



Yvonne Hilditch Chancery MAT [85] 04 March 2020

## Directors Meeting Minutes 25/09/2019

▶ Excalibur ▶ Wednesday, September 25, 2019 ▶ 17:30 ▶ Chair: Ros Caulfield ▶ Clerk: Sue Lambeth

**FINAL: The minutes are confirmed and locked.**

Governors Attending: >Lise Houldsworth, Nikki Ratcliffe, Elizabeth Martindale, Alison Hattersley, Sarah Louise Gohr

Governors Apologies: >Justine Twiss, Jenny Whiston, Ros Caulfield, Steven Coles

Non Governors Attending: >Sue Lambeth, Yvonne Hilditch

Non Governors Apologies: >

### Agenda Item 1 ▶ Welcome, Apologies and Any Other Business

The meeting was quorate and started at 17.31.

**MINUTE** In RC's absence it was **agreed** that EM would chair the meeting and all were welcomed.

Apologies received from Justine Twiss, Jenny Whiston, Steven Coles and Ros Caulfield were accepted.

### Agenda Item 2 ▶ Declarations of Interest

No declarations of pecuniary interest or conflict of interest between an individual and the Board of Directors as a whole in connection with the business to be discussed during the meeting were declared.

**MINUTE** Directors were asked to update their profiles on Trust Governor including the sections on eligibility, Code of Conduct, Safeguarding and Keeping Children Safe in Education.

**ACTION** To update profiles on Trust Governor including the sections on eligibility, Code of Conduct, Safeguarding and Keeping Children Safe in Education. (JT, RC, JW, AH)

### Agenda Item 3 ▶ Election of Chair and Vice Chair

This was held in abeyance until the meeting of Directors scheduled in early October.

**MINUTE** Discussion took place around EM and NR removing themselves from the LGBs but remaining as Associates in accordance with information provided to the Headteacher Board.

LG arrived at the meeting at 17.41.

**ACTION** To discuss the role of Vice Chair and Chair at Pikemere with LG. (EM)

### Agenda Item 4 ▶ Part One Minutes, Matters Arising and Action Log Review

The minutes of the Directors' meeting held on 15<sup>th</sup> May 2019 were reviewed, agreed to be a true and accurate account and will be signed off by the Chair.

**MINUTE** There were no matters arising.

Actions agreed at previous meetings were reviewed and updated.

### Agenda Item 5 ▶ Membership

The following appointments were confirmed:

Steven Coles as Director with effect from 25<sup>th</sup> September 2019 for 4 years as approved by the Members.

Alison Hattersley as Director with effect from 25<sup>th</sup> September 2019 for 4 years as approved by the Members.

**MINUTE** Anna McArdle as Staff Governor Excalibur School from 25<sup>th</sup> September 2019 for four years.

Helen Morris as Co-opted Governor Pikemere School from 25<sup>th</sup> September 2019 for four years.

Emily Maguire as Staff Governor at Pikemere School from 25<sup>th</sup> September 2019 for four years.

An additional Director with financial expertise would be desirable.

Directors introduced themselves to AH, who explained her background and skills and was warmly welcomed.

### Agenda Item 6 ▶ Chair's Action and Correspondence

The meeting was not aware of any actions taken by the Chair on behalf of the Board of Directors since the last meeting.

**MINUTE** The delegation of the Power to Act on behalf of the Board of Directors to the Chair / Vice Chair was carried forward to the forthcoming meeting of Directors.

**DECISION** The delegation of the Power to Act on behalf of the Board of Directors to the Chair / Vice Chair was carried forward to the forthcoming meeting of Directors.

### Agenda Item 7 ▶ Resources

**MINUTE**

Accounting Officer Regulatory Checklist Summer 2019

The meeting reviewed the document which is completed on a termly basis and presented to Directors as evidence that all necessary actions have been completed.

Year End Accounting Information

The following deadlines were advised:

- • From 26<sup>th</sup> September Trust audit
- • 18<sup>th</sup> November 2019 feedback received by trust staff and the Audit Committee
- • 4<sup>th</sup> December presentation of accounts by the Audit Committee to the Directors
- • 11<sup>th</sup> December presentation of accounts to the Members (Members approval is not required)
- • By 31<sup>st</sup> December accounts uploaded to the website and at the DfE with the audit report from Dains.
- • By 31<sup>st</sup> January 2020 accounts approved, signed and sent to Companies House
- • By 31<sup>st</sup> January 2020 Accounting Return produced by Dains

Management Accounts / Cash Flow Forecast

Scenarios with Management Accounts will be presented at the discussion meeting on 30<sup>th</sup> September. Management Accounts and forecasts will then be devised and presented at the following meeting of Directors together with a budget based on Directors' decisions.

The top slice is dependent on Members' and Directors' decisions. These documents will be presented then to the Finance Committee before returning to the Directors.

Insurance Coverage

This item will be brought to the LGB and the Finance Committee to assess risks.

Academies Financial Handbook Updates 2019-20

The new financial procedures manual incorporates necessary changes. The Handbook document is available on Trust Governor with changes highlighted on page 9. The Key also has a useful summary.

ESFA letter to Accounting Officers

This document was made available on Trust Governor and was presented to the Directors. Recommendations from the document have fed into the Manual of Internal Financial Procedures and documents have been amended.

Risk Review Listing

This will be a standard item at each Audit Committee and will reflect imminent changes.

Setting executive salaries

A document from the DfE was available on Trust Governor prior to the meeting.

School Resource Management Adviser SRMA)

The report from the visit in June contained one recommendation relating to Pikemere School having teachers in the pre-school. Non-mandatory items such as the setting of salaries was also discussed during the visit. Funding was not in the scope of the visit.

Directors expressed their thanks for YH's work with SRMA.

YH requested approval from the Directors that The Berkeley bank account can come under the Trust umbrella on joining. **Directors agreed that The Berkeley bank account can come under the Trust umbrella on joining.**

GDPR Update

No further actions had been taken at Excalibur with regard to the Data Protection Officer (DPO) due to the lack of capacity. However, it was confirmed that a GDPR Policy and privacy notices are in place across the Trust which is aware of who has its data and its use. No data breaches have been reported and no pen drives are in use. However, there is no overall Data Protection Officer (DPO) in post.

Health and Safety Report

There were no Health and Safety reports for this meeting.

**DECISION** Directors agreed that The Berkeley bank account can come under Trust umbrella on joining.

**CHALLENGE** **Q: Have any data requests been received?**  
**A: No**

**Agenda Item 8** ▶ **MAT Policies**

**MINUTE** Directors agreed that the rolling programme was felt to be very helpful.

The following policies were reviewed in accordance with the policy review schedule:

Health and Safety Policy

This had been reviewed by JW and was felt to be thorough and covered all required areas.

**Directors agreed the Health and Safety Policy.**

Support Staff Pay Policy

This is the TUPEd document which has been referred to Cooks Lawyers and the unions to ensure the TUPE agreement is adhered to. The following comments were received from JW:

- The document switches between Trust and school and it is unclear who has authority to determine pay, the Trust CEO or individual school headteachers. Directors **agreed** that for support staff Headteachers determine pay.
- Which board deals with appeals, the LGB or Directors?
- Should the Trust retain all the Cheshire East policies on standby payments /callouts / long service awards? Directors **agreed** the Cheshire East policies on standby payments /callouts / long service awards should remain.
- The Equality section mentions Excalibur School and not the Trust.

**Directors agreed the Support Staff Pay Policy subject to the changes agreed in the meeting.**

Accounting Policies

After review by JW, the meeting was advised they were in order with one question as to whether annual review was required.

**Directors agreed the Accounting Policies would be revisited annually with YH to report on changes.**

Conflict of Interest Policy

NR will review this new policy which will also go to Governors.

Child Protection and Safeguarding Policy

It was confirmed that this has been reviewed and updated in line with the new Keeping Children Safe in Educational Settings document. The Trust has an overarching policy with individual schools having their own for their particular context.

**Directors agreed the Child Protection and Safeguarding Policy.**

Teachers' Pay Policy

There are no significant changes other than application of the 2.75% agreed increase.

Directors agreed that the policy Review Listing was very helpful.

Directors had previously agreed two Directors should look at some policies. New Directors will be asked to identify policies to which they can contribute.

Financial Procedures Policy

The document was previously available on Trust Governor.

The Governor/Director Code of Conduct

The Code of Conduct was reviewed and is now linked to Trust Governor.

**ACTION**

To clarify the Support Staff Pay Policy in light of discussions. (LH)  
To review the Conflict of Interest Policy by email and submit comments by 27th September. (NR)  
To advise YH of policies to review appropriate to skillset. (AH and SC)  
To request JW reviews the Financial Procedures document and reports back. (Clerk)

**DECISION**

Directors agreed the Health and Safety Policy.  
Directors agreed the Support Staff Pay Policy subject to the changes agreed in the meeting.  
Directors agreed the Cheshire East policies on standby payments / callouts / long service awards should remain in the Support Staff Pay Policy.  
Directors agreed the Accounting Policies would be revisited annually with YH to report on changes.  
Directors agreed the Child Protection and Safeguarding Policy.

**CHALLENGE**

**Q: Who deals with appeals under the Support Staff Pay Policy?**  
**A: Clarification of the equality section and a review of the reference to Excalibur School / Trust is required.**

Agenda Item 9 ► Reports from Committees and Directors with Special Responsibilities

**MINUTE**

Audit Committee Report

It was **agreed** that the Audit Committee will consist of NR (Chair), YH, JW plus one other Director.

The role of the Audit Committee is to obtain pensions, internal and external audit reports, receive the report from the external auditors each year and review the mitigation against risks on the Risk Listing.

Minutes from meeting on 8<sup>th</sup> July (JW, LH and YH) were previously available on Trust Governor with a list of recommendations as follows:

- Internal audit be reduced to twice a year from the current three times a year.
- The Trust stays with Dains as accountants for the next year.
- The next Audit Committee includes the completion of a regularity checklist .
- It is good practice for the directors to review the '10 questions' at a meeting in the autumn term.
- Additional Directors to join the Finance and Audit committees.
- Finance and Audit committee meetings are externally clerked by the Trust clerk.

Directors **agreed** the recommendations from the Audit Committee.

Finance Committee Report

It was **agreed** that the Finance Committee will consist of JW (Chair), YH, the CEO and AH.

The role of the Finance Committee is forward planning: examining the finances mostly of the trust and consolidated across schools, the three year forecast and recommending the budget to Directors, recommending the top slice to the Directors, looking at finance procedures and the Risk Listing and ensuring that Directors' plans are built into the finances of the trust.

Headteacher Executive Committee Report

- A meeting took place on 13<sup>th</sup> September.
- The SENCOs and SEND Governors from LGBs to continue to meet.
- Internal coaching has been mapped out. Co-ordinators are in place and dates set.
- Peer to peer support is in place with Year 3 as a focus.
- On 17th September a meeting for teachers and Teaching Assistants (TAs) took place, with positive feedback from all three schools.
- Work on writing is ongoing in the two schools.
- Subject leader work and curriculum development is ongoing.

Learning Walk Report (EM)

The detailed report is available on Trust Governor and EM acknowledged the value of schools working together and sharing good practice across the schools, with each school operating in its own way.

Half a day was spent in each school towards the end of the summer term after discussions with LG and LH. Meetings took place with Deputy Headteachers where curriculum was discussed and strengths and developments highlighted. Prior to her visit EM prepared question stems to ensure similar questions were asked at each school and spoke with groups of children. Deputies discussed the Ofsted agenda and a learning walk took place. All classrooms were visited where EM was made very welcome and spoke with individual pupils in class. This enabled parallels between schools to be made. Pupils were seen in the playground during breaks and various pupil interviews took place discussing classwork, support and challenge and enjoyment of learning. The theme of 'doing ones best' was clearly visible. Follow up discussions with Deputy Headteachers took place. However, pupils could not always describe the impact of the lesson on their learning.

Directors thanked EM for her insightful, detailed, thorough and well formatted report.  
Recommendations were made:

- Teacher use of a range of strategies for pupils to identify their progress from the start to the end of the lessons.
- Exit strategies from lessons.
- Teachers modelling what is going to be learnt 'so that I will be able to .....
- Using Year 6 pupils to show visitors around school as pupil voice is powerful.

AH will visit Excalibur School.

- ACTION** To amend the Audit and Finance committee Terms of Reference to enable one person to sit on (but not chair) both committees. (LH)  
To Invite Steven Coles to join the Audit Committee. (Clerk)  
To investigate contacting local accounting professionals, LGB Governors in other schools or parents with finance expertise to join the Board of Directors. (LH)  
To add an item to the December Directors' meeting to review the '10 questions about finances'. (Clerk)
- DECISION** Directors agreed the recommendations from the Audit Committee.  
It was agreed that the Audit Committee will consist of NR (Chair), YH, JW plus one other Director.  
It was agreed that the Finance Committee will consist of JW (Chair), YH, the CEO and AH.

**Agenda Item 10** ▶ **Minutes from Local Governing Boards**

Pikemere 8 May

Any issues arising have been addressed and YH had clarified the situation around finances by presenting a restructured report which aided understanding. Directors had no queries.

Excalibur 1 April and 20 May

**MINUTE** Finances had similarly been clearly explained by YH and Directors had no queries.

Challenging Questions on Pupil progress for LGBs Autumn 2019

An article from the National Governance Association had been made available to Directors on Trust Governor. After discussion the Directors agreed the questions for LGBs would be 'Do the priorities in the School Development Plan link to the strengths and areas for improvement from the data?' and 'Are the LGB happy that the SDP has the correct priorities?'

**ACTION** To add item to LGB agendas to answer Directors' Questions. (Clerk)

**Agenda Item 11** ▶ **Trust Statutory Assessment Results 2019**

A report is available on Trust Governor.  
Both schools continue to have high standards.  
Excalibur will target phonics, Pikemere will target reading. Greater depth writing continues to be a focus for both schools and also at The Berkeley. A shared priority was felt to be good and it was noted that moderation expertise exists in the Trust. Overall combined scores are impacted by the greater depth writing performance.

**MINUTE** YH left the meeting at 19.00.

Both schools may move to iTrack.

Directors agreed SATs were an area for celebration.

**Agenda Item 12** ▶ **Scheme of Delegation/Terms of Reference**

Scheme of Delegation

The top slice will remain at 4.8% and the opportunity to work with outstanding schools will be stressed in the document. There were no recommendations for change for the two current schools as both are successful.

**MINUTE** Terms of Reference

The Terms of Reference for LGBs, Finance and Audit Committees were **agreed** subject to the amendments discussed earlier in the meeting.

YH returned at 19.03.

**DECISION** The Terms of Reference for LGBs, Finance and Audit Committees were agreed subject to the amendments discussed earlier in the meeting.

**Agenda Item 13** ▶ **Trust MAT MOT**

**MINUTE** The positive report from Jeff Marshall was uploaded to Trust Governor prior to the meeting. Some comments may have been made on out of date documentation. The following recommendations were made:

- The establishment of a Finance Committee and an Audit Committee.
- The establishment of a bespoke risk register.
- The renaming of the challenges section of the CEO report to 'current risks'.
- The review of the Risk Listing to sit with Audit Committee to enable in depth analysis.

Whilst the MOT was useful e.g. in terms of compliance, having another MOT or a bespoke package in the next year was discussed. Directors value the opportunity to use JM's vast knowledge.

Directors **agreed** JM will be asked to provide a bespoke advice package at a reduced rate in the next year.

**ACTION** To add an item to the next agenda to discuss addressing the length of meetings. (Clerk)  
To send the Coaching Impact report to the Clerk (LG)  
To clarify the website platform to NR. (LG)

**DECISION** Directors agreed JM will provide a bespoke advice package at a reduced rate in the next year.

**CHALLENGE** **Q: Could the length of meetings be shorter?**  
**A: The use of technology e.g. Skype, Zoom could be considered as well as 'keeping in touch' meetings as recommended by Jeff Marshall and which had been successful.**  
**Q: Who is updating the website?**  
**A: This was uncertain. However, the coaching section requires updating and LG is awaiting training on how to do this.**

**Agenda Item 14** ▶ **MAT Business Plan**

MAT Business Plan

**MINUTE**

- Wrap around care is running well at both sites.
- A coaching impact report will be provided. Coaching is going well with positive feedback.
- Pikemere School is a flagship school for Emotionally Healthy Schools and there will be a focus for pupils in early years.
- Discussions are underway with Chimney House Teaching School regarding Teacher Training.

**ACTION** To clarify the website platform to NR. (LG)

**CHALLENGE** **Q: Who is updating the website?**  
**A: This was uncertain. However, the coaching section requires updating and LG is awaiting training on how to do this.**

**Agenda Item 15** ▶ **Director's Report**

**MINUTE** Directors confirmed that the Autumn Term Report had been read and they have an overview that each board is taking appropriate action.

**ACTION** To upload the précis of the Director's Report. (Clerk)

**Agenda Item 16** ▶ **Director Monitoring/Training**

Monitoring visit reports

This was discussed earlier under Item 9 of the meeting.

**MINUTE** Director Training  
Flick training is available to governors at Pikemere but was felt to be time consuming.

**ACTION** To upload training possibilities to Trust Governor. (Clerk)

**Agenda Item 17** ▶ **Meetings**

The following dates of the meetings of the Directors were confirmed as:

**MINUTE**

- 4<sup>th</sup> December 2019
- 11<sup>th</sup> February 2020
- 14<sup>th</sup> May 2020

**Agenda Item 18** ▶ **Any Other Business**

**MINUTE** There was no other business.

**Agenda Item 19** ▶ **Impact Statement**

What is the impact of this meeting on the pupils across Chancery Trust?

**MINUTE**

- The Directors demonstrated utilising the skill sets of Directors to challenge and support Chancery Trust.
- The learning walk provided the Directors with reassurance of the work ongoing in Pikemere and Excalibur schools and feedback given will enable further improvement.
- The comprehensive report from the CFO assures the Directors of the compliance and financial health of the Trust for the benefit of the pupils.
- The detailed review of policies by the Directors ensures a safe and secure environment for pupils and staff.
- The formulation of questions for the LGBs enables LGBs to be certain of the appropriateness of the SDP in each school and the Directors to be assured that challenge is taking place at local level.

The Part One meeting closed at 19.22.

Governor Agreed Actions set during this meeting: 0

Directors' Meeting Autumn 1 2019 *dated:* 25/09/2019  
Minutes approved by Yvonne Hilditch