



Directors Meeting Minutes 14/07/2021

▶ Virtual ▶ Wednesday, July 14, 2021 ▶ 17:30 ▶ Chair: Steven Coles ▶ Clerk: Sue Lambeth

FINAL: The minutes are confirmed and locked.

Governors Attending: >Joanna Longman, Steven Coles, Jenny Whiston, Ros Caulfield, Elizabeth Martindale, Anna Russell, Sarah-Louise Gohr, Alison Hattersley

Governors Apologies: >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 17.32.

The Chair welcomed everyone to the meeting.

MINUTE

Apologies received from NR were accepted. MW was not in attendance

Other business requested: SAS Absence Insurance.

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

Guidance had been added to the agenda for purposes of clarity.

Agenda Item 3 ▶ Part One Minutes, Matters Arising and Action Log Review

The minutes of the Directors' meeting held on 22nd March 2021 were reviewed, agreed to be a true and accurate account and would be signed off by the Chair.

MINUTE

There were no matters arising and no actions outstanding from previous meetings.

Agenda Item 4 ▶ Membership

Members

There were no changes to the Chancery Trust Members.

Directors

The governor review process had revealed a Pikemere governor with Human Resources (HR) skills, particularly in recruitment, and the possibility of that person joining the Chancery Board of Directors was discussed. After consideration, it was decided to await the completion of the annual review. SC advised he had employment law and HR expertise should that be required.

MINUTE

The appointments of Anna Russell and Joanna Longman had been agreed by Members.

LGB Governors

Directors confirmed the re-appointment of Rachel Hackney as a Co-opted Governor at Excalibur School from July 2021.

DECISION

The appointments of Anna Russell and Joanna Longman had been agreed by Members.

Directors confirmed the re-appointment of Rachel Hackney as a Co-opted Governor at Excalibur School from July 2021.

Agenda Item 5 ▶ Chair's Action and Correspondence

The Chair reported that she and LG had had good meetings with the Chairs of Pikemere and Excalibur as part of Board self evaluation and also as an opportunity to reconnect following the pandemic. The Berkeley Academy (TB) Chair had been unavailable, and the meeting would be re-scheduled next academic year.

MINUTE

LM reported positive feedback on the meeting at Pikemere LGB and the board felt a connection.

After discussion of the possibility, the purpose and the regularity of a director attending LGB meetings, it was **agreed** that JW and two Directors would discuss the matter further with the LGB Chairs.

ACTION

To discuss the possibility, purpose and regularity of director attendance at LGB meetings. (JW)

DECISION

After discussion of the possibility, the purpose and the regularity of a director attending LGB meetings, it was agreed that JW and two Directors would discuss the matter further with the LGB Chairs.

Agenda Item 6 ▶ Part One CEO Report to Directors

MINUTE

The Directors thanked LG for her comprehensive report.

LG highlighted the following:

- School visits had taken place to looking at areas of data, performance and standards of Teaching and Learning (T&L).
- External validation had taken place.
- Open and honest conversations had taken place with schools around vulnerabilities, and specific action plans had been devised.
- The Trust to Trust development programme had been excellent and LG now felt in a good place to grow the trust, with strong documentation in place for schools in an Ofsted category or requiring performance support.

The meeting discussed the possibility of providing catch-up for pupils over the summer holidays, and LG reported a cautious approach. The suggestion of teachers re-engaging with pupils before start of next term had been taken up by a couple of teachers, but heads had been reminded of the need to manage staff wellbeing. A Maths Holiday Club Day was under consideration.

Sponsorship

LG had taken advice and given the pending interest and growth, a sponsorship application will be completed at a later date, or at the time of a school needing our support.

Directors had no further questions and thanked LG for her work. Systems were now clearly in place and the future looked exciting. LG thanked the central team of Julie Richardson, Jenny Whiston and Yvonne Hilditch and also the Headteachers.

Directors reminded LG that quality family time should be taken over the break.

Q: What is the level of quality of remote learning sessions?

CHALLENGE A: This has definitely improved after discussion around a consistent approach with Headteachers. Bubble closures have resulted in pupils accessing their teacher via Microsoft Teams. The offer is now consistent.

Agenda Item 7 ► Finance and Resources

Financial Report

The report was now in a new more concise understandable format.

Section 1.1 Management Accounts

There had been a move from an original budget surplus of £117k to £87k currently. Background information was provided in Appendix A showing individual schools. Details of large variances and a commentary were provided in the document.

Section 2 Forward Projection

School budgets had been approved by LGBs.

The in-year balance next year showed £-105k, part of which was £200k taken back by The Berkeley Academy, followed by -£20k, -£38k, -£123k and -£194k. A balance carry forward was still positive in August 2026 at £60k.

Section 2.3 explained the assumptions made in the trust's central funding budget and forecast.

Section 3 Profit making activities in each school

Inclusion of this information was to prove that schools were not using GAG funding to fund activities such as Nursery, Out of Hours or Holiday Clubs.

Section 4 Ring-fenced Funding

Pupil Premium, Sports Premium and Covid 19 Catchup Funding was reported on the school websites.

Section 5 - Assessment of business risks for the Trust

The risk listing had been reviewed and updated in the summer term Audit and Risk Committee meeting and was included as Appendix E.

Section 6 Abbreviated Balance Sheet

This was a new format adopted and showed the current assets and liabilities only, enabling the directors to be assured that the trust and the schools were a going concern. YH confirmed that the current assets of each school, and as a whole, covered liabilities. Debtors would be sufficient to pay creditors.

Section 7 Cashflow Forecast

This was included in Appendices F and G broken down into individual schools and showed a bank balance at 31st August 2022 of £696k.

Appendix A

This included Key Financial Indicators in the management accounts as a means for the CEO, the central team and the directors to be able to judge individual schools based on those used by Star Academy as follows:

in year surplus as a % of GAG,
estimated reserves as a % of GAG
staffing costs as % of total income.

MINUTE

From next year YH would report on these for individual schools with RAG rating.

A short discussion on the appropriateness of the Key Financial Indicators ensued and directors agreed that consideration of benchmarking data in September could enable the identification of appropriate indicators.

The directors **noted**:

- the report
- the financial position for the current year including the carry forward value
- the profit from other activities
- the risk listing

The directors **noted and approved**:

- the virements presented

The directors **approved**:

- the budget for 2021/22 and forecast

The directors **confirmed**:

- they had assessed the trust as a going concern
- receipt of monthly management accounts since the last meeting
- they were happy that LGB finance discussions would be held termly after the CFO termly meeting.

LG advised that termly finance meetings with the schools would take place in 2021/22 with YH in attendance to discuss and challenge decision making and reporting to LGBs. Directors would receive details of the discussions in the CFO report.

The CFO felt that it was important that a finance item remained on the agenda of each LGB meeting to allow governors the opportunity to ask questions, with in depth discussion on a termly basis

Approval of the budget for 2021/22

School budgets had been approved on a line by line basis by LGBs. The Finance Committee had discussed central services and the assumptions made, and had approved the central services element.

Submission of the budget to the DfE would be completed by 27th July.

Directors thanked YH for her work.

ACTION

To investigate proposed key financial indicators against benchmarking and report to directors. (LG and YH)

DECISION

The directors noted the report, the financial position for the current year including the carry forward value, the profit from other activities and the risk listing.

The directors noted and approved the virements presented.

The directors approved the budget for 2021/22 and forecast.

The directors confirmed they had assessed the trust as a going concern, receipt of monthly management accounts since the last meeting and that they were happy that LGB finance discussions would be held termly after the CFO termly meeting.

Q: Are the variances on the current year due to salary and pension costs?

A: The income variance of £203k under Other Government Funding relates to the teachers' pension and pay grant received which had not been budgeted for based on government advice at the time. For this year the pension and pay grant would be included in the GAG (general Annual grant) funding.

CHALLENGE

Q: What is the reason for the trade debtors on Pikemere?

A: This has been created for sales invoices to be paid within the next month, which related to two large CE invoices, one of which has been paid this week for Special Educational Needs (SEN) funding. Debtors are chased either weekly or fortnightly in the schools.

Agenda Item 8 ▶ Appointment of External Auditors

Discussions took place on where the responsibility for the appointment the auditors lay and directors confirmed that there was no intention to change the current auditors, Dains Auditors. However, a change of auditors would be considered over the next two or three years.

MINUTE

An initial external audit meeting had taken place and the audit would once again would be remote.

Whilst appointment of the auditors lay with the Chancery Members, any recommendation to change would be proposed by the directors. If no change was proposed this did not require discussion. The reason for this item on the agenda was to allow time for investigation of new auditors before the Chancery Members meeting in December meeting.

CHALLENGE

Q: Are auditors appointed on a fixed cost basis?

A: Yes.

Agenda Item 9 ▶ Scheme of Delegation

The Scheme of Delegation had been circulated to Headteachers, Chairs, LGBs, Members and Directors, and had been revised following suggested amendments.

JW highlighted the following points:

- Governor and director terms of office would change from 'no more than two terms of 4 years' to 'normally two terms of 4 years, but directors could approve another term if the person was still contributing and had a skill set required'.
- The time allowed for the circulation of documents for LGB and Directors' meetings would be 7 clear days.
- Following the discussions in Item 8, there would be a change to refer to 'new appointment' of auditors under financial performance, with a recommendation to change to rest with the Directors.
- The document now contained a reference to the Chancery Framework (now to include financial performance) for the determination of schools as 'Good' or 'less than good'.
- It was agreed that in the event of dismissal of the CEO or pay appeals, the matter would be referred to the Chancery Members.

MINUTE

Directors approved the Scheme of Delegation subject to the changes above. The document was for annual review.

JW was thanked for her work, and LG reported that the Regional School Commission (RSC) had commented positively on the rigour of the Chancery Scheme of Delegation.

AH left the meeting at 18.24.

ACTION

To review the wording of the Scheme of Delegation. (JW/LG)

DECISION

Directors approved the Scheme of Delegation subject to the changes above.

Agenda Item 10 ▶ Appraisal & Pay Panel Terms of Reference

Directors **approved** the Terms of Reference for:

- Board Appraisal and Pay Review Panel for Trust Staff
- LGB Appraisal and Pay Review Panel for Academy Headteachers

MINUTE

After discussion with the Heads, it had been agreed that LG was to be part of Heads' Performance Management (PMR) in all schools, thereby increasing consistency. The document had been received by LGBs without comment.

DECISION

Directors approved the Terms of Reference for:

- Board Appraisal and Pay Review Panel for Trust Staff
- LGB Appraisal and Pay Review Panel for Academy Headteachers

CHALLENGE

Q: One set of LGB minutes had referred to the appointment of an external School Improvement Partner for their Headteacher's PMR- would this be the case?

A: This has been discussed with all Heads and it has been agreed that LG will lead the process, as would normally be the case in trusts.

Agenda Item 11 ▶ Appointment of Clerk to Chancery Trust

MINUTE

Directors **agreed** that the current Clerk, Sue Lambeth, be re-appointed for 2021/22.

DECISION

Directors agreed that the current Clerk, Sue Lambeth, be re-appointed for 2021/22.

Agenda Item 12 ▶ Reports from Committees

Audit and Risk Committee June 23rd

Directors confirmed receipt of the minutes and had no questions.

Finance and Resources Committee June 23rd

Directors confirmed receipt of the minutes and had no questions.

Standards Committee June 23rd

MINUTE

JL reported a very productive first meeting which had discussed monitoring. Information would be supplied by LG and the schools, including the School Development Plans (SDPs), performance data, quality of teaching and learning, staff Continuing Professional Development (CPD), attendance including persistent absence, the curriculum and elements of the risk register relating to Teaching and Learning (T&L).

The proposed Vulnerability Report which had been shared with Heads and central team would form the basis of the discussions was felt to be a very useful tool which would produce a clear focus.

Directors agreed that the setting of questions for LGBs was sending the wrong message, and it would be better to get to know the boards and find answers to questions in a different way. Consultation with LGBs would take place.

ACTION

To add an item to the September Directors' Committee meeting to review the suitability of the Vulnerability Report after autumn term Standards Committee meeting. (Clerk)

CHALLENGE

Q: Will the report identify areas of vulnerability in T&L? and will it feed into the risk register?

A: Yes, the standards committee will review the section of the risk register relating to T&L, curriculum and outcomes, RAG rate it and

feedback into the Audit and Risk Committee.**Agenda Item 13 ▶ Minutes from Local Governing Boards**

Directors **approved** the minutes from the following LGB meetings:

MINUTE

- Pikemere 10th March and 28th April
- Excalibur 1st March and 26th April
- The Berkeley Academy Curriculum 27th April

DECISION

Directors approved the minutes from the following LGB meetings: Pikemere 10th March and 28th April, Excalibur 1st March and 26th April and The Berkeley Academy Curriculum 27th April.

Agenda Item 14 ▶ Cheshire East Director of Children's Services Report Summer 2021**MINUTE**

Directors confirmed they had read the report and had an overview that each school's LGB was taking the actions required (review of the minutes).

Agenda Item 15 ▶ Director Monitoring / Link Directors

Directors confirmed the appointment of EM as Safeguarding Link Director and JL as SEND Link Director as recommended by standards committee. Both posts were statutory. Link directors for estates and Health and Safety Link was highly recommended in the new Academies Trust Handbook. The meeting **agreed** that the appointment of these links would be postponed until the outcomes of the governor/director review were known.

MINUTEDirector attendance at LGB meetings for 2021-22

After discussion, it was decided that the attendance of directors at LGB meetings would be discussed carefully with the Chairs of the LGBs, in particular to establish the reason for attendance and expected contribution.

Director monitoring visit reports

There were no reports for this meeting. The meeting discussed the need for visits to be purposeful and to meet the satisfaction of the directors, and ways of achieving this.

ACTION

To add the appointment of link directors for estates and Health and Safety to the agenda of the September Directors' meeting. (Clerk)
To discuss the attendance of directors at LGB meetings with LGB Chairs. (JW)

DECISION

Directors confirmed the appointment of EM as Safeguarding Link Director and JL as SEND Link Director.
The meeting agreed that the appointment of Health and Safety and Estates links would be postponed until the outcomes of the governor/director review were known.

Agenda Item 16 ▶ Directors' self-review / Training

Safeguarding training took place on 14th July.

Link Governor input for SEND Governors and Special Educational Needs Co-ordinators (SENCOs) was planned for 11th October from 3.45 to 5.15 pm involving external input about what a good link governor for SEND is. This could be offered to schools outside Chancery Trust.

The Every e-learning system and GovernorHub were now in use for online training.

MINUTE

Directors would be added to the NGA membership in order to access further training.

Director Self-review

Directors were requested to complete the document and return to RC over the summer.

ACTION

To complete the Director self-review document and return to RC by the start of the autumn term. (All)

Agenda Item 17 ▶ MAT Policies and ProceduresTrust-wide policy status report

JW shared a sample policy compliance report from Every, and it was **agreed** that this report would be reviewed on an annual basis. A meeting was scheduled with Cooks Lawyers to discuss the HR policies.

Policies for consideration:

Staff Wellbeing Policy

Amendments to the policy from Cooks Lawyers were **agreed** by directors and would be emailed to JW for inclusion.

The directors approved the staff Wellbeing Policy subject to the incorporation of the changes discussed.

Complaints Policy

Each school previously had its own policy, and Heads had agreed a trust wide policy was best. The new policy was based on an ESFA model, and now included a stage 3 trust review to be carried out by the central team and CEO.

MINUTE

The directors approved the Complaints Policy.

Virtual Meetings Policy

This was a trust policy setting out the conduct of meetings.

The directors approved the Virtual Meetings Policy.

Debt Management PolicyLettings Policy

Both policies had been vetted and agreed by the central team and Headteachers.

The directors approved the Debt Management and Lettings Policies subject to the correction of typographical errors.

JL left the meeting at 18.56.

The directors approved the staff Wellbeing Policy subject to the incorporation of the changes discussed.

The directors approved the Complaints Policy.

The directors approved the Virtual Meetings Policy.

DECISION

The directors approved the Debt Management and Lettings Policies subject to the correction of typographical errors.

Agenda Item 18 ▶ ICT Cyber Security**MINUTE**

JW reported that the Education and Skills Funding Council (ESFA) now required schools to take steps to reduce Cyber Security risks as far as

possible and to check with providers that the three questions included in the agenda relating to the backing up of data were being complied with. The trust's providers had confirmed that questions one and three were being complied with, but Apex were unable to confirm that backups were held fully offline and not connected to the schools systems. Quotations for this had been provided, and a trust move to cloud storage would reduce the cost. Further discussions would take place and support for staff in the move would be provided.

YH reported that following discussion at the Audit and Resources Committee, one quotation for Cyber Insurance at approximately £2700 per year for the whole trust had been received, and this would cover for any cyber and GDPR issues. Once three quotes were available, YH would circulate details to directors for discussion at the September meeting of directors.

Agenda Item 19 ► Meetings

The dates of the next meetings of Chancery Trust Directors was agreed as:

- MINUTE
- 22nd September 2021
 - 1st December 2021
 - 23rd March 2022
 - 13th July 2022

Agenda Item 20 ► Any Other Business

SAS Absence Insurance

The cost of absence insurance including wellbeing had been discussed across all schools and data over a three-year period had been collated. Expenditure over 3 years had been £101k. With the SAS insurance large claims resulted in increased premiums. Claims in the same period amounted to £62k. The proposal was that a contribution for all schools would be calculated on a Full Time Equivalent (FTE) basis and an 'absence insurance fund' created. The insurance was due for renewal on 31 August.

MINUTE

Directors agreed that further investigation into the creation of an absence insurance fund should go ahead.

ACTION

To investigate the creation of a trust absence insurance fund. (JW/YH)

DECISION

Directors agreed that further investigation into the creation of an absence insurance fund should go ahead.

Agenda Item 21 ► Impact Statement

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

MINUTE

- The CEO report assured directors of the continuing collaboration across the trust in aspects of Teaching and Learning in order to maintain and increase the quality of the provision.
- The CFOs report confirmed the sound financial position of the trust and that the schools and the trust were a going concern.
- The approval of the budget would ensure the best use of trust finances to deliver the best educational experience.
- The robustness of the Scheme of Delegation would allow the trust to have high quality systems and procedures in place for growth.
- Reports from the committees confirmed that they were functioning well with in depth monitoring of all relevant aspects of responsibility.
- The appointment of SEND and Safeguarding Directors ensured trust compliance.
- The continued discussion of director attendance at LGB meetings would ensure a close link and future collaboration at all levels.
- The director review and the training opportunities offered would ensure that the directors had the opportunity for reflection and further personal development through a variety of delivery.
- An annual policy review and use of the Every system would aid regular review of policies and ensure that the trust is fully compliant.
- Consideration and actions around Cyber Security would ensure the greatest possible security.

The Part One meeting closed at 19.10.

Governor Agreed Actions set during this meeting: 0

Directors Meeting Summer 2021 Pt1 dated: 14/07/2021

Minutes approved by Steven Coles