

BOARD OF TRUSTEES

Minutes of the hybrid meeting held on 16 December 2021 at 2.00pm

Present physically: E D'Souza, Chair S Healey Pearce
N Savvas, CEO

Present virtually: C Higgins, Vice Chair R Murray (part)
C Ridgeon R Inman
D Wildridge (part) S Clarke
J Wakelam S Daley, Vice Chair
M Whittingham

In Attendance: D Gartland, Principal ASFC
G Chittock Nash, Group Vice Principal Students and Admissions
J Raffel, CFO
J Robson, Head of Centre OSFC
R Bamford, Group Vice Principal Data and MI
R Stevenson, Group Operations Director
S Gales, Governance Professional
S Graham, Group HR Director

Apologies: A Maltpress
K Points

1 Declaration of Interests and Apologies for absence

CHiggins, ED'Souza, JWakelam, NSavvas, SClarke and SDaley declared their roles as Governors of West Suffolk College. RInman declared his role as Partner of Stone King LLP which has, through the Pathfinder initiative, advised the Trust and its sponsor. No other conflicts of interest in relation to the items of the agenda were declared.

Apologies were received from A Maltpress and K Points.

2 Minutes of the meeting held on 8 July 2021

The minutes of the meeting held on 8 July 2021 were **agreed** as an accurate record.

3 Matters Arising from meeting on 8 July 2021

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

MA4 Trustees asked the CEO to consider and advise on the metrics we should use when considering suppliers in terms of their equality and inclusivity, and bring a suggestion to the Resources Committee in the summer term.

MA5 SGales advised that all Trustees have read the 2021 KCSiE and that Trustees and Committee members undertook KCSiE training, and the recording of this is on GovernorHub for reference.

MA8 NSavvas advised that as the CEO and CFO are now direct employees of the Trust, rather than procured by an SLA, this is no longer applicable.

4 CEO's Briefing

Trustees received and considered the CEO's Briefing summarising the performance and operational update of activities at the Trust and its Colleges; and of the Trusts sponsor (WSC).

NSavvas informed that both ASFC and OSFC are both self-assessing as Outstanding and noted that this self-assessment has been externally verified. NSavvas summarised the tremendous success of our students across all curriculum areas; and commended the staff for their ongoing performance and creating a culture which

Action

NSavvas

focuses on students whilst continuously striving for improvement and embracing best practice sharing across the Group.

NSavvas summarised the work of the Group functions including the: quality assurance and quality improvement teams, to continuously develop practices to improve student experience and outcome; the equality, diversity and inclusion team, who are working on multiple projects to increase inclusivity and remove barriers to learning and progression; and the admissions/careers education and all staff to create a culture which supports progression. NSavvas also summarised the work to provide wrap-around support to students and the work across the Group to share best practice to enrich curriculum and student experience, as well as share activities and opportunities to benefit all students in the Group.

NSavvas gave an overview of the work of the support function teams; with HR creating more robust processes and supporting staff throughout the pandemic, Finance improving processes whilst under taking the year-end accounts and audits all under the leadership of a new CFO, Operations continuing to keep our campuses safe whilst improving physical and virtual resources and successfully winning bids to sustainably fund future developments of our estate to support our students and community.

DWildridge joined the meeting at 2.25pm

ED'Souza, DWildridge, SDaley and JWakelam attended the Executive's ECG Best Practice Sharing meeting this week and gave feedback that they were very impressed by the fruits of collaboration across the Group.

ED'Souza shared feedback that, on the back of our success, our relationships with the DfE and ESFA continue to improve.

Trustees thanked the Executive and all the staff for their dedication and outstanding practice; in achieving such success especially in the context of the pandemic.

5 Committee Chair's Summary Reports:

5.1 Educational Excellence Committee Overview

Trustees received and considered the report provided which summarised the discussions at and recommendations of the Educational Excellence Committee meetings in the Autumn Term.

SDaley, as Committee Chair, noted that this has been the first term of this Committee and gave feedback that it has been really effective in not just reviewing the papers but also asking really probing questions to gain assurance.

The Committee reviewed both colleges 2020/21 Self-Assessment Reports, both colleges 2020/21 Quality Improvement Plans, considered KPIs to monitor student progress and experience so far in 2021/22, received updates in regard to student welfare and support, including information on safeguarding and the results of student induction perception surveys, reviewed the complaints and compliments logs for 2020/21 to ascertain any themes or concerns, received executive summaries and the minutes of the Executive Board meetings (EDI, Progression and Safeguarding), reviewed both college's Child Protection and Safeguarding Policy including Adult at Risk policies, and received updates from the Executive as to how the Group is structured and plans to share best practice and align processes.

5.1.1 ASFC Self-Assessment Report 2020/21

Trustees considered the Self-Assessment Report which had been reviewed and recommended by the Educational Excellence Committee. Trustees commended the outstanding practice and evidence provided, underpinning Grade 1 across all areas and overall.

The Board **approved** the Self-Assessment Report.

5.1.1 OSFC Self-Assessment Report 2020/21

Trustees considered the Self-Assessment Report which had been reviewed and recommended by the Educational Excellence Committee. Trustees commended the outstanding practice and evidence provided, underpinning Grade 1 across all areas and overall.

The Board **approved** the Self-Assessment Report.

5.1.3 Safeguarding Report

Trustees received the termly safeguarding report and OSFC's annual safeguarding report which had been scrutinised by both the Safeguarding Board and the Educational Excellence Committee.

5.2 Resources Committee Overview

Trustees received and considered the report provided which summarised the discussions at and recommendations of the Resources Committee meeting in the Autumn Term.

CHiggins, as Committee Chair, noted that this has been the first term of this Committee and gave feedback that it was helpful to bring together the strategies of IT, Estates, HR, H&S, Learning Resources Centres etc. to help coordinate the ambitions of the Trust.

The Committee received an executive summary and the minutes of the Executive Board meeting (Health and Safety), considered key performance indicators for HR, received the operational and strategic updates for HR, Property, IT and Learning Resources, reviewed the Trust's Covid-19 mitigation plan and reviewed the Trust's major works and capital investment bids.

CHiggins also noted the very low instances of staff absences and low staff turnover, which evidenced the strength of the Trust and the HR team in supporting staff throughout the pandemic.

CHiggins informed that the Trust also reviewed and approved the proposal to replace the HVAC system at OSFC and noted that we have applied for external funding to fund this.

5.2.1 Health and Safety Annual Report 2020/21

Trustees received the annual report which had been scrutinised by the Health and Safety Board.

CHiggins, as Trustee Lead for H&S, gave feedback that the H&S Board was very effective and significant plans are in place to continue to mitigate the impact of Covid-19 to protect staff and students. CHiggins noted there is a real culture whereby everyone contributes and complies with Covid-19 mitigations.

5.3 Finance Committee Overview

Trustees received and considered the report provided which summarised the discussions at and recommendations of the Finance Committee meetings in the Autumn Term.

SClarke, as Committee Chair, noted the Trust achieved a surplus last year of £967k whilst continuing to significantly invest in the estate and resources whilst incurring loss of income due to impact of lockdown and recruiting less students to ASFC than planned, which is a great result especially in a year of tremendous uncertainty.

The Committee reviewed the Trust's Annual Report and Financial Statements for year ending 31 August 2021, considered key performance indicators to monitor financial performance so far in 2021/22 and reviewed the Trust's enrolments and applications compared to budgetary assumptions.

SClarke noted that the performance so far this year is behind the budget, largely due to staffing costs, however noted that as it is very early in the year there is sufficient time to reforecast and reprofile so the Committee are not overly concerned.

RMurray left the meeting at 2.53pm

5.3.1 Annual Report and Financial Statements for year ending 31 August 2021

Trustees received and considered the Annual Report and Financial Statements, an earlier version had been reviewed and recommended by the Finance Committee.

NSavvas informed that there is a regularity issue resulting from the ESFA's rejection of our related party transactions with our sponsor.

NSavvas and JRaffel summarised the material changes between the version reviewed by the Finance Committee and that provided to the Trust Board:

- Changes to the Accounting Officer's *Statement of Regularity, Propriety and Compliance*; to explain additional context for how the regularity issue occurred and of our work with the ESFA and our Auditors to implement appropriate changes and to mitigate risks to the Trust.
- Inclusion of the Auditor's *Independent Auditor's Report on the Financial Statements to the Board of Trustees of Suffolk Academies Trust* and the *Independent Reporting Accountant's Assurance Report on Regularity to Suffolk Academies Trust and the Education & Skills Funding Agency*

Trustees queried if there is an issue on the auditing of financial statements or is it just on regularity. JRaffel confirmed that there is only an issue on regularity.

NSavvas informed that we have written assurance from the ESFA that they will not take action as a result of the regularity issue. Trustees queried whether this has adversely affected the Trust's relationships with ESFA. NSavvas informed that it is has not.

DWildridge left the meeting at 3.10pm

The Trust Board took at break at 3.15pm and resumed at 3.30pm

Trustees queried the wording in the Auditor's report noting improper conflict of interest management at the Trust Board meeting in July 2020; and whether there is sufficient evidence elsewhere to provide assurance that the Trust is now managing conflict of interest appropriately. JRaffel noted there is evidence throughout the document, and this is strengthened by the written assurance from the ESFA that as our regulators that they will not be taking action, therefore there is very low risk to the Trust. SGales and NSavvas noted that the Trust has also undertaken significant governance changes to ensure the Trust manages conflict of interest appropriately.

JRaffel informed that due to the regularity finding, the Auditors need to have their findings reviewed by another partner for sign off. As such, the Trustees **approved** the current version of the Annual Report and Financial Statements, and **delegated powers to ED'Souza and NSavvas** to review any further changes and to approve and sign the Annual Report and Financial Statements if minor amendments or, to reconvene the Trust Board to approve if material changes.

5.4 Audit and Risk Management Overview

Trustees received and considered the report provided which summarised the discussions at and recommendations of the Audit and Risk Management Committee meetings in the Autumn Term.

RInman, as Committee Chair, noted that the Trust continues to be well managed through policies and procedures which has been verified by both our internal and external auditors.

The Committee reviewed the Annual Report of the Internal Auditors 2020/21, the Annual Report of the Audit Committee 2020/21, the Financial Auditor's Findings Report for the year ending 31 August 2021, the Trust's Risk Register to ensure that the Trust had identified pertinent risks and put in place appropriate and effective mitigations in place to minimise risk, the internal audit schedule for 2021/22 and reviewed the findings reports of the internal auditors so far in 2021/22 and received updated in regard to GDPR, subject access requests, freedom of information and data breaches, to ensure proper process was followed and effective measures put in place to lessen the risk to the organisation.

5.4.1 Annual Report of the Internal Auditors 2020/21

Trustees received, considered and **approved** the Annual Report of the Internal Auditors, which had been reviewed and recommended by the Audit and Risk Management Committee.

5.4.2 Annual Report of the Audit Committee 2020/21

Trustees received, considered and **approved** the Annual Report of the Audit Committee, which had been reviewed and recommended by the Audit and Risk Management Committee.

Rinman noted that the Audit and Risk Management Committee continues to robustly consider the value for money of the related party transactions with the sponsor; and SClarke added that the Finance Committee also reviewed value for money annually. Rinman and JRaffel to work together to discuss how to strengthen this evidence.

Rinman
JRaffel

Dwildridge re-joined the meeting at 3.50pm

Jwakelam commended the work of the Committee to improve risk assurance and the format and methodology of the risk register.

5.4.3 Financial Auditor's Findings Report for the year ending 31 August 2021

Trustees noted that the final version of the Financial Auditor's Findings Report was incomplete and will be circulated for electronic approval. Rinman informed that the audit of the financial statements returned one unadjusted misstatement however this was not considered material. The audit of regularity assurance was the main area of development.

Trustees **agreed** to receive and review the Financial Auditor's Findings report electronically and to **delegate authority** to ED'Souza to approve its submission.

ED'Souza

5.4.4 Financial Statements Letters of Representation

Trustees considered and **approved** the Letter of Representation. The Chair and Accounting Officer signed the Letters and asked the CFO to submit.

5.4.5 Regularity Assurance Letter of Representation

Trustees considered and **approved** the Letter of Representation. The Chair and Accounting Officer signed the Letters and asked the CFO to submit.

5.4.6 Risk Register

Trustees received and considered the risk register, as reviewed by the Audit and Risk Management Committee.

The register currently identifies **1 red**, **6 amber**, **8 yellow** and **5 green** status risks. Of which, 11 risks have had no change in post mitigation score, 6 risks have reduced in score and 2 risks have increased in score; with 1 new risk added (R031 relating to the increasing severity and occurrence of welfare and behavioural issues impacting on student outcomes) and 1 risk removed (R018 relating to the failure to recruit adequate student numbers) to the register.

Rinman summarised the changes made to improve the register and to challenge the risks and mitigations to ensure it remains a live document.

Trustees noted that whilst the Risk Register is a live document available to all on GovernorHub, it would be beneficial for each Committee to review the relevant risks at their Committee meetings. SGales to invite Trustees to the next Audit and Risk Management Committee to discuss ideas to continue to improve the Risk Register.

6 Policies

6.1.1 **ASFC Child Protection and Safeguarding Policy inc. Adults at Risk**

Trustees considered the policy which had been reviewed and recommended by both the Safeguarding Board and the Educational Excellence Committee. The Board **approved** the policy.

6.1.2 **OSFC Child Protection and Safeguarding Policy inc. Adults at Risk**

Trustees considered the policy which had been reviewed and recommended by both the Safeguarding Board and the Educational Excellence Committee. The Board **approved** the policy.

6.1.3 **Corporate Health and Safety Policy**

Trustees considered the policy which had been reviewed and recommended by the Health and Safety Board. The Board **approved** the policy.

6.1.4 **ASFC Health and Safety Policy**

Trustees considered the policy which had been reviewed and recommended by the Health and Safety Board. The Board **approved** the policy.

6.1.5 **OSFC Health and Safety Policy**

Trustees considered the policy which had been reviewed and recommended by the Health and Safety Board. The Board **approved** the policy.

7 Governance

Trustees received and considered the report provided which summarised the discussions at and recommendations of the Nominations and Governance Committee meetings in the Autumn Term. The report also provided an update on plans to recruit a new Finance Committee Chair; and to implement the action plan arising from the external review of governance.

The Committee reviewed the membership, EDI profile and attendance of Trustees at both Trust Board and Committee level to determine whether action may be needed, the skillset of Trustees at both Trust Board and Committee level to determine where additional training may be needed, considered the vacancies at Trust Board and Committee level and agreed the number of vacancies to attempt to fill along with the skillsets needed and the process for recruitment, and considered the updated governance documentation including code of conduct, role descriptions for parent and staff committee members, role descriptions for trustee leads, updated standing orders and appointment and term of office policy.

Code of Conduct for 2021/22

Trustees reviewed and **approved** the Code of Conduct, as reviewed and recommended by the Nominations and Governance Committee.

Governance Handbook for 2021/22

Trustees reviewed and **approved** the Governance Handbook, as reviewed and recommended by the Nominations and Governance Committee.

Standing Orders for 2021/22

Trustees reviewed and **approved** the Standing Orders, as reviewed and recommended by the Nominations and Governance Committee.

Appointment and Term of Office Policy

Trustees reviewed and **approved** the Appointment and Term of Office Policy, as reviewed and recommended by the Nominations and Governance Committee.

Trustee role description

Trustees reviewed and **approved** the role descriptor for Trustees, as reviewed and recommended by the Nominations and Governance Committee.

Parent Committee member role description

Trustees reviewed and **approved** the role descriptor for Parent Committee member, as reviewed and recommended by the Nominations and Governance Committee.

Staff Committee member role description

Trustees reviewed and **approved** the role descriptor for Staff Committee member, as reviewed and recommended by the Nominations and Governance Committee.

Trustee Lead role descriptions

Trustees reviewed the role descriptions for Trustee Leads, as reviewed and recommended by the Nominations and Governance Committee, and **approved** the role descriptors for:

- Trustee lead for Safeguarding
- Trustee lead for Careers Education and Guidance
- Trustee lead for SEND
- Trustee lead for Whistleblowing
- Trustee lead for People including HR, Recruitment and Wellbeing
- Trustee lead for Health and Safety and Estates Management
- Trustee lead for Equality, Diversity and Inclusion

Appointments

Trustees considered and **approved** the recommendation of the Nominations and Governance Committee to **appoint** Elton D'Souza as Trustee Lead for Whistleblowing and Chris Higgins as Trustee Lead for People (inc. HR, Recruitment and Wellbeing).

Trustees **acknowledged** that Nikos Savvas was standing down as a member of the Finance Committee (though still able to attend Finance Committee meetings in his role as Accounting Officer) and **approved** the **appointment** of Karen Points to the Finance Committee; thereby achieving a membership of the Finance Committee which has a majority of members who are independent from the sponsor.

External Governance Review

Trustees received the external governance review conducted by Maxine Ward; and considered and **approved** the Trust's action plan. SGales to instruct the Trust's lawyers to update the scheme of delegation using the CST and RACSI approach. SGales to draft and, Rinman and ED'Souza to review and approve, an email to the ESFA to share the external governance review and our action plan.

SGales

SGales

Recruitment

ED'Souza noted that we are actively recruiting new Trustees and in particular a Finance Committee Chair,

- Using specialist governance recruitment agencies
- On social networks including Facebook and LinkedIn
- To the community including in adverts local papers and to employer
- As well as approaching people in our networks with the skills/experience

Strategy

Trustees considered and **approved** the recommendation to adopt the DfE's 4 strategic aims for Climate Change and Sustainability:

1. Excellence in education and skills for a changing world
2. Net zero
3. Resilient to climate change
4. A better environment for future generations

Trustees discussed that the Strategic Conference scheduled for 20 January 2022 will be held in person (subject to Covid-19 guidance) and will be used to determine the College's strategic plan for the next three years. Trustees supported the proposal to

continue to run Briefing Strategy Seminars to further support strategic discussions and planning.

8 **Any Other Business**

- **Review of the meeting**

Trustees gave feedback that the meeting and the method of presenting the papers (with concise executive summarises and hyperlinks to detailed reports) were highly effective.

- **Thanks to Trustees**

The Executive thanked the Trust Board for their dedication and support.

- **Internal Review of Governance**

ED'Souza informed that in 2022 he will be meeting Trustees individually to start the internal governance review process, to seek feedback, views and to aid with succession planning and future Board development.

The meeting closed at 4.41pm