

## **BOARD OF TRUSTEES**

### **Minutes of the hybrid Trustee Board meeting held on 8 July 2021 at 2pm**

**Present physically:** E D'Souza, Chair (items 1 – 12) N Savvas, CEO (items 1 – 11)  
A Maltpress (items 1 – 13) S Clarke (items 1 – 12)  
C Higgins, Vice Chair (items 1 – 12) S Daley, Vice Chair (items 1 – 12)

**Present virtually:** C Ridgeon (items 1 – 13) K Points (items 1 – 13)  
D Wildridge (items 1 – 7.2) R Murray (items 1 – 12)  
J Wakelam (items 1 – 10)

**In Attendance:** A Thorpe, ASFC Student Services Manager (items 1 – 10)  
D Gartland, ASFC Principal of ASFC (items 1 - 10)  
G Chittock-Nash, OSFC Vice Principal – Students (items 1 - 10)  
J Raffel, Group Finance Director (items 1 – 13)  
J Robson, OSFC Vice Principal – Curriculum (items 1 - 10)  
R Bamford, SAT Vice Principal, Quality, Data and MIS (items 1 - 10)  
R Stevenson, Group Operations Director (items 1 - 10)  
S Graham, Group HR and Shared Services Director (items 1 -13)  
S Gales, Board Secretary (items 1 -13)  
S Jones, CFO (items 1 -13)  
S Small, ASFC Assistant Principal Curriculum (items 1 - 10)  
T Elkin, Clerk (items 1 -13)

**Apologies:** M Whittingham  
R Inman  
S Healey Pearce

1 **Declaration of Interests**

CHiggins, ED'Souza, JWakelam, NSavvas, SClarke, and SDaley declared their roles as Governors of West Suffolk College.

2 **Apologies for Absence**

Apologies for absence were received from MWhittingham, RInman and SHEaleyPearce.

3 **Minutes and Matters Arising from meetings on:**

• **26 March 2021**

The minutes of the meeting on 26 March 2021 were **agreed** as an accurate record of the meeting. The matters arising from the meeting had either been completed or, where ongoing, the update was included within the papers.

• **23 April 2021**

The minutes of the meeting on 23 April 2021 were **agreed** as an accurate record of the meeting. There were no matters arising from the meeting.

4 **CEO's Briefing**

The Board received and reviewed the report summarising the work this term, including the progress of best practice sharing groups and shared services, student awards, enrichment activities for students, promotional events and media presence as well as a strategic update on the operations of the Trust's Sponsor.

NSavvas commended the team for their outstanding leadership during an unprecedented year due to the pandemic, where the Trust had to rapidly adjust to respond to government

Action

guidance, implement Covid-19 mitigation measures, transition to remote working and learning and establish ways to continue to support and engage students, and to continue with assessments in a virtual environment. NSavvas noted that our Group structure, with dedicated teams for each function led by highly-qualified experts, has been of huge value to the Trust as it created the capacity to deal with the changes without adversely affecting teaching and learning or our ability to support the community we serve. NSavvas noted that despite the year of changes, teams have been sharing best practice across all areas to continue to improve the quality of provision and student experience, and to create new opportunities for our students and staff. NSavvas commended every part of the Trust for an exceptional year, where we managed to balance the finances, expand our provision, open a new sixth form building, support the welfare of students and staff, create and implement the Teacher Assessed Grading process and start work to tackle big societal issues such as decolonising the curriculum and to address unconscious bias.

Trustees commended the Executive and all the staff for their outstanding work and contribution throughout the year. Trustees discussed how fortunate our students were to have such dedicated staff and ED'Souza discussed the feedback from students and parents thanking staff for their support and the quality of service they provided throughout the year. Trustees asked the CEO to convey the Board and community's sincere thanks to the staff.

NSavvas

Trustees noted how encouraging it is that Group working is achieving both significant financial and qualitative benefits, citing collaboration on creating the Teacher-Assessed Grade process.

Trustees queried how the Ofsted 'Intelligence Gathering' visits at ASFC and OSFC went. DGartland and JRobson summarised the experience of the Ofsted inspectors during their visits, and noted the feedback given was very positive.

Trustees queried what support has been put in place to support students transition from school into our colleges. AThorpe noted that we are working closely with schools, providing summer reading lists/works, as well as working to keep warm students in readiness for the start of term. GChittock-Nash added that we are also creating capacity within our welfare teams to support students wellbeing and mental health; and we are cognisant of the legacy impact of Centre/Teacher-Assessed Grades on students' academic confidence, potential gaps in learning and lesser exam preparedness skills.

## **5 Committee Chairs' Summary Reports**

### **5.1 LGB Overview**

#### **5.1.1 Update on Assessment Grading and student welfare**

The Board received a summary paper of the items discussed by the LGB Committees, including analysis of the Teacher-Assessed Grade assessments and how the process has ensured fairness and the removal of unconscious bias, an update on safeguarding and student welfare, and an update on attendance, retention and student survey results.

Trustees queried what the appeal process is for the Teacher-Assessed Grade process. RBamford summarised the appeal process and how the Teacher-Assessed Grades are reviewed by the exam board. RBamford also summarised how governance will be involved in oversight of any appeals received and the actions taken.

Trustees queried ASFC's results and, given these are so high, whether the exam boards are likely to regrade these. RBamford answered that that the assessment evidence used to create the Teacher Assessed Grades is robust so he has great confidence that should the exam boards sample these, they are unlikely to regrade.

Trustees queried the result of the student survey whereby 66% of students answered: "When onsite, I can find somewhere to study comfortably during my independent study session" and queried, given that one third of students do not feel they have somewhere to

study comfortably, what is being done to address this. RStevenson answered that this is, at least in part, due to the pandemic and the outcome of the introduction of social distancing measures onsite (which has reduced space within the colleges), so will improve if social distancing rules are relaxed. RStevenson and the team are also looking how to improve independent study spaces if social distancing measures remain.

## 5.2 Audit Overview

The Board received the minutes of the Audit Committee and JWakelam summarised the discussions at the last Committee meeting. The internal auditors (M+A Partners) completed 3 audits in 2020/21: Risk Management (**amber** assurance rating), Key Financial Controls (**green** assurance rating) and Procurement (**green** assurance rating). The internal auditors have been commissioned to undertake 3 audits in 2021/22: Key Financial Controls (payroll), Risk Register (mitigating controls) and Oversight and Governance. There were 9 data breaches in 2020/21 (2 at ASFC: 1 in March and 1 in June; and 7 at OSFC: 1 in March, 1 in April, 2 in May and 3 in June); all of which have been investigated and actions required have been carried out. Of these, there was 1 reportable break (at OSFC) which has been reported to the ICO and the data subject has been informed. There was 1 Subject Access Request in 2020/21 (1 at OSFC in November).

JWakelam, on behalf of the Audit and Risk Management Committee, thanked SJones and JRaffel for their exemplary work for the Committee.

### 5.2.1 Risk Register

The Board received and considered the Risk Register. JWakelam summarised the current status of risks that the Audit Committee identified and noted there are currently **2 red**, **11 amber**, **3 yellow** and **4 green** status risks. 4 new risks were added to the register: one relating to failure to achieve targeted savings in 2021/22, one relating to failure to obtain ESFA approval for RPTs, one relating to student outcomes as a result of the impact of Covid-19, and the risk of access to key systems due to malicious or illegal activity. 1 risk was removed from the register, relating to the risk of not achieving a shared vision.

Trustees thanked the Audit and Risk Management Committee for creating a risk register which is live document which truly reflects the current and upcoming risks to the Trust.

## 5.3 Finance Overview

The Board received a report including the Finance and KPI reports reviewed by the Finance Committee, along with the updated Financial Regulations document and Reserves Policy commended by the Finance Committee for consideration and approval. SClarke summarised the discussions at the last Committee meeting and noted that the year to date position is a contribution to reserves of £954k with a full year forecast position of £254k contribution to reserves. The 2021/22 Budget shows an operating surplus (pre capital expenditure) of £624k and the 3-year Forecast shows a planned contribution to reserves (before capital expenditure) in each year.

SClarke summarised the updates proposed to the Financial Regulations, which have been updated to comply with the latest guidance and to create an agile approval process to support the Trust's ability to apply for funding pots with short timescales. Trustees discussed that the agile approval process will be supported by a bid register to ensure the Finance Committee and Board has oversight of all bids in process.

### 5.3.1 Financial Regulations

The Board considered and **unanimously approved** the Trust's Financial Regulations, subject to updates to the Governance section to reflect the governance structure for 2021/22 *as discussed in Agenda item 9*.

The Board considered and **unanimously approved** the Trust's Reserves Policy.

### 5.3.2 2021/22 Budget and 3-year Financial Plan

The Board considered and **unanimously approved** the Trust's 2021/22 Budget and 3-year Financial Plan.

ED'Souza commended the exceptional financial management of the Trust, throughout a pandemic, with the context of exceptionally high-quality buildings to maintain. NSavvas agreed and added that, given ASFC did not recruit the student numbers planned, it is truly an exceptional achievement of the Trust to balance the budget without lessening the student experience or quality of teaching and learning.

SClarke, on behalf of the Finance Committee, thanked SJones for his exemplary work over the years and on behalf of the Committee.

### 5.4 Property Overview

The Board received a report including the minutes of the Property Committee and a summary of Covid-19 mitigations, update on managed services and contracts, and an overview of the planned summer and future works, along with the updated Property Strategy commended by the Property Committee for consideration and approval. DWildridge summarised the discussions at the last Committee meeting: all statutory compliance servicing and maintenance has been completed on time, the Property Strategy is now linked clearly to the Reserves Policy and the Reserves Strategy, and the Property Strategy will now be regularly revised to respond to funding and strategic opportunities.

Trustees commended the inclusion of sustainability throughout the Property Strategy.

DWildridge, on behalf of the Property Committee, thanked RStevenson and his team for their exemplary work navigating the ever-changing guidance throughout the pandemic to keep the colleges safe for students and staff.

#### 5.4.1 Property Strategy

The Board received and reviewed the updated Property Strategy. The Board **unanimously approved** the Property Strategy.

### 6 Trust and Academy Policies

RBamford explained that following a review by Browne Jacobson LLP three policies (*Agenda items 6.1, 6.5 and 6.6*) previously reviewed by the Board, have been significantly updated and so are being resubmitted for consideration and approval.

#### 6.1 Corporate Health and Safety Policy

The Board received and reviewed the policy. The Board **unanimously approved** the updated policy.

#### 6.2 ASFC [site-specific] Health and Safety Policies

The Board received and reviewed the policy for ASFC. The Board **unanimously approved** both policies.

#### 6.3 OSFC [site-specific] Health and Safety Policies

The Board received and reviewed the policy for OSFC. The Board **unanimously approved** both policies.

#### 6.4 SAT Charges and Remissions Policy

The Board received and reviewed the policy. The Board **unanimously approved** the policy.

#### 6.5 SAT Complaints Policy

The Board received and reviewed the policy. The Board **unanimously approved** the updated policy.

#### 6.6 Disclosure of Matters of Public Interest (Whistleblowing) Policy

The Board received and reviewed the policy. The Board **unanimously approved** the updated policy.

Trustees queried whether policies will be aligned across the Group to share best practice and create consistency. NSavvas noted this is the next phase of work which is underway.

**7**  
**7.1** **Statutory Compliance Report**  
**Safeguarding**

The Board received and considered a paper summarising safeguarding concerns and the support in place for students and, plans to develop a Group suicide safer strategy and to establish three executive Boards to support scrutiny of Safeguarding, Equality Diversity and Inclusivity, and Progression. KPoints commended the work of the student support team in supporting students throughout the pandemic and, of leadership who have proactively tried to tackle the issues affecting our students.

GChittock-Nash informed of funding which OSFC has been awarded, as part of the Ipswich Opportunity Area, and funding which the Group has been awarded, as part of work with CPL group, to fund the innovative work of the student services team.

Trustees discussed the rising cases of suicide attempts and discussed the experiences of the university sector and whether it would be worth sharing best practice with this sector to inform our suicide safer strategy. GChittock-Nash agreed to explore this and noted that more work needs to be done to support students as they transition to university.

GChittock-Nash

The Board also discussed that, due to the pandemic, there are cohorts of students who haven't had the usual adolescent exploratory environment and so this may create legacy issues affecting the behaviour of future cohorts.

**7.2** **Health and Safety**

The Board received a paper summarising the accidents, incidents, RIDDOR, fire and first aid data and the Trust's Covid-19 response. AMaltpress commended the work of the health and safety team in keeping the sites safe throughout the pandemic and noted that for next academic year the team will be establishing an executive board to support scrutiny of Health and Safety.

*DWildridge left the meeting at 3.58pm*

**8** **Gender Pay Gap Report**

The Board received and considered the Gender Pay Gap report based on data analysed on 31 March 2020. SGraham summarised the report:

- The mean gender pay gap is 19.22% (compared to 25% in the education sector nationally)
- The median pay gap of 31.21%.

SGraham noted that data is skewed by there being more females in each band and, as a result of the roles in which men and women work within the organisation and the salaries that these roles attract (e.g. teaching staff earn more than support staff). SGraham also noted that the data doesn't reflect the inclusivity of our contract options (because we offer term time and part time contracts) which makes us an attractive employer for those who need to balance family life with a career.

The Board **unanimously approved** the report for submission.

Trustees discussed whether the Gender Pay Gap reports of suppliers should be considered when we consider procurement suppliers. NSavvas to consider this with the team.

NSavvas

**9**  
**9.1** **Governance Report**  
**Summary of training undertaken in 2020/21**

The Board received a paper outlining the training undertaken by Trustees, in addition to their mandatory training modules.

**9.2 Results of the meeting preference and feedback survey**

The Board received the anonymised meeting preference survey results from both Trustees and LGB Committee members. The Board noted the preference to keep a virtual attendance option and **agreed** to run hybrid Board and Committee meetings for 2021/22 (with options for both physical and virtual attendance); except for the Strategic Conference which will be physical attendance only.

**9.3 Update on External Governance Review**

The Board noted that the External Governance Review was delayed due to Maxine Ward being on long-term sick.

**10 Any other business**

• **Articles of Association**

SGales informed that the Members have signed the special resolution to adopt the new Articles of Association and these have now been filed with Companies House.

• **CFO Recruitment**

SClarke informed all that, following SJones resignation, members of the Finance Committee, CEO and Group HR Director met to discuss the recruitment plan. SClarke noted that members of the Finance Committee, CEO and Group HR Director intend to interview an internal candidate on Wednesday 21 July 2021. SClarke invited all Trustees to join the second part of the interview, on Thursday 22 July, to receive a virtual presentation from the internal candidate.

• **Thank you**

ED'Souza, on behalf of the Trust Board, thanked the Executive for their exemplary work throughout the pandemic to achieve such success both in terms of quality and finances.

• **Baroness Berridge's [speech to the Sixth Form Colleges Association \(SFCA\)](#)**

ED'Souza noted that Baroness Berridge (Parliamentary Under Secretary of State -Minister for the School System), unbeknown to us, praised the Trust and our Group; noting "*being part of a strong family [...] can deliver clear benefits for teaching and pupil outcomes.*"

• **Keeping Children Safe in Education 2021 edition**

SGales noted that this has been updated. SGales agreed to circulate to Trustees to read, and to arrange training for Trustees to support understanding of the changes.

Date of next meeting

- 16 December 2021 at 2pm

*AThorpe, DGartland, GChittock-Nash, JRaffel, JRobson, JWakelam, RBamford, RStevenson and TEIkin left the meeting at 4.37pm*

**9 Governance Report**

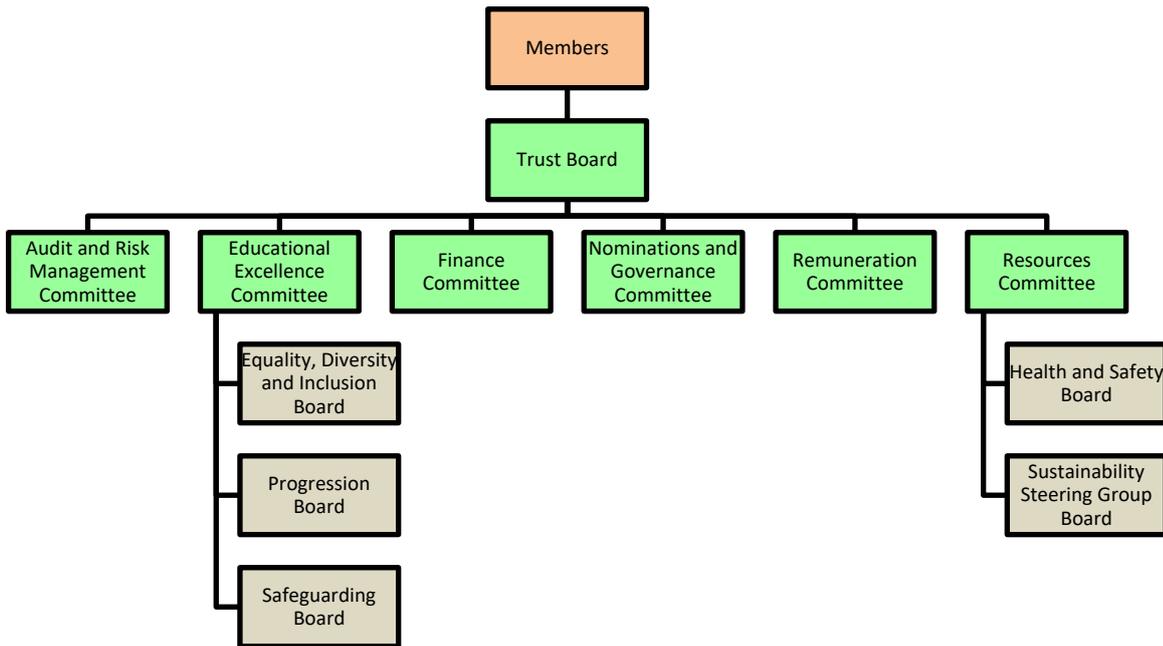
**9.4 Governance and Committee Structure for 2021/22**

The Board received and considered a paper outlining the changes proposed to the current Governance and Committee structure including draft terms of reference for the proposed committees. The Board **unanimously agreed** to:

- wind down the Appointments and Governance Committee and establish a Nominations and Governance Committee
- wind down the Property Committee and establish a Resources Committee
- establish Executive Boards, with Trustee leads, which report into the Committees

Clerk

to create the following Governance structure (Green = governance committee reporting to the Board, Grey = executive board reporting to the governance committee).



**9.5 Membership for 2021/22**

The Board received and considered a paper outlining the proposed membership of the 2021/22 Committee structure. The Board **unanimously agreed** with the proposed membership (noting that Sarah Healey Pearce is also to be a member of the Educational Excellence Committee) and, for 2021/22, appointed:

*ED’Souza, CHiggins and SDaley left the meeting while the Board discussed the appointment of Chair and Vice Chair and re-joined the meeting once the Board had reached verdict.*

- Trustee Board: Elton D’Souza as Chair, and Chris Higgins and Sue Daley as co Vice Chairs
- Audit and Risk Management Committee: Roger Inman as Chair, and Julia Wakelam as Vice-Chair.
- Educational Excellence Committee: Sue Daley as Chair, and Karen Points as Vice-Chair.
- Finance Committee: Steve Clarke as Chair, and Debbie Wildridge as Vice-Chair.
- Nominations and Governance Committee: Elton D’Souza as Chair, and Chris Higgins as Vice-Chair.
- Remuneration Committee: Sarah Howard as Chair, and Sue Daley as Vice-Chair.
- Resources Committee: Chris Higgins as Chair, and Debbie Wildridge as Vice-Chair.

**9.6 Scheme of Delegation, Standing Orders and Code of Conduct**

The Board agreed with the proposal to instruct the Trust’s lawyers to prepare the update scheme of delegation, standing orders and code of conduct for 2021/22; and for the Clerk to circulate these documents to the Board to review and approve electronically.

Clerk

**9.7 Annual Calendar of Meetings 2021/22**

The Board received and considered a paper outlining the proposed meeting dates for the 2021/22 Committee structure. The Board **unanimously agreed** with the proposed meeting dates for 2021/22 and, as a result of the preference survey, to run hybrid meetings (i.e. with a physical and virtual joining option) but with a physical attendance only strategic conference in January 2022.

**9.8 Appointment of Clerk**

*SGales left the meeting while the Board discussed this item and re-joined the meeting once the Board had reached verdict.*

The Board received and considered a paper outlining the proposed clerking arrangement for 2021/22.

The Board **unanimously agreed** to appoint Suzannah Gales as Trust Clerk, with support from the Trust's lawyers, as required, to provide independent MAT Governance advice.

#### 9.9 **Academy Trust Handbook 2021 (formerly AFH)**

The Board noted the recently published document which comes into effect from 1 September 2021.

#### 11 **Minutes and Matters Arising from extraordinary Trust Board meeting on 25 June 2021** **– Confidential item**

#### 12 **CEO and CFO Contracts**

In accordance with Clause 1.26 of the 2020 Academies Financial Handbook: *The board must also appoint, in writing, a named individual as its accounting officer [...] the accounting officer should be employed by the trust. The trust must obtain prior ESFA approval if it is proposing, in exceptional circumstances, to appoint an accounting officer who will not be an employee.* Whilst the Trust has a pre-existing arrangement (since the Trust was established in 2015) for the CEO and CFO to be common appointments across the Trust and its' Sponsor administered via SLA between WSC and SAT, the ESFA rejected the SLA for 2020/21 so we therefore need a solution for 2021/22 and beyond, that meets the requirements and does not constitute a reportable breach for the auditors, does not disadvantage the CEO and CFO, and provides security of leadership for both the Trust and its sponsor.

The Board received and considered a paper outlining 4 proposed solutions:

Option 1: SAT employs the CEO and seconds the CEO to WSC

Option 2: WSC employs the CEO and seconds the CEO to SAT

Option 3: SAT and WSC have individual part-time contracts of employment with the CEO

Option 4: Joint Employment whereby the CEO employed is jointly by SAT and WSC

The Board discussed the pros/cons of each option above, the impetus for implementing an option now and the update on the Pathfinder project.

*RMurray left the meeting at 5.16pm*

The Board **agreed** to implement option 3 to employ the CEO with two distinct and separate contracts (a 0.6fte contract with WSC and a 0.4fte contract with SAT) as this will satisfy the requirements and is agreeable to the current postholder; but noted that the medium-term aim is to implement option 2, whereby WSC employs the CEO and seconds the CEO to SAT, and a short-term commitment to continue to lobby the ESFA through the Pathfinder project. The Board noted that this option would incur additional personal NI contributions for the CEO, so the Board **agreed** to an additional allowance to ensure that the CEO does not lose financially. The Board **agreed** to instruct the Trust solicitors to create the agreements, with a clause signed by all parties to ensure that if employment ends in one of the contracts for any reason other than gross misconduct effecting both parties that upon the termination of one contract the other party agrees to increase back to 1.0fte.

Similarly the Board **agreed** to implement option 3 to employ the CFO with two distinct and separate contracts (a 0.6fte contract with WSC and a 0.4fte contract with SAT) and note that the medium-term aim to implement option 2, whereby WSC employs the CFO and seconds the CFO to SAT, and a short-term commitment to continue to lobby the ESFA through the Pathfinder project. The Board noted that this option might incur additional personal NI contributions for the CFO, depending on the salary of the future CFO

SGraham

appointment, and likewise the Board **agreed** to an additional allowance to ensure that the CFO does not lose financially. The Board **agreed** to instruct the Trust solicitors to create the agreements, with a clause signed by all parties to ensure that if employment ends in one of the contracts for any reason other than gross misconduct effecting both parties that upon the termination of one contract the other party agrees to increase back to 1.0fte.

Action  
SGraham

The Board asked to receive a paper outlining the cost associated with implementing option 3 compared to continuing with the current SLA arrangement.

SGraham

**13** **SLAs in Progress**

The Board received and reviewed a paper summarising the related party transactions (SLAs with its sponsor, West Suffolk College) including those ongoing, rejected and for the next academic year.

Meeting closed at 5.35pm