



<b>Part 1 Minutes of the Trustee Board</b>		
<b>Date:</b>	Thursday 3 <sup>rd</sup> December 2020 at 4.00pm	
<b>Venue:</b>	Virtual video conferencing meeting	
<b>Present:</b>	Tim Haselwood (TH) Rob Halsall (RH) Tony Smith (TS) Chris Wyatt (CW) Ian Carden (IC) Belinda Logan (BL) Lisa Carden-Dorey (LCD) Martin Howell (MH)	Trustee Trustee Chair of Trust Board Trustee Trustee Trustee Trustee Member/Trustee
<b>Apologies:</b>	Nic Brindle (NB)	CEO
<b>Absent:</b>	None	
<b>In attendance:</b>	Carole Self CS Chris Heptinstall (CH) Helen Phillips (HP) Nicola Tucker – Part Emma Caddell - Part	Clerk to the Trustees Director of Business Director of Education Murray Smith Auditors Murray Smith Auditors

<b>AGENDA ITEM 1</b>	<b>WELCOME AND APOLOGIES FOR ABSENCE</b>
<b>Discussion:</b>	Trustees were welcomed to the meeting and apologies for absence were received and accepted from NB.  Nicola Tucker and Emma Caddell from Murray Smith, Auditors were also welcomed to the meeting.
<b>Decision:</b>	<b>Trustees accepted the apologies for absence from NB</b>

<b>AGENDA ITEM 2</b>	<b>ELECTION OF THE CHAIR AND VICE CHAIR OF THE BOARD</b>
<b>Discussion:</b>	The Clerk asked if there were any more nominations for Chair and Vice Chair. TS and MH respectively were nominated and elected unopposed as the Chair and Vice Chair of the Board for the next year.
<b>Decision:</b>	<b>Trustees approved the election of TS and MH as Chair and Vice Chair respectively for the next year.</b>

<b>AGENDA ITEM 3</b>	<b>APPROVAL OF ANNUAL REPORT AND ACCOUNTS 2019-20</b>
<b>Discussion:</b>	Nicola Tucker presented the Audit highlights to Trustees as follows: <ul style="list-style-type: none"> <li>• The key objectives of the Audit</li> <li>• The 'Going Concern' statement – no issues reported with the Trust continuing for the next 12 months</li> <li>• The Audit process - thanks to CH and his team for a very smooth process with no outstanding points to report</li> </ul> <b>Audit Risks</b> – these were reported as follows:



- Income recognition – confirmed as checked with no material errors identified
- Understatement of Creditors – no material errors identified
- Management Override of Controls – no issues reported as part of the audit work undertaken
- Useful Economic Lives of Fixed Assets – no issues reported

**Financial Highlights – Review of comprehensive statement of income** – Trustees' attention was drawn to the increase in income from £1.3M to £1.8M attributed to the Project Development Grant for Axis; the Teachers Pay and Pension Grant which would likely continue for a short period and the increase in LA Grants. Staff costs were reported to have increased, this now being 74% of turnover up from 67% and was attributed to pension and inflationary increases and the opening costs associated with Cornerstone and Axis. The surplus position after depreciation was reported to be £94K.

**Balance Sheet** – Trustees were advised of the positive cash balance of £400k in the bank. Net current assets were reported to be circa £500K however in line with many Academies the pension liability had increased significantly this year due to the actuarial position. This was reported not to be an issue in the short term however it could put pressure on the level of pension contributions going forward.

**Statement of cashflow** – The surplus was reported to be £94K. Trustees were advised that the Trust had generated £198K in income and this had been used to purchase £49K of assets, with the remainder being in the bank.

**Internal controls** – all controls were reported to be performing well with no unadjusted errors recommended.

**Financial forecast** – surpluses were reported to be forecast for next 3 years as £130K; £80K and £272K

### **Annual Report and Accounts**

Nicola Tucker outlined the content of the Annual Report confirming that the first section was written by the Trust and included plans for the future and the Governance statement. The next section included the Audit Reports on the financials and regularity with the Auditors confirming that there had been no changes made to these standard reports.

**Statement of Financial activities** – Trustees were advised that income was reported as unrestricted and restricted funds, the latter relating specifically to education provision. Trustees' attention was drawn to the fixed asset section; balance sheet and the accounting policies.

Trustees noted a slight error on page 2 in relation to the senior management team. CH agreed to update ahead of formal submission.

CH thanked the Audit team for their work. TH as Chair of Finance, HR and Premises Committee, thanked CH for all his work and congratulated him on achieving an audit without any recommendations.

**Q. With regards to the pension liability, is there anything we should be doing to plan for this?** NT confirmed that many Academies were in the same position and the increase in liability was the result in the reduction in interest rates which had impacted on the value of the account. She went on to say that COVID-19 had not helped with the situation either however, she was hopeful that this would improve, confirming that there was nothing the Trust could do address this. CH advised Trustees that the Trust had taken ill health insurance out to cover for this liability and that the cost of this was netted off from the contributions to the pension



	<p>scheme. He confirmed that this cover had commenced from 1st December 2020. Trustees were assured that the Trust would not be asked to pay back the £293K liability.</p> <p>Trustees agreed to approve the Annual Report and Accounts 2019-20 subject to the slight update being made as discussed and the Letters of Representation.</p> <p><i>NT and EC left the meeting at 4.20pm</i></p>
<b>Action:</b>	<ul style="list-style-type: none"> <li>• <b>Update the senior management team details in the Annual Report on page 2. By CH</b></li> </ul>
<b>Decision:</b>	<b>Trustees approved the Annual Report and Accounts 2019-20 subject to the slight update being made as discussed and the Letters of Representation</b>

<b>AGENDA ITEM 4</b>	<b>ANNUAL DECLARATIONS OF INTEREST</b>
<b>Discussion:</b>	The Clerk confirmed that all annual declarations of interest had been received and the report outlining these would now be published on the Trust website.

<b>AGENDA ITEM 5</b>	<b>DECLARATION OF ANY OTHER BUSINESS</b>
<b>Discussion:</b>	None

<b>AGENDA ITEM 6</b>	<b>PART ONE MINUTES OF THE LAST MEETING 7<sup>th</sup> JULY 2020 and REVIEW OF THE ACTION LOG</b>
<b>Discussion</b>	<p>The minutes of the meeting held on the 7th July 2020 were confirmed as a true and accurate record.</p> <p>The action log was updated following detailed discussion. In addition to the updates to the log, the following discussion was captured:</p> <p><b>DBS and Section 128 checks</b> – Trustees debated at length the requirements for renewal. The clerk confirmed that these checks were open ended however most organisations had a policy that states when they would be reviewed i.e., between 3 and 5 years. CH confirmed that the Trust policy currently only covered staff. Trustees acknowledged that there was not parity in the system as some Trustees had checks undertaken by the Trust whilst others were reliant on the checks undertaken by their employing organisation. Trustees agreed that given the importance of this that CH would check the current status and undertake further checks for any that were over 2 years old and 2 years therefore as part of the electronic update service. Trustees were asked to register for this service.</p> <p><b>Jane Lowe’s Terms of engagement</b> – Trustees agreed that this had now been approved however they noted the unbudgeted cost of £1200. CH confirmed that as the Trust was carrying a surplus this was not an issue. The Chair agreed confirming that the CEO was also happy with this expenditure.</p>
<b>Decision:</b>	<b>The minutes of the meeting held on the 7th July 2020 were confirmed as a true and accurate record.</b>

<b>AGENDA ITEM 7</b>	<b>BOARD GOVERNANCE</b>
<b>Discussion:</b>	<ul style="list-style-type: none"> <li>• <b>Membership</b> – the Chair confirmed that Members had approved the re-appointment of Tim Haselwood for a further period of 4 years. CH agreed to update the records at Companies House and the GIAS website.</li> <li>• <b>Trustee Link Roles</b> – this was discussed as part of the review of the action log</li> </ul>



	<ul style="list-style-type: none"> <li>• <b>Board sub-committees and Terms of Reference</b> – this was discussed as part of the review of the action log with these being approved.</li> <li>• <b>Development of Governor/Trustee Induction Programme</b> – RH was reported to be leading on this work in his temporary role as Chair at Fermain following the recruitment of 2 Governors. RH confirmed that he had started this work and identified some necessary training. He agreed to complete the pack by the end of January 21 given the urgency with this.</li> <li>• <b>Interim/transitional governance arrangements for Axis and Cornerstone</b> – TS reminded Trustees that he had agreed with Ofsted as part of the pre-opening inspection to lead on the interim governance arrangements with a view to over the next two terms, the schools being able to take responsibility for this. Trustees debated the support and framework for both Headteachers and in particular in terms of reporting to the Education Standards Committee. HP confirmed that she was providing this support and meeting with both regularly to ensure there was a common approach adopted. Trustees agreed that it would be useful to include the Head at Fermain in this approach. Trustees were concerned that following Jane Lowe’s visits into each of the 3 settings that there were areas in all that required improvement and therefore needed challenge to understand the substance to some of the responses given. HP agreed and Trustees suggested that each Head outline progress against each of the 4 Areas in the Ofsted framework on no more than one/two sides of A4 as this would help inform the Board and LSBs. Trustees also agreed that providing a framework for Heads would take some of the fear away and they agreed that any challenge should be positive. Trustees discussed the development of Heads as Leaders and the training and professional development options available within the education setting and much wider. HP agreed to discuss leadership development training deployed in the private sector with RH to ensure a wider range of factors were being considered. The Chair reminded Trustees that they were a “young” Trust with new leaders in post who were not all in their final premises so it was understandable that there would be work to do.</li> <li>• <b>Review and approval of proposed appointments to the Axis LSB</b> – The Chair reminded Trustees that the CVs for all Governors were on GVO, many of which had been commented upon. Trustees agreed to approve all appointments. The Chair agreed to let the Head know.</li> </ul>
<b>Action:</b>	<ul style="list-style-type: none"> <li>• <b>Update Companies House and GIAS following the re-appointment of Tim Haselwood. By CH</b></li> <li>• <b>Finalise the induction pack for new Governors/Trustees by the end of January 2021. By RH</b></li> <li>• <b>Discuss a range of leadership skills training with RH. By HP</b></li> <li>• <b>Confirm the appointments to the Axis LSB. By TS</b></li> </ul>
<b>Decision:</b>	<b>Trustees approved the appointment of the Governors to the Axis LSB.</b>

<b>AGENDA ITEM 8</b>	<b>APPROVAL OF EXTERNAL EDUCATIONAL ADVISOR TO SUPPORT CEO PERFORMANCE MANAGEMENT PROCESS</b>
<b>Discussion</b>	<p>Trustees agreed that this had already been discussed with Jayne Lowe’s involvement being approved.</p> <p>The Chair confirmed that he had checked that Jayne had no conflicts of interest and reported that he felt she would be very valuable going forward.</p>

<b>AGENDA ITEM 9</b>	<b>CEO REPORT</b>
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<b>Discussion:</b>	<p>The Chair drew out the key points from the CEO report and asked Trustees to raise any questions.</p> <p><b>Q. Will the decision with the Warrington school have any bearing on the decision re the Shropshire school?</b> TS said he was not sure and there might be some concerns although the Trust was no longer in discussions regarding re-brokered schools which had raised the initial concern with regards to capacity. He felt sure they would want to probe this and therefore the Trust needed to be ready. CH reminded Trustees that HP was now in post and the Trust also had a bid in for TCAF funding, the decision of which would be made in January. He went on to say that he and HP had started to collate evidence for any concerns raised with capacity. Trustees agreed that it was different opening a new school then taking on a failing school. They agreed that the Trust had a great track record with new schools and that they were better prepared for the question and would therefore be more effective with the response.</p> <p><i>CH left the meeting at 5.30pm</i></p> <p>Trustees discussed the response and the approach to “bubbles” closing if a positive case of COVID-19 was reported. This was in relation to the recent closure at Fermain, the question was whether steps could have been taken to ensure that only a smaller group had to self-isolate. HP agreed that there was continued learning, however the incident at Fermain resulted in the Head and Deputy having to self-isolate was because they had both been in a SLT meeting with someone that had tested positive. She went on to say that the Trust now had a good programme of blended learning which included Teachers providing “live” lessons. Trustees agreed that the dilemma was whether to focus on the quality of education above self-isolation, there were pros and cons to both however they continued to learn. RH provided an overview of the cleaning regimes undertaken at Tesco and IC updated Trustees on the purchase of Bio Cubes at his school, at a cost of £2,200 each however it was proven to remove all germs not unlike the environment of an operating theatre. <b>Q. Is it safe?</b> IC said it had to be as it was being used in an environment where there were very poorly children and that it was also used widely in the food chain.</p>
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<b>AGENDA ITEM 10</b>	<b>APPROVAL OF ANNUAL DEVELOPMENT PLAN</b>
<b>Discussion:</b>	HP agreed to progress the work on this and ensure this was circulated to Trustees for review and approval.
<b>Action:</b>	<ul style="list-style-type: none"> <li>• <b>Develop and circulate the Annual Development plan to Trustees for approval. By HP</b></li> </ul>

<b>AGENDA ITEM 11</b>	<b>REPORTS FROM COMMITTEES – Part 1 minutes</b>
<b>Discussion:</b>	<ul style="list-style-type: none"> <li>• <b>Strategy Committee – 22.09.20</b> – nothing to report</li> <li>• <b>Finance, HR and Premises Committee – 17.11.20</b> – TH confirmed that the focus was on the detailed review of the Annual Report and Accounts; CH providing an update on the financial position as at the end of October; a review of the risk register; the need to appoint internal auditors as Academies can no longer use the same External Auditors anymore and that this would be progressed in the spring; a review of the changes to the Academies Financial Handbook; the review of the policies on the agenda today for approval and the recommendation to Members that the External Auditors be used for</li> </ul>



	<p>another year with re-tendering of the service thereafter. The Chair confirmed that the recommendation regarding the Auditors had been approved by Members earlier that day.</p> <ul style="list-style-type: none"> <li>• <b>Education Standards Committee – 17.11.20 – nothing to report</b></li> </ul>
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<b>AGENDA ITEM 12</b>	<b>POLICIES AND PROCEDURES</b>
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<b>Discussion:</b>	<p>Trustees approved the following policies reviewed and recommended by Committees during the reporting period:</p> <ul style="list-style-type: none"> <li>• Appraisal and Capability Policy</li> <li>• Board Members Expenses Policy</li> <li>• Disciplinary Policy</li> <li>• Grievance Policy</li> <li>• Equal Opportunities policy</li> <li>• Safeguarding statement</li> </ul>
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<b>Decision:</b>	<b>Trustees approved the policies outlined in agenda item 12.</b>
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<b>AGENDA ITEM 13</b>	<b>DATE OF NEXT MEETING/S</b>
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<b>Discussion:</b>	23 <sup>rd</sup> March 2021
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*Meeting ended 6.00pm*

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05-May-2021