

**Part 1 Minutes**

**Trust Board Minutes**

of

**The Learning Alliance (TLA) Shadow Board of Trustees (the Shadow Board):**

Held on Wednesday 19<sup>th</sup> July 2023 at 1:30pm

**Present:**

Mr D. Wootton (Chair)  
 Mr R. Armstrong (RA)  
 Mr M. Ashcroft (MA)  
 Mrs K. August (KA)  
 Mr J. Clough (JC)  
 Mrs A. Greatbanks (AG)  
 Mr S. Kidwell (SK)  
 Mr R. McCluney (RM) (Left prior to item 4.5)

**In Attendance:**

Mr D. Thomas (DTh) – Learning for Life Partnership CEO  
 Mr D. Twambley - Deputy CEO/COO (DTw)  
 Dr A. Howells – Director of Quality (AH)

**Clerk:** Mrs C. Gritton

**Apologies:**

Mr A. Pear (AP), Mrs H. Ranson (HR)

**Part 1**

1. Administration	Action
<p>1. AH <u>welcomed</u> everybody to the meeting. <u>Apologies</u> were received from AP and HR .</p> <p><b>1.1 There were no Declarations of Interest.</b></p> <p>Unless stated otherwise, all papers had been provided to all Trustees by email, prior to the meeting. All papers were subsequently uploaded to Governor Hub (GH).</p> <p>2. <u>Appointment of Chair</u> In advance of the meeting Trustees were invited formally to submit an expression of interest in the position of Chair. One expression was received from Mr D. Wootton. A nomination recommending Mr Wootton was also received from another Trustee. <b>It was unanimously agreed that</b> Mr D. Wootton would Chair the meeting and be appointed TLP Chair Designate for 2023/24. The Chair welcomed everybody to the meeting and confirmed that TLA Members had followed due process to appoint the new Trustees, KA, SK, JC and AG to the TLA Board as of 1<sup>st</sup> September 2023. The Chair expressed his pleasure to be meeting to discuss the merger of TLA and The Learning for Life Partnership (LfLP), which would result in the new trust being the largest in Cheshire East (CE), with 14 schools.</p>	
<p><b>3. Update on Merger Developments</b></p>	
<p><b>3.1 Update on the work of the Project Support Group (PSG) and Next Steps</b> <b>It was confirmed that</b> TLA Trustees had met earlier that day and approved a resolution for merger and endorsed the process to be followed. Thanks were proffered to the PSG for their work. At the point of legal merger a formal submission will be made to Companies House to enact a name change and the Trust will “trade” as The Learning Partnership (TLP). The merger process is on track and is expected to be completed for 1<sup>st</sup> September 2023.</p>	
<p><b>4. Governance Matters</b></p>	
<p><b>Paper 4.0 Governance Matters V1.0, was received.</b></p>	
<p><b>4.1 <u>Appointment of Members</u> Paper 4.1a Members – Appointment of Members – Final, was received and noted.</b></p>	
<p><b>4.2 <u>Appointment of Trustees</u> Paper 4.2a Members – Appointment of Trustees – Final, was received and noted.</b></p> <p>The Chair confirmed that TLA Members had approved the appointment process and the operating of this Shadow Board. The Chair noted that the process to select Trustees was objective and evidence based. The Chair thanked trustees for completing the appointment process. Those trustees from each trust who are not</p>	

transferring to the new trust, have been thanked for their work, by their respective trust chairs. The Chair thanked AH for the quality of the appointment process for Members and all trustees.

- 4.3** Approval of TLP Scheme of Delegation (SofD) Papers 4.3a TLP Draft SoD-ver0.2 5<sup>th</sup> July 23 and 4.3b TLP SofD-Annex A-ver0.2 5<sup>th</sup> July 23 and 4.3c Standing Orders ver1.0, were received. **It was reported that** the basis of the SofD is a conjoined, adapted version of both trusts' current SofDs. **It was agreed that** the Trust Board should approve the SofD every 2 years and **[ACTION AH: paragraph 7 of Paper 4.3a will be amended to remove the word 'periodically' to be replaced with 'every 2 years', to reflect this]. It was reported that** all Trust Board Committees will be asked to review their Terms of Reference (TofR) at their first respective meetings of the 2023/2024 academic year. **It was agreed that** a Performance and Remuneration Panel (the P&R Panel) will be convened in the new academic year, to consider senior executive roles, contracts and salary bands. **[ACTION P&R Panel]**. If required, the matter will be referred to the Finance and Staffing Committee which will make recommendations to the Trust Board. The P&R Panel will consist of 2 trustees, drawn from the Finance and Staffing Committee and the Trust Chair. **[ACTIONS AH: paper 4.3, page 8, P&R Panel membership, will be amended to reflect this. The Shadow Board asked that the SoD include the circumstances in which delegated responsibilities might be withdrawn].** **It was reported that** the preference for the first year of TLP's existence was to hold as many Board and Committee meetings, in person as possible and to avoid hybrid meetings, where possible. **Challenge: The Shadow Board asked why the Financial SofD contained RACI based on best practice, when TLA's Financial SofD had not. It was reported that** the Financial SofD presented is more transparent than the current TLA version, containing improved communications' strategies and responsibilities and RACI strengthens those improvements.

**Subject to the matters herein, The Shadow Board approved the SofD in Papers 4.3a and 4.3b and Standing orders in Paper 4.3c.**

- 4.4** Approval of TLP Financial Scheme of Delegation (Financial SofD) **It was reported that** delegated financial levels had been set at TLA levels, which can be revisited following transition, as it is not prudent to change them whilst systems and processes are being set-up. **Challenge: noting that some of the levels were significantly higher than current LfLP levels, a Shadow Board member asked the purpose of the dual approval process. It was reported that** the process ensures that the matter for which approval is sought, is within the relevant budget. The role of the Finance Director in the process is that of 'safety net' to ensure the spend does not negatively affect the financial sustainability of the school and to ensure the procurement process is followed. **Challenge: a Shadow Board Member was concerned that the effect of the dual approval process may result in Headteachers requiring approval of all staff appointments, resulting in their loss of autonomy in recruitment. It was reported that** this process has not caused issues for TLA; Headteachers are able to set their own staffing structure in collaboration with the Trust, and Headteachers have not taken issue with the approval process of like-for-like staff recruitment. **Challenge: The Shadow Board asked whether there is a plan for how capital spending will be prioritised. It was reported that** TLA has a sound maintenance budget strategy, but school improvement developmental spend requires a more structured, clear, transparent, unbiased approach. This will continue to be developed with the aim of creating a strategy which enables transparent, pre-prioritised spend as funding becomes available.

**The Shadow Board approved the Financial SofD and procurement thresholds.**

- 4.5** Approval of TLP Committee Structure Paper 4.5a TLP Governance Slide June 2023, was received. **[ACTION AH: The dotted lines in the structure diagram will be solid lines]. It was reported that** the structure aims to show clear lines of accountability and separation of duties between each level. The new Education, Standards and Performance Committee (ESP Committee) will support the LGBs' work in holding schools to rigorous education and welfare accountability and helps to define and clarify expectations and empower LGBs. In turn, the trust will need to ensure that the LGBs receive the right quality indicator data, in clear, transparent format and are asking the right questions regarding that data, for which Governor training will be key. The Shadow Board discussed the benefits of various groupings of Committee responsibilities, for example, whether Staffing would be better suited with Education rather than with Finance, but were assured that the structure presented ensures synergy of risk mitigation, transparency and oversight.

**Subject to the matter herein, the Shadow Board approved the and endorsed the Committee Structure in Paper 4.5a.**

- 4.6** Approval of TLA Trustee Allocation to Committees Paper 4.6 Trustee Allocation to Committees v1.0, was **received**. The Shadow Board discussed the merits of Committees of 3 members with a quoracy of 2 and were assured that it is appropriate to a Trust Board of TLP's size.

**The Shadow Board approved the Committee Allocation in Paper 4.6.**

## **5. Vision and Values**

- 5.1** Approval of TLP Vision and Values **It was reported that** the Vision and Values drafting had endeavoured to capture the shared thinking of both trusts and had been discussed with all Headteachers. The Shadow Board discussed the key mission words of partnership, people, passion and performance and agreed that they reflect the ethos of the trust at this point, but that the trust USP should be developed and should incorporate the character of the trust and the importance of a focus on the communities it serves. The Shadow Board also discussed what constitutes values and the importance of duality for staff, the communities served by the trust and pupils. **It was reported that** schools also each have their own values. These should be sympathetic to TLP's values and reflect that education is a vehicle for positive social change. The Chair advised that TLP's approach will look to develop schools through more than simply support; performance is not just progress measures, it is outcomes and strong destinations, requiring wide and broad pupil and staff development. **A Shadow Board member recommended that** the word 'pipeline' should not be used to describe people development.

**The Shadow Board approved the Vision and Values for the short term but [ACTION DTo/Trust Board: the vision and values will be revisited in the Spring].**

- 5.2** Outline of Strategic Priorities 2023-2024 **It was reported that** the employee benefits scheme helps support one of the most important strategic priorities; people development. TLP will provide staff benefits, training and career development opportunities to continue to support and improve its schools. TLP does not want its schools to lose their individual identities. The aim of achieving an appropriate balance between autonomy and uniformity will be sought. In some matters, such as safeguarding and Special Educational needs and Disability (SEND), TLP will advocate consistency of approach to enhance provision and allow for collaborative support across the schools. Clear and consistent monitoring and accountability and quality assurance frameworks will be utilised to ensure the Trust Board knows its schools and can be assured of the impact of all initiatives. The **Board noted** that the strategic priorities are regarded as a work-in-progress (WIP) and one area for development will be the inclusion of metrics to evaluate performance and outcomes.

**The Shadow Board approved the Strategic Priorities as a WIP.**

## **6. Policies: Adoption and Approval of Core Policies**

- 6.1** HR Policies and Procedures and **6.2** Financial Policies and Procedures were **noted**. **It was agreed that** in the short term, TLP would adopt TLA policies, rebadged for TLP. **It was confirmed that** there are no Transfer of Undertakings (Protection of Employment) Regulations 2006 (TUPE) issues arising from the adoption of TLA staff policies, although if any did arise, then the TUPE guidance would be followed.  
**The Shadow Board approved the Policy framework.**
- 6.3** Safeguarding and Child Protection will be updated in September following the implementation of the updated Keeping Children Safe in Education guidance. All Trustees and Governors will be required to read and confirm understanding of the guidance.
- 6.4** Whistleblowing Paper 6.4 Confidential Reporting (Whistleblowing) Policy and Procedure 1.0 was **approved**.
- 6.5** Complaints Policy and Procedures Paper 6.5 TLP Complaints Procedure V1.0 was **approved, subject to [ACTION AH: revision to note that the policy is actually a 2-stage (rather than 3 stage) policy; what is currently referred to as 'Stage 1' is designated informal and therefore is not a formal stage.**
- 6.6** Health and Safety Policy and Procedures Paper 6.6 Health and Safety Policy v1.0 was **approved**.
- 6.7** GDPR and Data Protection Paper 6.7 Data Protection Policy was **approved**.

## **7.0 AOB**

**7.1 Supplementary Papers TLP Governors' Code of Conduct v1, TLP Nolan Principles v1.0 and Trustees' Code of Conduct, were received and approved.**

**7.2 It was agreed that** future Trust Board meetings will be held in rotation at the Trust schools. Headteachers could be invited to give a presentation or deliver a tour at their school.

**7.3** Trustees were informed that Trustee AP had invited all Trustees to a social event in September. Further details would follow by correspondence.

Meeting closed at 3:40pm

**Date and Time of Next Meeting:**

Thursday 5<sup>th</sup> October 2023 at 13:30.

Venue: The Oaks Academy (Buchan Grove, Crewe CW2 7NQ)