

# Minutes - Board of Directors

**Version:** Approved  
**Meeting Date:** Tuesday 28 February 2023  
**Location:** Microsoft Teams  
**Time:** 4.00pm

<b>Chair:</b>	Paul Olomolaiye (PO)	Chair of the Board
<b>Members:</b>	Bethan Owen (BON)	Vice Chair of the Board
	Nicky McAllister (NM)	Director
	Adrian Coleman (ACO)	Director
	Bryony French (BF)	Director
	Suzanne Carrie (SCA)	Director
	Rachel Mortlock (RM)	Director
	Mark Davies (MD)	Director
	Anthony Cherry (ACH)	Director
<b>Attendees:</b>	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
	Rachel Mylrea (RM)	HR Director
	Sarah Lovell (SL)	Chief Operating Officer
	Alison Fletcher (AFL)	Director of CLF Institute
	Wendy Hellin (WH)	Clerk
<b>Apologies:</b>	Nusrat Arshad (NA)	Director
	Debbie Attack (DA)	Director
	Su Coombes (SCO)	Director

## Minutes

Item	Description	Action
<b>1</b>	<b>Introductions, Administration, Apologies</b>	
1.1	PO welcomed everyone to the meeting. Apologies are recorded above.	
<b>2</b>	<b>Declarations of Interest</b>	
2.1	None	
<b>3</b>	<b>Sky Academy</b>	
3.1	ST detailed the timeline for Sky Academy potentially joining the trust. The Advisory Board meeting of March means that papers need to be submitted by the end of this week, and this should include board approval. Learn@ MAT is in an extremely challenging place and things need to move quickly in order to ensure the quality of provision is improved at pace. Lansdown Park and Sky Academy are both subject to a Directive Academy Order Sufficient information has now been gathered as part of due diligence in order to make a concrete proposal to trustees.	
3.2	ST confirmed he had met with MD as Chair of the Growth Sub-Committee and talked through the situation. MD was able to offer some further scrutiny last week and it was	

	agreed that bringing the proposal to full board was a good course of action. The paper circulated to trustees provides additional contextual information. SL led on due diligence as a whole, with AFL leading the education side, supported by many other members of the Executive Team.	
3.3	SL confirmed that the now well-established due diligence process was followed, looking at a whole range of areas. A number of colleagues visited Sky Academy on numerous occasions to meet staff and review paperwork and compliance areas. AFL reported that she had spent a day meeting with all leaders and having a comprehensive look at the curriculum. Improvements were evident since the last Ofsted Inspection and at quite a rapid pace. SA reported that she had also carried out some informal visits to start to establish good connections with the team and to verify first hand some of the information provided by AFL.	
3.4	SL presented the due diligence information via slides and talked through the risks section, inviting questions from trustees.	
<b>3.4.2</b>	<b>Boarding Provision</b>	
3.4.2.1	This has not been utilised recently. The risk is that some staff are currently funded from the £200k received in income for boarding provision from the LA. Those staff members would need to be redeployed or made redundant.	
<b>3.4.2.2</b>	<b>Q: The £200k will be received from the LA for another 6 months. Will it then be ceased immediately or is there room for that to be extended given the urgency in the academy needing to join the CLF? Can they extend it for a further year?</b>	
3.4.2.3	The team at Sky report that the boarding provision has not been used for a number of years. The LA seem less keen to extend it but there could be scope to negotiate that. Colleagues at Sky have been experimenting using the boarding area as Alternative Provision on the same site and that seems a sensible use of the building and a good solution. The risk is slightly offset by the fact that numbers on roll look set to increase and there is likely to be a need for additional capacity to support those students.	
<b>3.4.2.4</b>	<b>Q: If there are a number of staff employed for the boarding provision, is it a challenge of reallocating them to other vacancies, or is it the case that this would not be possible and would cause a budget issue?</b>	
3.4.2.5	There should be reallocation opportunities due to the growth of pupil numbers.	
<b>3.4.2.6</b>	<b>Q: If there are half a dozen people employed by the boarding provision, and that has not been happening for some years, what have those staff been doing, that won't now be done, due to not having the £200k to employ them?</b>	
3.4.2.7	The staff have already been deployed to other roles as part of the current provision. The academy has been trying to extend the school day and have used some staff that way. The expected increase in numbers will also create the need for additional staff roles.	
<b>3.4.2.8</b>	<b>Q: Will those staff be suddenly lost when the £200k is withdrawn and if so, who will do the work they are currently doing? How many staff are on roll approximately?</b>	
3.4.2.9	It is part of a wider picture of how we reorganise staff overall and is more of a budget risk than a risk for those individuals. There are around 57 staff on roll.	
<b>3.4.3</b>	<b>Commissioning</b>	
3.4.3.1	There is a complicated relationship in relation to funding, in terms of top up funding and banding. The school has taken steps towards working closely with Somerset Council to review all of the need for those pupils. The issues are similar to those at SV and LHA.	
<b>3.4.3.2</b>	<b>Q: Are we able to negotiate a minimum level so we have a guarantee of funding so that we do not face the same challenges as in Bristol?</b>	
3.4.3.3	Unfortunately, not. It is a complicated and challenging model. As it exists in the trust, specialist provision is quite niche; it will grow and as it does it will provide the trust with more leverage especially where it is present in more than one Local Authority, and we can compare and contrast.	

<b>3.4.4</b>	<b>School Improvement Capacity</b>	
3.4.4.1	The school had an inadequate judgement and has done a considerable piece of work on the curriculum since. School improvement work is essential especially in those subjects where there is a sole teacher; they will now have the opportunity to work with others, creating relationships with colleagues from across the trust and with SV and LHA. The Principals of SV and LHA have both already visited Sky Academy.	
<b>3.4.5</b>	<b>Curriculum</b>	
3.4.5.1	This risk has already been covered.	
<b>3.4.6</b>	<b>Attendance</b>	
3.4.6.1	Attendance is low at around 60%. The cohort comes from an incredibly wide geographical area and has a variety of challenges. There is a group of staff responsible for carrying out home visits and they do take work out to students. Processes around safeguarding and attendance are robust. Low attendance is a feature of the type of provision, but it is still lower than it should be; it should be at 80% or above and will be an area where the attendance work across the trust will be shared with them. There are strengths across the SEND, pastoral, attendance and DSL teams.	
<b>3.4.6.2</b>	<b>Q: Thinking about the first risk (boarding provision) and the risk around attendance, was attendance better when the boarding provision was in place?</b>	
3.4.6.3	Boarding provision stopped some time before the pandemic and when it was in place there were only 3 boarders, so it did not impact on the data significantly.	
<b>3.4.6.4</b>	<b>Q: How does attendance compare to that of SV and LHA?</b>	
3.4.6.5	LHA is a SEMH special school and is around 80%. SV is AP and is between 60 to 80%. Sky Academy has some children on their roll that have never attended and don't intend to. It is linked to the way the LA allocates schools. If those children were placed in the right provision and were off roll at Sky Academy, it would impact the attendance.	
<b>3.4.7</b>	<b>IT Investment</b>	
3.4.7.1	SL advised that part of the requirement of any school joining the trust is that they are able to access IT provision successfully and the trust will seek to invest £25k to get it to where it needs to be. This is likely to come out of the conversion funding and colleagues are in discussion about putting together a business case to access that.	
<b>3.4.8</b>	<b>Finances</b>	
3.4.8.1	Sky Academy has some reserves, however, there are a number of financial challenges in relation to the number of pupils on roll, the cost of TA provision and rising costs. It is likely their reserves will be utilised this year and CLF colleagues are working with the team at Learn@ to see if that can be mitigated. A full audit of finances will be completed.	
<b>3.4.8.2</b>	<b>Q: How sure can the trust be that the £250k reserves will come to the trust?</b>	
3.4.8.3	It will very much depend on if they are spent this year. They have a challenging financial position in terms of staffing and other areas and have not had as much income as anticipated. There is a risk the academy will transfer over with no reserves.	
<b>3.4.8.4</b>	<b>Q: Is there a risk they will transfer to the CLF with a deficit?</b>	
3.4.8.5	Learn@ remain committed to ensuring the schools are viable and to bringing them over in a good place; but it does remain a live risk. There are wider conversations with Local Authorities and the DfE to ensure none of the trusts to which parts of Learn@ will transfer to have a financial detriment due to the transfer.	
<b>3.4.9</b>	<b>Opportunities</b>	
3.4.9.1	SL advised that in addition to the risks, there are a number of opportunities to Sky Academy joining the trust, including their lovely site, fantastic facilities and the opportunity to have a special school on site.	
<b>3.4.9.2</b>	<b>Q: Being an established trust, there is likely to be a central team in place. How would that effect things? Does the trust need to TUPE all staff across to the CLF?</b>	

3.4.9.3	We would need to assume that staff do want to TUPE across to the trust and should support them to do so and then manage any performance concerns accordingly. There is a broader risk, beyond Sky Academy itself, and this is the MAT. The Regional Team have been clear that they want all schools in Learn@ to transfer to the CLF or Midsomer Norton Schools Partnership (MNSP). MNSP is a large MAT and may need staff from the Learn@ central team more than we do. It is part of the bigger picture to ensure neither trust is more disadvantaged than the other.	
3.4.9.4	<b>Q: Is there a risk linked to item 3 in the paper around a reduction in additional funding from £20k to £16k; is the reduction in funding the cause of the inadequate provision?</b>	
3.4.9.5	It is wrapped up in item 4 around commissioning, banding and funding. Reduced funding is certainly more challenging especially in this context, so it is important to have an in-depth analysis and discussion with the LA and Sky Academy to ensure there is appropriate funding for pupils.	
3.4.9.6	<b>Q: Are you confident the school will have a new URN?</b>	
3.4.9.7	That is our working assumption. Sky Academy has already had a new URN in 2021 when it ceased being a Local Authority school.	
3.5	<b>Comments from Growth Committee</b>	
3.5.1	MD noted that if the trust wishes to grow in this sector, there will always be more risks than in mainstream education; the main risk being around income. CLF colleagues are working alongside the LA to ensure the school gets sufficient income. The capacity to improve provision and increase the number on roll is of significant importance. It may be that the numbers on roll are reduced due to the current inadequate provision; the onus is on the trust to use its capacity and expertise to ensure Sky Academy quickly comes out of category and demonstrates its ability to recruit more pupils and therefore have more income. Ultimately, there is a significant need for more of this type of provision	
3.5.2	ACH noted that the £200k reduction is of concern and asked whether the trust had a bottom-line position in terms of its negotiations. ST said there are a number of moving parts to be alert to; the £200k is not insignificant but there are also opportunities to take advantage of. The school is highly likely to grow, and this will mitigate some of the finance risk. Since the 1 July, the Regional Division has been responsible for the sufficiency of special provision and they can hold the LA to account if they are not providing sufficient funding for pupils with special educational needs; therefore, there is a regulator that the trust can turn to for support if needed.	
3.5.3	ACO asked if the board were being asked to approve Sky Academy transferring into the trust under all circumstances, or if there were certain conditions that would mean the decision comes back to board. MD said that his consideration is more about the poor provision that those pupils are now receiving; remaining in Learn@ is not in the best interests of staff or students in Sky Academy. The financial risks have been acknowledged and the board have heard that there are mitigations in place to reduce those risks to some extent; financial risk is inherent in the AP and special education sector.	
3.5.4	ST said it is important to consider if Sky Academy is sustainable. It has no direct competitors (save for a private special school); the LA relies on the provision and there are indications they need more places. To give context to the £200k at risk, SL advised the overall budget for Sky Academy is around £2.9m. Colleagues in the CLF will share their concerns with the DfE when discussing funding streams and will continue to liaise with Learn@ to ensure the academy is as fit for purpose as it can be as it transfers over.	
3.5.5	ST and SL proposed that Sky Academy transfers into the CLF. <b>The board approved the proposal.</b>	
3.5.6	ST noted that further Growth Sub-Committee meetings are being arranged, so that they can consider further growth proposals at speed, should it be needed when out of sequence of full board meetings.	

<b>4</b>	<b>Leadership Update</b>	
4.1	ST referred to the paper discussed at the last board meeting, about Leadership Structure changes and noted that the consultation had now ended and that some of the recruitment to the new positions will now take place.	
<b>5</b>	<b>Any Other Business</b>	
5.1	PO suggested the board have an away day to complete some learning and development in the near future.	
5.2	No further business was reported. The meeting closed at 5.10pm.	