



## Minutes

<b>Meeting</b>	Trustees		
<b>Date</b>	8 November 2021		
<b>Attendance &amp; Apologies</b>			
<b>Trustees</b>		<b>Trustees</b>	
Christopher Watt (Chair) CW	P	Amit Lakhani (AL) Co-opted Trustee	A
Jamie Clarke (JRC)	P	Tracy Bannister (TB) Co-opted Trustee	P
Tim Foster (TF) Trustee	P		
Jo Chitty (JC) Trustee	P	<b>Trust representatives</b>	
Thomas Schilling (TS) Co-opted Trustee	P	Sue Wagstaff (SW) CFO	P
Duncan Nicholson (DN) Co-opted Trustee	Ap	Tracy Routledge (TR) Estates Manager	Item 4 only

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

**In attendance:** Katie Fell (Clerk) (KLF)

No.	Item	Action
1.	<p><b>Welcome, introductions and apologies</b></p> <ul style="list-style-type: none"> <li>Apologies were received from Duncan Nicholson (DN) that he would be delayed due to a meeting that was likely to carry on past 5pm. Further communication received during the meeting advised unfortunately he was unable to attend.</li> </ul>	
2.	<p><b>Declaration of interests</b></p> <ul style="list-style-type: none"> <li>None declared.</li> </ul>	
3.	<p><b>Minutes &amp; Matters Arising</b></p> <ul style="list-style-type: none"> <li>Minutes from the board meeting on 20th September were reviewed and agreed as an accurate record of the meeting.</li> <li>The Chair signed the minutes electronically due to Covid-19.</li> <li>Matters arising: <ul style="list-style-type: none"> <li>The CFO wrote to the Chair and CEO after the meeting on 20/09/201 regarding the Sponne SCA project spend 2020/21. All parties were in agreement with Trustees' suggestion to notify and seek approval for any project spend that goes beyond a set %.</li> <li>Trustees agreed that any project exceeding 15% or £30,000 above the original sum must go to the CEO and CoT for additional review and approval. They would then decide whether further consultation with the board of Trustees is required. CFO and Estates Manager should look at such projects in duality.</li> <li><b>ACTION:</b> CFO to draw up a statement to that effect. A Trustee advised that this should go to the Chair of Finance for approval to keep governance clear. CW is both Chair of the Finance Committee and CoT, and was satisfied with this approach but in the short term CW asked to come to him as CoT.</li> </ul> </li> </ul>	<b>SW</b>

	<ul style="list-style-type: none"> <li>○ CFO and Tracy Bannister have arranged a meeting to discuss what is involved in setting up a trading company for the commercial entities at Stantonbury.</li> <li>● It has been agreed to set up three Personnel Committee meetings throughout the year and the outstanding action of reviewing the trust D&amp;I strategy will be referred to this committee to progress in 2022.</li> </ul>	
<p>4.</p> <p>4.1</p>	<p><b>Estates update</b></p> <p><b>SCA Position Statement</b></p> <ul style="list-style-type: none"> <li>● TR presented a provisional summary of SCA schemes expected for the new round of funding for 2022/23 schemes.</li> <li>● The current carry forward of £287,346 from 2021/22 was highlighted in addition to the anticipated £2.2m SCA award, totalling an estimated £2.6m.</li> <li>● The SCA award for 2022-23 is expected to total £2.2m, and £4m worth of schemes have been submitted initially.</li> <li>● TR proposed a list of priority schemes, which have been listed anonymously to avoid any unconscious bias regarding perceived need in different schools.</li> <li>● Trustees were made aware of the next steps and timescales for the SCA awards.</li> <li>● TR has given feedback to HTs on the initial list of programmes and given an indication of the schemes most likely to progress so they can start seeking estimates and quotes, which are due back to TR by 18/12/21.</li> <li>● Total funding will be set in March / April 2022 or whenever the funding is confirmed from the ESFA, and this is preparatory work to set the scene.</li> <li>● <b><i>TB asked whether duplicate projects in different schools would be considered together e.g. roofs, boilers etc. TR confirmed that schools could work together to achieve economies on this.</i></b></li> </ul> <p><b>Stantonbury Capital Position Statement</b></p> <ul style="list-style-type: none"> <li>● The current position on the capital allocation of the £4.4m at Stantonbury was given by TR.</li> <li>● Technical Advisor interviews are taking place this week with Tracy Bannister and Jamie Clarke assisting with the selection process and representing the board of trustees due to the significant level of contract (£250K) being awarded.</li> <li>● Phase 1 works are going well and the new build is due for handover on 22 December; the building is looking really good.</li> <li>● Discussed migration into the new build and further demolition works to be completed. Operational issues regarding decanting into the new build were highlighted.</li> <li>● <b><i>Trustees were asked how frequently they would like updates on the capital programme. Trustees requested if spending deviates from the initial plan that it must be reported to Trustees.</i></b></li> <li>● CFO suggested that once the technical advisor is appointed they are likely to have a more detailed plan, and suggested that they present a written summary update on progress to Trustees at each meeting and can be called to attend a board meeting if necessary.</li> <li>● <b><i>Trustees expressed concern that due to there being £12m worth of work identified initially but £4.4m being awarded, it would be good to be kept informed of the project due to the size of the risk. Trustees requested regular updates throughout the year, and agreed that it should be a standing item on the agenda.</i></b></li> <li>● No further questions. TR left the meeting at 17:21.</li> </ul>	

5.	<p><b>TLT Pay &amp; Personnel Recommendations to be approved</b></p> <ul style="list-style-type: none"> <li>● The Pay and Personnel Committee (P&amp;PC) met on 8th October to undertake a salary benchmarking exercise across the MAT with headteachers and members of the P&amp;PC present.</li> <li>● The CEO selected the sample to be analysed in the benchmarking and standardising process. A robust process was followed which was scrutinised by trustees from the P&amp;PC. A sample of staff who were eligible to progress through thresholds from M7 to M9 to the expert teacher range were included in the sample to ensure consistency of approach across the MAT.</li> <li>● Only one employee in the trust was not in agreement with the pay recommendation and has requested a separate meeting with the P&amp;PC.</li> <li>● It was noted that the TLT appraisal process is still linked to pay awards and the appraiser's evaluation is taken into consideration when pay is reviewed.</li> <li>● The new Pay Policy 2021 is in line with the national STPCD which proposes a 0% pay rise this year due to there being no cost of living increase for teachers. Incremental increases will be honoured where line managers are in support of this and when evidenced by thorough performance management.</li> <li>● Trustees were assured that decisions were benchmarked via the process outlined above.</li> </ul>	
6.	<p><b>CEO Report</b></p> <ul style="list-style-type: none"> <li>● JRC reported that a valiant effort is being made in our schools to normalise teaching and learning in the post-lockdown environment.</li> <li>● Staff absence, mostly due to illness rather than Covid, has resulted in a high demand for cover. Teachers are only required to cover 'rarely' but recent pressures have put more demand on needing to support colleagues and cover team absences.</li> <li>● EWS had to close a year group in response to Covid absence for two days at the start of this term.</li> <li>● Measures in schools are being reintroduced again in response to local increases in Covid cases. Sponne has kept face coverings in communal areas since September, and other schools are reintroducing them now.</li> <li>● <b><i>The Chair raised concern about ongoing pressures on staff and how best to reward them with some downtime to recharge and support them through a prolonged winter when covering for colleagues and keeping going.</i></b></li> <li>● <i>The CEO commented that the MAT training day on 12 November will focus on T&amp;L and CPD but also provides some wellbeing time to support colleagues.</i></li> <li>● We are starting to see the positive impact of changes being embedded at Stantonbury. Improvements in behaviour, levels of student commitment and parental support were noted. Stantonbury AIB is making a very positive contribution. <b><i>Trustees endorsed the visible improvements in the AIB between the first and second meeting, and the level of optimism from senior staff and that significant change is being seen in a short period of time.</i></b></li> <li>● No Ofsted inspections in the MAT have been received as yet, but we still expect to have some schools inspected this academic year.</li> <li>● JRC also expects to receive a MAT SE (summary evaluation) at some point this year. A first draft MAT SEF was shared with Trustees in anticipation of this, and Trustees were invited to review and share feedback on its contents.</li> <li>● We have received a lot of interest in response to recent adverts for additional Member and Trustee vacancies and have been impressed with the high calibre of applications received.</li> <li>● Details of Frances Craven were shared with trustees. The Chair and CEO have had an initial meeting and recommend her to trustees for appointment. Frances would bring a wealth of educational experience from children's services in Leicester and the West Mids and is familiar with some of our</li> </ul>	

	<p>schools already. Frances initially applied as a Member but she would be very well suited to being a Trustee.</p> <ul style="list-style-type: none"> <li>○ Frances' CV and background was shared with Trustees.</li> <li>○ Notes recorded in the Google Meet Chat were: <ul style="list-style-type: none"> <li>■ Thomas Schilling17:37 - I have no objections and would support the appointment.</li> <li>■ Tim Foster17:37 - Agreed</li> <li>■ Tracy Bannister17:37 - Same here - looks really strong appointment</li> </ul> </li> </ul> <ul style="list-style-type: none"> <li>● <b>DECISION:</b> Founding Trustees agreed to progress with the appointment of Frances Craven as a Co-opted Trustee in accordance with Article 58 of the Articles of Association.</li> <li>● Trustees were also informed that George Mystkowski has applied to become a Member. The CEO and Chair have met George and he is meeting Martin Lawrence later this week. George understands education well due to his involvement in a private prep school in Brackley. He would bring a good level of challenge and would be a strong addition to support our growth and bring further oversight.</li> <li>● We have other applicants to be considered and are very impressed with the calibre of candidates expressing interest in the trust.</li> <li>● Management accounts for September were shared with Trustees.</li> <li>● The Stantonbury budget and finances are still being finalised; GST inaccuracies are still being worked through and a final budget is nearly ready to be published.</li> <li>● <b>ACTION:</b> SW will circulate electronically with some notes for approval.</li> <li>● <b><i>Trustees asked whether the growth strategy for primaries is being focused on feeder schools to existing secondaries in the MAT. Jamie Nairn has been working on this and forging relationships with local primary schools. CW has been assisting CoGs in some local primaries. SW noted that historically we have grown organically, and asked if Trustees are looking for a more targeted approach? JRC replied that the challenge is that a lot of local primaries are faith schools and our articles do not enable us to partner with such schools.</i></b></li> <li>● JRC declared a current interest with PDET due to the ongoing trust and school improvement offer 2021-22 being delivered at present.</li> <li>● Trustees discussed the CST Trustees training and they have noticed in the networking groups there appears to be a widespread fear of primaries being swallowed up by MATs and losing their individuality. It was noted it is a key strength that Tove doesn't do this and can promote this in marketing literature.</li> <li>● Discussed marketing opportunities highlighted in the MAT SEF <ul style="list-style-type: none"> <li>○ ie making the Trust more visible - mainly as an employer of choice - but also attracting schools to the trust</li> <li>○ Market the fact that schools retain their own identity</li> </ul> </li> <li>● The MAT SEF was shared and discussed. These areas already feature in our one year plan. Headings are taken from the MAT Accountability Framework key areas document so it will look different to school level SEFs and take a more strategic approach.</li> <li>● The Chair recognised the volume of work going on in the trust at present alongside dealing with Covid. He expressed thanks to all staff for the depth and breadth of their work and thanked them for their commitment.</li> </ul>	<p style="text-align: center;">SW</p>
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7.	<p><b>CFO Report</b></p> <ul style="list-style-type: none"> <li>● The CFO provided Trustees with an update on the initial £12m requested for Stantonbury compared to the £4.4m received, together with an updated risk analysis. Everything was flagged red (high risk) at the outset, but now the critical areas have been identified and some risks have been downgraded to medium or low.</li> <li>● Statutory compliance: 37 items were originally investigated and a larger document sits behind this, but this is a high level summary to assure trustees that items are worked through line by line and are being built into a rolling programme</li> <li>● A first H&amp;S review has been completed by Ellis Whittam (EW). Within 24 hours Stantonbury had taken action to address the high priority areas. Stantonbury will submit SCA 2021/22 bids to address some compliance issues. A large amount of items identified at the school are management practices and these are being closely monitored by the Trust Estate Manager. The school has been asked to adopt the EW H&amp;S Policy and the trust feels reassured that action is being taken and risks are being taken seriously.</li> <li>● Three specific HR &amp; Payroll risks at Stantonbury were highlighted to trustees: <ul style="list-style-type: none"> <li>i. An employee accident at work has been reported to RIDDOR (Reporting of Injuries, Diseases and Dangerous Occurrences)</li> <li>ii. An issue regarding staff pay increments not being actioned in April as stated in GST support staff contracts, and TLT is working with unions to manage this positively. It may result in TLT having to pay for the missed increments.</li> <li>iii. HMRC issue raised regarding theatre staff sessional payments being under national minimum wage whilst under GST management, due to lack of rigor before TLT took over. Clarification and further guidance is being sought from HMRC, but TLT HR Manager suspects TLT may be liable for making good the payments even if the issue was on GST's watch. This may have an adverse outcome on the trust.</li> </ul> </li> <li>● This month's CFO report focuses on the priorities at Stantonbury whilst issues are being surfaced and addressed. Normally the CFO report will include a broader update on all schools within the MAT. The CFO provided a verbal update on other schools in this meeting. £100,000 of MAT wide funding has been applied for via TCAF funding.</li> <li>● The Chair agreed that it was appropriate for this month's report to focus on Stantonbury but wanted to ensure that all schools would be covered in the next report to Trustees. <b>ACTION:</b> SW to submit report at next meeting.</li> </ul>	SW
8.	<p><b>Management Accounts</b></p> <ul style="list-style-type: none"> <li>● Management accounts for September were shared in the Google classroom.</li> <li>● No questions or concerns were raised by trustees.</li> </ul>	
9.	<p><b>Risk Assurance</b></p> <ul style="list-style-type: none"> <li>● A 1 page summary of planned Internal Scrutiny areas for investigation was shared with Trustees; summarising topic areas proposed by Bishop Fleming for this year and the next two years.</li> <li>● The Audit Committee has looked at this and considered two additional discussion papers, and are happy to approve on this basis.</li> <li>● <b>ACTION:</b> Duncan Nicholson to confirm acceptance of the above via email as Chair of the Audit &amp; Risk Committee.</li> </ul>	DN
10.	<p><b>Policies for approval</b></p> <ul style="list-style-type: none"> <li>● TLT Pay Policy 2021: two versions of the revised policy were shared; one with tracked changes highlighted, showing there are minimal typographical changes, and a minor change to implement the proposed £250 uplift to</li> </ul>	

	<p>unqualified teachers on scale points 1, 2 and 3. There are no current staff affected by this change. The other version of the policy is the 'clean' version with all changes accepted and the new salary scales inserted.</p> <ul style="list-style-type: none"> <li>● <b>ACTION:</b> Circulate TLT Pay Policy 2021 with minimal changes for consultation with staff and union representatives.</li> <li>● <b>ACTION:</b> A full schedule of policies to be approved will be circulated via email, with policies allocated to different board level committees to review and approve.</li> </ul>	<p><b>JAT</b></p> <p><b>Clerk</b></p>
	<p><b>AOB</b></p> <ul style="list-style-type: none"> <li>● Member Martin Lawrence shared information regarding the NGA Greener Governance pledge. <b>ACTION:</b> Chair to review and feedback to AGM.</li> <li>● Trustees approved the following changes to LGBs: <ul style="list-style-type: none"> <li>○ Two parent governors appointed at LGA: Mandy Bartlett-Richards and Bianca Chappell</li> <li>○ Sally LaBrooy to return to being a Co-opted Governor at LGA following the appointment of two parent governors.</li> <li>○ Jason Abbott will join Water Hall AIB as a Governor</li> </ul> </li> <li>● <b>ACTION:</b> Clerk to follow up with Amit Lakhani regarding attendance at meetings.</li> <li>● CW thanked the CFO and the Finance Team, and Jo Hockton (Data Manager) on behalf of the trust for all the hard work and support in getting everything set up at Stantonbury.</li> </ul>	<p><b>Chair</b></p> <p><b>Clerk</b></p>

Meeting closed at: 6:13 pm

**Next Meeting:**

**Monday 13th December 2021 5pm - Finance Committee Meeting  
Presentation of annual accounts – all trustees are invited to attend**



Signed:

Date: 24/01/2022

Chair of Trustees

<b>ACTIONS from this meeting</b>		
<b>ACTION</b>	<b>BY WHOM</b>	<b>BY DATE</b>
Draw up statement to confirm the process for reviewing any excess SCA spending i.e. when it exceeds 15% or £30,000 above the original sum approved.	CFO	30/11/2021
Circulate Stantonbury budget electronically with some notes for approval	CFO	30/11/2021
CFO to present a full MAT wide update on all schools at the next board meeting.	CFO	13/12/2021 & 24/01/2022
Audit & Risk Committee to confirm acceptance of the Internal Scrutiny proposal from Bishop Fleming	Chair of A&RC	Completed
Circulate TLT Pay Policy 2021 for consultation with staff and union representatives.	JAT	w/c 15/11/2021

Circulate a schedule of policies to be approved, with policies allocated to different board level committees to review and approve.	CFO/Clerk	30/11/2021
Follow up with Amit Lakhani regarding attendance at meetings.	Clerk	Completed
Consider participating in the NGA Greener Governance pledge.	Chair	24/01/2021