

BOARD OF TRUSTEES

Minutes of the meeting held at 4.00pm on 29 March 2019

Present:

E D'Souza (Chair)	C Higgins (Vice Chair)
S Daley (Vice Chair)	S Clarke
R Inman	K Points
D Wildridge	J Wakelam
C Ridgeon	S Healey Pearce
N Savvas (CEO)	

In Attendance: **S Graham, Interim HR Director**
J Bridges, Trust Secretary

1 Declaration of Interests

Trustees confirmed that they had no conflicts of interest to declare in relation to the items of the agenda. The Vice Chair, C Higgins has declared an additional interest for the Trust Secretary to record. This bears no relation to the items of the agenda today.

2 Apologies for absence

Apologies for absence were received from S Howard, J Gazzard and A Maltpress. Apologies were also received from the CFO, S Jones.

3 Minutes of the meeting held on 20 December 2018

The minutes of the meeting (minute book pages B672-B681) were agreed as a correct record. **Proposed** by C Higgins and **seconded** by D Wildridge.

4 Matters arising from 20 December 2018

The matters arising from the meeting were summarised in the report (minute book page B682) and all actions reported had either been completed or, where appropriate an update had been provided on progress elsewhere on the agenda.

Agenda item 8 preceded agenda items 5 through to 7

5 Committee Chairs' Summary Reports

5.1 Finance Overview

Trustees received and considered the report (minute book pages B683-B684).

The financial position is positive with a steady operational performance at month 5 and a good prospect for an operational surplus at the year-end that will be in excess of the original budget. It was noted that current forecast includes the assumption that the NJC pay award is approved and paid, and despite that, the operational forecast is better than budget which is a very positive position.

The Board was informed that there are no emerging issues of financial concern for the year; cash balances are healthy and investment in the premises and ICT infrastructure are above budget (funded from reserves) which started in the last financial year and are still being undertaken.

The Board discussed the recommendation of the SAT Finance Committee to make the NJC pay award for support staff as this is affordable (having

Action

reconciled this with the MTP Medium Term Plan) both in the current year and in 2019/20 and would still return an operational surplus. To assist with future budgeting the Board supported the move to change the implementation date of any support staff awards to September rather than April in order to bring it in line with the Teachers' pay awards and also to assist in budget planning. The Board **approved** to make the NJC pay award to support staff and move the implementation date to 1 September from 1 April (which will be subject to consultation). **Proposed** by S Healey Pearce and **seconded** by R Inman.

5.1.1 **Service Level Agreements**

Trustees received and considered the report (minute book pages B685-B687).

There are a number of SLAs currently in place that require approval in order to allow for the related party transactions to complete. Some of these SLAs require approval also for the forthcoming year plus the addition of some new ones as the shared services approach is broadened.

All of these SLAs have been considered by the Related Party Transactions Committee and the SAT Finance Committee who confirm their agreement to commend them for approval by the Trust Board.

In essence those for approval/renewal are as follows:

The SLA between WSC and the Trust for the provision of CEO, CFO, Clerk and Company Secretary roles at £64,166 requires confirmation of successful review to continue to run to the expiration date of 31 August 2019. In addition, there is an SLA for Admissions assistance to Abbeygate by WSC, provided at cost, which is due to expire on 29 March 2019. These are both working satisfactorily but it is proposed that the first one (CEO, CFO, Clerk and Company Secretary SLA) is approved to continue to its expiration date (31 August 2019) but is then renewed at an increased cost of £100K to expire on 31 August 2020. The second SLA (for Admissions assistance to Abbeygate) is to be approved by the Board in order to complete the approval route but will cease on 29 March 2019 as planned but will be subsumed within a new proposed Support Service SLA (as detailed below).

For completeness the Board was asked to acknowledge the review of the existing SLA between the Trust and the AoC for the provision of a Project Manager to support the Abbeygate Sixth Form Project. This is set to expire in October 2019 as planned. This SLA has already been approved by the Board and does not require further approval.

The SLA between the Trust and the AoC for the provision of a Project Manager to support other Trust projects (i.e. Common Services) at £12,183 equally does not require subsequent approval and will expire as planned (to 31 August 2019 or whenever the project completes whichever the sooner) and it was noted that an early termination notice provision exists in this SLA and this has recently been submitted.

These two SLAs between the Trust and the AoC are working satisfactorily and the Board **approved** that these are to continue to remain in place.

The current SLA between the Trust and WSC for the provision of a Project Manager to support the submission of the College's application for capital funding for an Institute of Technology requires the formal approval of the Board. At the point of inception of this SLA an approval by non-conflicted

Trustees was not possible. This has since been resolved with the formation of the Related Party Transactions Committee whose membership comprises of three Trustees of the Trust who no longer also hold a Governor role of the College. Formal approval of this SLA is still required albeit this work has now come to an end.

There are two new proposed SLAs, one relating to support services and the other to curriculum provision. It is proposed that in preparation for a shared services arrangement between SAT, the Trust and vice versa, a new SLA for sharing certain management leads and administrative staff be created. This arrangement will pool expertise, encourage sharing of best practice and improve corporate agility through a group approach to some of the constituent operations of the Trust and WSC.

The proposed SLA will predominantly relate to sharing the cost of key managers at both SAT and WSC but in addition some other support staff posts at WSC in support of Abbeygate Sixth Form College which is located adjacent to the College main campus e.g. fractional HR post. This arrangement will be funded from a mixture of SAT central funds and Abbeygate revenue budget. The proposal will increase capacity to the Trust. This SLA is to be capped at a net cost to the Trust of £110K but will be split into two supplies; one for services from the Trust to the College and the other for services to the Trust from the College for VAT compliance purposes. The SLA will apply from 29 March 2019 to 31 August 2020.

The second new SLA offers an opportunity to share the cost of capable and talented curriculum staff to support the new Sixth Form College (Abbeygate) in its infancy. This arrangement will enable the appointment of a limited number of staff that will shape and grow the new Sixth Form without creating a significant cost burden to the Trust since the costs can be partly shared with WSC. The SLA is based on a current maximum of £150K charge to the Trust thereby allowing capacity for a number of such roles as they may be required. In line with the Academies Financial Handbook all services are to be provided at cost and therefore it is possible that the charge may be considerably less. This new SLA is proposed to apply from 29 March 2019 to 31 August 2020.

Finally, there are two further SLAs for the provision of accommodation by WSC to Abbeygate Sixth Form College for the current year but also as part of the transit arrangements needed prior to the completion of the new build. The first element (for the current year) equates to £8,442 to be funded from the SAT central budget, drawn from the PDG (if there are sufficient funds). The second element for the 2019/20 academic year (subject to a separate approval process with the ESFA) will be in the region of £500K to provide the accommodation needed for Abbeygate Sixth Form College students as the completion of the new build is delayed. The majority of this sum will be specifically grant funded by the ESFA with the remainder funded by Abbeygate GAG funding. Both SLAs require approval of the Trust.

In the duration of the debate of this item agenda item 9.1 was taken for discussion concerning the appointment and Terms of Reference for the newly created Related Party Transactions Committee. The formation of the Committee was **approved** together with the Terms of Reference subject to including a further line for delegated power to permit powers by resolution for transactions to be considered and approved both to the Trust and from the Trust to Related Parties.

RInman
JBridges

The Trust Board **approved** the SLAs en bloc and accepted those that just required a review (as detailed above). **Proposed** by J Wakelam and **seconded** by K Points.

5.2 Audit Overview

Trustees received and considered the report (minute book pages B688-B689).

The risk register of the Trust has been aligned to the current risk identification and recording deployed by West Suffolk College. The register currently identifies one red, four amber, three yellow and seven green status risks. It was noted that the review and amendments suggested by the Audit Committee at its meeting held on 11 February 2019 have all been made and they continue to keep all risks in focus.

With regard to GDPR compliance at One Sixth Form College, Servers have been updated and are running the latest security patches, recommended by Microsoft. A dedicated server has been deployed to host the central management database of recovery keys. Bit Locker software has been installed on all staff laptops, to ensure all devices have encrypted hard drives in the event of the device being misplaced. In addition to encryption of the devices, the IT team has implemented email encryption via a key word in the subject header which will require the recipient of the email to enter an authorisation code. More confidential cross-cut shredders have also been purchased for all areas of the College.

The GDPRiS CAPITA management tool is being utilised to help the College simplify the management of their data, and proactively prompt staff and third-party data processors to meet the GDPR legislation. The DPO is using this as a monitoring tool, guiding staff to report breaches and provide an audit of investigations.

In addition to the two breaches reported at the last meeting the College has experienced a further two relating to incorrect details on their SIMS database and reports being sent out incorrectly. The College has also received and responded to a Subject Access Request.

6 2018/19 Quality Improvement Plan Update

Trustees received and considered the report (minute book pages B690-B697).

The Local Governing Body of One Sixth Form College is responsible for the review, challenge and monitoring of the College's QIP. Steady progress is being made against the identified areas for improvement and it has been recognised that the format of the QIP and indeed the College SAR (from which the QIP falls out) will both need to be realigned to mirror those reported by WSC and indeed will need to be reformatted and aligned to the new Ofsted Education Inspection Framework (EIF), due to be published in September 2019.

7 Strategic Matters

7.1 CEO's Briefing

Trustees received and considered the report (minute book pages B698-B701).

The CEO's report provided an overview of the activities of both Abbeygate and One Sixth Form Colleges within the Trust.

It was noted that the Principal of One Sixth Form College is currently absent for health reasons. The Principal Designate and Deputy Principal (newly appointed, M Hughes) are capably covering his absence.

Abbeygate continues to plan and negotiate with the DfE about its temporary accommodation plans and needs for the 2019/20 cohort of students while also reinforcing the urgency for the new build to get out of the ground. Marketing and publicity for Abbeygate continues to be strong, reinforcing key messages and alleviating anxieties and concerns. Student recruitment has been positive with 440 prospective year 12 students completing their enrolment application (as at 12 March 2019) and five student interview evenings already held and well attended.

It was noted that negotiation and assurance has been given by the Trust to staff at King Edward the Sixth School that opportunities to teach at Abbeygate are and will be available to them. The School however has communicated poorly with the staff of the School advising that redundancies for those that cannot be accommodated will have to be made and that there is not a sufficient number of places for everyone to move to Abbeygate. Negotiations continue to try to alleviate anxieties and conclude with a positive solution for all.

8 One Gender Pay Gap Report

Trustees received and considered the report (minute book page B702).

The Gender Pay Gap Report is compiled on a snapshot of data taken on 31 March 2018 and is required to be published on the College's website and the Government portal (gov.uk) by 30 March 2019.

In summary it was reported that the mean calculation for One Sixth Form College is 21.63% and the median 41.53%. The proportion of males in the upper quartile is higher than females but lower in all other quartile bands. This is likely to be due to experienced engineers (predominantly male) being recruited at higher pay to encourage good recruitment and 77% of support roles (lower paid) being predominantly female. The Board endorsed the report of the Academy and wished to be informed of how further analysis of the report and the plan has been progressed.

SGraham

S Graham left the meeting at 4.15pm and agenda items 5 through to 7 commenced

9 Governance

Trustees received and considered the report (minute book pages B703-B706).

9.1 *Membership*

In order to satisfy the requirement under the Academies Financial Handbook R Inman, S Healey Pearce and C Ridgeon resigned as Governors of WSC in January 2019 and are now non-conflicted Trustees of the Trust. They are now able to make impartial decisions concerning Related Party Transactions and have formed as a Committee to undertake this role. The Terms of Reference of the Related Party Transactions Committee were shared with the Trust and were formally accepted (as recorded under agenda item 5.1.1 above).

9.2 *Evaluation of the Strategic Conference of 24 January 2019*

Overall the conference was well received and was described by attendees as Informative, Collaborative, Engaging and Useful. An Advisory Group has been formed consisting Chairs and Vice Chairs to look at the outcomes of the Conference which will inform future events and governance arrangements.

The Chair confirmed that the format of the Conference worked well this year. We are now planning to have a second half day Conference which would provide the Board with a strategic update and will include our partner Colleges; One, Abbeygate, the SAT Trustees, Members and Local Governors of the Academies. The future plan is to continue with a one day conference and provide a second half day in the summer term with the focus to provide a strategic update.

9.3 2019/20 Draft Calendar of Meetings

The 2019/20 draft calendar of meetings was shared with the Trust and this was **approved** in principle.

10 Any other business

Trustees received and considered the letter (minute book pages B707-B710).

i. Letter from Eileen Milner, ESFA Chief Executive

The letter dated 15 March 2019 from the ESFA Chief Executive, Eileen Milner, sets out the timetable for all the academy sector financial returns to the end of 2019. The Trust Secretary confirmed that the Accounting Officer and CFO of the Trust have complied with the return dates in the academic year so far and will continue to do so to the calendar year end as required.

ii. Safeguarding Reports

The Board asked to receive a regular report to each of its meetings concerning Safeguarding activity and Prevent. The Trust Secretary will ask the Academies to bring their reports to the agendas for future meetings on Safeguarding, Health and Safety and Equality and Diversity.

23 Date of next meeting

Monday 8 July 2019 at 2.00pm. Board Room at One Sixth Form College

The meeting closed at 5.30pm

JBridges