	TR	15/04/2021
Review SCA options and Sponne science block business case.	Trustees	26/3/2021
Discuss with primary heads the internal recruitment opportunity for a permanent Director of Primary to be appointed for September.	JRC	25/02/2021 <b>Completed</b>
Investigate the £85K threshold for bank accounts and associated cover with the FSA.	SW	01/04/2021
Audit Committee trustees to review risk register prior to each board meeting and report any issues.	DN, TS	Termly

Signed by :



Chair of Trustee

Date: 15/04/2021