

BOARD OF TRUSTEES

Minutes of the meeting held at 5.00pm on 28 September 2017

Present: E D'Souza (Chair) R Inman (Vice Chair)
H Lay C Ridgeon
N Savvas (Chief Executive) A Whittaker (Principal)

In Attendance: S Jones, Chief Financial Officer
J Bridges, Trust Secretary

Action

1 Declaration of Interests

Trustees confirmed that they had no conflicts of interest to declare in relation to the items of the agenda.

2 SAT Board of Trustees Election of Chair and Vice Chair

Further to the resignation received from Chair, I Morgan, in August 2017, the Trust Board nominated E D'Souza as Chair of the Trust. **Proposed** by N Savvas and **seconded** by A Whittaker. R Inman was nominated to succeed E D'Souza as Vice Chair of the Trust. **Proposed** by A Whittaker and **seconded** by H Lay.

C Ridgeon joined the meeting at 5.10pm

3 Apologies for absence

Apologies for absence were received from C Higgins, J Wakelam, C Gibson and S Howard.

4 Minutes of the meeting held on 4 July 2017

The minutes of the meeting (minute book pages B328-B332) were agreed as a correct record. **Proposed** by A Whittaker and **seconded** by N Savvas.

5 Matters arising from 4 July 2017 meeting

The matters arising from the meeting were summarised in the report (minute book pages B333-B334) and all actions reported had either been completed or, where appropriate an update had been provided on progress elsewhere on the agenda.

The Members of the Trust have held an electronic vote to approve the appointment of Larking Gowen for the 2016/17 and 2017/18 year end accounts after which a competitive tender process is to be held.

6 Appointment of LGB Chair

Trustees received and considered the report (minute book page B335).

In accordance with clause 4 of the Terms of Reference for Local Governing Bodies the Chair of the LGB shall be appointed by the Trustees, having sought the views of Local Governors.

The term of office of the Chair of the LGB shall be 1 year. The LGB supports the view that the Trustees appoint Malcolm Firth as Chair of the Local Governing

Body. The Vice Chair of the LGB shall be appointed by the Local Governors from among their number, for a term of 1 year and this appointment will be confirmed at the meeting to be held on 11 October 2017. The appointment of M Firth to take the role as LGB Chair was **approved** by the Trustee Board by unanimous vote.

The Principal provided the Board with an overview of the 3 candidates who have expressed interest in the parent governor vacancies on the Local Governing Body. The Local Governing Body can comprise not less than 2 or more than 5 parent governors. The Trust Board were content and pleased that two candidates held expertise and educational backgrounds which will be of substantial benefit to the work of the Local Governing Body. The third candidate has a wealth of governance and corporate experience that will undoubtedly complement the skills sets of the other governors on the Board. The Trust Board **approved** the process of appointment and will offer governorship to all three candidates; two are to be designated Parent Governors and one Trust appointed (N Long). **Proposed** by R Inman and **seconded** by H Lay.

7 Appointment of LGB Clerk

Trustees received and considered the report (minute book page B336).

J Bridges left the meeting for this agenda item.

In accordance with clause 5.2(b)(iv) of the Terms of Reference for Local Governing Bodies and the Scheme of Delegation the Trustees shall appoint the Clerk to the Local Governing Body. The appointment is subject to annual review and reappointment.

This academic year and in order to follow due process it is proposed that J Bridges is dismissed from the role and her successor, Avril Clark be appointed as Clerk to the Local Governing Body.

The discharge of J Bridges as Clerk is of no reflection of her capability or professionalism to undertake the role, this appointment is proposed in order to provide an underpinning governance resource to J Bridges as the Trust expands and create resilience for growth. The Trust Board recognised that the company secretarial role and governance oversight that J Bridges provides for the Trust is integral to ensuring that the responsibilities set out in company law and the Articles of Association are properly carried out. It was therefore proposed that in recognition of these responsibilities the Trust Board designates the role of Clerk as Company or Trust Secretary.

The strategic oversight of governance therefore remains the responsibility of J Bridges as Trust Secretary but local governance arrangements are to be passed onto A Clark, overseen and line managed by J Bridges to ensure consistency and compliance at this level.

The Trust Board **approved** to dismiss J Bridges from the role and **approved** the appointment of A Clark as Clerk to the Local Governing Board. **Proposed** by H Lay and **seconded** by C Ridgeon.

8 Terms of Reference/Scheme of Delegation/KPIs/Annual Business Cycle

Trustees received and considered the report (minute book page B337).

In accordance with clause 13 of the Terms of Reference for Local Governing Bodies these terms of reference are drafted and maintained by the Trust. This document shall be subject to review and approval at the first meeting of the Trustees in each academic year.

Annexed to the terms of reference is the Scheme of Delegation that sets out the level at which delegated decisions can be taken. While these responsibilities have been delegated to the LGB accountability and responsibility for these functions however still sits with the Board of Trustees. For completeness a Local Governing Body Annual Business Cycle has been drawn together to determine when and how these delegated responsibilities will be met by the LGB in the academic year.

A KPI schedule has also been drawn together to detail the indicators that will be measured and monitored by the LGB, who have responsibility for the standards of teaching and learning, each individual child's education, and for student outcomes, and this performance is to be reported up to the Board of Trustees. There was apprehension that the list of KPIs proposed would encourage an industry of self-perpetuating reporting that could be cost prohibitive to produce and time limiting. The value of this level of KPI reporting has to be proportionate and the Trust Board asked that the schedule be reviewed before determining the level of detail required at this strategic level. Perhaps more commentary on performance would be helpful rather than purely relying on RAG rated indicators in the data dashboard that the Local Governing Body and Trust Board receive at each meeting. The Board considered how the schedule could be aligned to the Ofsted Common Inspection Framework and Handbook so that Trustees if questioned by inspectors could demonstrate that they know operationally how and if performance was good, bad or indifferent at the Academy. The Trust agreed to discuss, review and determine the indicators to be monitored, measured and scrutinised at Local Governing Body level and those that are to be reported up to the Trust Board at strategic level. The Chair will take part in this review process with the CEO, Principal and Trust Secretary.

ED'Souza
NSavvas
AWhittaker
JBridges

The Trust Board approved the Terms of Reference, Scheme of Delegation and Annual Business Cycle. The Trust Secretary will review the Scheme of Delegation to ensure that it is fit for purpose given that the Trust is in the midst of growth. The 'power' of each delegated responsibility will also be referenced; Approval, Information, Standard Agenda item etc. The Chair asked that the Terms of Reference also be mapped against the Business Cycle.

JBridges

9 Principal's Briefing

Trustees received and considered the report (minute book pages B338-B339).

Student recruitment has gone exceptionally well. The budget was based on 1,894 student numbers and recruitment looks healthy and well above this target level.

The low national rate percentage of GCSE English and Maths resits was noted as surprising. Many of these young people have tried and failed once if not twice so while English and Maths resit results fell compared to 2016 results for the Academy, they are both above the national rates and are out performing other post 16 providers regionally. It was also noted that while a comparison has been drawn between the results of 2016 against those of 2017 the GCSEs have been reformed and therefore results between years are not necessarily comparable.

A working group has been formed to undertake the preparation plan for GDPR ahead of the legislation coming into force on 25 May 2018. The key for preparation will be educating staff and trusting processes around data retention and security.

10 Abbeygate VI Form College Update

Trustees received and considered the budget 2017/18 (minute book pages B340-B341).

The ESFA has signed off the plan. A bidders day is to be held in October 2017 for contractors to enter the framework to start the design and build element of the project.

One condition attached to the additional funding is the requirement for a Joint Use Agreement (JUA) to be in place between SAT and King Edward Sixth permitting Abbeygate Sixth Form College to use the playing field space. The ESFA is to issue a template to use for the JUA but we still await to receive this before finalising this phase. Finalising the JUA it was noted will not cause any delay to the tendering process.

There are some concerns with the building timescales outlined in the report, which show a phased opening of the building. Concerns with ESFA colleagues on a phased opening have been raised and more detail will be known at the next project meeting to be held in mid-October 2017.

The first launch event of the new Sixth Form held in Newmarket was well received and positive. Great engagement with stakeholders and trust and assurance was able to be given on the back of the success and achievement of Suffolk One.

11 Financial Overview

Trustees received and considered the report (minute book pages B342-B344).

It is important to note that this report is a break from convention inasmuch as financial information presented to the Board has usually been discussed by the Finance Committee beforehand.

At the end of month 11 (July 2017) the operational forecast is a surplus £539,760 which is a £385K better position than the budgeted surplus of £154K at the beginning of the year. The contribution to reserves is a surplus of £733K compared to a profiled budgeted contribution of £275K.

In summary the improved position is a mix of extra income but predominantly lower spend than budgeted for against both staffing and non-pay costs. It must be stressed though that this is against the background of a very resilient budget for the year and fortunately the Trust has not had to contend with any material adverse circumstances and therefore resourcing and spend has been maintained as required but still enabled a healthy surplus and contribution to reserves to be made.

The Trust Board recognised the savings achieved on staffing costs and that this underspend was not due to under resourcing the budgeted staffing plan. Savings have been achieved through lower rates of sickness than predicted, lower progression, lower maternity, reductions in the LGPS on-cost rate and good management of recruitment; not holding vacancies and recruiting where were

needed. It was noted that the budget for 2017/18 is a different and challenging beast with less resilience than 2016/17 built in. It is still achievable, student numbers are good and retention will be key plus there has been an positive inflow of starters next year which is important.

R Inman left the meeting at 7.10pm.

12 Any other business

The Trust Board **approved** to appoint C Higgins as Chair of the Finance Committee as E D'Souza steps into the role as Chair of the Trust Board. It was further **approved** that the role of Vice Chair of the Finance Committee is to be undertaken by C Ridgeon.

The Trust Secretary was asked to prepare timed agendas for all meetings of the Board and for its Committees.

SAT/WSC Strategic Board Meetings

Both the SAT Trustee Board and the Corporation of WSC agreed at the meeting held on 26 September to continue to progress work toward a common vision and a common board. The meeting schedule has been set and a Working Group is to take forward the oversight and business of progressing the Governance and Shared Services strategies.

A farewell presentation has been arranged to thank and celebrate the contribution of I Morgan, former Chair of SAT Trust Board and the Local Governing Body. Trustees are invited to attend the event arranged for 6 December 2017.

13 Date of next meeting

Tuesday 12 December 2017 at 5.00pm Suffolk One Board Room

The meeting closed at 7.20pm

JBridges