

**Company Number: 10357163**

## **THE MAST ACADEMY TRUST**

Minutes of a meeting of the board of directors of The Mast Academy Trust (the **Academy Trust**) to be held at Kirkburton Middle School on 2<sup>nd</sup> November 2016 at 6:30pm (the **Meeting**).

<b>Present</b>	Martyn Jones Helen Carr Claire Grainger Ros Roughton Graham Smith Anthony Wilkinson Andy Williams Glen Wilson	Chairperson       Vice Chairperson
<b>Attendees</b>	Gail Khan Jason Field Natasha Greenough Gary Johnson Debra Knowles Janine Taylor	Gail Khan Associates Financial Director Scissett Middle School Kirkburton Middle School Shelley First School Clerk
<b>Apologies</b>	John Simmons (Birdsedge First School)	

### **17 Welcome, Introductions and Apologies**

17.1 All directors and attendees introduced themselves.

17.2 Apologies for absence were received from John Simmons.

17.3 Declarations of Interest were received from Janine Taylor for agenda item 5 and Jason Field for agenda item 6(ii).

### **18 Minutes from 3.10.16 for approval**

18.1 RESOLVED: That the minutes of the meeting held 3 October 2016 be approved by the Trust Board and signed by the Chair as a correct record.

A discussion took place regarding format of minutes going forward. It was suggested recording of key discussion points and the use of questions and answers in minutes was very useful in capturing challenge. It was agreed by the clerk this would normally be the standard format followed although a very specific template was provided for the inaugural meeting. It was agreed this was a discussion to be had with the appointed clerk.

The Chair advised he would be adding an action column at the back of the minutes to include required action, named person and timescale.

**Q.** Would the clerk keep a record of attendance?

**A.** Yes it would be up to the appointed clerk to record and keep this.

## 19 **Matters arising**

### 19.1 Role of Members and Trustees (min 9.1.1)

This had been circulated to all Trustees prior to the meeting as previously agreed. GK explained this would be looked at in more detail during the training/information session to be held 30 November 2016.

### 19.2 Members and Trustee biographies (min 15.2)

These had been circulated to all prior to the meeting as previously agreed.

**Q.** Is it the case that Governors in each of the Local Governing Bodies are expected to hold the Head Teacher to account as this is not articulated in the articles?

**A.** This is because as a Trust it is not compulsory to have LGB's, this is a choice for the Trust Board to make. This would be explained further by Schofield Sweeney during the training/information session on 30 November.

It was suggested further to the session to be held on 30 November an informal event be organised for January 2017 to allow Members, Trustees, Governors and Head Teachers to meet in a more social capacity.

### 19.3 Bank signatories (min 10.1.9)

JF informed the board 3 of the 4 school bank accounts were now set up along with the MAST Trust account. It was also clarified that the Finance Director and the CEO had been set up as signatories on all bank accounts to be called upon only in the event of holiday or absence of local signatories.

### 19.4 Members vacancy (min 9.1.1)

As previously discussed there was a vacancy for the role of a Member and it would be normal procedure for the Chair of the Board of Trustees to take up this post.

**RESOLVED:** That Mr Martyn Jones, as Chair of the Trust Board fill the fifth Member vacancy.

It was noted that this expectation lay with the Chair of the Trust Board and not the individual.

**Q.** Can the Vice Chair attend the Members meeting on behalf of the Chair if necessary?

**A.** Members only meet once per year at the Annual General meeting, all Trustees are welcome to attend this meeting regardless of status.

19.5 Scheme of delegation (min 9.1.1.7)

The updated version had been circulated as discussed.

**Q.** Regarding 1.7a,b,c the delegated authority for up to £20,000, how is consistency of spend applied to the 3 different areas as it doesn't seem connected. Could each school potentially operate independently?

**A.** JF explained that the Trust would first look at joint provisions in the first instance and this is explained further in the policy. Following discussion with the Leadership team this should be brought to the Trust rather than agreed individually and it was noted it would be unusual that this amount of money be spent in relation to anything other than that that had already been agreed in the budget plan.

**Q.** Regarding 4.1 & 4.3, Redundancy and Early Retirement, should this be a more consistent approach across the Trust?

**A.** This would be agreed by the Trust following full consultation with the CEO and Local Governing Bodies and implemented by the Local Governing Bodies.

**Q.** Regarding 4.20, consultation with Trade Unions, which is delegated to Head Teachers, shouldn't this depend what is be consulted on and be done as a Trust consultation?

**A.** This would be clearer following receipt of the final LA documents.

**ACTION GK:** A response to this would be provided at the next meeting.

A discussion arose regarding the importance of the relationships between the Trust Board and the Local Governing Bodies. It was suggested Trustees attend a Governing Body meeting to help establish relationships between the two. It was noted the CEO would also form a main link between the Trust and the LGB's. The priority at present was the Scheme of Delegation, to provide clarity of ownership to all stakeholders in the Trust and to ensure compliance by all.

**Q.** What was the process for amendments to the Scheme of Delegation?

**A.** The Executive Leadership Team would bring these to the Trust Board. It was essential the document be reviewed at least annually.

**ACTION (Clerk):** The Scheme of Delegation be an agenda item on each Trust Board and Local Governing Body Agenda.

19.6 Declarations of interest (min 8.2)

These were now all complete.

It was further advised all Trustees would be required to complete a DBS check. Forms would be distributed next week and further instruction would be provided as to where to take supporting ID documents.

As Chair of the Trust Board MJ had also undergone checks for approval by the Secretary of State.

## 20 **Election of Vice Chairperson**

20.1 1 Nomination was received for Vice Chair for Mr Andy Williams.

20.2 RESOLVED: That Mr Andy Williams be elected Vice-Chair of the MAST Academy Trust Board.

## 21 **Appointment of the Clerk**

21.1 As per minute 17.3 JT left the meeting for this item.

21.2 GK shared the detail on the recent procurement process for the appointment of the clerking service to the academy trust and all its schools. Consistency of approach and personnel as well as academy knowledge is extremely important to the Trust. When the bids were evaluated it was extremely close between two providers both of whom demonstrated significant knowledge of the academy sector and could offer suitably qualified clerks to all meetings.

It was agreed that the Trust should meet with Kirklees Governor Services to review their tender and costs in order to provide the clarity required and to agree a definitive fee for the remainder of this academic year and subsequent years.

**ACTION:** GK to arrange meeting with clerking services and the appropriate Trust leaders.

## 22 **Academy conversion update report**

A document summarising updates had been circulated prior to the meeting.

22.1 Leases & Commercial Transfer Agreements (CTAs)

3 out of 4 leases were ready for approval. There were still discussions being held between the LA and Scissett Middle School regarding the bus turning circle.

2 out of 4 CTAs had been received for review by the legal team. Shelley First and Kirkburton Middle were outstanding due to queries around insurance premiums which the LA are trying to claw back. These now await feedback from the DfE.

RESOLVED: That the leases for Birdsedge First School, Kirkburton Middle School and Shelley First School be approved and signed by the Chair and Anthony Wilkinson.

It was necessary the CTA's be signed off following completion in November and so a Trustee along with the Chair would be sought for this.

Tupe for all staff across the Trust had now been complete and due diligence data had transferred.

**Q.** How was the transfer of the West Yorkshire Pension progressing?

**A.** Although the process has started it cannot be certain until following conversion. An interim employee contribution based on 20% has been factored into the draft budget.

**Q.** Is it more expensive?

**A.** Yes.

JF in his capacity of Finance Director gave an overview of various funding available to the Trust to apply for. It was his intention also to look into LED lighting which would provide long term savings due to future utility increases.

## 22.2 Chief Finance Officer

As per minute 17.3 JF left the meeting.

The board was informed the original appointment to Chief Finance Officer was made on a fixed term contract until 31 December 2016. It was necessary therefore to look at extending this taking into consideration for how long and on whether it be on a full time or part time basis.

An explanation was given as to the initial process and the reasons behind the role being offered on a full time basis. It was originally planned the role would be on a part time basis but due to the expertise and skills of the successful candidate, in order to secure an appointment additional duties in line with a business and corporate role were factored in to the overall role including money saving and central support.

A discussion took place regarding the various choices available and the cost implications as well as the security for the post holder allowing the Trust to have confidence also in securing the right candidate.

**RESOLVED:** That Mr Jason Field be appointed Chief Finance Officer for a fixed term period until 31 December 2017 to be reviewed in the Summer Term 2017.

**ACTION (DK & AW):** A contract of appointment would be drafted by the CEO and the Leadership Team and this would be reviewed by Anthony Wilkinson.

## 23 Governance

### 23.1 Link Trustees/Governors

A document advising of potential Link Trustees had been circulated and agreed.

RESOLVED: That Link Trustees be appointed at follows:

<b>Link area</b>	<b>Proposed Trustees</b>
School improvement/ children welfare & safeguarding	Andy Williams / education vacancy
Finance	Helen Carr / Graham Smith
Staffing/Appraisal	Anthony Wilkinson / Martyn Jones
Environment	Legal vacancy
Communications	Claire Grainger
Audit	Glen Wilson / Ros Roughton

**Q.** Where would the safeguarding link come in?

**A.** This would come in with pastoral, although following discussion it was agreed that pastoral be re-worded to read Children Welfare & Safeguarding.

It was further discussed the importance of all Trustees, not only the link Trustee understanding the education side of their remit and understanding accountability. All agreed the importance of this and the proposal for a further training session/follow up session around “education”.

It was further suggested the date of the Training/information session to be held on 30 November be postponed to allow for further planning and potential inclusion of what had been previously discussed, it was agreed however this was not necessary and it was important to go ahead as planned.

All Trustees were in agreement that an open and transparent approach to the training session was important, with a shared goal of “How do we all work together to make this work”.

The Chair advised that due to prior engagement he would not be in attendance at the session on 30 November but agreed to attend any Governing Body meetings taking place in December to help share the agreed message and overcome and areas of concerns governing bodies may have around the Trust Board “taking over”.

## 23.2 Appointment of the audit committee

RESOLVED: That Ros Roughton and Glen Wilson be appointed to the audit committee.

It was agreed the committee would consist of 3 members and the third would be an independent appointed person.

A discussion took place around suitable candidates for consideration. It was noted Universities and Colleges also have audit committees and it may be worth considering approaching these or another MAT.

**ACTION:** JF to pursue suitable independent member to be appointed as third member of the audit committee.

23.3 Terms of reference for approval  
(Board, LGB, Audit, Finance, Standards and Staffing)

Terms of reference as above had been circulated prior to the meeting for consideration. These were to be reviewed on an annual basis and were based around documents already in place, i.e. Academies Financial Handbook and scheme of delegation.

Mr Williams advised clarity is required regarding the curriculum aspect, there is reference to the statutory curriculum although what is this as this would assume the national curriculum is meant although Academies are not required to follow this?

Further reference was made to the responsibility for Recruitment as this would normally be the GB although the ToRs assume the committee has responsibility.

It was agreed for clarity each link Trustee would review terms of reference related to their area and feed back to GK. It was re-iterated the deadline for having these in place was 1 December 2016.

**RESOLVED:** That Terms of Reference as above be approved as working documents and are subject to amendments identified by the relevant Link Trustees.

**ACTION (All):** Trustees to send comments/questions regarding ToRs Gail Khan by 21 November.

**Q.** What if suggested changes are not in line with the Scheme of Delegation?

**A.** These should still be submitted as the SoD is a working document and may need amending in line with this.

**Action (Clerk):** Agenda Item – To what extent are the Trust and the LGB's to implement the curriculum and regarding staffing issues – where does the CEO fit in for delegated authority.

24 **Policies for approval**

All policies had been circulated prior to the meeting for consideration.

24.1 Statement of accounting policies

JF explained this policy had been determined by the academies accounts document, academy account direction and the academy finance handbook.

24.2 Financial regulations

As above the policy had been determined by the academies accounts document, academy account direction and the academy finance handbook.

#### 24.3 Bad Debt write off

The recommended limit of debt was relatively minor.

#### 24.4 Capital & Revenue Reserves

A discussion took place around reserves which should not exceed the range of 3-5% of total revenue. There were views expressed that no contingencies should be held back, as any budget should be spent on current cohorts and not reserved for future ones. However, it was agreed that it was now necessary more than ever to have contingency funds as the MAT would no longer have the fall back of the LA.

The question of whether individual schools within the Trust would retain their part of any contingency reserves was raised, and it was confirmed that they would, as long as over all reserves did not exceed the 5% maximum MAT policy.

#### 24.5 Anti Fraud & Corruption (inc anti bribery and gifts & hospitality)

This policy set the limit of any gift value at £25.

#### 24.6 Fixed Asset

JF explained any disposal of assets would be a government decision.

#### 24.7 Expenses

#### 24.8 Complaints

**Q.** Is this policy based around the LA model policy that the schools previously adopted?

**A.** No this is a new policy.

#### 24.9 Freedom of Information

GK explained the importance of this policy although it did follow a generic format.

#### 24.10 Procurement – to follow Spring mtg

#### 24.11 Investment – to follow Spring mtg

**RESOLVED:** That policies 1-9 as above be approved.

**ACTION (All):** Any queries/questions be emailed to Jason Field prior to 21 November.

### 25 Finance

#### 25.1 Budget for 2016/17 for approval (tabled)

JF circulated the draft budget proposal and explained at this stage focus would be on income and expenditure rather than balance sheet and cash flow.

Thanks were given to individual school finance teams for their input and co-operation on the new finance systems.



JF explained that 82% of the current budget was allocated against staffing. This was relatively high in benchmarking terms and would typically be around 75%. It was added however that although this was not typical of all schools it was typical of Ofsted rated Good and Outstanding schools as was the case within the Trust.

The Trust had a high staffing profile and 49% were on their highest level of pay at UPS3. It was suggested that there may be a need to re-look at staffing structures as they naturally change to ensure the Trust is not in a position for a deficit budget in the future. The Trust agreed fundamentally staffing is what makes the school however there needs to be balance between maintaining quality and maintaining the budget. The high cost base is in place for a reason and ways around working with it need to be looked at.

**Q.** What will happen if pension contributions increase beyond the 20% budgeted for?

**A.** This would need to be factored into the budget and there would be an impact.

A point was made regarding looking at future opportunities away from those that were once constrained by the LA. The MAT was in a position to look at ways of doing things differently and so more cost effective.

Mr Williams suggested the MAT must be seen to be transparent and avoid being seen to be taking money away from children's opportunities.

GK explained Academy Trusts have a duty to report to the Local Governing Bodies how funds have been used.

JF explained the deadline for submitting the 3 year forecast was 9 January 2017.

**Q.** Is there as need to meet again prior to this deadline to finalise the forecast?

**A.** The next meeting was scheduled for 6 February, therefore it would be more practical to share the plan via email and ask comments/suggestions to be emailed prior to submission.

**ACTION (JF):** To email proposed 3 year forecast to all for review prior to submission on 9 January 2017.

**RESOLVED:**

(i) That Trustees approve the approach proposed in the paper tabled for approving the budget pre conversion to Academy status.

(ii) That Trustees approve the approach for creating a plan for additional savings for future years and present at the next Board meeting. (AGENDA)

(iii) That Trustees approve the Trust Contribution level for 2016/17.

Thanks were given to Jason Field for his work on the budget and his informative report.

26 **Business Calendar**

An updated version had been circulated including an additional meeting of the Trust Board to be held 24 May 2017 and changes to Scissett Middles Schools local governing body meeting dates.

27 **Appointment of Chief Executive Officer**

Natasha Greenough, Debra Knowles and Gary Johnson left the meeting at this point.

A paper had been previously circulated in relation to the recommendation of the panel for the appointment of the CEO.

The panel recommended Debra Knowles be appointed to the role of CEO and gave further recommendation to the remuneration she be appointed on. They explained there will be a need for ongoing review as any changes to the role including size of Trust and additional academies will have an impact on the pay proposal and there was scope for additional remuneration if required in the future which would be linked to appraisal and performance.

**RESOLVED** - That Mrs Debra Knowles be appointed as CEO of the MAST Academy Trust on Scale 6 L34 at 0.4 of the FTE rate of £87,694pa, equivalent to £35,078 pa pro rata.

Appraisal would take place on a date to be agreed in December 2016 by Chair and Vice Chair of Trust Board along with an external advisor and school Chair of Governors. Discussions around monitoring of time would take place during the appraisal.

**Q.** Is there an external advisor?

**A.** GK advised this was in place.

A discussion took place as to where the post would be based and it was agreed this would be decided following a discussion with the post holder however the contract of employment would state the post be held at 1 of 4 locations.

**ACTION (MJ):** The Chair of Trustees would contact the successful candidate on 3 November to offer the position and discuss locality.

28 **Any other business**

28.1 Timing of meetings

The Chair asked the Trust Board if timing of future meetings at 6.30pm was convenient or if a later or earlier time be better suited. The board agreed a meeting time of 6.30pm was appropriate.

28.2 Communication with Staff

**Q.** Was it appropriate being the new employer for Trustees to meet with staff?

**A.** It was advised a formal communication would be sent to all staff on behalf of the Board and Trustees were welcome to attend school events in a more informal capacity if they wish.

It was suggested it may form a good start to be open and approachable with staff from the onset.

**ACTION (CG):** Proposals for implementing this would be discussed with Head Teachers and would be actioned as a question to be put forward at the training/information session.

Thanks were expressed to Gail Khan for the work and support she had given so far prior to implementation.

29 Agenda, Minutes And Related Papers – School Copy

**RESOLVED:** That the reference to the pay scale in minute 27 be excluded from the copy to be made available at the School, in accordance with the Freedom of Information Act.

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Signature of Chairperson

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Date