

Attendees:	Mr Kevin Borg (KB) (Director) 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) Mrs Charlene Gethin (CG) (CEO and Director) Mr Peter Halifax (PH) (Vice Chair of Directors) Mrs Melanie Havelock-Crozier (MHC) (Vice-Chair of Directors)																		
Apologies:	Mrs Caroline Humphries (CH) (Director)																		
Not in attendance:																			
Also in attendance:	Mrs Lisa Canton (Clerk)																		
Documents circulated prior to the meeting	<table border="1"> <tr> <td>CEO report</td> <td>FAQ Chromebooks</td> </tr> <tr> <td>Headline data 2021-2022</td> <td>Diocese required Multi academy Trust Improvement Capacity document</td> </tr> <tr> <td>Results over time</td> <td>MAT assurance framework</td> </tr> <tr> <td>Pictorial School / Trust Development</td> <td>Actions</td> </tr> <tr> <td>Policy List</td> <td>Director Governor OFSTED Crib</td> </tr> <tr> <td>P1 accounts</td> <td>Director and Governor Induction Pack</td> </tr> <tr> <td>Pay recommendations: Teaching staff Headteachers</td> <td>Strengths, areas for development and priorities for Heads, Directors and Governors.</td> </tr> <tr> <td>Cyber Security Report to the Board</td> <td>KPI review</td> </tr> <tr> <td>Cyber Security Acton Plan</td> <td>Directors meeting minutes 30.09.2022</td> </tr> </table>	CEO report	FAQ Chromebooks	Headline data 2021-2022	Diocese required Multi academy Trust Improvement Capacity document	Results over time	MAT assurance framework	Pictorial School / Trust Development	Actions	Policy List	Director Governor OFSTED Crib	P1 accounts	Director and Governor Induction Pack	Pay recommendations: Teaching staff Headteachers	Strengths, areas for development and priorities for Heads, Directors and Governors.	Cyber Security Report to the Board	KPI review	Cyber Security Acton Plan	Directors meeting minutes 30.09.2022
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The meeting started at **8.00 am.** and was declared quorate.
All responses were given by CG unless otherwise stated.

	Agenda Item Title	Minutes
1.	Prayer	The Chair welcomed everyone to the meeting and CG led the opening prayer.
2.	Apologies	Due to work commitments, PH would be leaving the meeting at 9.15 am. Apologies were received and accepted from Mrs Caroline Humphries.
3.	Pecuniary Interest and Statements of Assurance	JBo had sent a reminder for Directors to update the Pecuniary Interest Register to which Directors had duly responded. Action: PH to update the Pecuniary Interest Register.

4.

Minutes from the last Directors meeting 30/09/2022

The Chair asked Directors for any matters arising from the Minutes of the last Directors meeting on the 30th September 2022. Non were declared.

Action: That the Minutes of the Directors meeting held on 30th September 2022 be approved as a true and accurate record and that a paper copy be signed by the Chair and filed.

Actions for items carried over from the Directors meeting 8/07/202

Item	Action to be taken	Action by whom	Action by when
3	Review payments to staff in the case of closure, including TUPE	SCo/CH/JBo	Completed (see Item 7)
3	Update card expenses	CBS	Completed
6	Keep in touch with Staffs Tech	PH	Completed (see Item 5)

Minutes of Directors' meeting 30.9.22 - Actions taken and items to carry forward.

Item	Action to be taken	Action by whom	Action by when
4	Sign off and file the Minutes of the previous Directors Meeting 08/07/2022	HB/CG	Completed
4.6	Confirm with Rachel that the dates reserved for interviews for a cook are no longer required.	CG	Completed
6	Arrange a meeting with Staffs Tech	PH	Completed (see Item 5)
6	Arrange a meeting regarding the MAT assurance Trust framework	CG	Completed: A date had been and a subsequent meeting conducted (see Item 9/ Governance)
6	Look into training around equality, inclusion and diversity.	CG	Ongoing: CG to attend a CST event and to continue to identify what is available (see Item 8)
6	Introduce CG to the Headteacher of the primary school regarding inclusion in the MAT.	CH	Ongoing
6	Send out an audit of the strengths and areas of each school to the Directors (and used for LGC)	CG	Completed (see Item 9/ Governance)
6	That Administration, Estates Management and the Scheme of Delegation be reviewed	CG/All	Completed: 3 differing areas had been identified for review (see Administration - Agenda Item 7/ Scheme of delegation/ Governance – Agenda item 9)

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5.	Audit, Finance and Risk Includes Finances, Audits, Estates, facilities and infrastructure (Inc. IT)	<p>(See SCo P1 management accounts summary and CEO report).</p> <p>CG shared the following key points for the summary and report:</p> <p><u>P1 Management Accounts</u></p> <ul style="list-style-type: none"> an audit had been put in w/c 14.11.2022 and the Trust were working through last year's financial statements. The CIF bid had been recognised but had not been included in expenditure as it had not yet gone through. <p><u>Finance Audit update</u></p> <ul style="list-style-type: none"> As of the end of P1, the Trust had a surplus of around £3,000 and was ahead of budget by £5,000. Directors were advised to review the document for more detailed information on individual schools. SEND (Special Educational Needs and Disabilities) funding had been received in the Autumn Term. Donations for provision of the outdoor classroom at Anson and for the outdoor project at Howard had come through. Staffing costs were under budget as pay awards had not yet been actioned. Income from Howard was yet to come in to balance the overspend; a cashflow of £500,726 was predicted as of the end of October 2022. 																																								

CBS asked whether there were any concerns regarding the forthcoming audit. SC confirmed that no issues had yet been raised.

PH enquired as to whether all back-dated pay for staff had gone through.

Teachers pay awards had been approved and would go through in December 2022 and TAs (Teaching Assistants) in March 2023.

Caroline Humphries joined the meeting at 8.10am.

Pay recommendations: all teachers would go up a scale; some would be due to go up a pay threshold in alignment with the outcome of their PMS (Performance Management System) review.

CG asked Directors if they were happy with the recommendations which Directors were obliged to accept. Directors would be provided with a sample of staff appraisals.

Action: to provide Directors with a sample of staff appraisals.

CG left the meeting at 8.18am and Directors held a brief discussion following the appraisal of CG on 16th November 2022.

CG returned to the meeting at 8.23am.

The Chair conveyed the gratitude of the Board to CG for her continuing efforts and, in return, CG thanked Directors for their support, expertise and humility.

Reserves Holding policy: subsequent to recommendation by Directors, the *Reserves Holding policy* would be included in the Trustees Report 2022 and provided a rationale in regard to the current use of reserves for the benefit of pupils. Directors were invited to comment on the proposal.

CBS asked how the policy would help in maintaining reserves. SC responded that it provided a backup in the event that staff salaries could not be paid or in the unlikely event of one of the schools having to close. CG added that as a company, this was a statutory requirement for the Trust.

KB enquired as to whether there was anything in addition to the one month staffing costs that required reserves and whether reserves could be used elsewhere. An amount needed to be held in reserves to cover the 4 schools in the event of having to replace appliances. However, it was possible to apply for emergency funding outside of the CIF bid if reserves were not available. It was acceptable to have funds in reserve but the Trust needed a policy as to *why* reserves were in place.

The Chair asked for formal approval of the *Reserves Holding policy* and all Directors agreed to approve.

Action: That the *Reserves Holding policy* be included in the Trustees Report 2022.

Precious Peeps Tenancy at Will – proposal: the proposal was to charge the provider £1,200 per year which was below market value. However, it was deemed important to retain Precious Peeps as a wraparound care provider. Miss Nicola Jarrett, Headteacher at Anson, would continue to work with Precious Peeps to ensure good provision and we would review at Easter.

Internal audit update (see *Governance/Item 9*)

Risk Register: no updates were declared. Feedback from the external audit would be provided at the next Directors meeting on 2nd December 2022.

The Chair and CG would meet with Sid Slater prior to the Directors meeting. Sid Slater would also attend the next Directors meeting and any relevant items added.

Estates: CBS provided an update:

- more information on rising energy costs would be shared with Directors in April when the full impact of increased costs would be evident.
- There was no hedge for rising costs.
- Richard Crosse had been given financial assurance from the Trust for PVS (Polyvinyl siloxane) instalment at the school which would help offset energy costs.
- 15-27% of energy costs across the MAT were incurred through lighting. It would be possible to reduce this high consumption of energy through the use of LED technology. A survey would need to be taken to generate a proposal for the cost of installing LED technology and this had additional cost implications. CBS had met with a supplier who estimated costs at £800-£1000 per school which would be taken off the bid price. CBS proposed that the company came in to assess potential cost savings before the bid went out to tender.
Current provision for lighting across the four schools was discussed and it was decided that a stock take was needed to ascertain which schools were using LED replacement bulbs and which had had a full LED system installed.

Action: to conduct a stock take on lighting provision across the schools.

AB enquired as to whether energy costs had been monitored since the installation of the LED bulbs.

A basic check had been conducted. The focus of reducing energy costs had been on heating. There was no electrical heating in the schools; all heat was generated from boilers with an expected 14-15% saving in costs due to the replacement of boilers.

Following a discussion regarding the impact of rising energy costs on schools, CH asked whether there was potential for dual purpose air-conditioners in classrooms.

CBS replied that these defied the statutory requirement for schools to reduce their carbon output.

Directors discussed other options, including the use of air-exchange systems. Air filters had been installed in the schools at the start of Covid-19 which reduced CO2 emissions and made a significant difference to air quality.

Action: to re-contact and inform the LED supplier that the Trust is currently assessing its provision.

Health and Safety: Accident management (recording and analysis) Health and Safety procedures had been amended and were now all compliant. These updated procedures had been presented to staff.

Facilities: there was nothing to report on Facilities.

IT: cabling had been booked to be installed at 3 schools in November.

Freedom Tech had informed parents regarding sign up and this information would be shared at the Directors following a meeting with the company w/c 21st November 2022.

Action: CG to check that the cabling used is Cat 6 cabling.

Action: to share information with Directors regarding the number of sign-ups to Freedom Tech.

PH updated on the PEN (penetration) test. Results of the test highlighted a need to identify who had accessed the system and how long this access was for. The current system did not provide for this but could be upgraded at a cost. **CG queried** whether this was a statutory requirement and PH confirmed that it was not a requirement but needed to be put on the Risk Register to be accepted as a risk.

Action: JBo to add IT logging onto risk register.

Cyber security report and audit: JBo reported that the multi-factor authentication tokens

		<p>required for sign in had arrived and had been distributed. Staffs Tech needed to come into the schools to complete this process.</p> <p><u>DPO Report and Risk register</u>: no changes were reported.</p>
6.	<p>CEO report</p> <ul style="list-style-type: none"> -Outcomes -school standards -teaching and learning -curriculum -quality of education -attendance -behaviour and attitudes -personal development -Christian distinctiveness. 	<p>CG shared the following key points from her report:</p> <p><u>Outcomes</u>: Richard Crosse and Anson had exceptional outcomes in their end of year (2021-2022) attainment data and were listed in the top 20% of schools in England. All schools were at, or above national average except for the Howard. This was attributed to the higher number of SEND (Special Educational Needs and Disabilities) pupils at Howard. Directors were asked to focus on the issues identified next to the data on the report.</p> <p><u>Attendance</u>: this was above national average across the 4 schools. Great efforts had been made to improve attendance and these had been well-received by both parents and staff.</p>
7.	<p>CEO report</p> <p>People development and management</p>	<p><u>Recruitment</u>: advertisements had gone out for a PA/Project Manager across the trust for 2 days per week and a Deputy Headteacher for 1 day at Richard Crosse. The former would undertake administrative tasks and larger projects for the Trust with a longer term view to training as a clerk. Interviews for the internal appointment of Deputy Headteacher at Richard Crosse would be held w/c 21st November 2022.</p> <p><u>Trust to Trust – Estates</u>: online systems for managing estates (and a range of modules for growth management and managing data and information across the trust) had been explored but the Trust needed more schools before this could be actioned.</p> <p>Action: CG to obtain quotes for an online system (modules – including estate management system).</p> <p><u>Residential Lieu time</u>: feedback from staff was included in the report for which CG expressed her gratitude.</p> <p><u>Strike Acton</u>: CG had spoken to Headteachers regarding potential strike action; Headteachers were prohibited by law from asking individual staff in regard to their intent to take strike action. CG acknowledged that strike action would be taken as a response to current levels of school funding in addition to personal pay.</p> <p>The Chair asked if schools would have to be closed as a result of strike action by the Headteachers.</p> <p>This was a probability but would depend on the outcome of the ballot. Further advice was required on this from CH. The Trust would wait for ballots to be collected; any intended action would be for 1 day.</p> <p>Directors discussed their position in the event of strike action. In the event of the school closing, CG acknowledged that more formal advice would need to be sought from CH in regard to notifying parents and the preparation of a statement in order to meet with legal requirements. It was further noted that strike action had a risk assessment.</p>
8.	<p>Organisational Development and Management (Vision, culture, ethos, Growth Strategy)</p>	<p>CG presented the following key points from the <i>MAT assurance framework audit part 2 – people and partners</i>:</p> <p><u>Term time consultation</u>: both staff and parents had voted in favour of the current school holiday dates and as such, no changes would be made.</p> <p><u>Growth update</u>: an application regarding Multi-Academy Improvement Capacity had</p>

		<p>been sent to the Diocese. The Trust would now wait for a response from the Diocese as to whether it would give permission for them to join with the Mease (subject to the Regional Directorate) in order to move to the due diligence stage. The Trust had undertaken this process with Anson but the CEO, CFO and Business Manager were not in post so outsourcing would provide support for due diligence. Training has been secured.</p> <p>Directors discussed the financial implications of growth within the MAT; the levels of reserves at the proposed schools were healthy and the MAT had the capacity to initially support them. Ofsted ratings were under consideration and the MAT recognised what the proposed schools needed to do to improve and would provide the necessary support. The Trust had a civic responsibility towards pupils from other Trusts.</p> <p><i>PH left the meeting 9.17 am.</i></p> <p><u>Audit</u>: CG had completed the Mat Assurance Formwork RAG (Red Amber Green) rating which had been seen by the auditor, Sid Slater. The suggestion to have another layer to be put in for actions <i>'in progress.'</i> Would look more favourable. CG has asked Perspective to action this. Following this, the Board now had an Action Plan arising from the RAG.</p> <p><u>Diversity training for CG</u>: links to training for governors had been sent out to Directors and details for sign up to the National Governance Association would be sent out when CG received Directors' log in details.</p> <p>KB suggested including the above training links in the induction pack for governors; current provision for training was paper-based and needed to be more engaging. CG said that this had already been added.</p> <p><u>Recruitment induction pack</u>: all 4 schools would have a local governing committee with Headteachers and CG signing off new governors. The Chairs must be approved by the Board. CG proposed the formation of a Chair's Forum which Directors agreed would provide an additional layer of support.</p> <p>The Chair suggested that the Trust Board would need to identify the skills set in each local governing board. The Headteacher's governance training sessions had included a focus on ensuring membership was balanced in terms of the diversity of skills. Each board would have a Link Director to attend some meetings and events; this would provide visibility and enable local board members to ask questions directly to the Trust Board. Additionally, the agenda has an item of questions for the trust board to be sent to the board in a timely manner.</p> <p>Directors were thanked for their support in proofreading the recruitment pack.</p> <p><u>Policy review</u>: the KPI review had been completed and updated by CG; many of the targets had been achieved. The Admissions Policies for all schools for 2024-25 were ratified. The Capability Policy was ratified.</p>
9.	Leadership and Governance	<p><u>Update</u>: (see Item 8)</p> <p><u>Audit</u>: (see Item 8)</p> <p><u>Policy Updates</u>: KPI review (see Item 8)</p> <p><u>MAT assurance Framework</u>: the MAT assurance Framework forms were on the MAT's Google Drive.</p> <p>KB commented that PTFAs (Parent, Teacher and Friends Association) had the potential to work well for a school and this could be achieved by creating a more</p>

		<p>relaxed atmosphere between the PTFA and the Trust Board and that communication should be informal. CG responded that this is where Link Directors would be important and that this was a practice that the Trust Board wanted to develop.</p> <p><i>(See Confidential Part 2 Minutes)</i></p> <p>In response to a report by a parent to Ofsted which was unfounded by the LA, the following discussion arose:</p> <p>KB Challenged: is the number of pupils who have received early intervention known to the MAT? <i>Response: The MyConcern platform is being used across the MAT to track reporting and enables staff to decipher trends in the data that it generated. Questions have been raised from Headteachers in regard to whether certain incidents should be reported and were advised to err on the side of caution. However, some of the incidents reported are not deemed to be concerns.</i></p> <p>CG explained how the 1st response thresholds were met and CBS expressed concern about the potential for staff not entering incidents on the system. CG responded that everything was recorded on the system and that this provided an audit trail for the schools.</p> <p>Directors were reminded that operational matters relating to Safeguarding were not the Board's responsibility and that the number of referrals should be the focus of discussion.</p> <p>CBS asked whether the Safeguarding Report should be amended from an annual to a quarterly report and include confirmation that all staff had updated their Safeguarding training and that DSLs (Designated Safeguarding Leads) were appropriately in place for the assurance of the Board. All Directors agreed with this proposal.</p> <p>Action: to include a Safeguarding report in the form of number and type of referrals in all future CEOs Reports.</p> <p>Action: that JBo update the Safeguarding Policy to reflect that the reporting of incidents will be included in all CEO reports.</p> <p>The Chair thanked Directors for their attendance and contributions, and the meeting closed at 9.50 am.</p>
10.	Any other business	<p>CG suggested that CH would feedback on her review visit to the other schools at the next formal Directors meeting.</p> <p>The next Directors meeting will be Friday 2nd December (extraordinary meeting - Audit feedback) at 8.30 am at Richard Crosse.</p> <p>Future meeting dates will be:</p> <p>Friday 9th December with Members AGM Friday 27th January with Headteachers Friday 17th March with Members Friday 5th May with Headteachers Friday 30th June with Members</p>

Signed.....

Date

Actions for items carried over from the Directors meeting 8/07/202

Item	Action to be taken	Action by whom	Action by when
6	Look into training around equality, inclusion and diversity.	CG	Ongoing: CG to attend a CST event and to continue to identify what is available (see Item 8)

Action Log for the Directors Meeting 18/11/2022

Item	Action to be taken	Action by whom	Action by when
3.	Update the Pecuniary Interest Register.	PH	Post meeting
5.	Pay Recommendations: provide Directors with a sample of staff appraisals.	CG	Post appraisals/next meeting
5.	Reserves Holding policy: to be included in the Trustees Report 2022	CG	Post meeting
5.	Estates: to conduct a stock take on lighting provision across the schools.	SC	Post meeting
5.	Estates: to re-contact the LED supplier to inform that the Trust is currently assessing its provision.	CBS	Post meeting
5.	Facilities: to check that the cabling used is Cat 6 cabling.	CG	Post meeting
5.	Facilities: to share information regarding the number of sign-ups to Freedom Tech.	JBo	Post meeting Freedom Tech
5.	IT Add penetration the firewall to risk register	JBo	
7.	Estates: to obtain quotes for an online estate management system.	CG	Post meeting
8.	Training: Send out details to Directors for sign up to the National Governance Association	CG	Post receipt of log in details

9.	Safeguarding: include a Safeguarding (more detail) CEOs Reports	CG/Clerk	Next meeting/Agenda Item
9.	Safeguarding: update the Safeguarding Policy to reflect that the reporting of incidents will be included in all CEO report and Headteachers reports to Governors.	JBo CG	Post Meeting

DRAFT