

SHARE MAT TRUST COPY

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 8:00am at Heaton Avenue Primary School on Tuesday 7th November 2017.

PRESENT

Mr N Wilson (Chair), Mrs A A Cooper, Mr T Kitching, Ms M Lee, Mr J McNally, Mr V White

In Attendance

Mrs H Tones, (Minute Clerk)

Ms Su Aaron-Abel, Headteacher, Millbridge J,I &N School

Mr R Iredale, Vice-Chair of Governors, Cowlersley Primary School

Mrs J Newson, Executive PA, SHARE Multi Academy Trust

Ms A Poppleton, Chair of SHARE MAT Audit & Risk Assurance committee (item 185 only)

Mrs C Potterton, Finance Director, SHARE Multi Academy Trust

Mr D Wadsworth, Associate Principal, Shelley College

Meeting commenced at 8:05am.

179. APOLOGIES FOR ABSENCE, DELEGATION OF VOTING RIGHTS, LAAPS AND BUSINESS INTERESTS

- (a) Apologies received from Directors - Mr M Day (consent), Ms M Guest (consent).
- (b) Apologies also received from Ms M Best, Mrs N Pritchard, and Mr S Washington.
- (c) Mr M Day had delegated his voting rights to Mr V White. Ms M Guest had delegated her voting rights to Mr N Wilson.
- (d) No one was declared as a LAAP.
- (e) The Chair registered that he was a supplier of stationery products to Shelley College.
- (f) Two directors, Mr J McNally and Ms M Lee, registered that they were employed by SHARE MAT.

180. RE-APPOINTMENT OF CHAIR

The Minute Clerk chaired this item. Mr N Wilson confirmed that he was willing to continue as Chair of SHARE MAT until at least the AGM to be held on 5th December 2017.

RESOLVED: That Mr N Wilson continue as Chair of SHARE MAT (Unanimous)

The Chair then chaired the rest of the meeting.

181. RE-APPOINTMENT OF VICE-CHAIR

Mr V White confirmed he was willing to continue as Vice Chair of SHARE MAT.

RESOLVED: That Mr V White continue as Vice-Chair of SHARE MAT (Unanimous)

NW

182. BUSINESS OF MEETING

The order of business was agreed as that of the agenda previously communicated to attendees except for the report from Risk & Assurance committee, to be taken when Ms A Poppleton arrived.

183. ITEMS FOR ANY OTHER BUSINESS

(a) Shelley College Cleaning contract

184. MINUTES OF THE PREVIOUS MEETINGS HELD ON 6TH JULY 2017

RESOLVED: That the minutes of the Directors' meeting held on 6th July 2017 be approved. (Unanimous)

Ms A Poppleton joined the meeting.

185. REPORT FROM AUDIT & RISK ASSURANCE COMMITTEE

The report from Ms A Poppleton had been circulated beforehand. Ms A Poppleton spoke to her report. Highlights included:

- (a) A review of the work undertaken by the committee and recommendations made.
- (b) Mrs A Poppleton asked if the work undertaken by the committee met the needs of directors. No response was given.
- (c) The annual accounts for 2016-17 were to be scrutinised by the committee in advance of the SHARE MAT AGM.
- (d) Risk Management had been reviewed and the committee had recommended implementation of GRC One across the trust. Governors and Headteachers were to take responsibility for risk management in their schools, with trust-wide checks undertaken by the Health & Safety and Risk and Audit committees. GRC One implementation was now in progress.
- (e) Governing bodies would be expected to address significant risks in school development plans.
- (f) A trust wide committee for Health and Safety had been recommended. This has been implemented.
- (g) Ms A Poppleton asked directors what key areas did they wish the committee to look at over the coming year. No response was given.
- (h) Ms A Poppleton requested that written feedback was given to the committee after Directors meetings where the Audit & Risk Assurance report had been reviewed.
- (i) In order to maintain independence, Ms A Poppleton proposed that the Audit & Risk committee recruit their own members independently.

Q: How would the committee recruit independently?

A: This would be through school bulletins. One person had expressed interest via this route. People with finance and audit backgrounds were needed, especially those who had Risk Management expertise.

The Chair thanked Ms A Poppleton for her report.

Ms A Poppleton left the meeting.



Q: Who was on committee and how were they appointed?

A: The committee was comprised of Ms A Poppleton (Chair) who was governor at Shelley College; Mr M Dunkley and Ms S Strafford who were independent members of the committee and both had finance backgrounds; Mr V White, SHARE MAT Director and Chair of Governors at Millbridge J&I School; Mrs C Potterton, Finance Director, SHARE MAT and Mr J McNally, CEO of the trust, are in attendance. Members would vote to ratify any appointments.

186. MATTERS ARISING FROM THE PREVIOUS MINUTES

(a) Risk Assessments (minute 169b refers)

All schools now have risk assessments in place. High priority risks have been dealt with including the fire doors at Cowlersley.

(b) Absence from Director meetings

Ms S Aaron-Abel asked whether the same guidance for absence of governors at Full Governing Body meetings applied to Directors meetings. Mrs C Potterton advised that guidance was the same. The Minute Clerk advised that any action required was also determined by whether consent had been given for absence of a Director at Board meetings.

187. GOVERNOR APPOINTMENTS

RESOLVED: That the Directors ratified the appointment of Tracey Hopkins, Trust Governor, Millbridge J,I & N School.

Mr V White advised that no governors had been identified via SGOSS. Ms S Aaron-Abel suggested approaching the Chamber of Commerce to put out a request. The Minute Clerk suggested the same approach could be done via the Federation of Small Businesses if the trust requested it.

The Chair was keen that future Directors were independent of particular schools. The CEO advised that there was a need for someone who had education experience.

188. ANNUAL GOVERNANCE REVIEW

The item was taken as part of the CEO's report.

189. REQUESTS TO JOIN THE TRUST

The item was taken as part of the CEO's report.

190. APPOINT DIRECTORS WITH SPECIFIC RESPONSIBILITIES

(a) Specific responsibilities

Mr N Wilson was the director currently responsible for Safeguarding.
Mr N Wilson was the Chair of Health & Safety committee and Mr Vic White was Vice-Chair.



The CEO proposed that the appointment of specific responsibilities of directors be undertaken at the AGM on 5th December 2017 and that the current directors' responsibilities remain in place until then. Directors agreed to this proposal.

(b) Annual Skills Audit

This item was taken as part of the CEO's report.

ACTION: Mrs J Newson was to pursue individual governor skills surveys that had not yet been submitted.

191. COMMUNICATION

Mr M Day had requested this item. This was taken as part of the CEO's report.

192. CEO REPORT TO DIRECTORS

The CEO referred to his report that had been circulated prior to the meeting. Hard copies were available in the meeting. Highlights included:

(a) Summary

a. Governance

This item was deemed confidential (items i and ii)

- iii. The level of responsibility by Directors was anticipated to increase. The CEO felt that Directors and Governors needed to be separated from governing bodies because of the workload in trying to juggle two levels of responsibility and the confidence it would instil in schools joining the trust that they would be treated equally. The CEO recommended that this strategic change be supported by Directors in advance of the AGM to be held on 5th December 2017. The CEO had circulated copies of the document "A Competency Framework for Governance" and relevant extracts from "Governance handbook for academies, multi-academy trusts and maintained schools" and "Multi-academy trusts: Good practice guidance and expectations for growth", all published by the DfE. It was reported that communication was key. Mr V White raised concern that Directors did not currently have a consolidated view



of the trust. He stated that directors knew their own schools well but not others.

1. The CEO felt that Board members could be taken from the current local governing bodies, if so they then became independent.
2. The CEO advised that there was an Educational experience gap.
3. It was noted that for the trust committees Article 101 stated
"The membership of any committee of the Trustees may include persons who are not Trustees, provided that (with the exception of the Local Governing Bodies) a majority of members of any such committee shall be Trustees. Except in the case of a Local Governing Body, no vote on any matter shall be taken at a meeting of a committee of the Trustees unless the majority of members of the committee present are Trustees"
4. The attendees discussed the CEO's suggestion of 3 possible Directors that were not governors and then make up the balance from current governors, who had the skills identified in the guidance documents provided. The CEO felt that this would increase impartiality and allow directors to maintain a strategic overview.
5. The CEO recommended that local governing bodies were kept.

Mr T Kitching robustly challenged the recommendations. He stated that he thought it was important that directors maintained a link to particular schools, that the board needed more time to become established and that he wanted to represent the views of his school because that what was important as a parent.

Q: What is the outcome of the proposed changes?

A: Improved time, skill and knowledge. The DfE are committed to boards being made up of voluntary members.

Q: Do we have people in the trust schools with the requisite skill sets?

The attendees discussed this question. There was now an annual trust wide skills audit of Directors and Governors that was being compiled by Ms J Newson.

The CEO advised that the framework for trust inspections was not yet known. It was felt that the trust's Scheme of Delegation and Risk Management would be key inspection areas.

Mr T Kitching raised concern as to what is best for the schools. The CEO advised that the trust has so far grown successfully by building the appropriate structures before schools join and this was no exception. Accountability, impartiality and the ability to hold the CEO and governors to account was key and the current trust structure had been raised by one of the schools considering joining the trust.

Q: How can directors be involved more effectively?

A: Other trusts had afternoon trust meetings and issued trust news.

Mr T Kitching observed that there was no pull from the centre. The CEO said that the centre and trust struggle now and will be more so moving forward as the trust gets bigger. Mr T Kitching said that if a person was both governor and director this gave benefit to students. Mr T Kitching was very keen that the trust didn't lose focus on the students. The CEO agreed this was essential.



Ms S Aaron-Abel observed that currently the four schools operated with separate images and that there was no single image across trust.

Mr D Wadsworth advised that the local Governing Bodies looked after the interests of their own schools' students and this would be beneficial to those schools.

Mr V White raised that as a Director he was not aware of issues in other schools that was a risk.

Ms S Aaron-Abel advised that support had been given to her local Governing Body and they recognised it was a major commitment. She questioned how effective governors are as well as being directors at the same time.

The CEO felt control and identity based on impartiality was needed. This could be done at the AGM. Directors could recommend including a parent on the board but skills should be the driving factor.

Q: Was the CEO confident that the new structure proposed would give better outcomes for students?

A: Yes.

Mr D Wadsworth advised that he would prefer the Shelley College Directors were just local governors as they could give more local support to the college than a diluted effort. Ofsted and the outside view needed to be considered.

Q: Was the re-structure proposal being done to woo other schools?

A: No.

Mrs C Potterton reminded Directors that one year ago a decision has been made to separate Directors and Members due to possible conflict of interest. People should be impartial enough to make decisions for the benefit of the trust.

Mr T Kitching re-iterated his view of what was in the best interests of students across all schools.

Ms M Lee advised that the structure gave future proofing. Each school has a connection to the Directors and suggested that one governor from each school be in attendance at meetings.

The CEO replied that the time had come to move away from the main focus being individual school identity and that the needs of the trust should come first. This was not incompatible with raising standards in all schools and would in fact raise standards.

Mr T Kitching raised about current workload issues. The CEO advised that this was why there was a need to move to a new structure. Generally it was agreed that there was a need for change, but how and when was the challenge.

The CEO advised that this would be a Members' decision at the AGM but it would be helpful to try to secure consensus.



Q: Is there a desired Directors' structure?

A: Ideally around six Directors.

It was proposed that:

- a. The CEO, the Executive PA and Director of Finance would draw up a list of potential directors for members to consider;
- b. The proposals would be based on a skills match to those identified in "A Competency Framework for Governance", published by the DfE;
- c. One director could be selected annually from existing governing bodies, to provide a governing body voice on the board;

The proposals would be considered at the AGM on 5th December, with a view to reforming the board in January 2018.

RESOLVED: (i) That the Directors accept the CEO's recommendation for schools joining or not joining the trust.

(ii) That the Directors recommend to the Members at the AGM on 5 December 2017 to accept the proposed strategic change that Directors are not also Governors. (4 for, 3 against, 1 abstention)


(b) Peer Reviews

Rob Jones was to lead peer reviews later in November and all Headteachers will be involved.

(c) MAT Development Plan

An update was in the report that had been circulated beforehand. Highlights included:

- a. Excellent Practitioners would be in place across trust by January 2018 and they would improve the consistency of school to school support or other improvement deployments across the trust.
- b. The CEO thanked Mrs C Potterton and Ms B Stapleton for their work on the implementation of the trust's Risk Management system (GRC One). He pointed out Mrs Potterton has also worked extremely hard on the annual financial audit.
- c. Annual satisfaction survey results
 - iii. Mr R Iredale requested that the number of responses be included.
 - iv. A discussion on a standard format for questionnaires was held. Ms M Lee informed all that Heaton Avenue had undertaken a paper questionnaire in two parts which was issued and completed on Parents evenings. This had given the best response ever with 105 responses received. It was noted that comparing results between schools was problematic when different collection systems were used.
- d. Mr V White questioned the apparent concerns about behaviour in some surveys. The CEO and individual Headteachers explained how further information is gathered through learning walks and peer reviews, which describe behaviour as generally being a strength. The surveys provide a good starting point for identifying potential issues but they need to be seen in the



context of other evidence.

e. Staff surveys

Mr V White felt that the results of the staff surveys were disheartening in a couple of schools. A discussion took place about the importance of triangulating evidence from a variety of sources. It was felt that this should be rated high on the risk registers

Q: Have actions been taken?

A:

Shelley College: Mr D Wadsworth advised that although some staff felt student behaviour was not good, external visitors reported behaviour was good or outstanding. It was reported that staff who were less positive about student behaviour were those who do not use the policy effectively. Student behaviour was part of the school's SDP.

Heaton Avenue: Ms M Lee advised those who staff who were happy tend not to respond. Timing of survey was a factor.

Millbridge: Ms S Aaron-Abel had held honest and frank discussions with staff to work on student behaviour. There was still some legacy that needed managing and behaviour was on the school's SDP.

Mr V White was pleased that action had been taken

ACTION: Directors would like a common system for collecting survey information but that Headteachers could agree the system to be used.

(d) Scheme of Delegation

The CEO proposed that the term of chairs and vice-chairs be amended from four to two years.

RESOLVED: The Scheme of Delegation be amended so that chairs and vice-chairs are only elected for two years. (Unanimous)

a. Committees

- iii. The CEO advised that there should be trust committees for Audit & Risk Assurance; Remuneration; Health & Safety and the CEO's performance review.
- iv. The Minute Clerk requested for the period of issue of committee meeting agendas be consistent across the trust.

RESOLVED: That the issue of agendas be two weeks in advance of committee meetings but that papers may be circulated up to one week beforehand. (Unanimous)

b. Free School

- iii. The RSC had a concern that it would be too much for the trust to open a free school at same time as other schools possibly joining the trust. Ms M Lee advised that she was working with the LA. Timings currently for a new free school to open were at least twelve months after any potential other schools joining the trust.



- iv. The CEO advised that there was a growth fund for partnerships adding two new schools of £50k to £100k available.

RESOLVED: That the trust continue to liaise with the LA about their needs for a free school and to keep the board informed. (Unanimous)

c. National Teaching school

- iii. Re-designation was due in 2018.
- iv. The CEO advised that governance for the Teaching School could be strengthened further and would table an agenda item at the appropriate time.
- v. A bid for a Strategic School Improvement Fund has been submitted.

193. STRATEGIC PLAN UPDATE FOR SHARE MAT 2017-18

The CEO gave a verbal update to his report that had been circulated prior as part of the CEO's report. No questions were asked.

194. SCHOOL PERFORMANCE REVIEW

This had been covered in the CEO's report that had been circulated beforehand. No questions were asked.

195. REVIEW IMPROVEMENT PRIORITIES FOR SHARE MAT MEMBER SCHOOLS

The CEO advised that school development plans are now aligned to the trust's strategic plan and progress reviews would take place throughout the year.

196. FINANCE UPDATE

Mrs C Potterton spoke to her report that had been circulated prior.

(a) 2017-18 Spending Review Report

- a. No major issues of spend to date against budget were reported. There was currently a £3k surplus variance against budget.
- b. The consolidated budget surplus to be carried forward to 2017-18 is £992k plus an in year surplus of £22k. 2017-18 cumulative surplus is budgeted at £1.014m (9% of all income).

(b) 2017-18 Consolidated Budget Plan (revised)

- c. Shelley College and Millbridge J,I&N had submitted revised budget plans that has led to a £22k in year surplus, down from £34k. This was due to staffing changes.
- d. The trust's 2017-18 Revised Consolidated Budget Plan comprises £11.992m of Grants and Income and £11.900m of expenditure.
- e. Shared services were likely to release funding back to schools.
- f. There was a budgeted cumulative surplus that equates to 11% budget of General Annual Grant.

No questions were asked.



**RESOLVED: That the Directors ratified the new Budget plan for 2017-18.
(Unanimous)**

(c) 2016-17 Annual Report & Financial Statements

- g. The auditors were currently finalising 2016-17 accounts and no major issues were reported.
- h. Mrs C Potterton had spoken to the auditors about the impact of the trust's expansion plans. Mrs Potterton recommended that the current half yearly audit be reviewed to move to quarterly.
- i. The annual Trustees report was with the CEO for review and amendment.
- j. The AGM was to be held on 5th December 2017 at 8.30am at Shelley College.
- k. Net current assets are £992k, subject to final audit assurance to be carried forward to 2017-18.
- l. The Pension Fund deficit was £2.7m based on evaluations and performance. The deficit was an improvement over 2015-16.

The Chair thanked Mrs C Potterton for her report.

197. 3 YEAR FINANCIAL FORECAST (CONFIDENTIAL)

This item covered in 196 (b).

198. OPERATIONS PLAN AND HR UPDATE

(a) Human Resources

The CEO spoke to the report that had been circulated beforehand. Highlights included:

- a. The annual pay award had been communicated to all teaching staff across the trust that as 2% increase for all points on the main pay spine and 1% increase of other pay and allowance ranges.
- b. Dave Roberts, ICT Manager had resigned. Sam Crowther, Senior IT Technician was managing ICT, which was a Shelley College post. The trust had advertised for ICT Apprentice. Mr T Kitching felt that current staff did not have enough IT experience across the trust and that a strategic ICT person needed to be in place. The CEO advised that a recruitment process has been followed but the one suitable candidate had given back word after being offered a considerable enhancement to his current salary. Mr T Kitching felt that from his experience there was a general lack of strategic ICT understanding in trusts. There needed to be someone with IT strategy experience and such responsibility needed to move to the trust from schools. Mr T Kitching offered to assist in broking ICT support to the trust. Mr T Kitching advised a strategic ICT role would be £40-45k. Mr T Kitching offered support but delivery was needed. The CEO concurred with Mr T Kitching's comments. The CEO advised that the Trust has limited resources for salaries but future growth may allow this to be resolved. It seemed wise to wait until new schools had joined the trust before evaluating the capacity and needs of the new organisation.
- c. DBS rechecks were being undertaken with priority on higher risk staff, followed by a planned rollout across staff due to budgetary considerations. Ms Rachel Walker was co-ordinating and Directors will be updated at meetings.
- d. GDPR – There was a need for a Data Protection Officer to be appointed. A working group on GDPR was in place that Ms R Walker was liaising with.



RESOLVED: That Mr T Kitching be the SHARE MAT Data Protection Officer (Unanimous)

(b) Operations

Mrs C Potterton spoke to the report that had been circulated beforehand.

Highlights included:

- a. A summary of capital works completed across the trust in recent months.
- b. Mrs C Potterton had requested schools to submit their Condition Improvement Fund (CIF) bids, ready for the next round (December 2017 submission).
- c. Ms M Lee advised that sports funding was only for one year.
- d. Mrs C Potterton advised that the Health & Safety committee was now trust wide. Mr Peter Ramsden (independent H&S advisor who also acts as the trust's competent person) had attended the committee meeting and had given advice on policies.
- e. Review of H&S systems, policies and procedures, including the introduction of quarterly compliance audits to be undertaken by the trust Facilities Manager.
- f. 'Every' contracts system implementation across the trust was in progress and scheduled to be completed by the current term end. There is a 'policies' module which enables writing, approving and publishing policies, with online access for Directors and Governors to enable review and approval. The system provides a full date/time audit trail.

Q: How was the trust liaising with SPIE about health & safety matters at Heaton Avenue?

A: A recent meeting had been cancelled but steps will be taken to ensure all health & safety matters are covered to the board's satisfaction.

Mr R Iredale left the meeting.

199. UPDATE ON CEO PERFORMANCE APPRAISAL REVIEW

The Chair, Mr M Day and Ms M Guest were to undertake the CEO's annual appraisal on 16th November 2017.

200. POLICY APPROVALS

Mrs C Potterton advised that there were no policies to approve. The Audit & Risk Assurance committee would review the financial policies.

201. ANY OTHER URGENT BUSINESS

(a) Shelley College - outsource of cleaning services.

Mr D Wadsworth circulated a confidential proposal to award the contract for the management of cleaning services at Shelley College. The contract value required Director approval under the trust's Scheme of Delegation. Mr Wadsworth provided details of the procurement process, which complied with all guidelines about specifications and bids. Shelley College recommended that Churchill be the chosen contractor as from 1st January 2018. Details were provided about how Churchill provided best value for money and how the advice of an independent expert had been sought.

NW

Q: How many staff were to be TUPE'd in?

A: 8-9. Currently there was a low number of staff and college was using sixth form students to assist.

RESOLVED: That the Directors approve that the contracts for cleaning services at Shelley College be awarded to Churchill (Unanimous).

202. CORRESPONDENCE

None

203. DATE OF FUTURE MEETINGS AND POSSIBLE AGENDA ITEMS

RESOLVED: That the next meeting of the Board of Directors be held at 6pm on Tuesday 6th March 2018 at Millbridge J I & N School.

Agenda Items to include:

Other Director meetings to be held:

- Monday 5th December 2017 (AGM) at 8.30 am at Shelley College - Approval of 2016-17 Annual Report & Financial Statements.
- Thursday 5th July at 8am, location tbc

Agenda Items to include:

TBA

204. AGENDA, MINUTES AND RELATED PAPERS – SCHOOL COPY

RESOLVED: That Minutes 192(a)a i-ii and New Partnerships section of the CEO's report be excluded from the copy to be made available at the trust, in accordance with the Freedom of Information Act.

Meeting closed at 10.25am.

N. WILSON

Name



Signature

8th February 2018

Date