



Yvonne Hilditch Chancery MAT [85] 04 March 2020

Directors Meeting Minutes 04/12/2019

▶ Pikemere School ▶ Wednesday, December 4, 2019 ▶ 17:30 ▶ Chair: Ros Caulfield ▶ Clerk: Sue Lambeth

FINAL: The minutes are confirmed and locked.

Governors Attending: >Elizabeth Martindale, Jenny Whiston, Ros Caulfield, Lise Houldsworth, Sarah-Louise Gohr, Alison Hattersley,

Governors Apologies: >Justine Twiss, Steven Coles, Nikki Ratcliffe

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 17.33.

MINUTE

The Chair welcomed all to the meeting.

Apologies received from Steven Coles, Nikki Ratcliffe and Justine Twiss were accepted.

No items of other business were requested.

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

All profiles of the Directors present had been updated.

Agenda Item 3 ▶ Minutes of the Directors Meeting 25 September 2019, Matters Arising and actions

The minutes of the Directors' meeting held on 25th September 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 would be updated by Directors after the meeting.

Agenda Item 4 ▶ Membership

Membership of the Board of Directors and Members' Board

The meeting discussed the merits of appointing a further Director with financial expertise and also a Director with Multi Academy Trust (MAT) experience. It was agreed that LG would proceed with options currently being explored through contacts with Crewe Alexandra Football Club. Directors also considered whether recent governor appointments made to the LGBs were candidates with appropriate skillsets for director level involvement.

Other appointments

The following appointments were **confirmed**:

MINUTE

- Kate Jepson (finance background) and Simon Cotterill (a Headteacher) as Co-opted Governors at Excalibur School as recommended by the LGB on 25th November.
- Sarah Sproston as Co-opted Governor at Excalibur School (re-appointment) as recommended by the LGB on 25th November.

Directors commended the work of Vicky Alsop at Excalibur.

It was proposed that a Governor training programme for the year could be devised based on modules of Modern Governor suggested to all governors across the trust. Face to face meetings could be a further offer from the trust.

ACTION

To investigate the appointment of a further Director with financial expertise. (LG)

DECISION

The following appointments were confirmed: Kate Jepson (finance background) and Simon Cotterill (a Headteacher) as Co-opted Governors at Excalibur School as recommended by the LGB on 25th November. Sarah Sproston as Co-opted Governor at Excalibur School (re-appointment) as recommended by the LGB on 25th November.

Agenda Item 5 ▶ Chair's Action and Correspondence

The Chair confirmed no actions had been taken on behalf of the Board of Directors since the last meeting.

MINUTE

The Directors **agreed** the delegation of the Power to Act on behalf of the Board of Directors to the Chair / Vice Chair.

DECISION

The Directors agreed the delegation of the Power to Act on behalf of the Board of Directors to the Chair / Vice Chair.

Agenda Item 6 ▶ Resources

MINUTE

Year End Accounting Information

Financial Accounts were ready to be signed by RC with Representation Letters for signature by RC and LH. The Audit Committee meeting took place on 18th November where auditors presented their audit findings. Minimal management points were identified, all of which were achievable and YH and her team were congratulated on a smooth audit. Points identified would be cleared at the next audit meeting. Points for administration staff had already been covered in training. Documents would be returned to Dains, with a copy to be presented to Members at the forthcoming AGM. Financial Statements and the audit report would be uploaded to the school and Department for Education (DFE) websites.

Management Accounts / Cash Flow Forecast

All documents were presented to the Finance Committee. A list of virements was shown for agreement; virements in Appendix A marked green had been agreed by LGBs under £10k, red items, over £10k, were for Directors to agree and items marked black had been presented to and agreed by LGBs over the last week. The colour coding will show a trail of virements agreed.

The CFO confirmed that the delay in The Berkley joining had had an impact on the forecast deficit.

A consolidated 3 year budget and forecast in more detail was included and a 3 year forecast for Chancery. The school forecasts had been presented to LGBs together with details of pupil numbers based on the number of pupils in school and on the assumption that current pupils would remain and 30 new pupils arrive. The Berkeley would provide the same information for consolidation.

A balance sheet and comparison to last year at 31 October and 2 years cash flow forecast to August 2021 were also included. All papers had gone to the auditors to prove Chancery Trust was a going concern.

Appendix J – Trust Risk List

This list went to the Finance and Audit Committees where the importance of the Directors' understanding of the risks facing the trust was agreed to be important. The Audit Committee agreed that document would be broken down into sections and reviewed by SC, JW and NR. Sections for review at this meeting were those up to 1.8. YH confirmed that this information would be included in the management accounts monthly, with amendments shown in a different colour for ease of identification. Any points identified in this meeting or by Directors would be highlighted with comments for further discussion.

Discussion took place on the following:

Point 1.7 – Failure of the Accounting Officer (AO) to understand the duties and responsibilities of the role was currently rated 2 for likelihood and 6 for risk rating (fundamental to continuing operations and the lowest level of medium risk). JW advised that from experience failure of an AO to understand does not necessarily have a direct impact as a CFO is in place, although there is potential. Discussion ensued.

YH informed the meeting that the DfE and auditors advise that a lack of understanding could have a big impact on a Trust and discussion on the speed of such impact took place. Ultimately the risk would be the revocation of the funding agreement. There was financial expertise on committees and on the Board of Directors and everything possible was being done to mitigate the possibility of misunderstanding. The service provided by the Chancery Trust external auditors was clarified, and YH confirmed that Dains did not create the accounts for Chancery, merely audit

The meeting **agreed** to add an action to the Risk Register for a mentor to be found.

Point 1.8 - Risk of an uncontrollable event such as a change in government. The likelihood was felt to be huge, but may reduce. The meeting agreed this point would be raised to 6, extremely likely. It was agreed to be difficult to mitigate the risk but demonstrated the need to be aware of policy changes which would be evident by the next meeting of Directors in February. A meeting would be called if required in the interim and use of the MAT advisory service would be made.

Discussions from this meeting would be clearly documented in the minutes and would be reviewed at the next meeting.

The CEO confirmed that the termly report would now include an item on current risks as recommended in the MAT MOT. The meeting felt it was important that Directors had an overview and noted that having a Risk Register was now mandatory.

Insurance Coverage

This item would be brought to the LGBs and the Finance Committee to assess risks.

At 31st October both schools had Risk Protection Arrangement (RPA) insurance from the DfE. Directors confirmed that PRA insurance covered trip travel in the UK.

Health and Safety (H&S) Report

Trustees received assurance that a H&S Policy was in place and aspects of H&S had been discussed at Pikemere and Excalibur LGB meetings.

Letter from Lord Agnew

The CFO reported that the letter received from Lord Agnew had been uploaded to Trust Governor.

To contact Jeff Marshall post-election. (LG)

ACTION To add an item to the agenda of the next Audit Committee meeting to continue the review of the Risk Register. (Clerk)
To add an item to the agenda of the next Directors' meeting to continue the review of the Risk Register. (Clerk)

DECISION The meeting agreed to add an action to the Risk Register for a mentor to be found.

Q: Are the actions from in the Risk Register in place for the new AO?

A: National Professional Qualification for Executive Leadership (NPQEL) training has not taken place. A mentor for the Accounting Officer role was being sourced.

Q: Should the Board of Directors be examining the Trust Risk Register in view of its size?

CHALLENGE **A: The Audit Committee has agreed to review it.**

Q: What would be the cost of an external mentor for the AO?

A: This is currently unknown. Specific training offers for the complex role could be explored and J G Marshall have been consulted in addition to the local network.

Agenda Item 7 ► **MAT Policies**

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

Financial Procedures Policy

The Financial Procedures Policy was approved in September based on Director comments sent.

The limit of £5k as the point at which three quotes are required for purchases was discussed, following contact from The Berkeley Academy to discuss an increase to £10k. Following discussions at the Finance Committee, the Directors **agreed** to leave the limit at which three quotations was required at £5k.

Discussion ensued about the top slice and repayment to The Berkeley Academy for costs incurred to Cooks Solicitors, for the purchase of SIMS and for budgeting software due to a crossover of Service Level Agreements (SLAs). The CFO confirmed that Cooks Solicitors would credit the Berkeley for the appropriate period. Chancery Trust Directors **agreed** to make a goodwill payment to The Berkeley Academy towards the cost of the budgeting software but the purchase of SIMS did not form part of the top slice and the responsibility would remain with the school.

Conflict of Interest Policy

The Conflict of Interest Policy was approved in September 2019 and would be presented to Pikemere LGB, and had gone to Excalibur LGB.

Teacher Appraisal Policy

The Teacher Appraisal Policy was currently under consideration by Cooks Solicitors.

Confidentiality Policy

The Confidentiality Policy was agreed by Directors subject to the submission of any comments to YH by 11th December.

DBS Disclosure Policy

This would be presented to the meeting of Directors in February 2020.

Recruitment and Selection Policy

This Policy would be submitted to Cooks Solicitors for verification.

Equality and Diversity in Employment Policy

It was confirmed that an overarching policy with objectives was in place and that schools had possession of them. Equality data was published on school websites.

Flexible Working and Work Life Balance Policy

The meeting discussed the number of requests in a 12 month period, and it was agreed that changes might not be possible due to the Transfer of Undertakings (Protection of Employment) Regulations (TUPE). Directors **agreed** that appeal to the Headteacher of another school would not be permitted.

Lettings and Charging Policy / Travel and Expenses Policy

These policies would be presented to the February meeting.

Use of Force to Control or Restrain Pupils Policy

Directors felt that the policy clearly showed the legal position and where instances of physical contact were possible, and links included to the Behaviour Policy and the DfE were good.

The Use of Force to Control or Restrain Pupils Policy was agreed by Directors.

NQT Induction Policy

The NQT Induction Policy was agreed by Directors subject to the submission of any comments to YH by 11thDecember.

Redundancy Policy

This was currently being verified by Cooks Solicitors.

Stress Policy

Directors felt a wellbeing charter was advisable.

Menopause Policy

This document was with Cooks Solicitors for consideration, and the meeting discussed the requirement for a Menopause Policy.

Policies currently with Cooks Solicitors were:

- Disciplinary Policy
- Teacher Appraisal Policy
- Menopause Policy
- Adoption Pay and Leave Policy
- Attendance Management Policy
- Paternity Leave and Pay Policy
- Shared Parental Leave Policy
- Dignity at Work Policy

All the above policies would be brought to the next meeting once received from Cooks.

To email The Berkeley Academy to report that after discussion the Directors had agreed to leave the limit at which three quotations would be required at £5k. (YH)

To respond to The Berkeley on the Cooks Solicitors, SIMS and budgeting software matters and copy LG in. (YH)

To review the Confidentiality Policy and any submit comments to YH by 11th December. (All)

ACTION

To add the DBS Disclosure Policy to the agenda of the February 2020 Directors' meeting for approval. (Clerk)

To forward JT's email on the Flexible Working and Work Life Balance Policy to LH. (RC)

To devise a Wellbeing Charter for Chancery Trust. (YH)

To email all Directors to request they read the policies on Trust Governor and submit comments to YH. (Clerk)

To read all policies from the December Directors' meeting on Trust Governor and submit comments to YH by Wednesday 11th December. (All)

The Financial Procedures Policy was approved in September.

Directors agreed to leave the limit at which three quotations was required at £5k.

Chancery Trust Directors agreed to make a goodwill payment to The Berkeley Academy towards the cost of the budgeting software.

The Conflict of Interest Policy was approved in September 2019.

DECISION

The Confidentiality Policy was agreed by Directors subject to the submission of any comments to YH by 11th December.

With regard to the Flexible Working and Work Life Balance Policy, the Directors agreed that appeal to the Headteacher of another school would not be permitted.

The Use of Force to Control or Restrain Pupils Policy was agreed by Directors.

The NQT Induction Policy was agreed by Directors subject to the submission of any comments to YH by 11thDecember.

CHALLENGE

Q: Where a member of staff has dealt with an incident with high level of restraint, is there provision for staff to defuse and debrief?

A: Yes, this is part of the training.

Agenda Item 8 ▶ **CEO report Autumn Term 2019**

The CEO reported that outcomes due to the hard work of all colleagues were to be celebrated. Ensuring the continuation of the leadership meetings and the workstreams coming from them e.g. coaching, had been considered a priority.

Areas to build on:

- Use and develop i-track in schools
- Talent tool work and commonality of language
- External school offers and to use expertise within the trust.
- Relationships with other schools
- Development of the finance team and YH's role

Areas to begin:

MINUTE

- A capital plan
- The centralisation of IT
- A more formalised approach to Teaching & Learning visits
- Work on sponsorship status
- Preparation for a self-evaluation meeting with the DfE, building on the MAT MOT. Directors learnt there was already evidence of MAT MOT actions being put in place.

Discussion of the Performance Management of the Headteachers (HT) took place. Currently this was delegated to the LGBs and Jeff Marshall had advised that the CEO should be involved. Directors **agreed** that the PMR of the Headteacher would remain delegated to the LGB and the panel would consist of the CEO plus LGB representation and the School Improvement Partner (SIP) if requested. This would start with Excalibur in January and The Berkeley in September.

The PMR process for the CEO and Sponsorship status were for discussion in the Part 2 meeting.

DECISION

Directors agreed that the PMR of the Headteacher would remain delegated to the LGB and the panel would consist of the CEO plus LGB representation and the School Improvement Partner (SIP) if requested.

Agenda Item 9 ▶ **Reports from Committees and Directors with Special Responsibilities****MINUTE**

Details of the Audit and Finance Committees were discussed earlier in the meeting, as was the Risk Register Sections 1.1 to 1.8.

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

The Directors reviewed the minutes of the LGBs and agreed that the quality of the staff and other presentations and reports, together with the opportunity for governors to challenge and seek clarification contributed to an increase in their understanding and clearly demonstrated succession planning.

MINUTE The Directors wished to record their appreciation of the engagement and work of governors at both schools.

Challenging Questions on Pupil progress for LGBs Spring 2019

The meeting formulated the question 'How do you know the impact of your curriculum?' to be discussed at spring term LGB meetings.

ACTION To add the question 'How do you know the impact of your curriculum?' to LGB agendas for the spring term (Clerk)

Agenda Item 11 ▶ **Director Monitoring/Training**

Monitoring visit reports

EM proposed a learning walk at The Berkeley in the Spring Term.

MINUTE

Director Training

EM reported she had completed on-line Safeguarding training using FLIC.

ACTION To carry out an T&L learning walk at The Berkeley Academy. (EM)
To email all Directors to remind them to record training on TG (Clerk)

Agenda Item 12 ▶ **Meeting Dates**

The following dates of meetings of the Directors were confirmed:

MINUTE

- 11th February 2020 at Pikemere 5.30 pm.
- 14th May 2020 at Pikemere 5.30 p.m.

The meetings of the Finance and Audit Committees would take place at Excalibur School.

Agenda Item 13 ▶ **Any Other Business**

MINUTE There was no other business for discussion.

Agenda Item 14 ▶ **Impact Statement**

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

MINUTE

- The presentation by the CFO assured Directors of the financial sustainability of the Trust as a going concern and the appropriate nature of spending to support the best possible provision for pupils.
- Risks facing the Trust gave Directors a clear picture of the current future position of the Trust.
- The CEO report assured Directors of the progress made by pupils, the action plan in place and the performance of the schools.

The Part One meeting closed at 19.05.

Governor Agreed Actions set during this meeting: 1

▶ To carry out an T&L learning walk in the spring term 2020.

For: spring 2020

By: Elizabeth Martindale

Directors' Meeting Autumn 2 Part 1 dated: 04/12/2019

Minutes approved by Yvonne Hilditch