

**MEETING OF MEMBERS - BOLTON IMPACT TRUST**  
**TUESDAY 17 MAY 2016 AT 10.30AM AT THE CASTLE HILL CENTRE**

**Present:** Bob Atkinson (BA), Su Long (SL) and Mary Powell (MP)

**In Attendance:** Paul Hodgkinson (PH) - Executive Head Teacher and Emma Stoddard (ES) –Clerk

**1. WELCOME AND APOLOGIES FOR ABSENCE**

Apologies for absence had been received from Kevin Gribbin and Tony Grimshaw.

**2. ELECTION OF CHAIR**

The Clerk reported that it was necessary to appoint a Chair to the Members Board. MP suggested that this be a Member who was not also a Trustee.

**Resolved:** i) That Su Long be appointed as Chair of the Members Board  
ii) That Bob Atkinson be appointed as Vice-Chair of the Members Board

**SU LONG IN THE CHAIR**

**3. DECLARATION OF PECUNIARY INTEREST / REGISTER OF INTEREST**

Members were asked to each complete and return the Register of Interest form.

No declarations of pecuniary interests were made.

**Action:** All members (complete Register of Interest form)

**4. INTRODUCTION TO THE ROLE**

**Core Purpose**

MP reported that in her capacity as Chair of Trustees she had spent a significant amount of time with the Executive Head Teacher writing the terms of reference for the Trustees, Committees and Local Governing Bodies (LGB). There was however very little information available on the role of Members but the core purpose of the group had drawn up and included within the agenda papers.

Members discussed their core purpose and remit. SL referred to point 1 and suggested that a succinct report be made available to members with headlines of the performance of the organisation. Any concerns would then be addressed and it was

noted that the Members were likely to work closely with the Risk and Audit Committee regarding any matters that may arise.

Members discussed growth of the Trust and agreed that any strategic decisions that would impact on the organisation, including expansion or contraction, would be made at Members level following a recommendation from Trustees. It was therefore suggested that point 2 of the Core Purpose be amended to reflect this. BA stated that Trustees would need to be made explicitly aware of this process and the agreed levels of delegation.

**Agreed:** That point 2 of the Core Purpose be amended as so to read:

‘Members have the power to amend the Articles of Association that govern the way the Trust is constituted and managed, including the contraction or expansion of the portfolio’.

**Action:** PH (update Core Purpose)

### **Key Functions**

BA asked how Members would oversee the achievements and the objectives of the Trust. PH suggested that a Key Performance Indicator (KPI) report be provided annually which would enable Members to fulfil this key function. PH added that he would be happy to receive any suggestions regarding the format and content of the annual report.

SL stated that although Members would be responsible for signing off the Trust’s financial accounts and annual report this would be done based on the recommendations of the Finance Director and the Finance Committee.

### **Procedures**

Members agreed that it may be necessary to convene extraordinary meetings whilst the Trust was in its infancy. An extraordinary meeting would also be required to ratify any decisions about potential future growth.

It was agreed that meetings would be held at the Youth Challenge Site (Smithills) unless notified otherwise.

**Agreed:** i) That extraordinary meetings of Members be convened as and when needed

ii) That meetings be held at the Youth Challenge Site

## **5. LETTER OF APPOINTMENT, CODE OF GOVERNANCE**

Members had received a letter of appointment and a copy of the Code of Governance.

All Members were asked to sign and return the Code of Governance Agreement.

**Action:** All Members (sign and return Code of Governance Agreement)

**6. ARTICLES OF ASSOCIATION**

A copy of the Academy Articles of Association was provided to Members. PH explained that the Articles had been nationally defined by the DfE and Members should familiarise themselves with the document.

Members agreed that the quorum for all meetings be three Members.

**Agreed:** i) To approve the Articles of Association for Bolton Impact Trust  
ii) That the quorum for all meetings be three Members.

**7. TO APPROVE THE NAME OF THE TRUST**

BA asked where the name 'Bolton Impact Trust' had derived from. PH explained that it was felt to be important to retain Bolton in the name and the term 'impact' had been used on many documents so it was felt to be appropriate to include this.

**Agreed:** That the name of the Trust be the **Bolton Impact Trust**

**8. APPROVE THE OVERALL VISION OF THE TRUST AND THE VALUES BY WHICH IT WILL OPERATE**

PH circulated the Vision Statement and invited comments. MP stated that she felt the statement to be succinct and reflected the individualised nature of the children that the Trust would be working with on a daily basis. BA referred to the opening sentence and suggested that the word 'education' be used instead of 'provision'.

**Agreed:** That the Vision Statement be approved and adopted subject to the opening statement being amended as so to read:

'The Bolton Impact Trust, although made up of several specialist academies, has a simple goal of serving our pupils by offering high quality personalised *education*'.

**Action:** PH (amend Vision Statement)

**9. APPOINTMENT OF THE CORE BODY OF TRUSTEES AND THE CO-OPTED TRUSTEES**

PH reported that there would be 11 Trustees on the Board and provided an overview as follows:

Dr Birch	Assistant Director of Education
T Johnson	LA Deputy HR Business Partner
M Sidebottom	Deputy Head Teacher, Smithills Academy

D Mckeon	Head Teacher, Little Lever Academy
P Hodgkinson	Executive Head Teacher, Bolton Impact Trust
M Powell	Chair of Trustees
K Davies	Retired Director
T Grimshaw	Local Business Person
K Gribbin	Santander

Two vacancies

Members were informed that members of staff may be invited to attend Trustee meetings as an observer. Parents and Staff would be represented at LGB level.

It was noted that Members would be required to appoint five of the Trustees. Members discussed the membership in detail, SL stated that she felt the current membership of 11 Trustees was possibly too large and suggested that this be reduced to 9 to avoid problems with recruitment. Members also discussed the make-up of the Members Board and questioned whether there should be a majority of non-Trustee members. It was noted that MP was an ex-officio member by virtue as her role of Chair of Trustees. It was suggested that it may suit KG to solely be a Member rather than Member and Trustee due to his work commitments. It was agreed that KG be given the option of stepping down as Trustee but remain in his role as Member to provide a majority of non-Trustee Members. It was suggested that if the Board of Trustees be reduced to 9 then one of the LA appointments (TB or TJ) be approached and asked if they would consider being an attendee.

**Agreed:**

- i) That the following five Trustees be appointed by Members:
  - Mary Powell
  - Tony Grimshaw
  - Keith Davies
  - Dominic Mckeon
  - Mike Sidebottom
  
- ii) That the Board of Trustees reduce from 11 members to 9 subject to:
  - PH to contacting KG regarding his role as Trustee / Member. If KG wishes to continue as a Trustee then a new Member with financial skills should be appointed
  - PH / MP to speak with TB / TJ regarding their role as Trustees
  - SL recommending a Mental Health Commissioner as a Trustee

- BA contact Dave Singleton regarding the Trustee vacancy
- iii) That the term 'being in attendance' should mean that a person be invited to attend any Trustee or Committee meeting with the approval of the Chair
- iv) That SL and PH be delegated responsibility to decide on the final structure of the Board of Trustees and Members for ratification at the next Members meeting.

#### **10. FINANCIAL HANDBOOK**

A copy of the Academies Financial Handbook 2015 was circulated and it was suggested that Members take this away to read in more detail.

**Agreed:** To receive and note the Academies Financial Handbook 2015

#### **11. MEMBERS PROFILES**

Members were asked to provide a photograph and a brief profile. These would then be uploaded to the Trust website once the structure of the Board of Members had been confirmed.

**Action:** Members (provide photograph and a profile to PH)

#### **12. PAY & PERFORMANCE COMMITTEE MEETING**

**Agreed:** To approve the minutes of the Pay & Performance Committee and the recommendations within.

#### **13. ITEMS FOR INFORMATION**

- The appointment of the EP
- The appointment of the FD (VP status)
- The appointment of the VP, Standards
- The scheme of delegation
- The overall KPIs, in broad draft form
- The Commissioning of Places document between the Trust and the LA
- AP Free School proposal

##### **KPI Collection**

PH tabled the KPI Collection which included the KPI, Indicators and Evidence for the Business Critical, General Performance and Climate KPIs. PH reported that this was a working document that had been cross-referenced against the terms of reference for each committee. PH stated that the document also highlighted the crucial roles of the LGB and also the School Improvement Partners.

SL requested that Members receive a KPI summary at the end of the year.

**Agreed:** To receive and note the KPI Collection

#### **Commissioning of Places Document**

PH reported that he had met with the LA last Monday to look at the Commissioning of Places Document. PH stated that there were many changes that needed to be made, for example, it stated that the PRU would provide Day 6 provision but this was not accurate. SL expressed concern that the document showed lack of understanding on the LA's behalf and asked why there were so many inaccuracies. PH stated that he felt the document had been drafted without senior oversight but he would respond accordingly with the views of the Trust and would draft a new version to be presented. Members agreed that the document was more of a SLA rather than a funding agreement, PH reported that he would work in partnership with the LA to resolve this.

MP stated that she would like schools to be able to commission places directly as an alternative to permanent exclusion, however there would need to be places left vacant to be able to do this.

#### **Free School Proposal**

PH reported that the Trust had been approached to be a sponsor for an 80 place Alternative Provision Free School for pupils in Year 6 – Year 9. PH reported that the proposal was being given due consideration, however as yet there had been no confirmation as to where the funding would come from. PH reported that this matter would be brought back to Members when the proposal reached the stage of a commitment being made.

#### **14. ANY OTHER BUSINESS**

No items of Any Other Business were reported.

#### **15. DATE OF NEXT MEETING**

It was noted that an extraordinary meeting may need to be convened regarding the Free School proposal.

#### **16. CONFIDENTIALITY**

**Agreed:** That none of the matters discussed at this meeting be designated as confidential in accordance with the Academy's Memorandum and Articles of Association.

The meeting closed at 12.00pm

**SUMMATIVE ACTIONS:**

<b>Minute No.</b>	<b>Responsible</b>	<b>Action</b>
2	PH	Update Core Purpose
3	All members	Complete Register of Business Interests form
5	All members	Sign and return Code of Governance Agreement
8	PH	Update Vision Statement
9	PH	Contact KG / TB / TJ
	SL	Recommend a Mental Health Commissioner
	BA	Contact Dave Singleton
10	SL / PH	Decide on final structure
	ES	Next agenda for ratification
11	All members	Provide photo and brief profile

**ITEMS FOR NEXT AGENDA:**

- Ratification of final structure of the Board of Trustees and Members