

**MEETING OF THE BOARD OF DIRECTORS**

**OF THE ACTIVE LEARNING TRUST**

***held on Thursday 14th May 2020***

***via online Video-link***

**MINUTES**

Trustees Present: Mr D. Bateson (OBE) Mr J. Beswick

Dr A. Boddison Mr C. Bush

 Mr S. Chamberlain (CEO) Mrs J. Cutchey

Mr R. Dool (Chair) Mr G. Hely-Hutchinson

Mr M. Kerr Ms M. Lloyd

Members Present: Ms L. Adams Mrs H. Capron

Officers Present: Mr D. Hilton Mrs K. Jarvis

Invited Guests: Ms K. Thomas (part meeting)

CONFIDENTIAL NOTES HAVE BEEN REDACTED FOR PUBLIC MINUTES

**1.** **APOLOGIES FOR ABSENCE, NOTICE & QUORUM**

* 1. It was noted that all Trustees and Members were present and therefore there were no apologies for absence.

Mr Dool thanked Mr Chamberlain and his team for their leadership during this difficult time (referring to COVID-19), and stated that he felt proud to be involved with a Trust that has conducted itself in a professional manner. He asked if Mr Chamberlain was aware of anyone affected, ie has any member of the school community fallen ill. Mr Chamberlain replied that some staff and pupils were shielding and some have self-isolated following the development of symptoms, but there have been no serious incidents to date.

1. **DECLARATIONS OF INTEREST**
	1. No new interests were declared for items on the agenda.

**7. TRUST GOVERNANCE**

7.1. Mr Dool asked that agenda item 7 be taken out of order so that Ms Kate Thomas could present a Governance Review and Action Plan before other items. Mr Dool explained that, as part of Mr Chamberlain’s overall strategic review, Ms Thomas had been commissioned to carry out an external review on governance throughout the Trust.

Ms Thomas took Trustees through her review, a copy of which had been circulated prior to the meeting. She explained the brief that she had been given, including reviewing policy development and training, evidence of challenge by governors, the format and structure of minutes and a skills audit of trustee experience and knowledge. She also stated that she has looked at the Trust and school websites.

Ms Thomas focused her report on the following comments and key recommendations:

* A Quality of Education Committee should be a key focus. Ms Thomas concluded that this would address concerns raised by the RSC that trustees do not have a full understanding of progress and standards in schools.
* The Finance and Personnel & Remuneration Committees should merge.
* Minutes should show more challenge. They are currently not consistent. There should be a standardised agenda and minute format. She added that the February 2020 meeting showed more challenge than in the past and trustees should aim for this level at each meeting.
* Minutes should be removed from websites, although minutes need to be available for anyone who requests a copy. A line should be added to websites stating that minutes are available upon request.
* If meetings are unable to take place, the Trust and LGBs need to get into the habit of producing written resolutions. Emailing approval is not sufficient.
* Six Board meetings per year should be scheduled.
* A mixed-blend of training should be established (online, bespoke & face-2-face) that compliment each other.
* The skills audit showed that Trustees have a high level of skills and experience, but gaps were identified. These included HR, Marketing, Ofsted and context of schools. Trustees should consider how to fill these gaps in knowledge, by targeting people with appropriate skills.
* There is a lack of rounded approach to inspections which needs to be addressed.
* Risk Assessment at Trustee level needs to improved, including risk for finance and operations and staffing structures.
* It would be beneficial to have someone responsible for governance within the Trust.
* Ms Thomas concluded that overall the recommendations would give a level of protection and ensure compliance and structure going forward. She added that she has provided an Action Plan and Toolkit that would evidence effectiveness.

Mr Beswick asked what the rationale was for merging the Finance and Personnel Committees. Ms Thomas replied that it would allow the committee to be more strategic. She added that she had found that previous staffing decisions had been made without reference to any financial factors.

Mr Bush asked why Minutes should not be published on websites as he believes this a “shift in approach” for the Trust, which has always prided itself on being universally honest. Ms Thomas replied that removing the minutes would save the Trust from being “embarrassed” and would make confidentiality easier to manage. Dr Boddison stated that he was involved with Trusts that did both, and there were advantages to each.

Mr Kerr asked what Ms Thomas saw from the February 2020 minutes that was an improvement on previous minutes. Ms Thomas stated that there were a marked increase in the number of actions taken, which showed that Trustees had challenged more effectively, and there was an improvement in the way in which they were written. Mr Hely Hutchinson asked how Ms Thomas had judged challenge from the Minutes. Ms Thomas replied that a few factors had been considered – quality of questioning, quality of discussion, decisions made, matters arising, and lack of timelines and evidence trail.

Dr Boddison suggested it would be useful for actions taken to be kept on a separate log, which would show ongoing evidence and could be referred back to so that Trustees can judge impact after a period of time. Ms Thomas disagreed, saying that she felt these should be included at each meeting to show reflection and evaluation.

Mr Dool thanked Ms Thomas for her review and for attending. She left the meeting at this point.

Mr Dool opened a discussion by stating that there are a number of things included in the governance review that fit into Mr Chamberlain’s strategic review. The following comments were made:

Mr Beswick would like to take more time to consider the review. He feels that the Minutes are designed for members of the Board, and shouldn’t be written for an outside audience.

Mr Bateson suggested that Trustees need to consider the purpose of the minutes. His view is that the Board is strategic and not operational and the minutes should be an overview of strategic direction and should not go into minute detail. However he accepted that some comments made by Ms Thomas would be suitable for local governing bodies. He went on to state that he believes the role of the Board is not to know each school intimately – that is the role of Mr Chamberlain and his team. He added that it is not the role of the Board to “bedevil the details”.

Mr Hely Hutchinson stated that there should be a balance, but it should not be necessary to generate notes and action points for the sake of the Minutes. The challenge should be around the strategic direction and not the details.

Mr Kerr recalled a meeting where a representative from the DfE attended and was impressed with the format and challenge shown.

Mr Bush asked Trustees to note that the February meeting was of a completely different format than normal and so does not give a fair comparison.

Mr Chamberlain said that Ms Thomas’s review and the following discussion would help draw together sub-committees, alongside risks. The overall strategic review outcomes will help Trustees to gain a broader picture. He added that the issue around transparency and openness is a shift in philosophy

Mr Dool brought the discussion to a close by stating that there needs to be more thought given to the purpose of the Minutes and what they should look like, given the differing views expressed. However, he was clear that the Board need to show how responsibilities are discharged.

1. **CHAIR’S ACTION**
	1. Mr Dool reported that he had signed off one Urgent Action since the last meeting to allow the Director of Finance & Operations to move forward with furloughing some staff at Neale-Wade Academy and Chantry Academy as a result of the COVID-19 crisis.
	2. Mr Dool reminded Trustees that they had agreed by special resolution (outside of a scheduled Board meeting) that decision making powers for the Chair and/or Vice-Chair be established in response to COVID-19. He added that, following concern raised by Trustees relating to the timespan of this resolution, this would be reconsidered at regular intervals, initially prior to the July Board meeting.
2. **MIUNTES OF THE PREVIOUS MEETING ON THURSDAY 13th FEBRUARY 2020**
	1. The Minutes of the previous meeting, 13th February 2020, were confirmed as a true record.
	2. Mr Dool went through the action points that were outstanding from 12th December 2019.

***AP1***: It was noted that the strategic review was an agenda item

***AP2***: It was noted that executive headteacher involvement will be covered in the strategic review agenda item.

***AP3***: It was noted that visits to others Trusts have been postponed due to COVID-19. However, Mr Chamberlain reported that he has been in close contact with other CEOs, which has helped to shape the focus of the strategic review.

***AP4:*** Trustees were shown the draft Talent & Capacity Register, which includes approx. 50 colleagues. All schools are represented. Mr Chamberlain explained that the next stage would be to harness capacity to raise standards.

***AP5***: It was noted that CPD will be covered under the strategic review item.

***AP6:*** Mr Dool was able to report that he and Mr Chamberlain have met with chairs of Local Governing Bodies (LGSs), with positive results. An action point from the meeting was a commitment to improve communication.

***Other matters arising***:

29. Mr Kerr had met with Mr Paskell to consider possibilities for restructuring the central funding income. Discussions are on-going, but include options such as GAG pooling and borrowing from school reserves. Mr Chamberlain confirmed that this will be discussed further at the next meeting.

29. Mrs Lloyd asked if the RSC had contacted ALT with an update regarding the warning notice relating to Kingsfield Primary School. Mr Chamberlain explained that all work in this area has been suspended due to COVID-19, but he is hopeful that ALT can retain Kingsfield – a new, experienced headteacher has been appointed, and improvement work relating to the Ofsted Action Plan is moving forward.

1. **CEO’s REPORT & 6. TRUST IMPROVEMENT**

Mr Chamberlain had prepared one report, which had been circulated prior to the meeting. This covered item 5 & item 6, and was presented alongside a power point on the strategic review.

**STRATEGIC REVIEW**

Three areas were presented:

A: How ALT compared against the MAT Excellence Framework. Trust stakeholders had been asked for input and the results pulled together to show how they viewed the current performance levels throughout ALT.

B: An Interim Strategic Plan for 2019/20, which showed work to date.

C: A draft 3-5 year Strategic Plan, with clear key indicators, with the view that this will become part of the Trust Vision document.

Mr Chamberlain asked Trustees to review all the reports and explained that he would be asking for approval to move ahead with Plan C, including gaining approval around Key Performance Indicators (KPIs), with a view that these will be adjusted and firmed up for the July Board meeting. Trustees were asked to note the following:

* A highly valued Central Team who are professional and valuable and are able to bring areas of the Plan together.
* There is a stock of fantastic heads – including three new appointments at Kingsfield, Isle of Ely and Hillside primary schools – who have shown a willingness to be more involved in Trust strategy. Heads believe in the phrase “they are the Trust”, and understand their accountability. Heads engage with the All One Trust approach, and have a desire to set a strong framework.
* Rebranding continues, with Active Learning, Active Leaders, Active Citizens, Leading Active Lives gaining momentum.
* The School Improvement Team, under the guidance of Mr Chamberlain, would be setting a Framework to identify strengths, based on excellent practise, aligned thinking and a clear progression process.
* There will be an alignment in virtual learning
* There will be shift to openness and transparency, with executive leaders already engaging in regular meetings with Mr Chamberlain and Mr Hilton.

**Mr Chamberlain identified four key priority actions:**

1. A restructure of the School Improvement and CPD teams. They are currently high in staff costs, and there is no central budget to assist schools in need.
2. Remodel the central services. This would result in changes of role for the central team, but give greater flexibility to improve. It would include an additional, middle, tier of leadership to include the Trust Compliance Officer, and the Trust Data Manager
3. A review of central staff pay scales and ranges, which would enable benchmarking against other Trusts. The current pay points are historical and require alignment.
4. To deliver the ALT Institute Model.

Mr Chamberlain presented the revised model, and spoke of the merits of the structure, including how it allows members to be accountable, how it would eventually include regional directors, and how executive principals would be involved.

Some roles would be covered by seconded employees, eg Director of Institute. Mr Chamberlain gave examples of how cross-Trust secondments are already working, eg two north Suffolk senior leaders are working as deputy heads in other schools to develop their leadership and broaden their experience, whilst ensuring retention of excellent colleagues.

Mrs Cutchey asked whether there is a conscious move away for the idea of schools having autonomy, which has been a strength in the past, and whether schools joining the Trust in the future will be expected conform. Mr Chamberlain explained that, whilst this is a shift in thinking, the School Improvement model states that the Trust will intervene if necessary, which is not the same as no autonomy, and heads understand that they all have responsibility to ensure schools and students succeed.

Mr Bush asked for an explanation of the role of Assistant CEO that was shown on the model.

Mr Chamberlain responded that, although there is no plan to recruit to this role in the immediate future, he felt that Trustees needed to see the plan in the wider context.

Mr Dool asked if the Board are happy the strategic review is taking the Trust in the right direction. Mr Hely Hutchinson stated that he thinks it shows consistency with the previous Board meeting decisions, and it would be interesting to see how it is worked through in practise. Mr Dool agreed, adding that it does give strong objectives, however he felt that the KPIs need working on. Mr Chamberlain agreed. Mr Bush recommended that a three-year plan is used to make it achievable. This was the general consensus, with a five-year plan being less detailed, but showing where the Trust would like to be in the future.

Trustees were supportive of the plans aim that ALT becomes “the employer of choice”.

***Trustees approved Plan C, and agreed that Mr Chamberlain should move to the next stage, taking into account the revision of KPIs.***

**COVID-19**

Trustees confirmed that they felt they had been kept up-to-date on actions the Trust has taken in response to the COVID-19 pandemic. Mr Chamberlain explained how he had been working with other CEOs and partners such as the Confederation of School Trusts. He stated that the support and documentation from Cambridgeshire Local Authority had been strong and, as this was not the case in Suffolk, all ALT schools have been asked to use the same documentation and follow Cambs guidance to ensure consistency across the Trust. Mr Chamberlain informed the Board that he is in regular contact with government, directly and indirectly, and is confident that the views and concerns of ALT are being represented.

Mr Bush asked what the general feeling was for schools re-opening on 1st June, and how are the responsibilities to staff being addressed. Mr Chamberlain explained the actions taken place to date, which include intensive analysis of who is expected to attend, how they can be accommodated, and how guidance such as social distancing to early years pupils can be enforced. He added that recent messages from unions was not helpful, as staff have been advised not to engage with heads on planning. Each school is completing a comprehensive set of risk assessments, which are being collated centrally, and reviewed to ensure schools are ready to open. Mr Chamberlain explained that heads have been advised that reopening decisions are theirs to make, and the Trust will support them. However, he reminded Trustees that it is the responsibility of the Board to approve reopening for each school. A list of resources, including PPE and cleaning essentials, has been compiled so that schools know where to procure equipment.

Mr Chamberlain stressed that communication with parents and staff is essential. Each school has sent a detailed letter informing parents what their provision offer is after 1st June, and the safety measures that will be in place, so that parents can make an informed choice about whether to send their children back to school. Staff have been categorised so that heads can assess whether they have sufficient staffing to reopen safely.

Mr Bush asked if an induction programme for current Year 6 pupils into secondary schools has been considered. Mr Chamberlain replied that this has been considered, but will not be implemented until a) the number of Year 6 that return is known, and b) whether non-Trust secondary schools are prepared to engage. He added that primary heads do not believe that Year 6 pupils will return as they have already ‘left’ school. Regular meetings are taking place with heads to discuss options and concerns.

Mr Chamberlain asked that the Board support the recommendation that schools have the option to stay closed for half-term, so that staff get a break and premises staff have the opportunity to get schools ready for 1st June. The Board were happy to support the recommendation that heads have the option to close schools over half-term.

Mr Bateson reminded Trustees that we are unlikely to live in a COVID-19 free world again and therefore there will be a need to consider future resilience. Evidence is currently showing that the risk of child transmission is minimal, but we must recognise there is a risk of adult to adult transmission, which has implications of how adults work together in the future, and how the vulnerability of staff must be considered.

Ms Lloyd asked how the practicalities of bubbles and shielding are being considered as, if classes are halved, half the students are likely to be taught by a TA. Mr Chamberlain replied that staffing data is still be collated, and he will be able to update Trustees once reopening plans are finalised. He added that plans for Hub schools are in place should they be required, but the main focus is on incremental steps towards bringing schools back safely, and supporting headteachers completely.

Ms Lloyd asked if all staff could be tested. Mr Chamberlain explained that the present guidance is that only staff displaying symptoms are tested, and there is an issue with locality, ie staff can’t get a testing place. He hopes this will improve.

The mental health of staff was discussed. There are fourteen members of staff across the Trust that have trained as Mental Health Ambassadors, and staff have indicated that they welcome and value the support the Trust has put in place.

Mr Bush asked how home visits are being conducted in the current situation, and was informed that staff do not enter any homes, but practice social distancing on the doorstep. The aim of home visits is to ensure vulnerable pupils are safe and well.

Mr Beswick asked Mr Chamberlain to expand on the portion of his report that referred to Neale-Wade and “a significant number of complaints from parents which have been submitted to Ofsted and the Local Authority”. Mr Chamberlain explained that these were complaints originally made to the school, but the resolution from Neale Wade and governors had not reassured parents. He added that, although the school may have dealt with the complaints correctly, once parents have contacted Ofsted it triggers a process, and the LA are informed. This has led to the LA expressing concern. Mr Chamberlain stated that Mr Wing is an exceptional leader, but once he retires in the summer the remaining staff are not of the same quality. An external recruitment process has been started. Due to COVID-19, the inspection window for Neale-Wade has been moved, which will give the new leader the opportunity to work with the current staff before inspection. In response to Mr Beswick’s follow-up question about the parental complaints, Mr Chamberlain explained that unfortunately it is a common occurrence to report to Ofsted when parents do not get the response they want, but he reassured Trustees that the complaints have been dealt with to the satisfaction of Ofsted and the Local Authority.

***Trustees noted the content of Mr Chamberlain’s comprehensive report and the actions being undertaken across the Trust.***

**5.2. COMPLIANCE & DATA PROTECTION REPORT**

Mr Chamberlain referred to the report on compliance and data protection throughout the Trust, which had been circulated prior to the meeting. He made particular reference to the Safeguarding Policy that had been updated in response to COVID-19.

***Trustees confirmed that they had noted the content of the report, and approved the recommendations that:***

1. ***The chair of trustees authorises the usage of exemption – section 36 FOIA “prejudice to effective conduct of public affairs”.***
2. ***The Trust’s internet, Social Media and E-Safety Acceptable Use Policy be updated as recommended.***

**7. TRUST GOVERNANCE**

7.2. As discussed earlier in the meeting, Mr Dool reiterated the need to amend the current committee structure to include separate committees for Quality of Education and Safeguarding. Mr Chamberlain agreed, adding that he had considered these as part of the overall strategic review and stating his belief that this will show full compliance at Board level and allow the Board the opportunity to analyse data effectively. Training may be required. Mr Dool outlined the committee plans as follows:

Audit Committee

Finance & Resources Committee (to include Personnel & Remuneration)

Quality of Education Committee

Safeguarding Committee

Terms of Reference will need to revised (and written for new committees).

7.3. Mr Dool asked that anyone who has a particular interest in serving on one the above committees should let him know so that he can allocate roles appropriately. A list of proposed dates for 2020/21 will be circulated with these minutes.

**8. FURTHER TRUST INFORMATION**

 None to report.

**9. TRUST BOARD MATTERS**

 9.1. No changes in Board membership have taken place since the last meeting.

9.2. Mr Dool and Mr Chamberlain agreed to analyse the skills audits and arrange training for Trustees as appropriate.

9.3. Mrs Jarvis reported that the Chair at Littleport & East Cambs Academy has resigned due to moving out of the area, and so a new chair will need appointing. She reminded Trustees that LECA are due an initial inspection when Ofsted resume following COVID-19. There is also a chair’s vacancy at Gusford Primary School.

**10. COMMITTEE REPORTS**

10.1. Trustees were asked to note the minutes from the Finance committee and the Audit committee meetings that were dated as held remotely on 6th February 2020.

It was noted that these committees had been emailed papers for consideration so that a meeting could take place on-line. It was noted that the minutes need to be updated to reflect that Mr Beswick was not in attendance.

***Trustees noted the content of the minutes from the committee meetings held on 6th February 2020, and recognised that meetings for the Finance Committee and Audit Committee had taken place remotely.***

**11. RESOURCES**

11.1. Trustees confirmed that they had received and reviewed the Budget Monitoring Report for the Central Budget 2019/20. Spend is as expected with a healthy carry forward anticipated. It was noted that the Finance Committee continue to monitor school and central budgets and receive in depth update reports at each meeting.

11.2. Mr Chamberlain explained that the Central Budget for 2020/21 is in the planning stage, but it is difficult to forecast spend during the current crisis. School Budgets are at draft stage under the supervision of Mr Paskell and the Central Finance Team. Mr Chamberlain explained his plan for the Central Budget to be more closely aligned with impact and performance in the future so that a rounded view of where central funds are spent can be achieved.

**12. SAFEGUARDING AND HEALTH & SAFETY**

12.1. There were no further updates for Safeguarding, as these were covered under the CEO Report on COVID-19.

12.2. In addition to the actions taken under Health & Safety for COVIC-19, Mrs Jarvis referred to a separate Health & Safety Report updating Trustees on the management of Health & Safety across the Trust. It was noted that the reporting management system (Handsam) has suffered as a direct result of schools being closed for normal business and staff not being on site. In spite of this, Trustees were reassured to note that headteachers are confident that health & safety processes in schools is strong, with vigilance having increased.

**13. POLICY REVEW**

13.2. Trustees were asked to note that the Trust Safeguarding Policy and School Safeguarding Policies had been updated to reflect government recommendations on Safeguarding procedures for COVID-19. Procedures are being following in schools and working well.

13.3. Trustees were asked to consider updates to the Trust HR policies as recommended by Mrs Jan Steel, Director of HR. All confirmed that they had received a report and the proposed policies prior to the meeting and had been able to review the four changes recommended.

***Trustees approved unanimously that changes to the following policies be adopted as recommended:***

* + ***Discretionary Leave of Absence Policy: that ALT give full normal pay during parental bereavement leave.***
	+ ***Bullying & Harassment policy: strengthen the content of the policy to the seriousness of all forms of harassment, add detail on the processes for investigation and hearing of complaints, and add clarity on the appeal procedure.***
	+ ***Induction Policy: Update Induction checklist***
	+ ***Sickness Absence Management Policy: updated to reflect ACAS guidance on menopause-related conditions.***

***It was also agreed that the revised Exit Interview form be updated to allow leaving employees the opportunity to raise concerns relating to bullying, harassment, whistleblowing and ease of reporting procedures.***

**14. RISK REGISTER**

14.1. It was agreed that the Trust Risk Register should be reviewed in detail at the next meeting.

**15. ANY OTHER BUSINESS**

15.1. Mrs Jarvis informed Trustees that a parent has initiated a SEND Tribunal against the Isle of Ely Primary School. An update will be provided at the next meeting.

15.3. It was noted that some Board papers were not available to Trustees one week prior to the meeting, which left Trustees very little time to review documents. Mr Chamberlain apologised for this and explained that some parts of his report could not be completed earlier due to the current situation. Mr Dool asked that papers be written and circulated on time in future.

15.4. Mr Bateson asked that the grid showing all school areas (RAG rated) is reintroduced as this is a useful tool for Trustees to gain an overall picture across the Trust.

**16. DATE OF NEXT MEETING**

 The date of the next meeting was confirmed as 16th July 2020

Mr Dool closed the meeting following a reflection from Mr Bateson that the observations from the RSC are sometimes at odds with what ALT want to do. He added that Trustees should consider that the Trust we need to be isn’t always the Trust we would want to be.



**MEETING OF THE BOARD OF DIRECTORS**

**OF THE ACTIVE LEARNING TRUST**

***held on Thursday 14th May 2020***

**ACTION POINTS**

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| **Agenda Item** | **Who?** | **Action** | **Timeline** |
| 7.1 | All  | Consider Governance Review and recommendations in readiness for next meeting. | 16th July 2020 |
| 7.1 | RD & SC | Consider skills audit results to assist in appointing Trustees to committees, and organise training to enable roles to be carried out. | 16th July 2020 |
| 7.2 | RD & SC | Draft committee structure to four committees, inc revising TORs and membership | ASAP |
| 3.2 | RD & SC | Review special resolution for decision making powers relating to COVID-19 at regular intervals. | On-going |
| 4.2 | SC | Complete Talent & Capacity Register and move process forward. | ASAP |
| 4.2 | SC | Draft options for central funding income. | 16th July 2020 |
| 5. | SC | Move to next stage of Strategic Review, Plan C, Point 1: restructure of SI and CPD teams | Summer Term 2020 |
| 5. | SC | Move to next stage of Strategic Review, Plan C, Point 2: Remodel Central Services | Summer Term 2020 |
| 5. | SC | Move to next stage of Strategic Review, Plan C, Point 3: Review central pay scales | By Autumn 2020 |
| 5. | SC | Move to next stage of Strategic Review, Plan C, Point 4: ALT Institute  | Autumn Term 2020 |
| 9.3 | RD & SC | Recruit & appoint new Chair of Governors at LECA & GPS | ASAP |
| 14. | SC | Updated Risk Assessment to be produced  | 16th July 2020 |
| 15.1 | KJ | Update on IOE Tribunal | 16th July 2020 |
| 15.2 | SC | Report on CP review of pay scales at HLA  | ASAP |
| 15.3 | RD, SC & KJ | Ensure all Board papers are delivered to Trustees in good time  | 9th July 2020 |
| 15.4 | SC | Consider reintroduction of School RAGs (or similar)  | 16th July 2020 |