

Attendees:	Mr Kevin Borg (KB) (Director) – <u>online</u> Mrs Heather Bowman (HB) (Chair of Directors) Mrs Jacqui Bowman (JBo) (Data Protection Officer and Business Operations Manager) 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) Mrs Caroline Humphries (CH) (Director) – <u>from 8.12am</u>
Apologies:	Mr Charles Bradshaw-Smith (CBS) (FAR Chair and Director)
Also in attendance:	Mrs Lisa Canton (Clerk)
Documents circulated prior to the meeting	TSSMAT Final Directors Meeting Minutes 18.11.2022 CEO report to Directors 27.01.23 Directors Meeting 27.01.23 Agenda Further information for staffing proposal Jan 23 Assigned directors to link to governing bodies Copy of Risk Register TSSMAT – Period 4 2022-2023 Summary Anson TSSMAT Headteachers Report SM Headteachers Report to Governors Copy of TH Headteachers Report to Governors – Spring Report – Review of Autumn 2022 Copy of RC Headteachers Report to Governors Spring 23 C Cooke Letter from FBI Jan 23 Copy of DPO Activity Report Sept-Dec 22 2023.01.03 letter to trusts re dcm_2

The meeting started at **8.03 am.** and was declared quorate.
Responses were 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	Apologies had been received and accepted from CBS.
3.	Pecuniary Interest and Conflicts of Interest	No pecuniary interests or conflicts of interest in any items on the agenda were declared.

4.	Minutes from the last meeting	<p>The Chair asked for any matters arising from the Minutes of the last Directors meeting on the 18th November 2022. Non were declared.</p> <p>All items arising from the meeting would be covered on the agenda.</p> <p><i>Actions arising from the Directors Meeting 18.11.2022:</i></p>			
		Item	Action to be taken	Action by whom	Action by when
		3.	Update the Pecuniary Interest Register.	PH	Completed
		5.	Pay Recommendations: provide Directors with a sample of staff appraisals.	CG	Open Headteachers' appraisals were provided. Staff appraisals would need to be obtained from the respective Headteachers.
		5.	Reserves Holding policy: to be included in the Trustees Report 2022	CG	Completed
		5.	Estates: to conduct a stock take on lighting provision across the schools.	SC	Underway
		5.	Estates: to re-contact the LED supplier to inform that the Trust is currently assessing its provision.	CBS	Open (See Item 5)
		5.	Facilities: to check that the cabling used is Cat 6 cabling.	CG	Open Awaiting a response.
		5.	Facilities: to share information regarding the number of sign-ups to Freedom Tech.	CG	Open Awaiting a follow-up response.
		7.	Estates: to obtain quotes for an online estate management system.	CG	Underway (See Item 5)
8.	Training: Send out details to Directors for sign up to the National Governance Association	CG	Underway Headteachers, office staff and LGC Chairs now had logins to the NGA.		

		9.	Safeguarding: include a Safeguarding report in all CEOs Reports	CG/Clerk	Completed (See Item 9)
		9.	Safeguarding: update the Safeguarding Policy to reflect that the reporting of incidents will be included in all CEO reports.	JBo	Completed
		Action: That the Minutes of the Directors meeting held on 11 th November 2022 be approved as a true and accurate record and that a paper copy be signed by the Chair and filed.			
5.	Audit, Finance and Risk Includes Finances, Audits, Estates, facilities and infrastructure (Inc. IT)	<p>(See TSSMAT – Period 4 2022-2023 Summary and CEO report)</p> <p>The following key areas of <u>P4 management accounts</u> were shared by SCo.</p> <ul style="list-style-type: none"> • staff pay rises had had a substantial impact on costs with the end of December 2022 showing a deficit of circa £31,000. • management charges had slightly reduced. • backpay for support staff had already been paid out and the outturn stood at an adjusted anticipated deficit of £18,000. • performance up to P4 was contributed by £76,000 more income than budgeted. • other income included donations for The Howard. • staffing costs were £43,000 more than budgeted, with leadership costs slightly more than budgeted. • support staff pay increases amounted to £39,000 and non-staff expenditure was £63,000 over budget. • premises were £28,000 over budget and educational resources £13,000 over, the latter of which was attributed to expenditure at the Howard. • £42,000 extra capital funding had been received for improving energy efficiency • £29,000 had been transferred from revenue expenditure to capital expenditure. • Reserves stood at £330,000 as at the end of December 2022, with predicted cash balance of £440,000 at the end of January 2023. <p>KB referred to the £31,000 deficit at St. Mary’s and enquired whether individual schools could be asked to make this up.</p> <p>Each school received an extract of the management accounts on a monthly basis from which their financial position could be discerned. The schools were aware of their limitations but no demands for extra finance from the Trust had been made. Choices regarding spending had improved, staff were being managed in regard to this and, historically, deficit had been clawed back by the year end.</p> <p>The Headteacher at Richard Crosse had put in a proposal for a Nursery Nurse which would be put forward to the school’s governors at the LGC meeting on 1st February. Directors would be informed of the outcome at the next meeting.</p> <p>Action: to provide an update on the proposal for a Nursery Nurse at Richard Crosse.</p> <p><i>CH joined the meeting at 8.12am.</i></p> <p>The Chair thanked SCo for her report.</p>			

Leadership pay scales were subject to leadership plans approval and recommendations. Directors were provided with a copy of the pay scales which would be referred back to in *Item 7*.

Precious Peeps continued proposal Information regarding the proposal was included in the CEO report. Precious Peeps had rejected the offer of £1,200 per year. **All agreed** that the provision of a before and after school club at Anson needed to continue as it supported working parents and were informed that the school would be able to provide its own wraparound care from September 2023.

A return offer of 21% was put to the Board with a provision that should this not be accepted, the Trust could start its own provision at Easter. As provision was on site, the Trust were required to report back to the EFSA (Education and Skills Funding Agency) and show the market value and TUPE would need to be part of the communication.

Directors discussed the matter and suggested that an offer to put forward for Precious Peeps to continue to provide its service without charge until Easter to enable the Trust to set up its own provision. In light of a service provision change, further consultation with Precious Peeps would need to be held and a letter sent to the owner of the company and its staff. CH would support CG in constructing the letter which would reference staff transferring over.

Directors agreed that the proposed £2.05 per hour charge be put forward to Precious Peeps in the first instance.

Action: to put forward the proposed charge of £2.05 per hour to Precious Peeps.

Risk Register JBo announced that there were no changes to the Risk Register but that two new additions had been made in January 2023; the Diocese had not agreed to the expansion of the Trust and the firewall penetration. CG added that the impact on communication of moving Headteachers into Executive Headteacher positions and moving leaders was also a risk.

Internal audit CG and SCo were working through the risk protection audit for Health and Safety and a meeting with office staff had been arranged to develop training at the beginning of March 2023. On completion, the Trust would have conducted two internal audits free of charge.

Online estate management solutions Quotes in regard to having all asset management workflows online had been received with *Parago* being the preferred option in both its functionality and cost. Directors were advised to see the CEO report for more details. A proposal for further exploration was put forward with Directors being subsequently informed of the outcome.

PH had constructed a list of questions which had been sent to Parago for assurance:

1. Do you support google single sign on and Multi factor authentication?
2. Exit clause - what is the cost to get our data out and how quickly and in what format will you provide it?
3. Is there any price protection for the 2nd term - i.e. no more than (insert an index) over original purchase price etc?
4. Data - where is our data store and do you have a data protection policy you can share?

		<p>5. Resilience and Business Continuity Planning - what are you contracted to do for any service issue - what is the SLA - when and how would you restore the service?</p> <p>The management of online estate would initially start with assets and premises with further modules to be added.</p> <p>Action: to provide an update on the online management estate proposal post further exploration.</p> <p><u>DPO update</u> JBo reminded that the September-December report was in the meeting's folder on Google Drive. There had been two external breaches; information had been left on a photocopier by a staff member, and an email containing personal staff data had been sent by the Trust to the police who had sent a reply to the wrong email address. The matter had been reported back to the police. Although neither breach had been made by the Trust itself, both involved the Trust's data.</p> <p>Monitoring visits had been conducted across the schools with Headteachers who had been advised to turn off their PCs on leaving their rooms.</p>
6.	<p>CEO report Outcomes, school standards, teaching and learning, curriculum, quality of education, attendance, behaviour and attitudes, personal development and Christian Distinctiveness</p>	<p>An update on the following areas from the CEO report was provided. CG was thanked in advance by the Chair for her informative report.</p> <p><u>Outcome and standards</u> Attendance remained above national average. Each school was working with individual families to improve attendance with matters escalated to CG who had offered to hold meeting with respective families. Headteachers were working hard to reduce persistent absences.</p> <p><u>Safeguarding</u></p> <p>See Confidential Part 2 Minutes</p> <p><u>Crib sheet for Ofsted</u> More information had been added to the document with relevant matters investigated and monitored. A review of each school had been conducted through peer reviews with Headteachers and the CEO and Directors visits.</p> <p><u>Christian Distinctiveness</u> The Headteacher and Deputy Headteacher from a local primary school had visited St. Mary's to look at SIAMS (Statutory Inspection for Anglican and Methodist Schools) work undertaken by the Headteacher.</p>
7.	<p>CEO report People development and management</p>	<p><u>Recruitment</u> In response to the Trust's plans for developing an executive leadership structure, SC raised concern regarding standards at The Howard and the well-being of the Headteacher. Directors were informed that Headteacher had clearly expressed her desire to move on and the Trust would retain her employment through her secondment to The Mease. Subsequent communication with staff, families of children at The Howard would need to be transparent (<i>see Item 5 above - risk management note</i>).</p> <p>SC requested confirmation that the secondment would be for two terms, after which the Headteacher could return to the Howard.</p> <p>The Trust hoped that the placement would continue following confirmation of academisation with The Mease by Easter.</p>

Directors discussed the opportunity that the secondment created for the Headteacher and the suitability of Mr. Wynn, Headteacher at St. Mary's, as Executive Headteacher of St. Mary's and The Howard. CG added that St. Mary's was in a good position and that the Trust would look at creating an internal Deputy Headteacher at the school. There would also be provision for a Deputy Headteacher at The Howard if Directors approved.

In light of the above, **further discussion ensued** around the potential for staff across the Trust with the following points confirmed:

- conversation with all four Headteachers regarding career progression had been held and Mr. Wynn was keen to progress. He had wanted to maintain his headship at his school and take on another school. The Headteacher at The Howard, Miss Mills, had expressed a similar desire.
- Mr. Wynn would be fully supported by the Trust and a suitable message to staff and families would be conveyed.
- The Headteachers and CEO had constructed a letter for both staff and parents alongside holding separate meetings where questions could be raised.
- the need to manage the changes in leadership had been fully discussed with those involved; the respective schools were in a good position and the opportunity of sharing good practice a positive move going forwards.
- transparency in the changes was paramount, particularly in communication with parents.
- the changes in leadership amounted to an investment in the Trust.

PH asked for further information regarding the secondment to The Mease.

The secondment was an interim approach prior to academisation. The CEO and CH, JBo will work on the agreement to be reviewed by the Mease.

CH referred to the ISR (Individual Salary Range) of the secondment. The Trust would continue to pay the Headteacher whilst The Mease paid the Trust, and it was deemed necessary to ascertain how much the latter payment would be.

Communication with the EFSA had been made to set up an ISR and an SLA (Service Level Agreement). The partnership agreement would support this.

AB asked whether there would be an uplift for both the Headteacher and the Trust.

The secondment would only provide for the Headteacher. CG had arranged to meet with governors at The Howard to explain why the secondment had been made.

See Confidential Part 2 Minutes

CH suggested that an explanation be provided for parents that finance for these new positions would be brought back into the schools as the Trust developed. Implementation of the terms of employment also provided for succession planning.

Strike Action Richard Crosse would be closed for the first day of industrial action on the 1st February but remain open for vulnerable children, with St. Mary's closing one class. The schools had communicated this information to families and had asked that provision for vulnerable children was retained. All four schools had a risk assessment in place to manage industrial action.

		<p>JBo announced that a TA had been in employment at Anson the previous year who had spent a period of time in the USA. All DBS (Disclosure Barring Service) checks were clear in the UK but the FBI (Federal Bureau of Investigation) had not accepted the quality of fingerprinting. JBo asked whether the Trust accept the risk and Directors discussed the matter. It was agreed that additional monitoring of the TA would be conducted by the Headteacher and that the risk was accepted.</p> <p>Action: JBo to request a return for expenditure on the fingerprints.</p> <p>The risk assessment would remain in place whilst awaiting for this return.</p>
8.	Organisational Development and Management (Vision, culture, ethos, Growth Strategy)	<p><u>Growth update</u> All updates were included in the CEO report which Directors were advised to consider.</p>
9.	Leadership and Governance	<p>An update was provided on the following areas of Leadership and Governance:</p> <p><u>Vision</u> Directors had previously discussed a review of the Trust's tag line. A working party would be arranged in Summer 2023 to look at this.</p> <p><u>Policy - Data protection</u> JBo had added a section in regard to DBS assessment.</p> <p><u>Safeguarding</u></p> <p>See Confidential Part 2 Minutes</p> <p>As requested in the previous meeting, Safeguarding information from each school would be collated and presented to the board at each meeting.</p> <p>The roles of <u>Link Directors</u> with the LGCs were discussed and finalised:</p> <p>CBS and HB Richard Crosse KB and SC The Howard AB and CH Anson MHC and PH St. Mary's</p> <p>PH offered to cover for CBS in the event that he was unable to attend the LGC meeting at Richard Crosse on Wednesday 1st February.</p> <p>In view of future LGC meetings, Directors were advised that they could join virtually if necessary, and were not required to attend for the entirety of the meetings.</p>

<p>10.</p>	<p>Any other business</p>	<p>The next Directors will be Friday 17th March at 8.00am at Richard Crosse.</p> <p>Future meeting dates will be:</p> <p>Friday 5th May with Headteachers Friday 30th June with Members</p> <p>The Chair suggested that consideration of succession planning be made in regard to her upcoming resignation. All were advised to consider the matter. The role and responsibilities of the Chair were discussed.</p> <p>Action: to consider the appointment of a new Chair.</p> <p>KB suggested the Board apportion time to reflect on itself and for Directors to better know one another. A visioning morning would provide for this and demonstrated good practice.</p> <p>The Chair thanked Directors for their attendance and the meeting closed at 9.42am.</p>
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Signed..... Date

Actions carried over from the Directors Meeting 18/11/2022

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5.	Estates: to conduct a stock take on lighting provision across the schools.	SC	Underway
5.	Estates: to re-contact the LED supplier to inform that the Trust is currently assessing its provision.	CBS	Open (See Item 5)
5.	Facilities: to check that the cabling used is Cat 6 cabling.	CG	Open Awaiting a response.
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7.	Estates: to obtain quotes for an online estate management system.	CG	Underway (See Item 5)
8.	Training: Send out details to Directors for sign up to the National Governance Association	CG	Underway Headteachers, office staff and LGC Chairs now had logins to the NGA.

Action Log for the Directors Meeting 27/01/2023

Item	Action to be taken	Action by whom	Action by when
4.	Sign and file the Minutes of the Directors meeting 11 th November 2022.	HB	post meeting
5.	Provide an update on the proposal for a Nursery Nurse at Richard Crosse.	CG	next meeting
5.	Put forward the proposed charge of £2.05 per hour to Precious Peeps.	CG	post meeting
5.	Provide an update on the online management estate proposal post further exploration.	CG	next meeting
7.	Request a return for expenditure on the fingerprints.	JBo	post meeting
10.	Consider the appointment of a new Chair.	ALL	next meeting/ agenda item