

Minutes - Board of Directors

Version: Approved
Meeting Date: Thursday 1 December 2022
Location: Evergreen Primary Academy
Time: 4.00pm

Chair:	Paul Olomolaiye (PO)	Chair of the Board
Members:	Bethan Owen (BON) via Teams	Vice Chair of the Board
	Anthony Cherry (ACH) [part]	Director
	Nicky McAllister (NM)	Director
	Adrian Coleman (ACO)	Director
	Su Coombes (SCO)	Director
	Bryony French (BF)	Director
	Suzanne Carrie (SCA)	Director
	Rachel Mortlock (RM)	Director
	Mark Davies (MD)	Director
	Rachel Mortlock (RM)	Director
	Deb Attack (DA)	Director
Attendees:	Steve Taylor (ST)	CEO
	Dan Nicholls (DN)	Executive Director of Education
	Susie Weaver (SW) [part]	Executive Principal
	Kate Richardson (KR)	Executive Principal
	Alison Fletcher (AFL) [part]	Director of CLF Institute
	Rachel Mylrea (RM)	Director of HR
	Bryony Green (BG)	Director of Corporate Services
	Sarah Lovell (SL)	Chief Operating Officer
	Wendy Hellin (WH)	Clerk
	Peter Price (PP)	Member (observing)
	Tim Spratt (TS)	Observer
Apologies:	Nus Arshad (NA)	Director
	Sally Apps (SA)	Executive Principal

Minutes

Item	Description	Action
1	Introductions, Administration, Apologies	
1.1	PO welcomed everyone and introductions were made. Apologies are recorded above. PO introduced Tim Spratt who was observing this meeting.	
1.2	The updated risk register is included for reference at Flag A*. This is a starred item.	
1.3	This meeting will be immediately followed by the AGM	
2	Declarations of Interest/Member & Director Declarations	
2.1	No verbal declarations were made.	
3	Minutes of Previous Meetings	
3.1	Minutes of the meeting of 13 October 2022 were approved.	
4	Matters Arising	

4.1	11.1 - Bryony will communicate with Directors not present about the partial delegations in the DAF. This item is complete and can be closed.	
5	Education Report	
5.1	Input from Educational Scrutiny	
5.1.1	The academy scrutiny meeting was held in November where HMA, HPA, WHA and SV (SV attended this South Gloucestershire/North Somerset meeting as they were unable to attend the Bristol meeting). BON reported that she was able to visit both HMA and HPA on the day of the meeting. There was a calm and purposeful working environment at HMA and BON saw much potential for working with other partners on site and nearby. At HPA it was clear that the Principal was very well known there. The use of space was good; there was a calm learning environment. The recommendations made by the panel for each academy is included in the Education Report.	
5.1.2	ST highlighted to Directors that there is an Academy Councillor (Kathryn Volk) that sits on four CLF Councils, 2 of which she Chairs (HMA and HPA). BON and PO have written to her to thank her for her commitment on behalf of the board.	
5.1.3	BON reported that she and DN have started discussions about how to monitor the strategic plan for the year. Last year education came under Strand A; this year there is a new plan with core and sub-strategies. The Education Plan will be monitored by the Education Scrutiny committee, who will complete the monitoring form and report back to board.	
5.1.4	Questions from Directors	
5.1.5	One of the areas that members have expressed views on, is the sufficiency of Academy Councillors in some static areas. While it is excellent to have KV sitting on four Councils can you assure the board that there is a recruitment plan in place to ensure there are sufficient Councillors in post?	
5.1.6	There is a recruitment plan in place, and it is multi-faceted. It is an ongoing drive, and we continue to make appointments, however, it is a challenging space at present, with many schools outside the trust also finding recruitment challenges for governance colleagues.	
5.2	Key Stages EYFS to P16	
5.2.1	<p>DN highlighted key areas of the report:</p> <ul style="list-style-type: none"> • A number of Executive Team members have contributed to the report. • This year academies have been feeling back to normal, however, in the last week student attendance (particularly in secondary) and staff attendance have dropped significantly. Staff absence is around 50% higher than anticipated at this time of year. • Unvalidated data has now been published and this allows the trust to understand its own performance across the landscape. • The trust has privileged learners experiencing disadvantage and the data shows that 5 of the CLF academies sit in the top 60 in the region. • BMA and CAB have performed especially well, as have JCA. HWA is at zero for Progress 8 which is the best outcome for some time. • The table included on page 7 shows schools in order of P8 and it can be seen that where the quality of provision is poor, the outcomes for disadvantaged children are also poor. There are concerns about the performance of KOA, although they did make improvements on the previous year. • Two school improvement groups have been created. Their job is to take the most underperforming areas of the trust and throw a light on them in order that improvements can be made. • LHA opened in September and there has been some positive parental feedback received early on. The visit from the DfE on 17 November went well. There was a good SEND strategy day last week. 	

5.2.2	Questions from Directors	
5.2.3	Where are we, across the trust, in terms of closing the gap around BME pupils, and how is progress, particularly at CAB, being made towards that?	
5.2.4	The unvalidated data does not include a break down into ethnicity in terms of the gap, but we will have that data and can share it with you. In the autumn, there wasn't any particular group that stood out as performing particularly poorly.	
5.2.5	Looking at the risk assessment table, there are two academies graded as a 5, and SV that is graded as 4, and yet all three have Ofsted predictions of 2/3. Why is that?	
5.2.6	There isn't necessarily a direct link to the potential Ofsted outcome; it is a zero-sum game, and we use the grading to distort our resource. There are many factors to attributing a grade, including things like a change to leadership. We are pleased with progress at SV, hence the move of grading to a 4. KOA and BA have made improvements but there is further work to do before the grading changes.	
5.2.7	Is LHA on track in terms of pupil numbers, staffing and the site plans?	
5.2.8	The academy is open on a temporary site. There are 22 places available, with 20 young people on roll (18 on site and 2 further offsite that staff hope will be on site in January). The building work is broadly on track; there is a brief update in the Operations Report.	
5.2.9	Are you confident all staff are up to date with their Covid and flu jabs, including boosters?	
5.2.10	We can only encourage staff to have their vaccinations and we do this regularly, including offering free flu jabs.	
5.3	Safeguarding update	
5.3.1	SW reported she continues to be well supported by the trust Safeguarding Lead. There are priorities for safeguarding in and beyond the curriculum to keep pace with the current safeguarding needs of the children and communities. Partnership working continues between the trust DSL, Executive Team and local safeguarding teams. Work is ongoing for online safety, RHSE and the citizens curriculum and this work overlaps with many strands of the EDI work.	
5.3.2	Questions from Directors	
5.3.3	Is safeguarding strong at LHA?	
5.3.4	The Safeguarding Lead is involved in the DSL network and is holding the school well. They work closely with the LA team who have advised they consider the safeguarding arrangements strong.	
5.3.5	Given the previous comments around attendance, are you seeing a correlation between attendance and safeguarding concerns, and if so, how are you looking to consider that?	
5.3.6	Yes, we consider whether staff are attending, and if not whether they are safe. The DSL and attendance lead carry out joint visits and there is good work going on with other agencies. We also analyse data around vulnerabilities and have trackers in place.	
5.3.7	Safeguarding concerns often make the news. Can you assure the board that the trust has a way of managing that risk?	
5.3.8	There is a Communications team in the trust, led by the Head of Communications, that works closely with the Health and Safety team, Safeguarding teams and Principals. Potential risks are flagged to the Communications team who manage the situation. The team has good relationships with the local press and regularly promote positive stories.	
5.4	Pupil Voice	
5.4.1	Pupil voice and Mental Health and Wellbeing are covered in the CEO's report.	
5.5	CLF Institute	
5.5.1	AFL provided the following update: <ul style="list-style-type: none"> Two of the three Teaching School Hubs in the FCTSHA have now transferred to BMA in terms of ownership; the official statement from the alliance has been agreed and is on the website. 	

	<ul style="list-style-type: none"> Recruitment for the SCITT has started; nationally recruitment is down, and the Institute is discussing early recruitment of some of the SCITT trainees. The Institute is preparing for an Ofsted Inspection likely to take place between January to July and is at stage 2 of the reaccreditation process. The Five Counties conference takes place on 8 February and all Directors are welcome to attend. The Boolean Maths Hub annual conference will be live this year at Taunton Racecourse on 25 January 2023. A range of external school to school support continues and there are also a number of smaller projects either funded by the DfE or individually commissioned from the schools directly. 	
6	Strategic Developments	
6.1	CEO's Report	
6.1.1	ST invited MD to report on the Growth Sub-Committee's meeting. RM declared a conflict of interest in terms of the free school bid; but stressed she did not have any involvement in that CLF bid.	
6.1.2	<p>MD reported the following:</p> <ul style="list-style-type: none"> The committee agreed the Terms of Reference and discussed the importance of bringing growth opportunities to the Growth Sub-Committee to allow full discussion, and understanding of the due diligence process, ahead of board decisions. Discussions took place about the trust growing into three distinct further areas and ensuring that the culture of the trust continues, and the existing academies also continue to develop and improve. The committee noted that it is important to ensure there are growth opportunities beyond the first school in an area, to ensure a strong cluster can develop. 	
6.1.3	The board approved the Terms of Reference as at Flag N.	
6.1.4	SL thanked Directors for the completed declarations and confirmed that the Post 16 free school bid was submitted on time this week.	
6.1.5	ST advised that there had been positive feedback received following the launch of the CLF Strategy 2030. It will be further evolved when the new Head of Communications is in post.	
6.1.6	SL thanked those Directors who have agreed to be part of the monitoring of the various parts of the strategic plan and advised that there will be opportunities at different sub-committee meetings to consider different aspects of the plan.	
6.2	Tewkesbury Due Diligence Report	
6.2.1	MD advised that a paper is included at Flag H and additionally, the full due diligence report is included in a supplementary folder in Teams for Directors to view. MD confirmed that the Growth Sub-Committee had reviewed the process of due diligence followed and had concluded it was robust and that nothing was identified as a weakness in terms of process. MD proposed, on behalf of the Growth Sub-Committee, that the board accept that due diligence has been properly carried out.	
6.2.2	SL advised that Tewkesbury is a large Single Academy Trust with a sixth form. The due diligence process includes a review of over 100 different areas. Three core risks were identified around safeguarding, estates and IT. Through mitigation, these risks have been lowered to a rating of 4 or less, with the exception of one in relation to estates investment; the investment needed is shown on page 6 of Flag H. Pupil recruitment is strong, the academy is financially sustainable and there are good community links. In terms of education, a new Ofsted inspection report is imminent. There will be some school improvement actions required. There are good links to feeder primary schools and further opportunities locally to set up a cluster in this area.	

6.2.3	ST advised that the imminent Ofsted report might impact the education risk rating and suggested the board might determine that they needed to know the outcome before making a decision. Following discussion, the board agreed the Ofsted outcome would not be a significant factor, given that the educational risk, and improvements required, were already known.	
6.2.4	ACH advised that he has left his proxy vote on this matter with MD as he has to leave the meeting early. ACH left the meeting.	
6.2.5	SCO asked for further detail around the safeguarding risk and asked what mitigation is in place in terms of the culture. ST advised that safeguarding was noted as a concern at the previous inspection. The systems have started to be put in place over the last 12 months, but the culture is not yet strong. SCO asked if there was confidence that the CLF can support such a large resource for safeguarding. ST advised that the Headteacher has changed and that the safeguarding challenges can be addressed by the CLF's safeguarding teams working with her.	
6.2.6	MD advised that the Growth Sub-Committee's recommendation is that the board supports the proposal that Tewkesbury SAT joins the CLF.	
6.2.7	Following a vote, the board approved the proposal that Tewkesbury SAT joins the CLF.	
6.2.8	SW and AFL left the meeting.	
7	Finance	
7.1	Finance Report	
7.1.1	SL highlighted the following from Flag I: <ul style="list-style-type: none"> The new finance system has been in place since 1 October. A new set of accounts is being worked through and a cash flow statement will be provided at the next meeting. An additional £2m of costs have been anticipated due to the unfunded pay awards and some energy inflation pressures. The management accounts overview shows that the forecasted net amount was £275k and that the budget is currently £238k adverse, a £513k deficit. Conversations have taken place with Principals around opportunities to save money; this will be easier to deliver in some schools than others and the finance team are meeting with Principals again later this month to discuss this further and review the individual budget positions. 	
7.1.2	Questions from Directors	
7.1.3	How is the trust managing the increased energy costs?	
7.1.4	This has been an ongoing challenge for schools, specifically in the academy sector. The trust buys from an energy consortium in bulk. There has been an increase in costs, but it has not been quite as high as anticipated. The trust has commissioned Faithful and Gould to carry out an energy audit to see what can be done to reduce energy usage and to ensure the trust takes advantage of all opportunities for funding. The environment strand of the CLF Strategy 2030 also contains some elements around energy too and some work has begun on an environmental dashboard and pupil posters for use in schools around carbon footprints.	
7.1.5	What is being done to improve SCITT recruitment?	
7.1.6	This is a national challenge. Recruitment in the CLF has been better than the rest of the sector, but it is still the biggest challenge faced by the Institute in terms of budgets. There are plans in place to recruit the SCITT trainees to teaching posts across the CLF to secure as many as possible given the current teacher recruitment challenges. We are already thinking ahead to recruitment for September and are working with AWS as our master vendor for supply staff. We continue to investigate more innovative approaches to recruitment and to be as flexible as possible in our offer, to ensure we attract as many applicants as possible.	
7.1.7	End of Questions	

7.1.8	SL proposed that the board approve the Going Concern Statement. The board approved the proposal.	
7.2	Annual Statutory Accounts 2021/22 (Flag J)	
7.2.1	<p>HD confirmed that the statutory audit was completed with Bishop Fleming in October. The clearance meeting has taken place and there were four recommendations made around the following minor points:</p> <ul style="list-style-type: none"> • There were incidences of staff contracts on file that were not signed (3 out of the sample 10 contracts). • There is no formal service charge agreement in place with CAB; having documentation to cover off the income from CAB would be best practice. • During the course of post year-end testing, it was noted that TCaF funding of £100k had not been included within the year which was awarded before the year end and therefore should have been recognised. • There is a small trade debtors ledger operated in the trust. At the year-end it was seen that a collection of older balances had built up. Many of these have now been cleared, and the functions of the new finance system will mitigate this risk in the future. <p>General reserves has increased by £3.1m, however there are capital commitments that are funded in 2022/23 including the CAB roof, KOA kitchen and some other projects. The pension deficit decreased substantially in year from £52m to £14m (national position for the majority of Trusts), however this is a notional amount, and the position may reverse next year.</p>	
7.2.2	SCA confirmed that the Audit Committee had reviewed the accounts and the plan for the internal audit for the year, as well as reviewing three completed internal audit reports. The EDI audit was flagged as amber in terms of its assurance rating, with some areas of risk identified. The committee were assured that many of the actions had already been picked up and completed before the report was finalised. SCA confirmed she will be discussing some of these with SW next week, in her role as link Director for EDI.	
7.2.3	SCA reported that the Audit Committee were pleased to recommend that the board approved the statutory accounts for 2021/22. The board approved the statutory accounts 2021/22.	
8	Operations Report	
8.1	Professional Services Update	
8.1.1	SL advised there will be some changes to structure following BG's departure in January., with some different Corporate Services roles in place. Further detail has been included in the paper to PO and DA. The trust is investing in two new roles: Head of Governance and Director of Estates.	
8.2	Corporate Services (including Estates, Projects and Procurement)	
8.2.1	Current projects, contracts and procurement activities are included in the report.	
8.3	Communications Report	
8.3.1	SL reported that a new Head of Communications has been recruited.	
8.4	IT	
8.4.1	A Cyber Security Audit has been carried out with substantial assurance being the outcome. This is not often seen in the education sector for cyber security and is an excellent reflection of the work of the IT team.	
8.5	HR	
8.5.1	<p>RM highlighted the following from the HR report:</p> <ul style="list-style-type: none"> • The pay award was agreed by unions and has been put through in the November pay; discussions are starting around the pay award for next April. 	

	<ul style="list-style-type: none"> The NEU and NASUWT are out to ballot regarding strike action; the ballot closes early January and discussions are underway around how to mitigate any impact of subsequent disruption. Brazel vs Harper trust – the revised calculations have been applied to the pay of those members of staff affected. Staff are now working on individual's backpay to be awarded in January. Staff sickness improved during the first two months of the academic year; however, cases are now starting to rise again. Occupational Health – the trust has gone out to tender for this contract for the second time after not having been able to secure it in the first round. HR system – this continues to develop, with the latest iteration including the ability for staff to claim expenses and overtime online. The recruitment process has also improved significantly. 	
8.5.2	Questions from Directors	
8.5.3	Will staff affected by Brazel vs Harper trust need to make a pay claim or will this be automatically applied? Is the trust making payments to staff that have since left the trust?	
8.5.4	Back pay will automatically be calculated and applied to affected staff. We are not currently planning to apply this to staff that have already left the trust.	
8.5.5	What is staff retention across the trust? Is the trust doing enough to ensure it retains staff?	
8.5.6	Last year turnover was 20%, compared to 15% the year before. We believe the increase is due to people not changing jobs due to Covid. It is a focus for us. It is critical that we recruit the right people and retain them and have been doing some work around induction and probation. DA advised that this has been discussed in the People and Wellbeing Executive Group meeting and it is on the risk register.	
8.6	EDI	
8.6.1	BG advised that an internal audit has been completed and this provides a baseline for EDI work going forward. SW and SCA are meeting in the next few days to take this forward.	
9	Governance	
9.1	Governance Report – Flag L	
9.1.1	BG reported that at the last board meeting, a review of the local governance structure was commissioned. This process has started, and a report will be provided back to the board at the March meeting.	SL
9.1.2	The board approved the Attendance Policy (Flag M).	
9.2	Report of the sub-committees	
9.2.1	Chairs of Academy Council – 17th November 2022	
9.2.2	NM reported that there was good attendance at the meeting. There had been a suggestion that the COAC meetings are recorded. BG explained that the decision at present was not to do this, for two reasons: to encourage Academy Councils to send a representative if the Chair cannot attend and, because discussion and networking time has been deliberately built into these meetings, often in break out rooms, and these do not lend themselves to being recorded.	
9.2.3	At the COAC meeting there was a presentation from Jon Jones around the Ofsted paper on political impartiality, an update on the training offer from Brigid Allen and a suggestion from DN for Chairs to check in on wellbeing in academies.	
9.2.4	NM reported that she has been involved in two permanent exclusions recently. One of the pupils concerned was a high attaining student for who there was no concerns about until they started KS4. NM asked if this was common and if there were real concerns about mental health throughout schools. KR advised that there are quite significant mental health needs across the trust, and these have been exacerbated by the pandemic. There is a	

	wellbeing strategy in place, and this revolves through the curriculum work and the professional development for the teaching teams. Academies are working with external agencies and take every opportunity for mental health first aid training to ensure colleagues are better skilled to support students and staff alike.	
9.2.5	Audit Committee - 24 November 2022	
9.2.6	SCA has provided an update on the Audit Committee meeting at item 7.2.2.	
9.2.7	Finance Executive Group – 16 November 2022	
9.2.8	BF reported that at the last meeting the group reviewed the October management accounts and heard about the new finance system and the benefits it is bringing. The risks pertinent to the Finance Executive Group were discussed including current financial pressures. BF asked if there is a charitable arm to the CLF to assist with fund raising. KR advised that some exploration in this area has been carried out, including having an advice note from VVV on how it could be set up and what the statutes might look like. A further meeting is planned for December.	
9.2.9	Premises, Projects and ICT Executive Group – 11 October 2022	
9.2.10	ACO reported that the group had reviewed the current and planned projects and reviewed the risk register. ACO noted that there have been many successes within the team and these need to be celebrated.	
9.2.11	People and Wellbeing Executive Group – 12 October 2022	
9.2.12	DA advised that the group had a comprehensive report from James Lewington on Health and Safety matters and reviewed the risk register. A good discussion was had about the recruitment and retainment of a diverse workforce and the group reviewed the HR Improvement plan.	
9.2.13	Remunerations Committee – 2 November 2022	
9.2.14	The Remunerations Committee has visibility of teacher incremental progression and agreed leadership incremental progression. At the meeting there had been good discussion on those not progressing and those at top of scale, developing and retaining. National pay awards were also discussed.	
10	Executive Team Structure	
10.1	ST and the Board thanked BG for her many years of service and wished her well for the future in her new role.	
11	Any Other Business	
11.1	The draft agenda for the CLF briefing of February 2023 is included for information (Flag O). No further business was reported.	
11.2	The meeting closed at 19.00hrs.	