

**PART I MINUTES**

**TRUST BOARD MEETING  
OF  
THE LEARNING ALLIANCE (TLA) BOARD OF TRUSTEES:  
HELD ON MONDAY 13<sup>th</sup> December 2021 at 9am.**

**Present:**

Mr D. Wootton (DW) (Chair)  
Mrs C. Thomson (CT)  
Mr R. Armstrong (RA)  
Mrs S. Dempsey (SD)  
Mr R. McCluney (RM)  
Mr M. Ashcroft (MA)  
Dr. A. Greenstein (AG)

**In Attendance:**

Mr M. Cladingbowl, CEO (MC)  
Mr D. Twambley – COO (DT)  
Ms L. Clark – Dains (LC) (Items 1-5 inclusive, until 10.15am)

**Clerk:** Mrs C. Gritton

**Absent:**

Mrs J. Millward, Mr A. Pear

Part 1	
Administration	Action
<p>1. The Chair <u>welcomed</u> everybody to the meeting. <u>Apologies</u> were received and recorded as above and the meeting was <u>quorate</u>.</p> <p>2. <b>It was noted that</b> there were no additional <u>declarations of interest</u> for items of this agenda.</p> <p>3. The <u>Minutes</u> of the Board meeting held on 18<sup>th</sup> October 2021 were <b>approved</b> and will be <b>signed by the Chair</b> on Governor Hub. <u>Matters Arising</u> – <b>ACTION:</b> The Chair of the TLA Governance and Search Committee, SD, recommended an external review of governance to be carried out towards the end of this 2021/2022 school year and SD and the COO will discuss its commissioning. The <u>Action Log</u> was updated as noted therein and Trustees will seek to appoint a new Trustee in the new year.</p>	COO/SD
4. Reports (Exception) from Committees	
<p>4.1 <u>Finance and Staffing</u> – <b>Paper 4.1 Finance and Staffing</b> and Supplementary Papers <b>Minutes of the Finance and Staffing Committee (F&amp;S) meeting held on 8<sup>th</sup> November 2021</b>, had been uploaded to Governor Hub (GH) prior to the meeting and were <b>received</b>. <b>It was reported that</b> Trustees had raised a query prior to the meeting regarding the underspend on budgets. Trustees had received sufficient response to that query and an <b>ACTION</b> had been agreed: The COO will prepare an action plan for reserves, with timescales, on a school-by-school basis, which will support the current students in the Trust schools and contain an overview of planned reinvestment.</p> <p>4.2 <u>Audit and Risk</u> – <b>Paper 4.2 Audit and Risk</b> and Supplementary Papers of <b>Minutes of the Audit and Risk Committee (A&amp;R) meeting held on 6<sup>th</sup> December 2021</b> had been uploaded to GH prior to the meeting and was <b>received</b> and the <b>Board noted the contents of Paper 4.2</b> as recommended therein, in particular the prioritisation of business continuity, disaster recovery, ICT and wellbeing. Trustees thanked Dains, tiaa, the COO and the Trust Finance Director for their work on transition and the clean audits.</p> <p>4.3 <u>Local Governing Boards</u> – <b>Paper 4.3 Matters to Share with the Trust Board</b> and Supplementary papers of the <b>schools' LGB Minutes</b> from their November/December 2021 LGB meetings had been uploaded to GH prior to the meeting and were <b>received</b>. <b>ACTION:</b> The COO will draw up an action plan with regard to responses to LGB Matters to Raise with the Trust Board.</p> <ul style="list-style-type: none"> <li><b>Trustees asked what had been considered regarding the Congleton High School (CHS) request for buying in the services of a Trust Educational Psychologist. It was reported that</b></li> </ul>	COO

<p>consideration is being given to insourcing or outsourcing a central resource appointment to support all Trust schools' needs in this regard.</p> <p>4.4 <u>Proposal to Remove The Oaks Academy (TOA) Interim Executive Board (IEB) - Paper 4.4 Proposal to Remove TOA IEB</u> had been uploaded to GH prior to the meeting and was <b>received. Trustees approved the Recommendation to remove the TOA IEB. ACTION a:</b> In light of the Board's decision to remove the TOA IEB, the COO will refresh the Risk Register to reflect the steps taken and <b>ACTION b:</b> The COO and CEO will draft a paper detailing in what circumstances an IEB would be convened in the future and who will sit on that IEB. The G&amp;S Committee will be asked to review the paper, prior to Board approval.</p>	COO/CEO
<p><b>5. Financial Statements 2020/2021- A Report from LC of Dains</b></p>	
<p>5.1 <b>Paper 5.0 TLA Final Draft Accounts 2020/2021</b> had been uploaded to GH prior to the meeting and was <b>received. It was reported that</b> the Trust has seen a significant increase in income, expenditure and tangible fixed assets, due to the merger. The year-end debtors remain relatively consistent and there has been a significant cash-flow increase due to surpluses made this year plus the KMAT contribution. Significantly higher actuarial losses in pension and PAYE contributions as well as increased creditors, are also due to the merger. The Trust is in a comfortable net asset position and is able to pay its liabilities as they fall due.</p> <p>5.1.1 Changes to the Accounts structure, compared to previous years' structure, included material income streams/grants at Note 4, for transparency. Covid grants also had be disclosed separately as have ESFA and non-ESFA grants. Note 18 notes those income streams against expenditure.</p> <p>5.1.2 Also new, is Note 27, disclosing the trading account on the teaching school. KMAT balances are included at Note 28; the left-hand column being the end August 2020 accounts, which have been adjusted regarding the leasehold status of the KA land and buildings. An additional adjustment has been made regarding the Knutsford Academy (KA) Condition Improvement Fund (CIF) income.</p> <p>5.1.3 <b>It was reported that</b> the TLA Audit and Risk Committee had scrutinised the Audit Summary in detail and the Committee was assured that the Trust is financially viable, is comfortable with its financial accountabilities and with a clean audit, is compliant with the Academies Financial Handbook. The key focus this year will be on how the Trust manages risk and actively recruitment to build on pupil numbers. <b>Trustees noted that</b> early indications are that all schools, apart from the Crewe schools are likely to be oversubscribed as first choices for 2022/2023, but numbers in the Crewe schools have improved.</p> <p>5.1.4 <b>LC reported that</b> to get such a clean audit in a transition year is unusual. The audit clearance memorandum points are minimal, so the Trust is in a positive position, with clean accounts and good alignment of controls. <b>ACTION:</b> As recommended by the A&amp;R Committee, positive communications will be prepared regarding the clean audit and good alignment of controls, for dissemination to all stakeholders.</p> <p>5.1.5 <b>ACTION:</b> The Trust meeting scheduling will be reviewed to ensure a clear route for the F&amp;S and A&amp;R Committees to review audits to enable their recommendation to the Board for sign-off.</p> <p>5.1.6 <b>ACTION:</b> The COO and Chair will arrange for formal Final Accounts sign-off before 31<sup>st</sup> December 2021.</p> <p>Trustees thanked LC for her input and LC left the meeting at 10.15am. There followed a 10-minute comfort break and the meeting resumed at 10.25am.</p>	<p>COO</p> <p>Clerk/COO</p> <p>COO/Chair</p>
<p><b>6. Strategic Matters</b></p>	
<p>6.1 <u>Strategic Conversation with DfE – Paper 6.1.1 MAT Assurance Framework Executive Summary 13 December 2021</u> and was <b>received.</b></p> <p>6.1.1 <b>It was reported that</b> the recent annual meeting with the DfE was positive. The DfE are keen to support TLA with the Trust Capacity Fund (TCAF) bid and will consider the Trust's proposed collaborative approach to its Crewe schools and funding. The DfE approved the TLA approach to growth and conversations will continue in the new year.</p> <p>6.1.2 Paper 6.1.1 is a live summary overview of where those areas require further development, but is an interim tactical document, to be utilised until such time as the dashboard is in place and recourse between that and the other Trust strategy documents, such as the Risk Register, are formalised. More detailed documents sit behind each section, available to Trustees on request.</p> <p>6.1.3 <u>Approach to Growth – Paper 6.1.2 Growth Approach 13 December 2021</u> had been uploaded to GH prior to the meeting and was <b>received. Trustees noted that</b> there are no educationally failing schools in the Trust and thanked everybody for that progress.</p>	

<ul style="list-style-type: none"> <li>• <b>Trustees referred to a previous concern of the Trust; that it may not have been large enough for long-term sustainability and asked whether that risk had now passed. It was reported that</b> the DfE is looking to maintain strong and sustainable trusts. TLA could make a strong argument that it is financially safe, but it could be larger. With that in mind, the recent conversations with the DfE focused on TLA's alertness to the possibility of mergers and how it could support other schools joining the Trust. The COO and CEO are working on obtaining data as to ideal trust size and will revisit that in their meeting with the DfE in January.</li> </ul> <p>6.2 <u>Trustee Strategic Discussion Summary</u> - Trustees were assured that TLA has little financial risk exposure, its outcomes and school improvement plans are evident and clear and its governance, robust. The question of Trust scale is with regard to maximising the benefit to schools to enable them to thrive.</p> <p>6.3. <u>Strategic safeguarding update</u> – <b>It was reported that</b> the annual safeguarding programmes have been completed and actions taken to correct deficiencies. Protocols have been formalised to enable safeguarding Governors to have supervision sessions to standardise the Trust's good practices. Whilst he has performed very well in the role, the Trust is looking to relieve Mr Kingdom of his Trust safeguarding responsibilities, to enable him to focus on TOA.</p> <p>6.4. <u>Capacity - organisation chart</u> – <b>Paper 6.4 Capacity – organisation chart 13 December 2021</b> had been uploaded to GH prior to the meeting and was <b>received</b>. There followed discussion around the presentation of the chart and some administrative amendments will be made for clarity but <b>it was agreed that</b> the aim is to ensure that the Trust can ensure that the existing offer to schools is strong enough to tackle educational achievement, particularly in its Crewe schools and that planning is underway to strengthen capacity as needed. The Director of Governance role will be an important part of the structure, adding strength in risk management, policies and procedures and quality assurance, as well as in governance. <b>Trustees agreed that</b> they were happy to move forward on that basis.</p> <ul style="list-style-type: none"> <li>• <b>Trustees asked what additional resources the CEO and COO needed to ensure capacity in their roles. It was reported that</b> the organisation chart takes CEO and COO capacity into account, but it is a live document and thinking is ongoing, to ensure the Trust has the resources to deliver what is needed.</li> </ul>	
<b>7. Operational Matters</b>	
<p>7.1 <u>Schools Update, including Covid</u> – <b>Paper 7.1 Schools Update 13 December 2021</b> had been uploaded to GH prior to the meeting and was <b>received</b>. The key risk in schools is currently staff absence due to Covid. It is becoming increasingly difficult to get supply teachers but TLA schools are helping each other out.</p> <ul style="list-style-type: none"> <li>• <b>Trustees asked whether this will be a continuing issue in the new year. It was reported that</b> this is unknown, but the new Covid variant appears to be spreading quickly, so the Trust will continue to monitor the situation and plan as much as possible. The Trust will continue to follow relevant guidance and rules.</li> </ul> <p>7.1.1 <b>It was reported that</b> Ofqual information released this week suggests that secondary school examinations and primary school tests, will take place this year, although contingency plans are being prepared.</p> <ul style="list-style-type: none"> <li>• <b>Trustees asked whether students being off for long periods with Covid, are imposing additional strains on catch-up teaching and learning. It was reported that</b> TLA schools' students have been fortunate in that Covid cases have been mild, so no students have been off for more than 2 weeks. Blended learning and online teaching across the Trust has been strong and supports all students at home, so it is hoped that gaps are not insurmountable. Teachers have become quite adept at teaching catch-up material.</li> </ul> <p>7.1.2 <b>Paper 7.1a Knutsford Academy (KA) Ofsted Report 2021</b> had been uploaded to GH prior to the meeting and was <b>received</b>. Trustees were pleased with the report and <b>ACTION:</b> The Chair will write to those who supported the inspection, to thank them for their input. The CEO will assist to ensure thanks goes to all involved. Trustees were reminded of the role TLA played in supporting the school in its achievement; coaching and curriculum support helped and enhanced KA's journey.</p> <p>7.2 <u>Finance</u> – <b>Paper 7.2 P2 Management Accounts</b> had been uploaded to GH prior to the meeting and was <b>received</b>. <b>It was reported that</b> P3 accounts were being finalised and the first outturn forecast of actuals for the end of the academic year 2021/2022, will be available when complete. There are currently no major concerns.</p>	Chair/CEO

7.3 <u>Risk Register</u> – <b>Paper 7.3 Risk Register Top 5 Risks</b> had been uploaded to GH prior to the meeting and was <b>received</b> . A Trustee requested that business continuity and ICT be revisited as there are very few plans in place across the schools. The COO will bring 1 of the top 5 risks to the next meeting, for Trustees to consider in detail.	
7.4 <u>Health and Safety</u> – <b>It was reported that</b> of the 2 reportable incidents listed, there were no control concerns. Health and Safety reviews are scheduled to begin in the spring term.	
<b>8. Feedback from Chairs' Forum</b>	
8.1 The Chair was grateful to Mr Pear for attending the Chairs' Forum in his unavoidable absence. The meeting had been characterised by positivity and was productive and insightful. Matters raised were reflected at LGB meetings, evidencing that Trust communication is consistent.	
8.2 LGB Chairs had been grateful to receive monthly management accounts as requested and Chairs expressed an interest in learning more about the financial position of their schools. In this sense, it may be that some communication between Headteachers and LGB Chairs is not as strong as others, so triangulation of meetings is being considered.	
8.3 Chairs made a request for more information to be provided about appointments at Trust level and Trust priorities and consideration is being given as to how to achieve this.	
8.4 Wellbeing is a key focus across the Trust and helpful conversations are taking place regarding how both LGBs and the Trust can support TLA students and staff. Whilst the Trust is looking to appoint someone to drive wellbeing initiatives, the responsibility for wellbeing does sit with LGBs.	
8.5 LGB Chairs had a positive response to Headteachers' performance management targets.	
8.6 LGB Chairs requested Ofsted training and the CEO will accommodate that request, with the input of KA, following its recent inspection experience.	
<b>9. Feedback from Trust Board to LGBs</b>	
9.1 The Trust will continue to adapt its feedback to LGB Minutes, with actions points and a 'You said, we did....' approach, looking at how it can improve, facilitate and support communication between all tiers of governance and between TLA schools.	
<b>10. AOB: Nothing to report</b>	
<b>Date and Time of Next Meeting: Monday 31<sup>st</sup> January 2022 at 9am</b>	
<b>Meeting closed at 11.17am</b>	

ACTIONS From December 2021 Meeting			
ACTION	By When	By Whom	Confirmed Complete
<b>3.</b> The COO and SD (As Chair of the Governance and Search Committee) will discuss due process around the recommendation of the G&S Committee making a recommendation that the Trust commission an external review of governance by the end of the school year.	31/01/22	COO/SD	
<b>4.1</b> The COO will draw up an action plan regarding the use of reserves in excess of the 5% of GAG Trust target.	31/01/22	COO	
<b>4.3</b> The COO will draw up an action plan with regard to responses to LGB Matters to Raise with the Trust Board.	31/01/22	COO	
<b>4.4a</b> In light of the Board's decision to remove the TOA IEB, the COO will refresh the Risk Register to reflect the steps taken.	31/01/22	COO	
<b>4.4b</b> The COO and CEO will draft a paper detailing in what circumstances an IEB would be convened in the future and who will sit on that IEB. G&S Committee will be asked to review the paper, prior to Board approval.	31/01/22	CEO/COO	

<p><b>5.1.4</b> As recommended by the A&amp;R Committee, positive communications will be prepared regarding the clean audit and good alignment of controls, for dissemination to all stakeholders.</p> <p><b>5.1.5</b> Meeting scheduling will be reviewed to ensure a clear route for the F&amp;S Committee to review finance audits to enable their recommendation to the Board for sign-off.</p>	End of term	COO/J. Routes?	
<p><b>5c</b> The Chair and COO will arrange for formal accounts sign-off</p>	End of school year	Clerk/COO	
<p><b>7.1</b> The Chair will write a letter to KA to congratulate them on their Ofsted outcome. The CEO and Chair will liaise regarding recipients.</p>	31/12/21	Chair/COO	
<p><b>General Agreed Action</b> that papers will not be embedded in other papers when uploaded to GH.</p>	End of term	Chair/CEO	
<p><b>From 18th October Meeting</b></p> <p>4.1 The Trust Board will seek to appoint a Trustees with extensive financial knowledge and experience to support oversight and challenge in this area.</p>			Ongoing
<p>4.3.2 Trustees and the CEO will consider when and how to carry out an external review of governance.</p>	ASAP	Board	Set for end 2021 school year
<p>5.1 The CEO and COO will arrange a Trustee Strategic Development Away day prior to the December Board meeting. (Link to items 5.3 and 7)</p>	In due course	Board/CEO	Complete as at 8/12/21
<p>5.2a The Chair will write to the outgoing Chair of the Castle Primary School LGB, to thank them for their hard work and support for the school.</p>	Before 13/12/21	CEO/COO	Complete as at 13/12/21
<p>5.2b The data pack for the next meeting will contain combined and best of measures as well as an indication of projected results for next year.</p>	ASAP	Chair, on behalf of the Board	WIP as at 13/21/21
<p>5.3 Future iterations of the SEF will include a preamble detailing the key areas of focus for Trustees, to feed into risk management arrangements. A rag-rated assessment document will be prepared by the CEO for the Away Day to enable clarity of prioritisation.</p>	13/12/21	CEO	Complete as at 13/12/21
<p>6.2 The COO will prepare a list of the top 3-5 priority risks for the December Board meeting.</p>	Away Day	CEO	Complete as at 13/12/21
<p>7. How to involve all stakeholders in school development, will be discussed at the Away Day.</p>	13/12/21	COO	Complete as at 08/12/21
<p>8. The COO will inform schools that the Board approved the proposal that LGBs form individual in-year admission panels as referred to in paper 4.2.</p>	Away Day	Trustees/CEO	Complete as at 13/12/21
	ASAP	COO	

**DATE AND TIME OF NEXT MEETING – Monday 31<sup>st</sup> January 2022 at 9am**