



TRUST BOARD

Minutes of a Meeting of the Trust Board of South East Cornwall Multi Academy Regional Trust held at Liskeard School & Community College on Wednesday 29th March 2023 at 5.30 pm.

Present	Yes/No	Present	Yes/No
Mr M Aarts	Yes	Mr L Hallam	Yes
Miss G Adams	Yes	Mrs L Lawson	Yes
Ms R Brooks	Yes	Mr S Lloyd	Yes
Mr D Buckley, CEO	Yes	Mr R Newton Chance, Chair	Yes
Mrs H Casson	Yes via Teams	Mr C Piper	Yes
Mr J Crisp	Apologies		

**In Attendance: Mrs J Lumbard, CFO
Mrs K Williams, Clerk to Trust Board**

- 15. **Welcome and Evacuation Procedure**
The Chair welcomed everyone to the meeting. Everyone introduced themselves as this was the first face to face meeting since the pandemic. The evacuation procedure was explained.
- 16. **Declaration of Business or Pecuniary Interest and Academy-related parties - update on any changes since completion of written declaration**
No changes.
- 17. **Apologies for Absence and resignation of C Storey**
Mrs Casson had advised that she may be a little late to the meeting and she would be joining the meeting via Teams. Mr Crisp had sent his apologies in advance which were received and accepted by the committee. Ms Storey has resigned as Trustee.
- 18. **Approval of the minutes of the previous meeting held on 7th December 2022**
The minutes of the meeting held on 7th December 2022, having been circulated in advance, were agreed as an accurate record and were signed.
- 19. **Progress of action points and matters arising**
 - M5. Progress of action points and matters arising**
 - 41. Items from Chair**
 - c) Members meeting feedback
The Chair advised we have the original AoA (Articles of Association) which are pre 2011. The DfE is recommending that all schools move to the new model AoA. The only fundamental change would be that the Members would hold an AGM (Annual General meeting). The Trust Board will have to adopt the latest AoA and this will be included on the next Trust Board meeting agenda. The Members will be holding a pilot AGM in December. We have been holding an AGM style meeting in September where we have evaluated the effectiveness of the Trust Board. The pilot AGM will be in December and all Trustees will be invited. The Members will receive the Trust Board approved Annual Accounts and they will be given a Members’ Report which includes information on the educational performance of the Trust. The Chair advised that there is no reason why we cannot adopt the model AoA.
Update 07-12-2022: It was discussed that the changes to the AoA is on the Clerks to do list. The new AoA to be circulated at the next Trust Board meeting.
Update 29-03-2023: On this agenda.

M6. Reports and Recommendations from Committees

p) A Trustee referred to Saltash and Looe where there are issues with outcomes for students and there are some circumstances which relate to this. A Trustee asked what is the position of the analysis for this and how will this be fed through to the Trust Board. The Clerk should include this question at the Learning Committee meeting.

Update: Complete.

M7. CEO verbal summary of HT Reports – focus on Pupil Progress

c) A Trustee suggested that the Trust Board needs more quantitative information. The Clerk advised that these reports do come with narratives but she has omitted from circulating them with the papers. A Trustee suggested that the narrative needs to include what is being done about any red areas. We also need feedback from the LGCs on if the reports are working for them.

Update: It was suggested that the narratives are not that helpful.

e) The Chair suggested that a SIP (School Improvement Partner) would be useful for triangulation. A Trustee added that a supporting narrative for the red areas on the KPIs would be sufficient. The level of coverage and assurance was under question. A Trustee supported the SIP type role which was felt to be crucial as we need to manage risk and we should have some sort of paid external support which is then provided to Trustees to help triangulate what is going. A Trustee asked who would be able to provide this support and it was suggested that this might be different organisations/providers and it was acknowledged that this can be difficult to find. The SIP should be challenging and supportive.

Update: This is ongoing. The Chair noted that we have peer review and internal challenge but we need to have some external triangulation. This needs some further thought later this year.

M10. Items from Chair

f) Meetings for the remainder of the year

The Chair is aware that Trustees are working full time and meetings being quorate continues to be difficult. We will try to be flexible for the meeting schedule where possible. It was noted that hybrid or Teams meetings are really valuable. It is hoped that the March Trust Board meeting will be in person. It was felt that hybrid is the way forward but the IT was not available for this particular meeting. Mr Lloyd noted that he is happy to find alternative times for the People meetings if needed.

Update: Complete.

20. Reports and Recommendations from Committees¹

Documents had been circulated in advance of the meeting: From these:

a) People 22-02-2023

Mr Lloyd explained that the last committee meeting focused on three key areas. There is a regular agenda item on safeguarding and Mrs Casson leads in this area. At each meeting, Trustees review and discuss safeguarding. They are looking at consistency from peer working and common policies to assure Trustees on the workings going on in schools.

b) **A Trustee noted from the minutes that the meeting had lots of challenge.** Mr Lloyd felt that Trustees are robust in their challenge in the areas of responsibility. Three of the aims of the Strategic Plan were reviewed during the meeting and they were appraised of the progress of the aims. The aim towards continuous progress of staff, discussed training and appraisal. Developing leadership at all levels discussed Star projects and Mr Buckley gave great examples of work. Excellence towards governance is interesting in terms of the role of governors and Trustees and the committee will continue discussions especially in terms of development of governors. One of the challenges has often been appraisal systems and how we might be able to manage these within LGCs (Local Governing Committees) and the Trust Board. It was suggested that informal relationships between LGCs and the Trust Board would be of great value. Opportunities to buddy up to offer support is useful and the Clerk provides this informally already. There are opportunities within the Trust Board for informal contact. The Chair advised that the Governance Professional is the guarantor of the quality of governance and how it is working. The different models for governance will be discussed later in the meeting.

¹ To include items raised for TB consideration by LGCs

- c) Mr Lloyd added that the committee looked at the Governor Handbook and they felt this was an excellent document especially when used with the governor Knowledge Organisers and they thanked the Clerk for this work.

Mrs Casson joined the meeting via Teams at 5.46pm.

- d) Remuneration 22-02-2023 – Confidential Minutes

Mr Lloyd did wish to note that the committee has reviewed the pay points for staff in the Trust through benchmarking and he thanked Mrs Lumbard for the benchmarking work on CEO pay. The committee felt that this was an important piece of work and oversight. Mr Lloyd added that they received the Gender Pay Report and the report is on par with averages and the committee recognised that it is a challenge to break down senior posts.

- e) **A Trustee asked how far are we away from “good” in terms of the gender pay gap report and do we have any clear targets for this.** Mr Buckley advised we are on the good side of average. There are some aspects which make a difference to the data as we don't have the contracts for cleaning for example. We need to dig deeper in the data. In terms of our practices, we are an equal opportunity employer and have the same systems for teaching and non-teaching staff and hiring processes have removed any positive discrimination. It was suggested that encouraging applicants to get in touch for job adverts is important.

- f) **A Trustee asked what are the routes for promotion.** Mr Buckley advised that we make a leadership offer to all staff. He meets with everyone joining the Trust and if staff state they wish to go to the next level of the leadership ladder, we are committed to help them reach this. The Star projects give staff an opportunity to be professionally curious and this has opened up lots of avenues.

- g) Learning 08-02-2023

Ms Brooks advised that the committee report discussed the Headteachers Reports and general reporting from schools. They found that the Headteachers Reports have become less consistent and Mr Buckley had advised that some standardisation is needed. The Trustees had noted that governors should be holding the Senior Leadership Team (SLT) to account for the performance of the school and the Trustees hold the LGCs to account. Getting sufficient challenge in the LGCs is ongoing work. Trustees are linked to school and there is a role for them to see how LGCs are working. Miss Adams added that staff absence and support in place was discussed. The committee had also discussed a possible School Improvement Partner (SIP). Mr Buckley added that structures that are in place from the Clerk to provide support for governors is exemplary and the CEO summary for the TGLG (trust Governance Leadership Group) also helps provide questions for governors to pose.

- h) Audit & Risk 22-03-2023 – verbal update

Mr Hallam advised that the committee is making progress on risk and how it is reported and there is an agenda item on risk and emerging risks. Trustees are looking at risk maturity and will need to look at risk appetite which will help with identifying priorities. We need to look at risk targets. In terms of internal audit, we have three days on financial controls and we will look at the two other days to see if these checks should be around at statutory compliance or at the risk and audit framework. We then need to look at what risks are highlighted from the committees and what assurance is needed for Trustees so that this can be included in internal audit.

- i) Resources 22-03-2023 – verbal update

Mr Aarts explained that there as an update on finance and there is an additional grant coming in. Teachers pay is higher than budgeted for as well as support staff. Electricity contracts are increased. The additional grant is for energy efficiency savings in the schools and the idea is to look at replacing LED lighting Pupil growth funding has been received for three schools. Period 6 Accounts will show the impact of the changes. Mrs Lumbard that it will be Period 7 as we are having a change of software.

- j) In terms of resources, we are trying to recruit an IT Services Manager and Trustees had queried the recruitment of this post and outsourcing the IT service. There was an update on the working party to look at changing the toilets across the Trust and capital will be used for this. New condition surveys are being commissioned. The compliance tracker has been updated and available to everyone centrally. There are some items which look overdue but they are being progressed. Mrs Lumbard and Mr Piper will be meeting separately to get some assurance on how this is progressing. It was noted that there is significant risk around building maintenance.
- k) The finance policies have been recommended for approval. There had been the creation of an additional post to support Mrs Lumbard and Trustees recognised the pressure on the executive team following the retirement of the COO (Chief Operating Officer).

21. **Report on School Improvement for information – Dan Buckley**

A confidential document had been circulated in advance of the meeting. From this:

- a) See confidential appendix.

22. **Risk Management**

Risk Register update. Consider key risks within the remit of each committee and current risks of Safeguarding, understaffing and double RI schools. A document had been circulated in advance of the meeting. From this:

- a) Mr Buckley advised that we have identified 24 risks that are trackable. We have reviewed these and the mitigations are referred to regularly. The process of review has been in place for more than a year but we are now asking Senior Leaders to review each risk and detail what needs to be highlighted to governors. This should make it more engaging for what risks are changing. We still need to look at target setting for risks.
- b) Mr Buckley explained that this document is still work in progress. **A Trustee suggested that Trustee need to agree risk appetite and if controls are effective and this is how we mature the model moving forwards. This then becomes a culturally embedded document.** Mr Buckley added that committee meetings should start with reviewing the Risk Register and we need to get the LGCs onto the same dynamic and this work is starting with the TSLT (Trust Senior Leadership Group).
- c) **A Trustee felt that this gives a good focus for the committees and suggested that this a useful document to show the real risks to the Trust.** The Chair thanked the team for work on this document.

23. **Restructures at Looe and TOLT – consider and agree**

Documents had been circulated in advance of the meeting: From these:

- a) Mr Buckley explained that it was agreed that any change that would deliver a risk such as redundancy, would be brought to the Trust Board for consideration and agreement. The Chair explained that these restructures are unlikely to result in a redundancy and it was suggested that a narrative for Trustees is useful.
- b) **A Trustee suggested that in terms of restructures, roles and responsibilities should be well communicated in the schools and across the Trust so that staff understand what the boundaries are and it ensures that if expanding roles, the new staff member has the support to do the role well.**
- c) **A Trustee asked if we have a list of senior role descriptors.** Mr Buckley advised that we have specific jobs descriptors. **A Trustee asked if these will be widely published as having these available is useful.** Mr Buckley advised that we need to do some work to update the Business Management Services contract which details who does what and this will change with these new posts.
- d) **A Trustee had concerns about the Looe proposal.** Mr Buckley suggested that he will discuss this with them further.

- e) **A Trustee noted the cost implication of the proposals and asked if we are up taking costs and is this the right priority to spend the money on.** Mrs Lumbard advised that the TOLT (Trust Operational Leadership Team) group restructure would not result in appointment if the RDD outcome is poor. Mr Buckley advised that this is an urgent need and we need to have a more robust system for TOLT.
- f) **A Trustee noted the risk of the workload of the Executive team with not having a TOLT restructure agreed.** Trustees discussed the Trust's risk appetite for Saltash versus a shortfall of capacity in TOLT and possible non-compliance. Mr Buckley noted that we have healthy reserves so we can invest in school improvements and we can do this now. Mr Buckley explained a dispersed model for School Improvement and we are trying to build capacity from the roots up.
- g) Trustees have considered the proposals for restructures and were in unanimous agreement to approve.

24. **Opportunity to raise any questions on Spring Term HT Reports and verbal update on Trust Wide Attendance Strategies**

Documents had been circulated in advance of the meeting: From these:

- a) Mr Buckley explained that we have been visited by a DfE attendance adviser. They have felt the measures in place are robust and the action plan is strong.
- b) Staff attendance is a concern and we are working to tighten up procedures. We are looking to have more robust systems and we were focusing on attendance just before the pandemic and this work has now picked up again.
- c) **A Trustee had asked learners about what their experiences are of school and there had been some feedback that suggested that poor staff and student attendance is linked.** Mr Buckley advised that these are linked and we have reviewed the staff attendance policy. There is rigour around staff attendance and we are addressing issues. The updated Staff Attendance policy will be considered by the People Committee.

25. **Verbal Update on the Adoption of the Model Articles of Association**

- a) The Clerk advised that work is ongoing to update the Articles of Association (AoA). It has been agreed to adopt the DfE model AoA so the revised SMART document has been reviewed by legal advisors. The AoA will be circulated to the Trustees for comment before being sent to the DfE for approval. The AoA will then need to be signed off by the Members and then submitted to Companies House.

26. **Adoption of Policies – Reviewed and recommended by the Resources Committee 22-03-2023 for approval**

Documents had been circulated in advance of the meeting: From these:

- a) Charging and Remissions policy
Counter theft, fraud and corruption policy
Reserves & Investment policy
Donations policy and procedure
Financial Regulations procedures and policy
Financial Scheme of Delegation
- b) Trustees unanimously approved the policies.

27. **Items from Chair**

Members Meeting, Resignation from Chair, Outcome of meeting with Westcountry Schools Trust, Update on SIP.

- a) Members meeting

The Chair advised that Members discussed the Double RI at Saltash and he highlighted the pressures on the Executive Team. There are two formal Members meetings per year and one informal meeting.

b) Westcountry schools

The Chair had met with Westcountry Schools Trust and their governance hub model had been discussed. The Chair summarised the reasons for their choice to move to a hub model and how this new system works. The Chair suggested that this model would not be beneficial to SMART.

28. **Election of Chair and Vice Chair of the Trust Board**

Nomination for Lee Hallam as Chair

a) **A Trustee queried the affect on the Trust Board of the Chair's resignation and is there now a gap has is an educationalist.** The Chair advised Mrs Casson, Mr Crisp and Miss Adams all currently work in education. We do need to look at a Chair for the Audit & Risk committee and we will have to recruit a new Trustee. **A Trustee asked if expansion of the Trust is a long term goal and is there a possibility to recruit a Trustee from a local school.**

b) Mr Hallam was nominated for Chair which as the only nomination, he accepted. Trustees were in unanimous agreement to Mr Hallam's nomination. The Chair thanked Mr Hallam for taking on the role.

c) Mr Lloyd advised that he would be happy to step in and chair meetings but he would not be willing to stand for Chair in the future. Mr Lloyd was nominated for Vice Chair which as the only nomination, he accepted. Trustees were in unanimous agreement to Mr Lloyd's nomination.

d) Mr Piper was content to temporarily Chair the Audit & Risk committee.

29. **Items from this meeting for report back to LGCs**

a) The Strategic Risk Register has been updated. This document will be coming to LGCs for review.

b) Trustees have agreed restructures at Looe and within TOLT.

c) The Staff Attendance Policy is being revised. This will be considered by the People Committee prior to Trust Board approval.

d) The following policies have been approved:
Charging and Remissions policy
Counter theft, fraud and corruption policy
Reserves & Investment policy
Donations policy and procedure
Financial Regulations procedures and policy
Financial Scheme of Delegation

e) Mr Newton Chance has retired as Chair of the Trust Board. Mr Lee Hallam, Compliance Trustee has been elected as the new Chair of the Trust Board and Mr Steve Lloyd, HR Trustee will be joining him as Vice Chair. Mr Piper will be chairing the Audit & Risk Committee. The Trust Board will be recruiting a further Trustee.

30. **Agreements made by email**

a) None.

31. **Date of next meeting**

19th July 2023 at 5.30pm. It was agreed that this should be a face to face meeting with the option for Trustees to join virtually.

Mr Newton Chance noted that his reason for stepping down from Chair is that it is unhealthy to have a longstanding Chair. We need to recognise that when he started in 2017, the board meetings were very different and we have come a long way with good separation on the Trust Board from the schools, Members, Trust Board and LGCs. We have a good SoDA (Scheme of Delegated Authority) and a good Strategic Plan. We also have a great CEO and CFO and he has much admiration for the Executive Team and it's been a pleasure and privilege working with everyone.

Mr Buckley thanked Mr Newton Chance for his determination on focusing on education. He has adapted the role of Chair as it has needed and the Trust is a very different place now from when he started. Thank you for the one to one support.

The meeting closed at 7.26pm

Action Summary	
M23. Restructures at Looe and TOLT – consider and agree d) A Trustee had concerns about the Looe proposal. Mr Buckley suggested that he will discuss this with them further.	Action: D Buckley