



Company no: 07729878

## THE BOARD OF DIRECTORS OF SHARE MULTI ACADEMY TRUST

Minutes of the meeting of the Board of Directors of SHARE Multi Academy Trust held at Shelley College at 8am on Thursday 8 December 2022.

### Present

Mr D Quinn (Chair), Mr M Day, Mr J McNally, Mrs L Rawlinson, Mr R Amos, Mr A Kent, Mr N Javaid (remote).

### In Attendance

Mrs D Howard (Director of Operations)  
 Ms E Kilner (Minute Clerk)  
 Mrs A Eastham (PA to CEO)

Agenda Item	Discussion and Decisions	Action – who/by
1.	<p><b>Apologies, Consent and Declarations of LAAPS and Interests</b></p> <p>The Chair welcomed everyone to the meeting.</p> <p>Apologies for absence were received from Prof J Keay (consent) and Mr M Dunkley (consent).</p> <p>There were no declarations on interest.</p>	
2.	<p><b>Matters for any Other Urgent Business</b></p> <p>The following items of Other Urgent Business were noted.</p> <ul style="list-style-type: none"> <li>• Coronation Bank Holiday</li> <li>• West Yorkshire Pension Fund and pooling</li> </ul>	
3.	<p><b>Representation</b></p> <p>The Chair summarised applications from two candidates to join the Audit and Risk Assurance Committee.</p> <p><b>RESOLVED:</b> That offers of appointment to the Audit and Risk Assurance Committee should be progressed for both applicants to be appointed on 1 March 2023.</p>	

Agenda Item	Discussion and Decisions	Action – who/by
	Mr M Day noted that Suzanne Bonham is his sister in law.	
4.	<p><b>Minutes of the Previous Meeting held on 6 October 2022 and Any Matters Arising from the Minutes</b></p> <p><b>RESOLVED:</b> That the minutes of the meeting held on 6 October 2022 be approved and can be signed by the Chair as a correct record of the meeting.</p> <p>There were no matters arising.</p> <p>The CEO updated the meeting on progress with actions.</p>	
5.	<p><b>Approval of Annual Report and Accounts</b></p> <p>The Annual Report and Accounts will be approved at the AGM to be held at 10am on Thursday 8 December 2022.</p> <p>It was noted that the Directors do not have any concerns about the Annual Report and Accounts. SHARE MAT reserves have a healthy surplus.</p>	
6.	<p><b>Budgets and Surpluses</b></p> <p>The documents below were circulated before the meeting:</p> <ul style="list-style-type: none"> <li>- Budget surpluses letter dated Wednesday 2 November 2022</li> <li>- Feedback from the budget surplus and deficit reduction model proposals</li> <li>- 2022-23 Deficit Reduction Models</li> <li>- 2022-23 Spending from Reserves Planning</li> </ul> <p>The CEO updated the meeting.</p> <p>(a) <u>2022-23 Spending from Reserves Planning</u></p> <ul style="list-style-type: none"> <li>- Four different scenarios have been modelled.</li> <li>- This document will support future decision making on capital projects.</li> <li>- It was noted that target reserves are 8%.</li> <li>- In summary, it has been concluded that Trust reserves are sufficient for the next 2 to 3 years.</li> <li>- Scenario 4 does result in low reserves. This is based on a 5% increase in pay and a 1% increase in grant funding. This is the worst case scenario.</li> <li>- Scenarios 2 and 3 are considered to be the realistic assumptions.</li> </ul> <p><b>Q. Can we have revised scenarios presented to the Trust Board?</b></p>	

Agenda Item	Discussion and Decisions	Action – who/by
	<p>A. Yes, scenarios can be updated as we get new data. The next update is expected to be June / July 2023.</p> <p><b>ACTION:</b> The CEO to ensure the revised scenarios are presented to the Trust Board as assumptions change.</p> <p>(b) <u>Deficit Reduction Options</u></p> <p>The CEO updated on the 5 options for deficit reduction.</p> <p>Option 5 includes an additional £100k for a central fund. The fund will be used to support the costs of expected staff changes.</p> <p>Overall, feedback from schools is that poor financial management by schools should not be rewarded but it is recognised that we do need to support Lily Park and Woodside Green.</p> <p>It was noted that Reserves are Trust Reserves rather than School Reserves.</p> <p><b>Q. Will this be a one off adjustment?</b> A. Yes. The deficits are at smaller schools where falling roll numbers may make it difficult to recover the deficit.</p> <p><b>Q. Why have we got a deficit at Heaton Avenue?</b> A. There has been a large variation in pupil numbers year to year which has made budgeting more difficult.</p> <p><b>Q. If we resolve the current deficits and the schools then have more deficits in the future, the secondary schools may not be happy?</b> A. Agreed</p> <p><b>Q. Why is the Thornhill surplus so large?</b> A. There was a large surplus when the school transferred to the Trust. Cost management is very tight at Thornhill and there were cost savings during Covid.</p> <p><b>Q. Do the Trust have a preferred option?</b> A. The preferred option would be Option 1 with additional £100k for central funds to cover the expected costs of staff changes.</p> <p><b>Q. Does the current position impact on the DfE view of the Trust?</b> A. The DfE could possibly take the view that schools with reserves are able to pay for increases in energy and staff costs.</p> <p><b>Q. These are one off issues but should we consider having a Trust strategy for the allocation of funds ongoing. We need to</b></p>	<p><b>CEO</b></p>

Agenda Item	Discussion and Decisions	Action – who/by
	<p><b>have an agreed strategy for the management of funds across schools.</b></p> <p>A. This should be considered.</p> <p><b>Q. Are there any options to increase income in schools?</b></p> <p>A. The biggest factor in smaller primary schools is the number of pupils. We have just invested in a new early years centre at Woodside Green and the improved OFSTED grade is encouraging more families to visit the school.</p> <p><b>Q. How has the reduction in secondary school reserves been allocated.</b></p> <p>A. This is based on a percentage of existing reserves.</p> <p><b>Q. Do we have any increase in Capital funding for Royds Hall planned?</b></p> <p>A. A lot a work was done last year and there is a wish list for additional projects. Royds Hall is a PFI school, so we have to balance spending with the life-cycle improvements planned by the PFI operator.</p> <p><b>Q. How do we ensure that schools do not have additional deficits on reserves?</b></p> <p>A. This can be controlled by strict application of KPI's to school budget setting.</p> <p><b>ACTION:</b> The CEO to work on a proposed strategy for the allocation of funding to schools including consideration of 'pupil entitlement'. The strategy will then be considered by the Trust Board.</p> <p><b>ACTION:</b> The CEO to communicate the decision on deficit options. Communications should include the requirement for strict application of KPI's in budget setting ongoing to ensure future deficits are avoided.</p> <p><b>RESOLVED:</b> That Option 1 for deficit reduction is agreed with an additional £100k allocated to a central fund.</p> <p>It was noted that the reduction in pupil numbers that has impacted primary schools has not yet fed through to secondary schools.</p>	<p><b>CEO</b></p> <p><b>CEO</b></p>
7.	<p><b>Feedback from committee meetings</b></p> <p>(a) <u>Audit and Risk Assurance Committee 1 December 2022</u></p> <p>The CEO updated the meeting.</p>	

Agenda Item	Discussion and Decisions	Action – who/by
	<ul style="list-style-type: none"> <li>• The Annual Report and Accounts were reviewed in detail.</li> <li>• There was an overview of DBS.</li> <li>• The Data Protection Audit was reviewed in detail.</li> </ul> <p>(b) <u>Chairs' Committee Meeting 15 November 2022</u></p> <p>The Chair updated the meeting.</p> <p>The Notes from the SHARE MAT Chairs' Committee Meeting held on Tuesday 15 November 2022 were circulated before the meeting.</p> <ul style="list-style-type: none"> <li>• There was good discussion and feedback at the meeting.</li> <li>• There is a proposal to have an annual conference for governors.</li> <li>• Overall, this was a positive session.</li> </ul> <p><b>Q. Did every Chair attend?</b> A. Yes.</p>	
8.	<p><b>CEO Report for Directors</b></p> <p>The Chief Executive's Report for December 2022 was circulated prior to the meeting.</p> <p>The CEO updated the meeting.</p> <p>(a) <u>SHARE MAT Leadership structure</u></p> <p>The documents below had been circulated before the meeting.</p> <ul style="list-style-type: none"> <li>- SHARE MAT Senior leadership January 2023 Option 1</li> <li>- SHARE MAT proposed structure January 2023 onwards Option 2</li> </ul> <p>The proposed structure was summarised. Key elements include;</p> <ul style="list-style-type: none"> <li>- Two Secondary Executive Principals will be supported by Principals or Associate Principals.</li> <li>- Overall, the new structure is not expected to add any overall cost to the Trust.</li> <li>- A new post for School Improvement Admin / Governance Professional will be created.</li> <li>- School improvement roles would still be needed in the new structure.</li> </ul> <p><b>Q. Would all the new posts be advertised?</b> A. Yes they would be advertised internally and there would be a full selection process with interviews.</p> <p><b>Q. Why two Executives principals not one?</b></p>	

Agenda Item	Discussion and Decisions	Action – who/by
	<p>A. Secondary schools are very big and two would provide more resilience and support succession planning. Leadership of School Improvement teams will be a whole Trust responsibility.</p> <p><b>Q. Which option would staff prefer?</b></p> <p>A. We will consult but we think staff are more likely to be interested in who is headteacher in their school.</p> <p><b>Q. Do we have a retention risk with existing secondary Principals with the new structure and how would it be mitigated?</b></p> <p>A. Possibly. We do have experienced Deputy Head Teachers who may be ready for promotion if so.</p> <p><b>Q. How does the existing Principal role compare to Associate Principal role?</b></p> <p>A. Principals are fully accountable for school standards; the associate principal will run the school on a day-to-day basis when the principal is absent and take on some of the whole-school responsibilities.</p> <p><b>Q. Do we think we will be able to recruit a Governance Professional?</b></p> <p>A. There may be a risk we can't find the right candidate but we will try.</p> <p><b>Q. Option 2 may enable the Board to have more visibility of Senior Leadership Team?</b></p> <p>A. Agreed.</p> <p><b>Q. Is this the right time to make the change?</b></p> <p>A. Yes, we need to do the whole change at the same time. It would not be possible to just do part.</p> <p><b>Q. Will the Associate Principal role be the same as the Principal role?</b></p> <p>A. They will have the same responsibilities. There will be a role profile for all positions.</p> <p><b>Q. How will we communicate the changes?</b></p> <p>A. We will communicate the changes to staff and governors.</p> <p><b>Q. Will the change before Christmas be unsettling for staff?</b></p> <p>A. It is better to be open about the changes. No staff will be downgraded. Existing Principals will remain in the same role if they are not appointed as Executive Principals.</p> <p><b>Q. If more secondary schools join the Trust, would they have a Principal or an Associate Principal?</b></p>	

Agenda Item	Discussion and Decisions	Action – who/by
	<p>A. The existing Head Teacher would remain in role under TUPE. We would expect to have up to 4 secondary schools under an Executive Principal</p> <p><b>RESOLVED:</b> That the new structure for January 2023 should be progressed.</p> <p><b>ACTION:</b> The CEO to progress with communication and next steps for the proposed new structure.</p> <p>(b) <u>Strategy Update</u></p> <p>The Progress against our strategic goals and objectives – dashboard document was circulated before the meeting.</p> <p><b>Q. Can we include KPI metrics in the dashboard?</b> A. Yes we can add data.</p> <p>(c) <u>Review of Academic data</u></p> <p>The documents below were circulated before the meeting.</p> <ul style="list-style-type: none"> <li>- Directors' Dashboard – Summary 2021/22</li> <li>- Directors' Dashboard – Autumn 2022/23</li> </ul> <p>It was noted that many measures are above National Average but not as good as 2019 pre Covid.</p> <p>We do expect improved KS2 outcomes this year.</p> <p>There is still a mixed picture for disadvantaged pupils. Overall, they tend to do better in our schools than national averages but we want them to catch up to non-disadvantaged pupils.</p> <p>(d) <u>Ofsted Reports</u></p> <p>The Woodside Green Ofsted report and available Peer Review reports were circulated before the meeting.</p> <p><b>Q. Should Peer Reviews cover all subject areas?</b> A. It is not possible in the time allocated. There are specific agreed areas of focus for Peer Reviews. We balance areas of strength and those needing to improve further.</p> <p>It was noted that School Improvement activities are ongoing.</p> <p>(e) <u>Royds hall Restructure</u></p> <p>It was confirmed that Lily Park closed on 31 October 2022. The bus transport is the only issue, the bus often turns up late.</p>	<p><b>CEO</b></p>

Agenda Item	Discussion and Decisions	Action – who/by
	<p><b>Q. How many pupils use the bus?</b>  A. It is full (over 50) but we are not sure how many children need to use the bus.</p> <p><b>Q. How long have we committed to provide the bus?</b>  A. We will continue to provide for as long as it is needed but we do expect usage to decrease over time.</p> <p>(f) <u>TSH</u></p> <p>We continue to prepare to deliver the new ITT programmes from September 2024. At some point, we do need to decide if we want to partner with another organisation for ITT delivery.</p> <p>(g) <u>DELETED – minute 14 refers</u></p>	



Agenda Item	Discussion and Decisions	Action – who/by
	<p>(h) <u>Operations Update</u></p> <p>The DoO updated the meeting.</p> <ul style="list-style-type: none"> <li>- <b>Luck Lane Boiler</b> – The new replacement boilers have been ordered and are to be delivered and installed in the new year.</li> <li>- <b>West Yorkshire Pension Fund Proposal</b> There is a proposal to pool academies with a pension fund. If we opted in, we expect that costs would be higher than if we did not opt in. The recommendation is not to opt in.</li> </ul> <p style="padding-left: 40px;"><b>RESOLVED:</b> That SHARE MAT should not opt in to the proposed new pooled arrangement and this should be reviewed again in 3 years.</p> <p>(i) <u>Governance</u></p> <p>Mrs A Eastham updated the meeting.</p> <p>We have been searching for a provider that can offer more enhanced safeguarding training to meet the new requirements.</p> <ul style="list-style-type: none"> <li>- The first provider is Confederation of School Trusts (CST). CST are offering a virtual course ‘The Trustee Role in Safeguarding Explained’, taking place on 12th January 2023.</li> <li>- The second provider we have made contact with is the National Governance Association (NGA). The NGA offer both e-learning modules and bespoke training packages for governors. They have put together a bespoke strategic safeguarding training package which we are proposing to offer to all governors, headteachers, designated safeguarding leads and other leaders within the trust.</li> </ul> <p style="padding-left: 40px;"><b>RESOLVED:</b> That Safeguarding training bookings can be progressed as proposed.</p>	

Agenda Item	Discussion and Decisions	Action – who/by
9.	<p><b>Update from NE Directors</b></p> <p>The updates below were noted.</p> <ul style="list-style-type: none"> <li>• CPD and Training – Prof J Keay has reported on CPD and Training – Report for SHARE MAT Board 8.12.22. The report was circulated before the meeting.</li> <li>• IT – Mr M Day updated that he is fully assured following the IT Audit. This includes IT Filtering required for Safeguarding.</li> </ul>	
10.	<p><b>Roles, committees and links to leaders across the trust</b></p> <p>The Chair noted that the Safeguarding Committee has now been formed and the first meeting is scheduled to take place in January.</p> <p>Options to structure links for other areas should be considered.</p> <p><b>Q. Do we think there are enough Directors in the Trust?</b> A. This can be considered.</p> <p><b>ACTION:</b> The Chair and CEO to consider options to structure roles, committees and links to leaders across the Trust.</p> <p><b>ACTION:</b> All Directors to let the CEO know of any specific areas of interest.</p> <p><b>ACTION:</b> The Chair and CEO to consider recruitment of additional Directors.</p>	<p><b>Chair and CEO</b></p> <p><b>All</b></p> <p><b>Chair and CEO</b></p>
11.	<p><b>Approval of policies</b></p> <p><b>RESOLVED:</b> That the SHARE MAT GDPR Policy be approved and adopted.</p>	
12.	<p><b>CEO Appraisal</b></p> <p><i>Mr J McNally, Mrs D Howard and Mrs A Eastham left the meeting.</i></p> <p>Mr M Day updated the meeting.</p> <p>The CEO appraisal meeting was held on 14 November 2022 with Mr M Day and Prof J Keay.</p> <p><b>ACTION:</b> The Chair to arrange a meeting of the Remuneration Committee to be held before the next Directors meeting.</p> <p><i>Mr J McNally, Mrs D Howard and Mrs A Eastham re-joined the meeting.</i></p>	<p><b>Chair</b></p>

Agenda Item	Discussion and Decisions	Action – who/by
13.	<p><b>Correspondence:</b></p> <p>There was no further correspondence for discussion.</p>	
14.	<p><b>Confidentiality</b></p> <p><b>RESOLVED:</b> That part of minute 8 be excluded from the copy to be made available at the Trust, in accordance with the Freedom of Information Act.</p>	

The Chair closed the meeting at 10.15am.



\_\_\_\_\_ Chair

\_Thursday 9<sup>th</sup> March 2023\_\_\_\_\_ Date