

<b>Attendees:</b>	<p>Mr Kevin Borg (KB) (Director) - <i>via video link</i>  Mrs Heather Bowman (HB) (Chair of Directors)  Mrs Jacqui Bowman (JBo) (Data Protection Officer and Business Operations Manager)  Mr Charles Bradshaw-Smith (CBS) (FAR Chair and Director)  Mrs Angela Burns (AB) (Director)  Mrs Sue Cockayne (SC) (Director)  Ms Shanie Cole (SCo) (Finance Manager) - <i>via video link</i>  Mrs Charlene Gethin (CG) (CEO and Director)  David Grewer (DG) (Foundation Member)  Mr Peter Halifax (PH) (Vice Chair of Directors) - <i>via video link</i>  Mrs Melanie Havelock-Crozier (MHC) (Vice-Chair of Directors)  Colin Hopkins (<b>Chair of Members</b>)  Mrs Caroline Humphries (CH) (Director)  Revd. Simon Davies (SD)  Revd. Jeremy Brading (JB) (Member)</p>
<b>Also in attendance:</b>	<p>Revd. Prebendary John Allan (Member/(CECET/DLET – Diocese of Lichfield Educational Trust)  Brian Ball  Mrs Lisa Canton (Clerk)  Anna Spencer Grey (Audit partner at RSM) - <i>via video link</i></p>
<b>Documents circulated prior to the meeting</b>	<p><i>AGM Agenda 9.12.22</i>  <i>Chairs report to the board</i>  <i>CEO Report</i>  <i>AGM Minutes 10.12.2021</i>  <i>NGA External review of Governance Report suitability check Heather Bowman</i>  <i>Staff Absence Insurance</i>  <i>list of new Governors (subject to checks) and skill coverage</i>  <i>Recruitment policy</i></p>

The meeting started at **8.05 am.** and was declared quorate.  
All responses were given by CG unless otherwise stated.

	<b>Agenda Item Title</b>	<b>Minutes</b>
1.	<b>Prayer</b>	<p>The Chair welcomed everyone to the meeting and Revd. Jeremy Brading led the opening prayer.</p> <p>Introductions and further welcomes were made.</p>
2.	<b>Apologies</b>	No apologies were received.
3.	<b>Membership Appointment /resignation/ retirement of</b>	There were no announced changes to membership of the Trust Board.

	<b>Members and Directors</b>	
4.	<b>Pecuniary Interest and Statements of Assurance</b>	<p>Two Directors were still required to sign the Register of Pecuniary Interests.</p> <p><b>Action:</b> JBo to ensure that all Directors have signed the Register of Pecuniary Interests prior to the Christmas break.</p>
5.	<b>Suitability check of Chair</b>	<p>Confirmation from the DfE (Department of Education) in regard to the approval of Mrs. Heather Bowman's suitability as Chair of Directors had been received by post.</p>
6.	<b>Minutes from the last AGM meeting</b>	<p>The Chair confirmed that the Minutes of the previous AGM meeting on the 10<sup>th</sup> December 2021 had been circulated and requested comments as to the accuracy of the Minutes.</p> <p>In review of the pages of the Minutes, no comments were forthcoming and all agreed that the Minutes of the previous AGM meeting on the 10<sup>th</sup> December 2021 were a true and accurate record of the meeting and signed as such by the Chair.</p>
7.	<b>Finance</b>	<p><u>Audited annual accounts</u></p> <p><b>SCo shared</b> the following key points from the Trust's audited annual accounts, undertaken by Dains Audit Limited.</p> <p>The audit process went well with no significant matters arising, and an unqualified opinion had been issued. Three points had been raised for discussion:</p> <ul style="list-style-type: none"> <li>• approval had not been received from ESFA (Education and Skills Funding Agency) prior to the 12-month leasehold agreement being agreed at Anson. This is a rolling 12-month agreement which has been in place for a number of years.</li> <li>• a related party transaction had not been reported to ESFA in advance of it taking place.</li> <li>• financial procedures in regard to the authorisation of the Trust's credit card required clarification which had now been made.</li> </ul> <p><b>The Chair requested more details on expenditure and asked whether hard copies of the accounts could be provided for scrutiny.</b> CG had received soft copies of the accounts from Dains the previous evening which had subsequently been uploaded to the <i>Directors Meeting/2022-2023/AGM 09/12/22</i> folder on the Trust's Google Drive.</p> <p>As of the end of the August 2022, the Trust's funds stood at £2.4 million with the actuarial gain of pension costs moving from a loss to a gain on a paper basis. A few routine adjustments had been made by the auditors to the accounts.</p> <p><b>CBS added</b> that the Board's establishment of a Finance Committee and the move to a Xero accounting package had been mentioned in the audit report in providing an effective framework for managing accounts. <b>All conveyed their appreciation</b> to SCo for her significant work in maintaining the accounts.</p> <p><b>The Chair requested</b> further questions arising from the financial accounts and</p>

		<p>suggested that if all were in agreement, the accounts be formally approved for submission to ESFA.</p> <p><b>All agreed to approve the audited annual accounts.</b>  <u>Appointment /re-appointment of auditors</u> (as outlined in the <i>CEO report</i>)</p> <p><b>CG requested questions</b> arising from her report regarding the appointment /re-appointment of auditors. None were arising to which <b>CG proposed</b> a recommendation that the approval of continuing with Dains Audit Limited be made.</p> <p><b>All agreed to the re-appointment of auditors.</b></p> <p><u>Approve alteration to Scheme of Delegation for Headteacher’s credit cards</u></p> <p>The requirement to approve the amendment to the Scheme of Delegation arose from the audit. <b>SCo added</b> that the raising of the credit card limit to £500 was the usual limit for schools.</p> <p><b>All agreed to approve the alteration to the Scheme of Delegation for Headteacher’s credit cards.</b></p> <p><u>Staff absence insurance approval</u></p> <p>SCo had circulated a document which included four quotes for staff insurance approval the previous day. Insurance for staff absence would cover maternity leaves when they returned to work. The proposed policy offered more favourable terms and conditions including cover for the entire year as opposed to term time absence. An inset with the insurance company, SAS, had been planned.</p> <p><b>All agreed to approve the staff absence insurance policy.</b></p> <p>Further questions in regard to financial matters were sought by CG with non-arising.</p> <p>The Chair acknowledged that this had been a successful year for the Trust and thanked CBS for his role as Chair of the Finance Committee. Further thanks were conveyed to all involved in financial matters, including staff at the four individual schools.</p>
8.	<p><b>External review of Governance report.</b></p>	<p>The <i>NGA’s</i> (National Governance Agency) <i>external review of Governance Report</i> was outlined in the <i>CEO report</i> to which the Board were invited to comment.</p> <p>CG explained that the process of the review had been an extensive but worthwhile undertaking. The auditor, Sid Slater, also Chair of a local Trust had been supportive and recognised the direction that the Staffordshire Schools MAT were moving towards. He had been impressed with the school improvement model and put forward sensible recommendations which CG considered to be manageable.</p> <p><b>The Chair questioned whether the Trust had considered NGA accreditation and referred to the subsequent benefits of this verification.</b> The Trust would consider NGA accreditation one the LGCs (Local Governing Committees) were established.</p> <p>As Chair of Directors, HB had already acted on a recommendation in the provision of an annual report to the Board for the AGM.</p>

		<p>In light of a recommendation which suggested that Members and Directors meetings be held separately, the <b>Board discussed</b> the benefits of holding joint meetings. <b>The Chair voiced concern</b> in regard to the extra workload placed on CG in the event of holding separate meetings. <b>DG stated</b> that he was unaware of Trusts which convened Members meetings more than once a year. <b>Revd. Prebendary John Allan</b> added that the roles of Members and Trustees/Directors were very different and, as such, the demarcation of meetings was appropriate.</p> <p><b>It was agreed</b> that the Trust would hold a mid-year meeting online and, at the <b>Chair's suggestion</b>, this should last for no more than one hour. Content of the meeting would provide a summary of success within the MAT and changes to the Articles of Association, the latter being an area for discussion requiring dialogue with both Members and Directors (<i>see agenda item 12</i>).</p> <p><b>Action:</b> CG to circulate a copy of the <i>NGA's external review of Governance Report</i> was to Members.</p>
9.	<b>Policy Ratification</b>	<p><u>Recruitment policy update of pre-online checks</u></p> <p>JBo updated the Board that the KCSIE (Keeping Children Safe In Education) legislation for recruitment checks had been updated to include pre-online checks subsequent to the Board's approval of the Recruitment policy. In light of this, <b>the Board were asked to approve the updated Recruitment policy to which all were in favour.</b></p>
10.	<b>Chairs report to board</b>	<p>HB, as Chair of Directors, invited questions from the Board arising from her report which was summarised as follows:</p> <p>Appreciation was conveyed to all for their efforts, and, in particular with the difficulties that had been faced post Covid-19. Staff were dedicated and work with the Forest Schools had been significant. CG was thanked in her role as the new CEO of the Trust and the impact of her hard work was acknowledged. Thanks were also conveyed to the central team of the Trust who were applauded by all for their commitment.</p> <p>HB expressed her optimism towards the future of the Board with its two new members and referred to the need for succession planning for next year in announcement of her retiring as Chair of Directors in 2023.</p> <p><b>DG referred to the reference of <i>major restructure reforms</i> on pg. 2 of the report and asked for clarification as to the intension of the reforms.</b> CG responded that this referred to the structure of governance within the three schools; 27 applications for positions had been received and training would be required for all new and existing Governors. The Headteachers of the schools had also taken on more responsibilities for example in terms of decision taking around capital works and financial decisions. <b>CH added</b> that Headteachers had also undertaken more HR (Human Resources) responsibilities.</p> <p><b>Further discussion</b> in regard to the development of the roles of Headteachers ensured with CG reiterating the Headteachers' desire for this progression.</p> <p><b>DG asked how performance management of the four Headteachers was conducted</b> and CG explained that this had been performed by herself this year at three of the schools but with the Chair of Governors at Anson as the school had an LGC in place. <b>DG expressed his approval</b> of the Trust moving towards this</p>

		<p>model of LGC involvement of Headteacher appraisal.</p> <p>A SENCO (Special Educational Needs Co-ordinator) had been appointed to work across the MAT. This was currently a 3-day a week position but would become full-time after Christmas. The SENCO role is mainly strategic and operational in terms of working with staff and parents with some individual pupils work in the form of assessments and review as well as pupil voice.</p> <p>The Trust had signed up for an Educational Psychologist with Staffordshire County Council but this had now been passed on to the LA (Local Authority). This role would support CG in regard to educational welfare and was deemed to be of significant importance.</p> <p>HB was thanked for her report.</p>
11.	CEO Report	<p>CG highlighted the following aspects from her report:</p> <p><b>Pupil outcomes</b> from the previous year had been impressive despite cohorts being small and having a high proportion of SEND pupils. Richard Crosse and Anson were in the top 10% of national attainment in Reading, Writing and Maths.</p> <p><b>The SIP (School Improvement Plan)</b> From a Trust improvement perspective, The CEO, Headteachers and Directors had created the School Development Plans together with a Trust Strategic plan overarching. An example of a trust improvement strand is the development of pupils' metacognition being driven across the Trust.</p> <p>Audits were more manageable in terms of undertaking RAG (Red, Amber, Green) ratings.</p> <p><b>IT strategy</b> within the MAT was of high importance with interactive whiteboards in place, on-going staff training, and Chromebooks being issued to pupils. Directors were thanked for their efforts towards facilitating the provision of the Chromebooks.</p> <p><i>Revd. Simon Davies left the meeting at 8.46 am.</i></p> <p><b>A well-being strategy</b> was in development and the application of this strategy towards all staff would be one of the following year's SIP targets with inset days being used to facilitate this. Pulse surveys had been more positive this year and a Headteachers' well-being day had also been held to which <b>CBS acknowledged</b> would help with benchmarking CG would meet with CBS to further discuss benchmarking and <b>CBS explained</b> the concept of a <i>balanced score card</i> to the Board.</p> <p><b>Action:</b> CG to meet with CBS to discuss benchmarking.</p> <p>In terms of the <b>Trust's growth strategy</b>, a joining pack had been created which included information about what the Trust offered and what due diligence looked like. HB and CG had pitched the strategy to different Trusts and acknowledged the presence of Anna Spencer Grey at the meeting, and the potential in working with the Mease which was comprised of two schools and a federation. CG had met with Anna yesterday to talk about finances.</p> <p>In <b>evaluation of the Board</b>, an external review had been conducted (<i>see agenda item 8</i>) alongside an internal review of the MAT assurance framework. The latter</p>

was now an online system, the outcomes of which had been positive.

Regarding **estates**, four surveys had been secured and a 5-year asset management plan was in place. Each of the four schools had been tasked with undertaking some of the work required with financial support from the Trust for some areas. Six CIF bids were in and SCo reminded the Board of the extra capital funding allocated by the Government for energy efficiency.

**DG Challenged: The Ofsted framework requires disclosure of a rate of progress and in the data it outlined 75% of the Trust schools' pupils are shown to have made expected or above the national average in progress measures. The report is comprehensive but does not capture the number of pupils who are making above expected levels of progress.**

*Response: The progress measures reported on are National data statistics. 75% is ¾ schools. CG outlined the specific cohort information for The Howard. PH added that that progress data should be considered alongside the increased number of SEND pupils.*

**Revd. Prebendary John Allan** referred to the section on Christian Distinctiveness; the outcome of the SIAMs (Statutory Inspection of Anglican and Methodist Schools) was excellent but '*how does the MAT ensure the distinctive vision is applied across the MAT*'; there was a link in the document which was not accessible to him.

CG provided a response:

- a visioning day had been held in the summer which all staff and Directors had attended
- all agendas had prayers and Christian Distinctiveness listed
- online worship was conducted across all schools whereby CG could lead on the value of the half term
- Christian Distinctiveness was always at forefront of what we do, as corroborated by the governance audit.

**A discussion ensued** around bullet point 4 as to the integration of this approach and the subsequent difficulties that arose in discerning the performance of individual schools. **A further question** arose in that as the Howard was not a church school, how was a piece of scripture chosen?

**The Chair noted that Anson and Richard Crosse's last Ofsted inspection was in 2011 and asked whether the schools were prepared.** Protocols were in place and all four schools were due for inspection. Preparation with Anson's governing board had taken place and the schools had been monitored and evaluated. Directors were included in the preparation.

**The Chair added** that Ofsted would also want to meet with Directors to understand accountability and, in view of this, Directors were required to be fully briefed. CG outlined that there were and a large amount of work to provide a crib and understanding of strengths and areas for development together had been undertaken.

**CBS congratulated** CG on the quality of her CEO report which had been consistently detailed. **All agreed** and thanked CG for her report.

12.	<b>Q&amp;A: to include those from parents and other stakeholders</b>	<p>No questions from parents and other stakeholders had been received.</p> <p>To date, no correspondence had been sent to parents regarding governance questions and the <b>Chair suggested</b> that this be discussed post establishment of the LGCs.</p> <p><b>Action:</b> to discuss the format and delivery of a Q&amp;A platform for parents and other stakeholders after the LGCs have been established.</p>
13.	<b>Any other business</b>	<p>In reference to amendment of the Articles of Association (<i>see agenda item 8</i>), the Chair confirmed that be this be undertaken with the Members; the NGA had a template for model Articles of Association, but this might also require adjustment.</p> <p><b>Action:</b> CG to contact Members to arrange an online meeting to discuss amendments to the Articles of Association.</p> <p>The Chair thanked all for their attendance, and CG thanked Anna Spencer Grey. Applause was issued to HB and CG and all Trustees were wished a Happy Christmas.</p> <p><i>The meeting closed at 9.10 am.</i></p>

Signed.....

Date .....

**Action Log for the Directors AGM Meeting 09/12/2022**

Item	Action to be taken	Action by whom	Action by when
4.	Ensure that all Directors have signed the Register of Pecuniary Interests	JBo	16 <sup>th</sup> December 2022
8.	Circulate a copy of the <i>NGA's external review of Governance Report</i> was to Members.	CG	Post Meeting
11.	CG to meet with CBS to discuss benchmarking.	CG	TBA
12.	Discuss the format and delivery of a Q&A platform for parents and other stakeholders after the LGCs have been established.	CG	Post LGC set up
12.	Contact Members to arrange an online meeting to discuss amendments to the Articles of Association.	CG	Post meeting