



**Minutes**

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| <b>Meeting</b> | Trustees      |
| <b>Date</b>    | 7th July 2021 |

**Attendance & Apologies**

| <b>Trustees</b>                        |    | <b>Trust representatives</b> |   |
|--|----|------------------------------|---|
| Christopher Watt (CW) Chair            | P  | Sue Wagstaff (SW) CFO        | P |
| Jamie Clarke (JRC) CEO                 | P  | Lindsay Oake (LO) PAO        | P |
| Tim Foster (TF) Trustee                | P  |                              |   |
| Jo Chitty (JC) Trustee                 | P  | <b>Observers</b>             |   |
| Thomas Schilling (TS) Co-opted Trustee | P  | Tracy Bannister (TB)         | P |
| Duncan Nicholson (DN) Co-opted Trustee | Ap | Amit Lakhani (AL)            | P |

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

**In attendance:** Tracy Bannister (TB), Amit Lakhani (AL), Katie Fell (Clerk) (KLF)

| <b>No.</b> | <b>Item</b>   | <b>Action</b> |
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| 1.         | <p><b>Formal appointment of new Trustees</b></p> <ul style="list-style-type: none"> <li>CW, JRC, JC were present as original trustees appointed by Members of TLT.</li> <li>TF sent apologies due to being in traffic, but previously confirmed his agreement via email. TF joined the meeting later at 17:42.</li> <li>In accordance with article 58 of the Articles of Association, the trustees agreed to appoint two new Co-opted Trustees, Amit Lakhani and Tracy Bannister, for a term of four years.</li> </ul>  |               |
| 2.         | <p><b>Welcome, introductions, apologies</b></p> <ul style="list-style-type: none"> <li>Amit Lakhani and Tracy Bannister were welcomed to the meeting and introduced to the board of trustees.</li> <li>Amit Lakhani (AL) introduced himself and outlined his background in BNP Paribas working in Finance, Risk Assurance and IT. Interested in improving education for children.</li> <li>Tracy Bannister (TB) is employed as Head of Operations and Governance for a local primary academy trust in Northamptonshire, and is looking to contribute to another MAT and lives in the Rushden area.</li> </ul> |               |
| 3.         | <p><b>Declaration of interests</b></p> <ul style="list-style-type: none"> <li>None declared.</li> </ul>   |               |
| 4.         | <p><b>Minutes &amp; Matters Arising from board meeting on 15<sup>th</sup> April 2021</b></p> <ul style="list-style-type: none"> <li>Minutes of the previous meeting were reviewed and confirmed as an accurate record.</li> <li>The Chair signed the minutes electronically due to Covid-19.</li> </ul>   |               |
| 5.         | <p><b>Estates Manager report</b></p> <ul style="list-style-type: none"> <li>Trustees received an update on the H&amp;S compliance log reported for all MAT schools.</li> <li>Although some items were RAG rated red, trustees were assured all matters are being monitored and action is being taken.</li> </ul>  |               |

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| <p>6.</p> <p>6.1</p> <p>6.2</p> <p>6.3</p> | <p><b>Finance</b></p> <p><b>Management accounts for May and June 2021</b></p> <ul style="list-style-type: none"> <li>Trustees received and reviewed management accounts up to end of May 2021.</li> <li>Draft cash flow reports for June were shared with Trustees. SBMs closed the month on Friday so it has been a very fast turnaround this month. Final versions will be published and shared at the end of the week. EWS figures are still to be finalised and reviewed by LO with HR (SBM) tomorrow.</li> <li>Balance sheet and P&amp;Ls for May are available in the Trustees’ classroom, and will be completed for June by end of the week.</li> <li>Figures are looking healthy and no concerns were raised by trustees.</li> <li><b>ACTION:</b> Trustees requested that the copies of the management accounts at the back of the CEO report need to be a larger font and easier to read online.</li> </ul> <p><b>Trustees reviewed the MAT school budgets 2021-22</b></p> <ul style="list-style-type: none"> <li>The CEO explained that the Finance Committee has previously reviewed and scrutinised the individual school budgets. They met with each Head, School Business Manager and Chair of Governors to look at current and forecast figures, and to be made aware of any particular circumstances for each school. Trustees were assured that a rigorous and thorough process has been adhered to.</li> <li>EWS will be looking at the budget and LO/SW working with HR (new SBM in role this term) to assure robustness of figures.</li> <li><b>Observer LA asked about the RA budget position and whether they very good at managing their budget with a zero position, should we be concerned that they could go into the red next year. SW explained we try to set a balanced budget, and not unusual to see a zero or close to zero budget but need to be aware of the reserves that sit behind the accounts.</b></li> <li><b>A Trustee asked whether EWS are still expecting a deficit budget and whether the trust is looking for them to pay back their deficit budget.</b> EWS is not in a position to be able to make repayments yet, but the MAT is supporting them to get into a better position to be able to make repayments at a future date.</li> <li>Trustees confirmed that EWS has received a lot of support and pleased to see their deficit budget is much lower than previous years which indicates progress. The Chair confirmed pupil numbers are growing and income is increasing.</li> <li>JRC clarified the repayment arrangements that have been agreed with GAS over this and the next year, which will clear their residual shortfall.</li> <li>Each school budget is available in the classroom for Trustees to review individually.</li> <li><b>DECISION:</b> Trustees confirmed their approval of the budget for 2021-22.</li> </ul> <p><b>Internal scrutiny reports</b></p> <ul style="list-style-type: none"> <li>Ellacotts internal scrutiny reports were reviewed for the last 12 months.</li> <li>CFO will ensure the primaries are fully aware of the core contracts that are subscribed to at central level and how to get the benefit out of these.</li> <li>Financial management and fraud prevention were areas investigated.</li> <li>All MAT schools participate in the Risk Protection Arrangement (RPA) which is a government backed scheme that enables claims to be made via the DfE. CFO explained this is the safest method of insurance for schools and the trust benefits from associated risk management/H&amp;S training attached to this.</li> <li><b>Observer TB asked if Ellacotts did the same review within each school, or a sampling. CFO confirmed a deep dive was completed in each school, but going forward a more selective approach may be taken.</b></li> <li>The Audit Committee have reviewed alternative providers via a retendering exercise in July 2021. The internal audit contract has been awarded to Bishop Fleming for a 2 year term from September 2021.</li> </ul> | <p>JRC/PAO</p> |
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|    | <ul style="list-style-type: none"> <li>● <b>DECISION:</b> Internal auditors Bishop Fleming recommended to trustees for ratification. Decision confirmed.</li> <li>● Provision of external audit was also reviewed, but as ESFA have now stated that this should be reviewed at least every five years, it was previously agreed that we should stay with Crowe for another two years.</li> <li>● Pricing with Crowe was challenged and they have agreed to lower their fee, although there is no scope to reduce any further. CW was happy they didn't drop prices any further and devalue the contract we already have with them.</li> <li>● <b>DECISION:</b> Trustees agreed the external audit will remain with Crowe for a further two years.</li> </ul>   |  |
| 7. | <p><b>CEO report</b></p> <ul style="list-style-type: none"> <li>● Trustees were assured that safeguarding audits have been completed by external consultant NGH for all MAT schools. No significant concerns were raised. Some schools have a very strong culture of safeguarding and some excellent practice was evidenced.</li> <li>● <b>ACTION:</b> CEO will provide a more detailed update to the board in September.</li> <li>● Covid-19 cases within MK and Northants are rapidly increasing at the moment causing concern for schools and attendance rates are dipping in some regions.</li> <li>● Attendance data for MAT schools was shared in the CEO report, with GAC, GAS, LGA all reporting under 90% attendance in the period from 8/3/21 to 25/6/21 as a result of Covid-19 cases and an increase in the number of pupils isolating.</li> <li>● CEO confirmed that remote learning is in place for children needing to isolate.</li> <li>● Behavioural issues and Perm Exclusion cases have increased during Covid. There have been some very extreme cases. JRC is aware of all the Perm Exclusion cases and supports all these decisions.</li> <li>● The connection to mental health for pupils and staff was discussed. JRC acknowledged the immense pressure all staff have been under and the hard work people have put in.</li> <li>● Teacher Assessed Grades (TAGs) has been robustly managed in our schools. Appeals are likely to be onerous on schools this summer and will create an additional time pressure on school leaders during the summer holidays.</li> <li>● Year 7 transition and induction has not been possible as usual, but summer schools are being offered in most schools which will provide an opportunity to students to have some form of induction before starting in September.</li> <li>● The Strategic Improvement Plan (SIP) was discussed. The CEO expressed disappointment that not as many areas have progressed as planned due to challenges linked to the pandemic.</li> <li>● <b>ACTION:</b> Trustees to review the strategic priorities and development plan and let JRC know any areas to be included by 16<sup>th</sup> July.</li> <li>● CEO proposed a new scheme of delegation which is broadly the same as before but the format has been changed with the addition of a RASCI grid presentation to clarify roles and responsibilities. This has been shared with CoGs and headteachers and received positive feedback.</li> <li>● <b>DECISION:</b> Trustees ratified the TLT Scheme of Delegation.</li> <li>● Trustees asked for clarification of central policies and procedures and which are delegated. A list of these is shared with all employees and is available in the shared <a href="#">TLT Policies</a> Google drive.</li> <li>● <b>ACTION:</b> Clerk to ensure links are available to the policies drive in LGB classrooms.</li> <li>● Local school policies need to be approved by LGBs and don't need to be approved by the Trustees.</li> <li>● Some statutory policies need to be generated locally so they are customised to each setting eg safeguarding and behaviour.</li> </ul> | <p><b>JRC</b></p> <p><b>Trustees</b></p> <p><b>KLF</b></p> |

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|           | <ul style="list-style-type: none"> <li>• Updates to the TLT Virtual Meetings Policy were discussed. Trustees agreed to keep elements that have worked well and have supported LGBs with virtual/remote meetings during the pandemic, but also recognised the fact there is value in face to face meetings but there needs to be a clear purpose to these. Discussed the challenges associated with a hybrid approach with 3 – 4 people remote and others in a meeting room. Remote meetings need to be well managed with the support of a facilitator (not the Chair or Clerk) to monitor input, chat comments and facilitate any break out groups etc. Trustees recommended at least one LGB meeting per year to be face to face.</li> <li>• <b>ACTION:</b> JRC to revise the TLT Virtual Meetings Policy ready for Autumn 2021.</li> <li>• Trustees acknowledged that this year has been extremely hard and JRC and staff have done incredibly well. Trustees raised general staff wellbeing as an area of concern and commented on the behaviour stats and associated verbal abuse to staff.</li> <li>• <b>ACTION:</b> Trustees asked the HR Manager to present strategies to support staff wellbeing at a future board meeting, and suggested this should be an ongoing item on the agenda.</li> <li>• Trustees also asked whether any additional support was being put in place to support staff, especially in relation to behaviour and safeguarding issues and the ‘everyone’s invited’ scheme. CW discussed the work of the Ethos team that is available to students.</li> <li>• The CEO confirmed that summer schools are being postponed until end of summer holidays in some schools to enable leaders to have a break. Results come out 10th &amp; 12th August and will effectively be end the summer holidays for school leaders thereafter</li> <li>• Trustees agreed when we can share TAG results we should be incredibly proud of what has been achieve under such relentless and tiring conditions.</li> </ul>   | <p>JRC</p> <p>JAT</p> |
| <p>8.</p> | <p><b>Stantonbury International School (SIS)</b></p> <ul style="list-style-type: none"> <li>• The CEO provided an overview of the proposed transfer. The DfE has approached TLT to take on SIS from the Griffin Schools Trust (GST) from 1<sup>st</sup> September 2021.</li> <li>• Our due diligence has continued to grow and we are confident we have a strong understanding of the strengths and areas that need developing in terms of education, behaviour, personal development and leadership. As a result of this, we believe that TLT will add value to the school within a relatively quick period of time without detriment to any existing school in the trust.</li> <li>• Our concerns regarding SIS remain focused on premises aspects, and the potential £3-7m liability of the buildings over the next two year period. A capital bid is about to be submitted to the DfE for funding related to the site to ensure TLT is not unreasonably impacted by this. We will not know the outcome of the DfE decisions regarding this until mid-August in all likelihood.</li> <li>• Normally trustees would be asked to make a final decision on SIS joining TLT but in light of other risks and unknowns, trustees were asked to review the following options: <ul style="list-style-type: none"> <li>A. Trustees agreed with the DfE for SIS to join TLT in September 2021</li> <li>B. Trustees agreed with the DfE that SIS join TLT in September 2021 but subject to appropriate levels of funding from the DfE to support the buildings and infrastructure (including IT, the new building, safeguarding physical items) that our surveys recognise are needed within the next few years</li> <li>C. Trustees reject SIS joining TLT.</li> </ul> </li> <li>• If option B is selected we will need an extraordinary meeting in August to make a final decision.</li> <li>• <b>Trustees commented that Jim Parker taking on the Executive Head role at Stantonbury will not have a negative impact on leaders at Lord Grey, because they are strong and well positioned to take on the challenge.</b></li> <li>• <b>Trustees, however, expressed concerns about reputational and financial risks associated with the transfer and asked whether we have an estimate of how much the DfE will be able to contribute. Early estimates are between £3-7m needed which is not sustainable for the MAT without additional funding. The CFO recapped on the due</b></li> </ul> |                       |

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|                        | <p><i>diligence for premises, site, capital projects and works ongoing and that additional items have been identified i.e. safeguarding, IT infrastructure and hardware. An increasing picture of risk is building.</i></p> <ul style="list-style-type: none"> <li>● GST have evaded some of the information sought as part of the due diligence analysis, but it is apparent that they have not been compliant in H&amp;S and some safeguarding issues which require urgent remedial funding.</li> <li>● <b>Trustees asked how much funding is the DfE prepared to support the MAT with?</b> <i>Trustees agreed we cannot make a decision today due to not having sufficient information. We cannot afford to take any money out of existing school budgets to do so, but need viable funding routes to enable this to happen. Trustees agreed they need to defer the decision until actual costs are known and funded as far as possible.</i></li> <li>● CFO is collating final audit reports and total capital funding bid will be submitted to the DfE by 12<sup>th</sup> July as agreed.</li> <li>● <b>ACTION:</b> CFO to prepare a final summary for Trustees to review the capital and financial liabilities and risks review.</li> <li>● <b>DECISION:</b> Trustees unanimously agreed with option B above and agreed to call an extraordinary meeting on 20th August to review the final ministerial decision, in readiness for a proposed 1 September transfer.</li> <li>● <b>ACTION:</b> CEO to write to the RSC to express Trustees’ concerns and that they are unable to make a decision based on the current information available.</li> <li>● <i>Further questions and observations raised by trustees were:</i></li> <li>● <b>Trustees asked the CEO to provide reassurance that the provision to Lord Grey will not be negatively affected.</b> <i>The CEO confirmed that a strong reputation and presence in local community is key and TLT have had good contact and communications with current staff, parents and other local stakeholders. They are supportive of the proposed changes.</i></li> <li>● <b>Trustees agreed that morally it is the right thing to do for Stantonbury, but what do they bring to the trust?</b> <i>The CEO explained they bring fantastic resources and potential for sports, leisure and theatre lettings revenue that can be achieved in better times post-Covid.</i></li> </ul> | <p>CFO</p> <p>CEO</p> |
| <p>9.</p>              | <p><b>Risk Management</b></p> <ul style="list-style-type: none"> <li>● The CEO has updated the risk register and reviewed it with Trustees.</li> <li>● Trustees have actively reviewed risks associated with the proposed transfer of Stantonbury to TLT as part of the due diligence process. As a result, the risk rating for Stantonbury has been increased.</li> <li>● A new category has been added in Operational 4.7 recovery from pandemic, ensuring pupils get back to where they were pre-Covid and are getting the outcomes they deserve.</li> <li>● Trustees discussed the recent risk management training and acknowledged that school leaders have been actively engaged in managing risk on a daily basis throughout the pandemic. The Audit Committee needs to look at ways of ensuring significant risks are escalated to board level for review, and that there are adequate reporting mechanisms in place.</li> </ul>   |                       |
| <p>10.</p>             | <p><b>Policies for ratification</b></p> <ul style="list-style-type: none"> <li>● The following policies were reviewed and ratified by trustees: <ul style="list-style-type: none"> <li>- TLT Scheme of Delegation</li> <li>- TLT Financial Scheme of Delegation</li> <li>- TLT Finance Policy</li> <li>- TLT Risk Management Policy</li> </ul> </li> <li>● <b>DECISION:</b> All policies were approved and ratified.</li> </ul>  |                       |
| <p>11.</p> <p>11.1</p> | <p><b>Clerking matters</b></p> <ul style="list-style-type: none"> <li>● An extraordinary meeting will be convened on Friday 20th August 2021.</li> </ul>   |                       |

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| <p><b>11.2</b></p> <p><b>11.3</b></p> | <ul style="list-style-type: none"> <li>● A draft TLT board and committee meetings schedule for 2021-22 was shared with trustees.</li> <li>● Trustees approved the appointment of the following local governing body governors: <ul style="list-style-type: none"> <li>- Grace Academy Darlaston: Mark Brayford, Co-opted governor</li> <li>- Knowles Primary: Stacey Harrison and Edson Dube, both Trust appointed governors</li> <li>- Stantonbury: Sally Labrooy to be appointed as Chair of the Academy Improvement Board (pending successful transfer of Stantonbury to TLT).</li> </ul> </li> </ul> |                   |
| <p><b>12.</b></p>                     | <p><b>AOB</b></p> <ul style="list-style-type: none"> <li>● TS provided feedback on an excellent diversity and inclusion workshop through MKC recently. This should be on every schools agenda and should be included as a development priority on the SIP.</li> <li>● <b>ACTION:</b> TS and Jackie Terebas to meet and plan how to link D&amp;I to the trust's strategic priorities.</li> <li>● No further business.</li> <li>● Thank you to everyone.</li> </ul>  | <p><b>JAT</b></p> |

Meeting closed at: 18:28

Next meeting: Extraordinary Board Meeting Friday 20<sup>th</sup> August 11:0am

Next board meeting: Monday 20<sup>th</sup> September 5 – 6:15pm (TBC)

Signed:   
Chair of Trustees

Date: 20/09/2021

| <b>ACTIONS from this meeting</b>   |                                   |   |
|--|-----------------------------------|---|
| <b>ACTION</b>  | <b>BY WHOM</b>                    | <b>BY DATE</b>                          |
| Report to board of trustees on the safeguarding audits completed in Summer term 2021   | JRC                               | 20/09/2021                              |
| Management accounts to be larger font and easier to read online / within the CEO report                                      | JRC/PAO                           | 20/09/2021                              |
| Review strategic priorities and development plan and let JRC know any areas to be included                                   | Trustees                          | 20/09/2021                              |
| Ensure links to the TLT Policies drive are available in LGB classrooms   | Clerk                             | 23/7/2021                               |
| Update TLT Virtual Meetings Policy   | JRC                               | Autumn 2021                             |
| Write to RSC to express Trustees' concerns and unable to make a decision based on the current information available          | JRC                               | 8/7/2021<br>Completed                   |
| Prepare a final summary for Trustees to review the capital and financial liabilities and risks                               | CFO                               | End of July                             |
| Extraordinary meeting to be convened to discuss SIS to TLT transfer (post ministerial decision and capital funding decision) | Clerk / Trustees                  | 20/08/2021<br>Confirmed                 |
| Meet and plan how to link D&I to the Trust's strategic priorities.   | Thomas Schilling / Jackie Terebas | End for July for implementation 2021-22 |