# Minutes - Board of Directors

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| **Version:** | Approved | |
| **Meeting Date:** | Thursday 12th December 2019 | |
| **Location:** | Digitech Studio School Bristol | |
| **Time:** | 4.00pm | |

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| **Chair:** | Airlie Fife (AFI) | Interim Chair of the Board |
| **Members:** | Nicky McAllister (NM) | Director |
| | Su Coombes (SCO) | Director |
| | Bethan Owen (BON) | Director |
| | Debbie Atack (DA) | Director |
| | Nusrat Arshad (NA) [part] | Director |
| | Suzanne Carrie (SCA) | Director |
| | Paul Olomolaiye (PO) | Director |
| **By Phone:** | Adrian Coleman (ACO) [part] | Director |
| **Attendees:** | Steve Taylor (ST) | CEO |
| | Dan Nicholls (DN) | Executive Director of Education |
| | Sally Apps (SA) | Executive Principal |
| | Susie Weaver (SW) | Executive Principal |
| | Kate Richardson (KR) | Executive Principal |
| | Alison Fletcher (AFL) | Director of CLF Institute |
| | Ian Payne (IP) | HR Director |
| | Bryony Green (BG) | Director of Corporate Services |
| | Sarah Lovell (SL) | Finance Director |
| | Andrew Joyce (AJ) | Financial Controller |
| | Andy Ling (AL) | Head of ICT |
| | Wendy Hellin (WH) | Clerk |
| **Apologies:** | William Liew (WL) | Director |
| | Guy Keith-Miller (GKM) | Director |
| | Anthony Cherry (ACH) | Director |

**Minutes**

| Item | Description | Action |
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| **1** | **Introductions, Administration, Apologies** | |
| 1.1 | Introductions were made.  Apologies are recorded above. | |
| 1.2 | AFI welcomed Paul Olomolaiye (PO) who has been appointed by the members as a Director. | |
| **2** | **Confidential – Remuneration committee report** | |
| 2.1 | Executive Team colleagues left the room for this agenda item. | |
| 2.2 | AFi provided the board with a summary of the Remuneration Committee meeting of 5th November 2019 concerning pay awards of the Executive Team, Executive Principals, and Principals. | |
| 2.3 | Executive Team colleagues re-joined the meeting. | |
| **3** | **Declarations of Interest/Member & Director Declarations** | |

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| 3.1 | No verbal declarations were made. | |
| **4** | **Minutes of Previous Meetings** | |
| 4.1 | Minutes of the meeting of 17th October 2019 were approved. | |
| **5** | **Matters Arising** | |
| 5.1 | 6.3.4 DN will commission some research into the possible correlation between academies with high levels of non-specialist teaching and poor performance. *DN reported that the data has been sourced. The focus is particularly on Year 11. DN will include further information in the next 3 – 19 Education Report.* | **DN** |
| 5.2. | 9.1.5 Directors are asked to contact Airlie Fife if they are interested in taking on the link Safeguarding Director role. *No progress has been made on this item. AFI invited Directors to get in touch if they wished to discuss the role further.* | **Directors** |
| 5.3 | 11.2.3 BG will liaise with Andy Ling to provide further information regarding Softcat Microsoft licencing. *This action has been completed by email.* | |
| 5.4 | 13.1 A report on how the federation is being proactive to help and support young people with mental health issues will be provided to the board at the December meeting. An update on how the CLF is supporting pupils with wellbeing and mental health is included in the Education Report. *Nevertheless, this action was incorrectly captured at the previous meeting and should read 'NM raised the issue of how the federation responds to issues around global warming and noted that the board should be seeking assurance on how the federation is being proactive to help and support young people whose mental health is affected by this issue. A report on this matter will be provided to the board at the December meeting. SW reported that global warming is high on the agenda for the Pupil Parliament. Both global warming and the wellbeing of students is a strand across a number of reports. A report will be provided to the board at the February Board Briefing.* | **ST/BG** |
| 5.5 | NA joined the meeting. | |
| 5.6 | The E-safety policy will be brought to the February meeting. | **SW** |
| **6** | **Education Report/Results Review and SEF** | |
| **6.1** | **Input from Educational Scrutiny** | |
| 6.1.1 | AFI provided verbal feedback on the Education Scrutiny meeting of 25th November 2019. Outcomes for each academy are included in the Education report. The new Academy Improvement Tracker is now in place and was included in the papers for that meeting. BON, DN and AFI have agreed protocols to ensure that there is consistency to approach from both cluster panels and have identified a set of core questions to be considered at the end of each meeting. AFI noted that is a need to develop increased consistency in the completion of the Tracker. | |
| 6.1.2 | The board asked how any actions or recommendations made in relation to governance would be monitored. AFI reported that the EPs are working closely with the Principal, Chair and Councillors where required and it is monitored through this work. | |
| **6.2** | **Key Stages EYFS to P16** | |
| 6.2.1 | DN highlighted key sections of the Education Report: <br> • Risk table: <br>     o MPA has moved to a risk rating of 4 due to the improvements made since the previous risk assessment. <br>     o HWA risk remains unchanged after the successful Ofsted inspection as the academy is still on its improvement journey; <br>     o KOA and SA remain at a risk rating of 5 but are improving. <br> • Curriculum – all secondary academies will move to a 3-year KS3 and a 2-year KS4 in readiness for September 2020. | |

| 6.2.2 | The board congratulated the Executive Team and academy staff on the Ofsted inspection outcome for HWA and noted that the areas identified for improvement by Ofsted align with those identified by the federation.  The board noted that the scrutiny panel have recognised the benefits of the extra resource put into HWA.   The board also congratulated colleagues on the work completed on Snowdon Village. | |
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| **6.3** | **Questions from the board** | |
| **6.3.1** | **Is the Inspection Data Summary Report (IDSR) shared with the Academy Council once published?** | |
| 6.3.2 | Not as a matter of course; although some Principals will do so.  The board requested that this is raised as an agenda item at the next COAC meeting. | **BG** |
| **6.4** | **Targets** | |
| 6.4.1 | DN highlighted key information from the Targets paper at Flag D1.  The methodology used to determine targets this year is very similar to last year.   A small group of directors reviewed and approved the methodology last year.   The federation sets meaningful targets based on the past performance of the academy, national benchmarks, information about the prior attainment of the relevant cohort and then applies professional judgement to set the target. | |
| **6.4.2** | **Questions from the Board** | |
| **6.4.3** | **How much discussion is there at different levels - particularly at classroom teacher level? Teachers need to understand the process and the methodology as this will increase buy in.** | |
| 6.4.4 | We have worked with Principals but are clear that the targets are set by the board, not the academies.  There is engagement at classroom level to determine the individual target for each child.  Teachers understand how their class targets link with the overall target for the academy. | |
| **6.4.5** | **At academy level are specific targets set for areas such as persistent absenteeism and phonics?** | |
| 6.4.6 | Yes. | |
| **6.4.7** | **A small group of Directors met to discuss methodology last year.  Would it be appropriate to repeat that process if the methodology changes, or would it be more appropriate for some members of the Scrutiny Panel to discuss the methodology and targets with DN ahead of reporting to board in future?** | |
| 6.4.8 | It is not anticipated that the methodology will change in the near future but the board do need to be assured that the methodology is sound and robust and either of the proposed solutions would provide that assurance. | |
| 6.4.9 | The board agreed that the Scrutiny Committee would review methodology and target setting going forward. | |
| 6.4.10 | It was noted that improvements still need to be made, across the federation, in student attendance.  This will be added to the Executive Scrutiny agenda. | **WH** |
| 6.4.11 | DN proposed that the board approved the methodology for target setting (and therefore by extension the targets set). *The board approved this proposal.* | |
| **6.5** | **CLF Institute** | |
| 6.5.1 | AFL provided a verbal summary of key points from the CLF Institute report at Flag E and invited questions from the board. | |
| 6.5.2 | **Questions from the board** | |
| 6.5.3 | What is the selling point for SCITT?  How is it different to a PGCE? | |
| 6.5.4 | SCITT is school-based rather than university-based and is delivered with more involvement from people currently practising.  Students teach every week and are more integrated into the life of the school.  SCITT students still achieve the same qualification as university-based students and complete the PGCE in our model.. | |

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| **6.5.5** | **How confident are you that you will continue to recruit well to all courses?** | |
| 6.5.6 | For Teacher Training there has been a period where it has been difficult to recruit. We are working with the biggest Bristol providers and this enables us to transfer applications through to SCITT.  Recruitment to the NPQ courses is difficult due to the cost of the course itself and the cost of cover, however, we continue to recruit well due to the national credibility of the qualification.  We have very good connections with schools and often find that many students return to us for further courses and then, in turn, promote those courses to schools in other trusts. | |
| **6.5.7** | **What kinds of initiatives do you run to promote BAME recruitment across the trust?** | |
| 6.5.8 | We have a BAME leadership programme and promote this in our SCITT marketing. We deliberately recruit to a target audience and work with Lighting Up Learning to seek BAME individuals who wish to pursue a career change. | |
| **6.5.9** | **What initiatives do you use to improve retention across your teacher training programmes?** | |
| 6.5.10 | Student numbers are relatively small so we are able to offer a lot of personal tutoring and mentoring.  Students also receive all the same additional benefits as CLF staff, such as the employer assistance programme and wellbeing package. | |
| **6.5.11** | **Is there data to show whether those that leave are those that are at an early stage of their teaching career, or at an early stage of their career as a whole?** | |
| 6.5.12 | Yes, we see that middle-aged career change students with other commitments such as young family are particularly vulnerable to leaving the course before completion. We have also identified that younger students, just starting their career, are susceptible to mental health challenges. The support package is stretched to three years to ensure that support does not immediately drop away at the end of the NQT year. | |
| **7** | **Finance** | |
| **7.1** | **Finance Report** | |
| 7.1.1 | SL highlighted the following from the Finance report:<br>• Page 4 shows student recruitment figures. The October census information vs budget was 99.7% accurate.<br>• JCA shows a forecast of £299k deficit; DN and SL are working with the Principal to produce a savings proposal. The deficit is largely due to the interim position of the SLT structure and some budgeted income streams that did not materialise. | |
| **7.2** | **City School Budget** | |
| 7.2.1 | SL proposed a 10-month budget up to August 2020 as detailed in Flag F.  The budget has been reviewed by the Finance Executive Group.  *The board approved the proposed budget.* | |
| **7.3** | **Financial regulations** | |
| 7.3.1 | The Financial Regulations have been refreshed to ensure they are up to date in terms of cluster structure and processes, ESFA regulations and current governance practices. There is no change to authority levels.   The regulations have been reviewed by the Finance Executive Group and approved to go the full board.  *The board approved the Financial Regulations.* | |
| **7.4** | **Statutory Accounts** | |
| 7.4.1 | AJ provided the following overview of accounts:<br>o The deadlines are: full accounts to ESFA 31.12.19, published on the website January 2020, filed with Companies House May 2020.<br>o The federation follows the Academies Accounts Direction 2018-19 | |

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| | <ul><li>o Process – workbooks are produced, including subsidiary companies and then consolidated. They are fully reconciled to finance systems and previously produced management accounts at each stage.</li><li>o Consolidated numbers within the documents provided include both subsidiaries, John Cabot Ventures Limited and City Academy Bristol Trading Limited.</li><li>o Main statements SOFA, balance sheet and cash flow in this document with commentary explaining key movements to 2017-18. Presented to Finance Executive Group (FEG) on 26 November. Accounts also included within the pack – there has been a new note on Financial Instruments added into the final version that Board will sign; there are no other fundamental changes.</li><li>o Issues – the main items affecting the numbers are addition of new schools and the increase in the pension accounting deficit.</li></ul><ul><li>• SOFA:</li><li>o End value of £130,152k are the total funds under our control. £2.9m unrestricted, £2.6m restricted, £343k within fixed asset fund not yet spent, total unspent reserves £5,875m up from £5,250m in 2017-18. This is detailed within the commentary, no.27. Pension fund at deficit of £40.5m</li></ul><ul><li>• Balance sheet:</li><li>o Increase in the balance sheet is as a result of the addition of 5 new schools.</li></ul><ul><li>• Draft accounts:</li><li>o Notes from page 31 onwards then provide further detail to the SOFA and balance sheet.</li><li>o Page 59 – shows our new disclosure around reserves by academy</li><li>o Pages 68 – 71 – shows the assets and liabilities that were transferred in as a result of the 5 new schools joining the Federation.</li></ul> | |
| 7.4.2 | Bishop Fleming provide an unqualified opinion. They complete a regularity audit to ensure the money is spent appropriately. The audit was positive. Bishop Fleming provide that the federation is a going concern with adequate resources. | |
| 7.4.3 | BON provided feedback from the Audit Committee meeting, confirming that Bishop Fleming reported a smooth audit with great support from the CLF team. Bishop Fleming audit over 200 trusts and advise that CLF are very strong strategically and quite advanced in its processes. | |
| 7.4.4 | The board are asked to approve the accounts and the letter of representation from the trustees to auditors that confirms the federation has complied with the requirements of the audit. *The board approved the accounts and the letter of representation.* | |
| 7.4.5 | ST noted that the accounts preparation is a huge piece of work and thanked SL, AJ and their team. | |
| **8** | **Human Resources** | |
| **8.1** | **HR Report** | |
| 8.1.1 | IP highlighted key areas in the HR report at Flag J and invited questions from the board. | |
| **8.1.2** | **Questions from the Board** | |
| **8.1.3** | **When is it envisaged that a substantial Principal appointment will be made to KOA?** | |
| 8.1.4 | There is no fixed timeline although we would certainly wish to have someone in place for September 2020. The Interim Principal has already made improvements and we are very pleased with that appointment. | |
| **8.1.5** | **When will the piece of work around supply agencies be completed?** | |

| 8.1.6 | By Easter we will have a clearer decision around which option to follow. It could be that we use a combination of the options presented in the paper rather than a single solution. The work currently focuses on how supply cover is procured; there is a separate piece of work to do to make sure the students get the best possible experience when a lesson is covered. | |
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| **8.1.7** | **Do you have tenure data for supply staff?** | |
| 8.1.8 | It exists in pockets, but not widely. | |
| **8.1.9** | **It is good to see that individual academy EDI work has progressed. Will the 17 EDI actions identified for academies be incorporated into the CLF equalities objectives?** | |
| 8.1.10 | Yes, we can do that. | |
| **8.1.11** | **Is the new generic teacher job description going to be rolled out to new starters as they join the federation, or to all current staff as well?** | |
| 8.1.12 | It will be for new staff initially. We will need to carefully consider how we treat existing staff. | |
| **8.1.13** | **Have the unions been consulted on that approach and are they happy with it?** | |
| 8.1.14 | We do not generally consult at this point, but we would have to for existing staff. It is likely we would do this on a case-by-case situation, as there are so many complex cases. | |
| 8.1.15 | The board asked that once the new HR system is in place, the employee relation case data is broken down in relation to protected characteristics. This will allow trends to be spotted. | IP |
| **9** | **Strategic Developments** | |
| **9.1** | **CEO Report** | |
| 9.1.1 | ST provided a verbal update of key items in his report. | |
| 9.1.2 | The cluster project is now complete. The line management relationships are shown within the report. An example of a cluster structure is also included. | |
| 9.1.3 | ST provided positive feedback on the recent MAT review meeting with the RSC. | |
| **9.2** | **Strategic Plan** | |
| 9.2.1 | The appendix shows an overview of the three areas of the strategic plan. | |
| 9.3 | Area A – AFI/DN | |
| 9.3.1 | Beneath the overview is a further layer of actions that are rag rated on a regular basis. This week the actions were reviewed line by line to ensure that the focus where it needs to be. AFI reported that there was strong progress to date. It is a very manageable plan. | |
| 9.4 | Area B – GKM / IP leads on B1 and B2. AFL leads on B3 | |
| 9.4.1 | B2 is culture and covers the EDI elements. | |
| 9.5 | Area C – ACO / SL leads on C1, BG on C2 and ST on C3. | |
| 9.6 | BG confirmed there are three key dates in the year: confirmation that the strategic areas and actions identified are appropriate happens at the start of the year; there is a mid-year review at the start of March and an end of year review at the July meeting. Link Directors submit feedback reports to the board meeting in March. | |
| 9.7 | NA left the meeting. | |
| **9.8** | **Uphill due diligence** | |
| 9.8.1 | The due diligence report is included at Flag M. | |
| 9.8.2 | SL highlighted the following:<br>• Education – the academy is in a good position, and had a successful Ofsted under the old framework. The leadership team is strong. Craig Jones assisted with the educational due diligence.<br>• Safeguarding – there are some quick fixes required in terms of systems and procedures; suggestions made for improvements were welcomed by staff. | |

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| | • Budgets – finances are managed well; some investment is needed in terms of IT and Estates.<br>• HR – 28 areas were highlighted; many are easy to fix with some more complex such as pay factors.<br>• IT – significant refreshments need to be made to IT equipment.<br>• Estates – there are many temporary buildings on site; in largely good condition but they will need replacing at some stage.  The more pressing need is the mechanical and electrical systems (in the permanent buildings only) such as pipework and lighting, which are at the end of their life and will need replacing within 2 to 3 years.<br>• Compliance, Health and Safety – generally systems and procedures are good.<br>• Capital Investments – HIF bid is possible if PAN is increased in the next few years to accommodate students from new housing being built. | |
| 9.8.3 | SL shared a SWOT analysis. | |
| **9.9** | **Questions from the Board** | |
| **9.9.1** | **If the school were able to increase numbers in a couple of years' time, is there space there to do so?** | |
| 9.9.2 | The existing space is already well utilised, however, HIF funding might support the growth.  There is no space to accommodate further temporary buildings; the preference would be to replace these with a two-storey block. | |
| **9.9.3** | **Have you tested the affordability?** | |
| 9.9.4 | We have carried out modelling around a budget and have done some benchmarking on the school's current spending which is relatively on track.  Student numbers are secure, even if there is a slight regional dip. | |
| **9.9.5** | **If works do need to be carried out, can they be afforded if there are no grants?** | |
| 9.9.6 | There is a small pot of money we will receive on conversion and we will pursue income streams.  If this does not materialise we could choose to invest our reserves. | |
| 9.9.7 | SL recommended that Uphill joins the CLF. | |
| 9.9.8 | *The board approved the proposal.* | |
| **10** | **Governance** | |
| **10.1** | **Report from Chairs Of Academy  Council meeting** | |
| 10.1.1 | There has been no meeting since that last board meeting.  Work to further review the standard agenda template is progressing. | |
| **10.2** | **New Chair of Academy Council proposals** | |
| 10.2.1 | ST reported that SCO has decided to stand down as Chair of Academy Council at BPA.  The board thanked SCO for the improvements made to governance and to the school's performance in her time as Chair.  Graham Wilkie, an experienced Councillor is proposed as the new Chair. *The board approved the proposal.* | |
| **10.3** | **Renewal of term of office for Chairs of Council** | |
| 10.3.1 | It is proposed that David Jordan's term of office at both HPA and HVA is renewed for a further four years. *The board approved the proposal.* | |
| **10.4** | **Delegated Authority Framework** | |
| 10.4.1 | The Delegated Authority Framework has been reviewed.  All proposed changes are shown in red at Flag P. *The board approved the proposed document.* | |
| **10.6** | **Terms of Reference – Academy Council** | |
| 10.6.1 | A clause has been added to the membership section of the TOR to state that Academy Councils are able to appoint up to a further 2 additional sponsor Councillors where there is need (for example for particularly complex settings). Proposals will be considered by COAC who will determine if there are exceptional circumstances to | |

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| | merit the appointment, as well as considering the proposed Councillor. *The board approved the proposed amendment to the AC TOR.* | | |
| **11** | **Other Operational Issues** | | |
| **11.1** | **Operations Report (including PSGs, H&S, ICT) including admissions at JCA** | | |
| 11.1.1 | The Operations Report is included at Flag R. There were no questions of the report. | | |
| **11.2** | **Records Retention Policy** | | |
| 11.2.1 | The revised Records Retention Policy is included at Flag S. Amendments are shown by tracked changes. *The board approved the proposed policy.* | | |
| 11.2.2 | The board asked what the outcome of the equalities impact assessment was. | | |
| 11.2.3 | BG confirmed that the equalities impact assessment showed that the proposed amendments were favourable to those with protected characteristics. | | |
| **11.3** | **IT** | | |
| 11.3.1 | A response to the Government's National Cyber Security Essentials accreditations self-assessment questionnaire has been completed by the Deputy Head of IT and a Board delegate is requested to review and sign this submission. It is proposed that the board delegate authority to one Director to sign the National Cyber Security Essentials Accreditation Submission. Directors are asked to contact AL if they are able to help with this. The deadline is mid-January 2020. | **Directors** | |
| 11.3.2 | The federation has now entered into a contract for a new HR system that is fully integrated with payroll. Work started in the summer on a series of tests. The second parallel pay run will take place after Christmas. It is anticipated the new system will go live at the end of January. | | |
| **11.4** | **Estates Strategy** | | |
| 11.4.1 | The Estates Strategy is included for information as an annex to the Operations Report. It will be refreshed in readiness for the PPI meeting taking place in February 2020. | | |
| **11.5** | **Safeguarding update** | | |
| 11.5.1 | SW reported that safeguarding systems are now very robust. Safeguarding leads meet to refine the action plan termly and the annual reporting cycle is working well. | | |
| 11.5.2 | Amendments to the E-Safety policy are being finalised. The policy will be brought to the February board briefing for approval. | **SW** | |
| **12** | **Report of the Sub Groups and Academy Council issues** | | |
| **12.1** | **Audit Committee** | | |
| 12.1.1 | The Audit Committee met on 4th December 2019. In the absence ACH, GKM had chaired the Audit Committee meeting. As GKM was not present at the board meeting, BON provided a verbal update. In addition to feedback on the external audit report, last year's internal audit plan was reviewed, and a new three-year plan approved. The minutes are available to view on Teams. | | |
| **12.2** | **Finance Executive Group** | | |
| 12.2.1 | The Finance Executive Group met on 19th November 2019. AFi provided a verbal update in the absence of WL. The minutes are available on Teams. | | |
| **12.3** | **Premises, Projects and ICT Executive Group** | | |
| 12.3.1 | The group has not met since the last board meeting. | | |
| **12.4** | **People and Wellbeing Executive Group** | | |
| 12.4.1 | The People and Wellbeing Executive Group met on 22nd November 2019. The minutes are available on Teams. | | |
| **13** | **Any Other Business** | | |
| 13.1 | The meeting closed at 19.20hrs. | | |