

**BOARD OF TRUSTEES**

**Minutes of the Virtual meeting held at 2pm on 11 December 2020**

**Present:** E D'Souza (Chair) K Points  
S Daley (Vice Chair) S Howard  
C Higgins (Vice Chair) S Clarke  
R Murray S Healey Pearce  
D Wildridge C Ridgeon (part)  
R Inman (part) A Maltpress  
J Wakelam N Savvas (CEO)  
J Gazzard

**In Attendance:** S Jones, SAT Chief Financial Officer  
S Graham, SAT Group HR Director  
D Gartland, Principal – Abbeygate Sixth Form College (part)  
G Chittock-Nash, Vice Principal Students – One Sixth Form Collee (part)  
J Robson, Vice Principal Curriculum – One Sixth Form College (part)  
R Bamford, Vice Principal Quality, Data and MIS – SAT (part)  
S Gales, Board Secretary  
T Elkin, Clerk  
M Ward, MAT Governance Adviser  
J Hannaford, minute-taker  
K Haisman, Chair of ASFC LGB (Observer)

**Apologies:** None

**Action**

**Introduction and Opening Remarks**

The Board introduced themselves and welcomed R Murray, M Ward and J Hannaford to the meeting. ED'Souza thanked the Board and the Executive for their hard work and commitment throughout 2020, which has been an unprecedented year with Covid-19 requiring a completely new way of working.

**1 Declaration of Interests**

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

**2 Apologies for Absence**

There were no apologies for absence.

**3 Minutes and Matters Arising**

**Minutes from meeting held on 9 July 2020, 23 September 2020 and 19 October 2020**

The minutes of the 9 July 2020 meeting (minute book pages B929) were **agreed** as a correct record subject to the amendment of the minutes to remove quotations ascribed to individuals and reissue the minutes. Proposed by CHiggins and seconded by JWakelam.

The confidential minutes of the 9 July 2020 meeting (minute book pages B930) were agreed as a correct record subject to the amendment of the minutes to remove quotations ascribed to individuals and reissue the minutes. Proposed by AMaltpress and seconded by SClarke.

The minutes of the 23 September 2020 extraordinary meeting (minute book pages B931) were **agreed** as a correct record subject to the amendment of the minutes to

remove quotations ascribed to individuals and reissue the minutes. Proposed by SDaley and seconded by JWakelam.

The minutes of the 19 October 2020 extraordinary meeting (minute book pages B932) were **agreed** as a correct record subject to the amendment of the minutes to remove quotations ascribed to individuals and reissue the minutes. Proposed by KPoints and seconded by AMaltpress.

**4 Matters Arising from meetings held between 9 July 2020 and 11 December 2020**

The matters arising from the meeting were summarised in the report (minute book page B933 – B935) and all actions reported had either been completed or, where ongoing the update is summarised below:

1. The Board Secretary is working to implement an IT e-filing system/governance portal to hold all papers, links and documents, in readiness for the next Board meeting.
2. Work to formalise the CEO/CFO employment contract status continues. Once the proposal has been finalised by the lawyers, a proposal paper will be brought to the Board to approve.
3. Consultation with local governors is planned to be complete by mid-January 2021, following which a recommendation report will be sent to the Board to approve.

SGales

SGraham

CHiggins

**5 Committee Chairs' Summary Reports**

**5.1 Audit Overview**

There are 5 red risks (2 new red risks than in the paper presented due to a new risk relating to Covid-19 and to ASFC Health and Safety recommendations), 6 amber risks, 2 yellow risks and 3 green status risks.

There were no Data Breaches or Subject Access Requests in September or October 2020. Throughout the period of homeworking during Covid-19, staff continue to be reminded about the importance of reporting potential or any data breaches and leaders are reminded to train staff about GDPR and how to keep data safe and secure.

**5.1.1 2019/20 Annual Report of the Internal Auditors**

The Board noted the summary report from Schools Choices annual report. All processes and transactional testing are 'good' or 'outstanding', except *Planning Cycle and Budget* process which was assessed by Schools Choice as 'requires improvement' but there is agreement from the Audit Committee that this is not a fair reflection of the SAT processes and the grading is reflective of Schools Choice's inexperience of post-16 MATs.

*DGartland, JRobson and RBamford joined the meeting at 2.31pm*

**5.1.2. Audit Findings Report**

The Board received the audit findings report prepared by the trust external auditors Larking Gowen following the audit of the financial statements for the year ended 31 August 2020. The report confirmed that clean unqualified verdicts would be provided in respect of both the audit and regularity elements of the work.

The regularity report returned three low priority observations, one of which related to minuting. This particular recommendation related to the minuting of a discussion about staff employed as Ofsted inspectors and it was decided following discussion to clarify the Trust Board's position for future such occurrences. It was agreed that all staff approved by the Accounting Officer to work as Ofsted inspectors and retain their remuneration could do so with the proviso that income from Ofsted had to be received by the Trust initially. The policy on approving such arrangements would be modified accordingly to show that with the exception of the CEO/AO all such arrangements could be approved by the Accounting Officer.

NSavvas requested that the CEO be granted the authority to approve of the number of days that a colleague can fulfil Ofsted work and be in receipt of payment. The proposal was unanimously **approved**. Proposed by CHiggins and seconded by SHoward.

It was noted that the Written Resolution dated 7 December 2020 to provide clarification to the December 2019 Board Minutes (Item 10, Audit Findings Report) regarding payment for Ofsted work, was unanimously agreed and returned by all Trustees. The documentation is attached to these Minutes.

### **5.1.3. 2019/20 Audit Committee Annual Report**

The report was acknowledged by the Board and was unanimously **approved**. Proposed by JWakelam and seconded by RInman.

### **5.1.4. Review of Risk Management Arrangements**

The proposal to change the methodology, administration and management of risk (along with a new Risk Policy and Risk Management Procedure for the Trust), as recommended by the CFO and the Audit Committee was unanimously **approved**. Proposed by JWakelam and seconded by KPoints. The Board agreed that future Risk Overview reports reflect the methodology within these reports.

## **5.2 Finance Overview**

The year-to-date financial position is a contribution to reserves of £373k (vs. a profiled budget position of £2k). Overall, income is slightly behind profiled budget (£147k), but both staffing and non-pay costs are less than budget by a combined £416k which more than compensates for the initial income shortfall.

The full year forecast position has been revised down to a contribution to reserves of £41k which is much lower than the budgeted surplus of £347k, due to lower student numbers than budgeted for at Abbeygate Sixth Form College and also reduced income assumptions for lettings and car parking at One Sixth Form College. Forecast staff costs for the whole year are predicted at 67% of income which is lower than the original full year budget of 71% but this is because income is falsely inflated by the inclusion of central services internal income which is not real income, excluding the internal income the percentage increases to 73% which is higher than budget and a reflection of the lower student recruitment at Abbeygate Sixth Form College and the reduced lettings income referred to above. Cash balances stand at £3.5m which is in line with expectations and remains the same as September.

### **5.2.1. Audited Accounts and Financial Statements for the period ended 31 August 2020**

The Board acknowledged the report and unanimously **approved** the Annual Report and Annual Accounts and Financial Statements for the period ended 31 August 2020, for signing and submission to the ESFA, and the management responses and letters of representation in the Audit Findings Report for submission to the ESFA. The Board agreed to delegate authority to SClarke to approve any minor textual disclosure amendments to the version presented to the Board. Proposed by SClarke, seconded by CHiggins.

### **5.2.2. Capital Request – PSDS**

The Board acknowledged the report and unanimously **approved** specific variations to the Trust's Financial Regulations to approve the non-budgeted expenditure subject to grant funding being obtained for the works, to progress with:

Part A (to waive the requirement for 3 quotes and approve unbudgeted expenditure, and to proceed with initial survey and project proposal) Proposed by JWakelam and seconded by AMaltpress.

Part B (for the capital works identified in Part A, to waive the requirement for 3 tenders, to approve unbudgeted expenditure and to award a contract value up to £1m. in order to take advantage of the Public Sector Decarbonisation Scheme (PSDS) was unanimously **approved**. Proposed by DWildridge and seconded by CHiggins.

The Board granted SClarke and ED'Souza delegated authority to oversee the expenditure in order to meet the deadlines of the Scheme.

SClarke proposed to align the Financial Regulations of the Trust with its sponsor to ensure a process which is compliant but has the agility to respond to future funding opportunities.

SClarke  
SJones

### **5.3 Related Party Transactions Overview**

3 SLAs are currently in operation: CEO & CFO, Shared Support Services and Shared Teaching & Curriculum Management; and 3 RPT's awaiting approval by the ESFA. Note, an Abbeygate Accommodation RPT was submitted to ESFA for approval in the event that negotiations with the DfE regarding the compensation / rent due from SAT to WSC for 2020/21 for not giving notice to leave the Gateway Building in accordance with the terms of the lease gave rise to an RPT, however the DfE have agreed that this is not an RPT and have removed the submission from their own system.

Within the 2020/21 version of the Academies Financial Handbook was a specific requirement that both the CEO and CFO must be employed by an academy trust unless an alternative arrangement is approved by the agency. This requirement does not apply to pre-existing arrangements. The ESFA confirmed in writing to us on 27 November 2020, that they consider the Trust's current appointments of the CEO & CFO to be 'ongoing', i.e. pre-existing but confirm that if the Trust wishes to continue with the current SLA charging arrangements, specific approval will need to be sought from the ESFA for the 2021/22 year onwards.

The ESFA has "rejected" the RPT's for CEO & CFO and the Support Services for 2020/21 citing 'insufficient records to evidence accountability and transparency in agreeing RPT's and that business was conducted when the Board meeting was not quorate from a non-conflicted trustee perspective'. The ESFA have advised that we can continue to operate the SLAs for the course of this year, without any sanctions being imposed and we have raised concerns with the ESFA on the impact their decision will have on the external audit for 2020/21 and the requirement to have RPT's approved by the ESFA, and discussions continue as to how we may resolve these issues.

The ESFA have also "rejected" the RPT submission in relation to the "Teckal" type company arrangement that was submitted to prompt discussion and reach agreement on a way forward to achieve this potential method of operating shared services. The ESFA concluded that this transaction had not taken place and therefore did not require approval under the ESFA RPT approval scheme and therefore removed it from their system. Guidance was given as to the type of evidence that they would wish to see submitted to support a future business case and this will require both a substantial time and cost input to prepare this information.

### **5.4 Property Overview**

Covid-19 mitigation, track and trace and safety measures have been a primary focus this term.

#### **5.4.1. Environmental and Sustainability Policy**

The Board acknowledged the policy and unanimously **approved** it. Proposed by JWakelam and seconded by SDaley. The Board asked that, as part of the Governance Review, the Scheme of Delegation be updated to clearly delegate the approval of Trust policies to the relevant Trust Committee, as appropriate.

MWard  
SGales

The Board agreed to establish a Trust-wide environment strategy and policy which guides our operations, procurement, and ethos; and to align this with that of our sponsor, West Suffolk College.

ED'Souza  
NSavvas

RInman advised that for a more effective use of the time of the Board, all policies with the exception of Pay and Safeguarding could be approved by colleagues at committee level.

*GChittock-Nash joined the meeting at 3.11pm*

## **5.5 LGB Overview**

The Board commended the work of staff and local governors in supporting students in these unprecedented times. The Board asked that the CEO and Chair send a communication to all staff and local governors to thank them for their outstanding contribution this term.

ED'Souza  
NSavvas

### **5.5.1. 2019/20 Self-Assessment Reports**

The Board acknowledged ASFC's 2019/20 Self-Assessment Report and noted that the report had not been self-graded, though the Principal confirmed that it will be graded in future reports once the institution has had a full set of results (currently ASFC is in Year 2 of operation). The Board acknowledged OSFC's 2019/20 Self-Assessment Report and noted the Grade 1 self-assessment. The 2019/20 Self-Assessment Reports were approved unanimously. Proposed by SDaley and seconded by JWakelam.

*CRidgeon left the meeting at 3pm.*

### **5.5.2. 2020/21 QIPs**

The Board acknowledged the 2020/21 Quality Improvement Plans for ASFC and OSFC and **approved both** unanimously. Proposed by KPoints and seconded by AMaltpress.

### **5.5.3. 2020/23 Equality Objectives**

The Board acknowledged the 2020/23 Equality Objectives for ASFC and OSFC and **approved both** unanimously. Proposed by KPoints and seconded by JWakelam.

*RInman left the meeting at 3.30pm.*

## **6 Trust and Academy Policies**

An audit of the policies which exist across the Trust has been undertaken and, where appropriate, the policies have been harmonised so that one policy is used across the Trust, with a small minority of local academy policies where needed to recognise local operational differences. The Safeguarding Policies (6.2 and 6.3) are based on the policy produced by Suffolk County Council and has been locally adapted by those responsible at each academy to ensure they match the local arrangements and safeguarding contexts, and have been shared with the local SLTs and with the staff at each establishment. The Board asked for future *Trust and Academy Policies* update reports, to provide a summary of the work taken to train staff to embed awareness/support the implementation of the policies to provide the Board with the assurance of compliance.

RBamford

### **6.1 SAT GDPR Policy**

The GDPR policy is based on ICO best practice guidance and has been authored by the Group HR Director and Shared Service who is also the Data Protection Officer (DPO) for the Trust. This policy also covers the details around the provision and storage of biometric data. The policy was **approved** unanimously. Proposed by CHiggins and seconded by DWildridge.

### **6.2 ASFC Safeguarding Policy**

The policy was **approved** unanimously. Proposed by SHoward and seconded by SDaley.

### **6.3 OSFC Safeguarding Policy**

The policy was **approved** unanimously. Proposed by JWakelam and seconded by AMaltpress.

**Statutory Compliance Report – Operations**

In response to the Covid-19 pandemic the Health & Safety teams at both sites have developed a robust set of transmission mitigation actions and proved, as an organisation, to be flexible to both the changing environment and guidance. Looking forward, scenario planning will attempt to ensure the organisation is resilient to a number of different situations, enabling teaching and learning to continue for as long as possible.

**Health and Safety**

- A Health and Safety Legal Compliance review was carried out on 20 October 2020 at ASFC and outlined areas for improvement and appropriate recommendations, which are currently being implemented and monitored by the Executive.
- 3 ASFC staff members have received 'First Aid at Work' training with an additional 8 ASFC staff members receiving 'Emergency First Aid at Work' training. As a result, ASFC have suitable first aid cover.
- A fire drill was actioned on 7 October 2020 at ASFC.
- There were 3 student incidents at ASFC during Autumn Term; 1 which resulted in minor first aid treatment being administered. None of the incidents were premises related. There were no staff accidents or incidents and no reportable injuries, diseases and dangerous occurrences (RIDDOR).
- A Fire Risk Assessment was conducted at OSFC on 23 April 2020, resulting in 39 suggested remedial actions which are being actioned.
- During 2019/20 there were no Fire and Rescue Service familiarisation visits to OSFC, either by appointment or spot checks, which has been noted in the Fire Risk Assessment and the team are planning to invite the Service in.
- A fire drill was actioned on 17 September 2019 at OSFC.
- The fire equipment is in good condition and the sprinkler tanks have had their 10 yearly internal inspection with remedial works identified and for completion in 2020-21; along with exchanging the inert gas fire suppressant bottles in the server rooms.
- The fire extinguisher maintenance visit on 27 October 2020 highlighted 59 fire extinguishers are due their 10-yearly replacement, which is currently being priced and the items were captured on the Forward Maintenance Register.
- A visual fire door inspection at OSFC was completed in July 2020, a phased programme of repair and/or replacement has been planned.
- To enhance capacity for increased student population and to comply with social distancing measures, several rooms at OSFC were altered and/or were re-tasked and arranged over the summer.
- Trips and visits have been significantly curtailed by Covid-19, and Covid-19 is now a risk in the new trips and visits risk assessment.
- The water hygiene risk assessment was undertaken at OSFC, and all remedial actions have been completed.
- The HVAC system at OSFC is moving toward end of serviceable life. As such, options for replacement are being investigated.

**Safeguarding**

- There have been 12 ASFC MyConcern referrals since 1 September; 1 MARF has been completed and Social workers are involved. There are no open section 17 or section 47 cases at present.
- There have been 140 OSFC MyConcern referrals since 1 September including 1 very serious concern related to an undisclosed criminal conviction that we were unaware of, the student concerned was immediately suspended and an investigation began that involved the assigned police protection officer and the appropriate youth justice worker, with the final decision with associated conditions of re-entry outlined at a panel meeting on 18 November 2020.
- All staff completed the Safeguarding training. 60 staff have completed the Prevent training.
- ASFC Staff are given a Safeguarding update at the weekly Staff briefings and are reminded to continue to make referrals by using MyConcern.

- ASFC and OSFC coordinate monthly safeguarding messages for staff, and share resources/useful information to Staff.

## **8 Statutory Compliance Report – Governance**

The Board acknowledged a report which assessed its statutory compliance against the criteria noted in a letter to all MAT's from Eileen Milner, CEO of the ESFA, following a significant number of new governance documents being issued by the DfE and ESFA over the past few months. This assessment assured the Board that the Trust remains compliant with its statutory responsibilities and further work will be undertaken as part of the Governance Review to further embed the latest governance best practice.

*GChittock-Nash joined the meeting at 3.50pm.*

## **9 CEO's Briefing**

This term has seen Executive balance keeping students and staff safe and healthy during the pandemic, both physically and mentally, while continuing to provide outstanding education in the context of significant financial and logistical challenges associated with the Covid-19 pandemic. The in-colleges transmission rate has been successfully managed to almost zero (with no outbreaks yet) despite the cases "brought in" by students and staff. The Principal and SLT gave an overview of the steps taken by their teams to enhance staff and student welfare and summarised the benefit to the organisations of work of further Group-wide best practice sharing.

The Board acknowledged a report summarising the successes/awards won by staff and students, the enrichment activities undertaken, and the engagement undertaken with the schools, summary of promotional events/activities this term. As well as a summary of the work the Trust continues to undertake, to follow best practice from outstanding MATs, to:

- explore ways to achieve excellent outcomes for students including the evaluation of joint delivery models, especially for niche A-level provision.
- introduce wrap-around welfare provision (in the image of our sponsor), to address the unprecedented demand which we anticipate as a consequence of Covid-19.
- ensure that we work to appoint teaching and support staff, seeking opportunities to provide maximum flexibility and to attract the best candidates.
- work towards logistical solutions to increase our physical capacity to accommodate greater numbers of students and provide adequate support to our community.
- extend our offer to include adult evening courses in partnership with our sponsor.
- establish an outstanding safeguarding culture.

## **10 Governance**

### **10.1. Membership**

The Board noted the appointment of Mike Whittingham and Richard Murray as Member appointed Trustees; and the end of term of Karen Hinton as OSFC Local Governor and agreed to not seek to source a replacement for Karen until after the LGB review has concluded.

### **10.2. Trust's Governance Arrangements**

Following the departure of the former Clerk in May 2020 and cognisant of the growing scope of the Trust's governance responsibilities as a growing MAT, the Trust conducted research into the governance management arrangements of growing and/or large successful MATs (such as David Ross Education Trust, AET) and MATs which the DfE consider best practice (such as Harris Federation) and the Trust decided to replicate their distributed governance management structure. For 2020/21, the Trust has redistributed the Trust's Governance Management responsibilities across 4 people, as follows:

- Maxine Ward, MAT Governance expert, is acting as advisor to the Trust and is supporting the Trust to conduct a governance review (updating the Scheme of Delegation, Articles of Association, policies, handbook, etc.).

- Teresa Elkin, Clerk, is the Trust's designated Clerk who attends meetings, takes minutes, etc.
- Stephen Jones, CFO, has become the Trust's Company Secretary.
- Suzannah Gales, Board Secretary and PA to the CEO, is leading on coordinating governance and acting as a single point of contact for Members, Trustees, Local Governors, the Clerk and Executive.

**10.3. Strategy and Strategic Conference**

Due to Covid-19 and the need for social distancing, we are unable to host the annual Strategic Conference (scheduled for 21 January 2021) as a 1-day physical meeting as planned. Given the multitude of strategic matters to consider, discuss, and plan for, the Board agreed to replace the 1-day Strategic Conference with regular (half-termly) twilight 'Briefing Strategy Seminars', to enable us to debate strategy more effectively throughout the year.

The Board **agreed** the extension of the Trust's common strategy with its sponsor, for a further 18 months in order to develop the next common (ECG) strategy at the 2022 Strategic Conference.

**11 Any Other Business**

• **College Closure over Christmas Period**

There was unanimous Board support for the Executive's plan to 'gift' Trust staff with 3 additional days annual leave to use over the Christmas period to enable all staff (support and teaching staff) to have a full 2 weeks break over the holiday period in recognition of their hard work during this unprecedented period.

Date of next meeting:

- Friday 26 March 2021 at 2pm

The meeting closed at 4.08pm