

Minutes - Board of Directors

Version:	Approved	
Meeting Date:	Thursday 11 December 2025	
Location:	Online	
Time:	4.00pm	
Chairing this meeting	Mark Davies (MD)	Trustee
Vice Chair:	Georgina Gough (GG)	Trustee
Trustees:	Adrian Coleman (AC)	Trustee
	Nicky McAllister (NM)	Trustee
	Jemma Griffiths (JG)	Trustee
Online	Rachel Mortlock (RMO)	Trustee
	Orville Lynch (OL)	Trustee
	Bryony French (BF)	Trustee
Attendees:	Steve Taylor (ST)	CEO
	Sarah Lovell (SL)	COO
	Andy Ling (AL)	Interim COO
	Sally Apps (SA)	Deputy CEO
	Susie Weaver (SW)	Education Director
	Rachel Mylrea (RMY)	Director of HR
	Martin Thomas (MT)	Director of Estates and Facilities
	Helen Davis (HD)	Finance Director
	Liz Tincknell (LT)	Head of Governance
	Wendy Hellin (WH)	Clerk
Apologies:	Yvonne Beach (YB)	Chair of Trustees
	Nitin Parmar (NP)	Trustee
	Zarah Morwood (ZM)	Trustee
	Alison Fletcher (AFL)	Director, CLF Institute

Matters Arising

Action date and no	Item no	Action	Owner	Update
19.06.25 01	5.1.15	Where attendance data is reported, it will include the CLF data and previous year's data for each of secondary, primary and special/AP phases.	SA/KR	Future reporting - ongoing
10.07.25 01	6.3.1	An update on training and development for trustees and Academy Councillors will be provided at the next meeting.	AFL LT	LT advised that a training package is being finalised and will be shared at the next board meeting. Completed – this is in the pack.
09.10.25 01	2.2	LT to send a reminder of how to complete the Company's House Identification check.	LT	Completed – this was shared by WH on 04/11/25
09.10.25 02	5.2	List of CLF Schools (and associated information) to be included in future board packs.	WH	Included in the Governor Hub meeting folder - Completed
09.10.25 03	5.3	LT to confirm the timing for the Board Away Day and ensure all trustees have been invited to attend.	LT	Completed
09.10.25 04	6.3	It was noted that the Terms of Reference for the Education Scrutiny Committee were not yet approved. This will carry over to the next Education Scrutiny Committee.	WH LT	To be reviewed at the January Executive Scrutiny Co meeting. Ongoing
09.10.25 05	7.4	WH to share a link with trustees to the video of BMA on ITV West discussing mobile phones.	WH	Completed

09.10.25 06	9.1.3	A letter congratulating Hannah Jones and the MWA team will be sent from the board.	LT	Completed
09.10.25 07	9.2.2	EDI information around members of staff coming up through the leadership pipeline will be shared with the People sub-committee.	WH	Action relayed to clerk for the People sub-committee. Completed
09.10.25 08	13.1.2	LT will update the board and sub-committee membership table to show NM is Chair of Academy Council for BBA.	LT	Completed
09.10.25 09	13.3.2	LT will contact trustees to seek a third person for each of the DAF areas that can act with delegated authority should those appointed not be available.	LT	Completed – details in the pack
09.10.25 10	13.4.2	Terms of Reference will be brought to the December board meeting for review and approval.	LT	Completed - In the pack
09.10.25 11	13.8.2	LT will contact trustees to advise them of the process for the Vice Chair election.	LT	Completed
09.10.25 12	14.7	AL will consider the feedback and suggestions provided by trustees about the risk register and the risk report and will provide further update at the next meeting.	AL	Completed – revised risk report included in the pack.

Minutes

Item	Description	Action
Part One	Trustees meet in private	
1.1	Trustees met in private to discuss the board papers and agree areas of focus before inviting Executive colleagues to join the meeting at 4.15pm.	
Part Two	Trustees and Executive Team	
2	Introductions, Administration, Apologies	
2.1	MD welcomed everyone to the meeting. Apologies have been received from Yvonne Beach, Zarah Morwood, Nitin Parmar, Kate Richardson, Tony Searle, and Alison Fletcher.	
2.2	Trustees present noted they had experienced a very positive Board Away Day prior to the meeting and thanked LT for making the arrangements. Trustees also thanked the three schools they had visited Priorswood Primary School, The Sky Academy and Monkton Woods Academy. Trustees noted the confidence and pride with which the pupils had spoken during the visit.	
3	Declarations of Interest	
3.1	No verbal declarations were made.	
4	Minutes of Previous Meetings	
4.1	Minutes of the meeting of 9 th October 2025 were approved.	
5	Matters Arising	
5.1	The action table has been updated above.	
6	Report from Education Scrutiny	
6.1	The report from the Education Scrutiny Committee is included at Flag B. NM described the change to the meeting process whereby formal written recommendations are no longer made by the committee. Instead, the committee identify key themes, and the Executive Principals will discuss these with Principals during their routine one to one meetings. SA explained the approach is designed to better utilise the skills of the Education Scrutiny Committee members and allows them more input in the process. NM reflected that it is early in the process but appears to be working well.	
7	Report on Safeguarding	
7.1	NM reported that she is meeting with SW next week for their regular Safeguarding Link trustee meeting. NM has met with Pam Kaur, HR, to discuss the Single Central Record (SCR) and provided assurance to the board around the robust processes in place.	

8	Report from the CLF Institute (including Five Counties Teaching School Hub, SCITT, Boolean Maths Hub)	
8.1	The report from the CLF Institute is included at Flag C. MD noted the positive recruitment of trainees for next year, despite the challenges seen nationally. MD also advised that it had been good to hear from Giles de Rivaz, before the meeting began, about the national education picture and how the CLF and Five Counties Teaching School Alliance are contributing to system leadership.	
8.2	ST provided some further information about the RISE agenda and the process followed for identifying schools that need support and how those schools are matched to appropriate experts.	
9	Strategic Developments	
9.1	CEO Report and CLF Strategy 2030	
9.1.1	ST provided an update on the appointment of a Principal to Broadoak Academy.	
9.1.2	The report details the calendar of strategic work taking place this year. The concept of Equity through Education is secure and the cycle of planning in place. In September 2026 next year's plan will be launched. AL is considering appropriate winning aspirations (KPIs) that will allow progress to be tracked and measured. There have been some changes this year in that some of the strands are now overseen by committees rather than individual trustees. The paper describes that process. The first planning meetings between link trustees and the appropriate Executive colleagues (or relevant committee meetings) have now taken place. The next meeting will be to review progress before the final strategic reports are shared at the July board meeting.	
9.1.3	A discussion took place around the new board reporting process. Following a question from a trustee LT confirmed the new process. The Clerk for the committee or reference group drafts the board report using information from the full minutes. This is then passed to the Executive to make any adjustments before the final draft report is sent to the committee Chair for final edit. AL highlighted that the reports also provide an audit trail to demonstrate appropriate board reporting. MD highlighted the importance of the final box on the foot of the form that allows space for things to be escalated to the board. JG noted that she had put forward a suggestion that an additional box is added to highlight things that should be celebrated. LT confirmed this will be included in the next iteration of the form.	
9.1.4	ST provided a confidential update on trade union action at Tewkesbury Academy.	
9.2	Questions from trustees	
9.3	It is great that the expertise of Executive colleagues is recognised and used to support wider school improvement outside of the trust. How are you measuring the impact of that work? How are we ensuring this is the best value for money and how is the income generated by this work spent?	
9.3.1	Supporting wider school improvement allows colleagues to have impact in the wider sector whilst also providing rich learning experiences and knowledge that can be shared back within the trust. It provides a wide range of development opportunities for the individual colleagues and allows them to build their profile in the wider educational landscape. Although colleagues are paid for a specific number of days, the resource is utilised through a type of service level agreement. The time spent by individuals is carefully planned to ensure sufficient resource is available within the trust. When a colleague is contributing towards wider school support, consideration is given as to which responsibilities can be redistributed through the team and where needed we backfill with internal colleagues. In addition, more colleagues are being brought into the Executive team to support the work within the trust as well as the external support.	

9.4	How is this being communicated to the wider staff teams across the trust? Is there any feedback that staff may have the perception around reduced capacity to support within the trust?	
9.4.1	We communicated it with Principals at the leadership forum yesterday but are not yet at the stage where we are ready to share it with the broader staff body. The funding this external work has brought in has been used within the Executive Team and it will be visible that there is a greater headcount within that team. We are aware that all budgets are very tight. The modest income we have has been used over a range of people to ensure we have the maximum capacity within the team for school support. The external school support work provides excellent opportunities for our high performing colleagues to contribute to sector developments and means their work continues to be interesting, valued and developmental. This often means that we are able to retain excellence within our trust because those colleagues are not seeking opportunities elsewhere. We are also exploring the opportunity to further diversify our leadership team members through the backfilling of roles.	
9.5	The Education Executive Draft Interim Structure report that has been shared has obviously been well thought through over time. Was the proposal to backfill roles decided some time ago?	
9.5.1	Yes, the notion of creating developmental progression pathways has been around for some time. People understand the Senior Principal role. The new role of Associate Executive Principal is an addition to the pathway and provides further opportunities for growing future Executive Principals. We can clearly see the impact of that new role already. The interim structure is the current iteration of a well thought out process. In terms of the timeline, it is a 2-year fixed-term proposal and while formal approval from the board is not required, we welcomed NM as part of the interview process and that was very helpful.	
9.6	Growth update	
9.6.1	ST provided a confidential update on growth. Further information will be shared with the Growth Committee when they meet in January.	
10	Finance	
10.1	Management accounts	
10.1.1	HD advised that fuller management accounts have been shared with trustees due to the Finance Committee having not met yet; this will support trustees in their decision as to whether to recommend the year end statutory accounts for approval.	
10.2	End of Year Report and Statutory accounts	
10.2.1	HD reported that the statutory accounts have been reviewed at the Audit and Risk Committee meeting. The committee have recommended that the board approve the accounts. The year-end audit process is complete and there are no issues raised and no recommendations or observations made by the external auditors.	
10.2.2	GG (Chair of Audit and Risk Committee) noted that the auditors were very complimentary regarding the accounts and commended HD and the team for the excellent set of accounts.	
10.2.3	<u>Decision: The board approved the statutory accounts.</u>	
11	Reports from Sub-committees	
11.1	Audit and Risk Committee	
11.1.1	The Audit and Risk Committee report has been shared with trustees. The external audit report has been discussed. GG highlighted that the internal audit last year on estates was positive, some minor issues related to training and asset reporting are in hand. The trial of new financial software has been positive.	
11.1.2	The Audit and Risk committee have reviewed and approved the terms of reference. The audit schedule for 2025-26 has been agreed. A discussion about fraud took place at the most recent meeting and the Anti-Fraud Policy has been updated in light of new legislation. A question was raised around mandatory fraud training for Academy Councillors. ACTION: The question	AL

	around whether Academy Councillors should receive mandatory training on fraud will be considered by AL.	
11.2	Remuneration Committee	
11.2.1	RMY reported that the committee reviewed pay awards for leadership roles and some Executive roles and discussed some of the key issues around pay and remuneration. There were no significant concerns to highlight to the board.	
11.3	Growth Committee	
11.3.1	The Growth Committee have not met since the last board meeting. The next meeting takes place in January 2026.	
11.4	People Committee	
11.4.1	JG highlighted that at the last meeting there was a good discussion around staff wellbeing and how staff are supported in school. The current risk is around trade union relations, and this is reflected on the risk register.	
11.4.2	JG noted that there was currently no communication process in place to inform trustees that served on panels (such as appeals against dismissal) of any progress towards any recommendations made by those panels, and asked if this is something that is appropriate and could be put in place. RMY confirmed that the HR team do follow up on any recommendations made but currently do not provide feedback to the panel in question. ACTION: RMY will consider whether feedback should be provided to trustee panel members following panel hearings, where recommendations have been made; this may be via the People Committee.	RM
11.5	Operations Committee	
11.5.1	AC provided an update on the first sub-committee meeting. Key risks and projects were reviewed. The School Condition Allocation received by the trust for this year was approximately £3m. All projects are complete or on track to be completed. The trust has implemented a five-year plan to identify where to spend the money. All projects are run very well due to the diligence of the team. The current challenges are with externally managed projects such as the Lime Hills Academy project and the Airfield Primary project; both of which have experienced significant delays.	
11.5.2	The Operations Committee also reviewed the most recent internal audit reports and followed up on recommendations made. The Premises Management Policy has been reviewed by the committee. It is recommended that the board approve the policy and that going forwards approval of that policy is delegated to the Operations Committee. <u>Decision: The board approved the proposal.</u>	
11.5.3	AC advised that Health and Safety is now discussed at the Operations Committee. A good discussion had taken place about the Health and Safety audits and fire risk assessments. AC confirmed there are very few high-risk items that need to be addressed. AC noted that there has been a higher number of accidents reported over term 1 of this academic year. While these are considered minor there have already been over 5000 incidents reported, which is an increase of 20% compared to last year. The Operations Committee will keep this under review.	
11.5.4	Following a question from a trustee, AC provided an update on the delays caused to the Lime Hills Academy project and the Airfield Primary project. MT confirmed that the trust is now receiving weekly updates from the DfE project manager in relation to the Lime Hills Academy project.	
12	Reports from Reference Groups	
12.1	Chairs of Academy Council (COAC)	
12.1.1	The most recent COAC meeting was chaired by NM who provided feedback to the board. Discussions had taken place around permanent exclusions. Training is required for Academy Councillors and this will take place following the next round of DfE updates. The annual	

	training sessions for Academy Councillors (including safeguarding) were provided by way of videos at the start of the first round of Academy Council meetings, rather than the previous Nimble training. This was found to be positive and was well received by Academy Councillors. The meeting also focused on the vacancies that exist for Chairs of Academy Councillors. Whilst there are some gaps, the quality and commitment of the Chairs in place was commended. LT reported that the governance team is working with the recruitment and marketing teams to advertise the roles. NM reported that the COAC committee had received some education updates from SW around inclusive excellence and high expectations.	
13	Reports from Local Governing Bodies	
13.1	Academy Councils	
13.1.1	Updates provided via the COAC report at item 12.1 above.	
13.2	Boolean Maths Hub Board	
13.2.1	An update on the Boolean Maths Hub is included in the CLF Institute report.	
13.3	Five Counties SCITT Board	
13.3.1	An update on the Five Counties SCITT Board is included in the CLF Institute report.	
14	Governance	
14.1	Election of Vice Chair	
14.1.1	WH advised that, as per the written process shared by LT, nominations were requested in writing ahead of this meeting and no further nominations will be accepted at this meeting. It was confirmed that several nominations had been received for Rachel Mortlock. There were no other nominations. RM left the meeting to allow a vote to take place. RM was unanimously elected as Vice Chair. RM rejoined the meeting.	
14.2	Governance Report	
14.2.1	The individual committee terms of reference were presented for review. This included a new TOR for the Admissions Committee. <u>Decision: The board approved the Terms of Reference for the following:</u> <ul style="list-style-type: none"> • Audit and Risk Committee • COAC Committee • Growth Committee • People Committee • Remuneration Committee 	
14.3	AC Training Programme	
14.3.1	LT confirmed the new approach to training for Academy Councillors and reported that at this time last year around 180 Academy Councillors had completed their training. Under the new process over 260 Academy Councillors are compliant in their annual training requirements.	
14.3.2	The draft training programme for Academy Councillors has been shared, with further feedback invited. No further training requests were made, and the final training programme will now be published.	
14.4	Policies for review	
14.4.1	Decision: The board approved the following policies: <ul style="list-style-type: none"> • CLF Subcontracting Policy • Exclusions Policy • Unreasonable Behaviour Policy • Premises Management Policy (approval delegated to the Operations Committee going forwards) • Reserves Policy 	
14.4.2	HD highlighted some changes to the Financial Regulations. There are some changes to processes around purchase orders. Where the value of an order is less than £50 it can now be	

	approved by the budget holder only; there is no requirement for dual approvals. This will reduce the approvals by 39%. The model for the central contribution has also changed and a tiered approach has been implemented, rather than the flat 5% charge. <u>Decision: The board approved the Financial Regulations</u>	
14.4.3	LT reported that a vacancy remains for a further trustee. This is being advertised on Eteach and LinkedIn and shared via other various networks. To date there have been 12 applications, including several strong ones. Colleagues are moving the process forward and it is hoped that a new trustee will be appointed in the new year.	
Part Three	Risk	
14.1	Risk Report	
14.1.1	The risk report is included at Flag O. AL advised that the format of the report has been changed following feedback from trustees. The first addition is the inclusion of some bullet points that discuss key mitigations in place for each risk. The second is tracking to indicate any change to the risk since last reported. There have also been discussions around how to show whether risks included on the register are within the trust's risk appetite.	
14.2	Questions from trustees	
14.3	Does the risk around Lime Hills Academy need to be amended, following confirmation of further delays, or is the current mitigation keeping it at a steady level?	
14.3.1	At present, the risk remains the same.	
14.4	With reference to the risk around trade union relations, is there pressure from parents and carers around behaviour or is it only staff that have raised concerns?	
14.4.1	There are much fewer concerns from parents. Last year there were more concerns from parents in general, with complaints at a higher level. This is not unique to the trust. However, following on from the positive Ofsted outcome, and improvements across the school, there have been less challenges from parents.	
14.5	What interventions have been put in place to support the staff with the challenging behaviour?	
14.5.1	The academy has a different context to many of our more urban sites. The best practice for managing behaviours have been adopted and unions are generally happy with the systems in place. The academy also has access to the attendance and behaviour hub materials and support. We have targeted some of our fairly modest capacity under that banner to provide additional support.	
14.6	What is the rationale for including risks in the risk report, from the risk register? How are they chosen?	
14.6.1	The risks included in the report are a combination of risks with a high net score, coupled with strategic risks. We will make specific references to the methodology in future reports.	
15	Any Other Business	
15.1	Draft Agenda Board Briefing 5 February 2026	
15.1.1	The draft agenda for the board briefing of 5 February 2026 is included for information.	
15.2	Board Away Day	
15.2.1	ST asked trustees for feedback following the board away day. Feedback included that it was: <ul style="list-style-type: none"> • Good to see three different phases of school: primary, secondary and special; • Very good to be able to talk to different sets of pupils and hear their experiences of how their schools have changed since becoming part of the trust. • Valuable for the academies to feel seen by trustees. 	

	Trustees suggested it might have felt overwhelming for the students to see all the trustees together and that they could be split into smaller groups next time.	
15.2.2	Trustees considered if there was a better time of the year to hold the away day; this will be further considered.	
15.2.3	Trustees congratulated LT on the successful away day, thanking her for arranging it.	
15.3	Following a question from a trustee, ST provided an overview of the Bristol Bears partnership and invited trustees to the Ashton Gate take over day taking place at the weekend.	
15.4	The meeting closed at 6.30pm.	

Actions to take forward

Action date and no	Item no	Action	Owner	Update
19.06.25 01	5.1.15	Where attendance data is reported, it will include the CLF data and previous year's data for each of secondary, primary and special/AP phases.	SA/KR	Future reporting - ongoing
09.10.25 04	6.3	It was noted that the Terms of Reference (TOR) for the Education Scrutiny Committee were not reviewed or approved. This will carry over to the next Education Scrutiny Committee prior to coming back to the board for approval.	WH LT	To be reviewed at the January Executive Scrutiny Co meeting. Ongoing
11.12.25 01	11.1.2	The question around whether Academy Councillors should receive mandatory training on fraud will be considered by AL.	AL	
11.12.25 02	11.4.2	RMV will consider whether feedback should be provided to trustee panel members following panel hearings, where recommendations have been made; this may be via the People Committee.	RMV	