

Diocese of Gloucester Academies Trust Board Meeting Minutes

Minutes of the Diocese of Gloucester Academies Trust (DGAT) Board Meeting
held on Monday 8 October 2018 at St John's C of E Primary Academy, Coleford

2:30pm Trustees tour of the school and 3.00pm Board Meeting

Present:	Professor D. Cowper (Chair) The Venerable P. Andrew (PA) Mr T. Brock (TB) Mrs R. Dick (RD) Mrs R. Howie (CEO) Mr R. Stokes (RS) Dr K. Lynch (KL) Mr P. Perks (Vice Chair)
Apologies:	Cmdr. M. Cowdrey (MC) Revd R. Fitter (RF)
In attendance:	Mrs K. Brimfield (COO) Mrs R. Scott-Berry (Clerk – Maternity cover) Mrs H. Springett (HOSI)

I. Welcome and Opening Prayer

The Chair welcomed Trustees to St. John's C of E Primary Academy. Trustees enjoyed their tour of the school and commended the work that has been done to improve the school. The Chair reminded Trustees of the confidential nature of Trust Board meetings. PA opened in prayer.

a. Apologies

Apologies were noted and accepted as above

b. Declarations of interest

No declarations of interest were declared.

2. Minutes of the Trust Board meeting held on 23 July 2018

a. Accuracy

The minutes were agreed as a true and accurate record of the meeting with the following adjustment: page 7 contained a confidential statement that should be excerpted. Otherwise, the minutes were proposed to be accepted by the Chair and seconded by the Vice Chair. All Trustees were in unanimous agreement.

b. Matters arising

RD enquired about page 6 of the minutes, where it mentions adding budget assumptions to the audit and finance committee next year? RS reassured that this will be done.

The Clerk confirmed action table has been updated.

3. Outcomes for Children / School Effectiveness

a. Trust level and school level assessment and progress information and questions from Trust Board.

The Head of School Improvement (HOSI) reviewed the data for Key Stage 1 and 2 across the Trust Schools. HOSI expressed concerns about the early years pupil premium children, who need identifying earlier in the year to provide intervention and gain funding. **Trustees enquired if this is a wide-spread issue?** HOSI responded that it is. Phonics outcomes have risen and is strong Trust-wide, and continues to be 5% above national level. Pupil Premium outcomes went down a little. **Trustees enquired if school governors are aware of PP?** HOSI suggested they should be. **The Chair asked if this is an area to be boosted?** CEO noted that last year at first chair of governors forum PP was a focus, but they did not necessarily identify a PP governor. This would need to be an active governor. **ACTION:** HOSI will seek advice from HT at Coaley who is the PP champion across the trust.

HOSI noted that at the end Year 2 outcomes remain above national average, and maths in key stage 1 is a particular success. HOSI explained that the Trust took on two additional schools in special measures in the year which has an impact on the data.

Key Stage 2 has more challenges. Writing has improved a little. We are in the third year of an interim framework, and teachers are more confident in assessing it. There was some additional guidance for the teachers that helped. A number of schools have been externally moderated and there have been internal moderation sessions.

At Key Stage 2, Maths took quite a hit and is below national. HOSI noted that the pass mark was raised but this is the same for all schools in the county. Steve Lomax is working together with the Trust schools; he has been commissioned lead some maths workshops. This next Year 6 will be the first group to have followed the new math curriculum from the start. The Chair noted that we are not OFSTEDed as a Trust. If the government came to look at four or more schools we would be in line for trust scrutiny. We are likely to be OFSTEDed as a Trust at some point.

HOSI noted in particular those schools where outcomes are low and progress is slow.

4. Vision, Ethos and Growth Strategy

a. Values and visioning process: Update and timeline including stakeholder engagement

The CEO reported that the Deputy Regional Schools Commissioner, Hannah Woodhouse, provided an overview of the South West priorities on Monday 17 September at Hardwicke Parochial Primary. This was to enable an overview of the national position to be provided in

order to set some context for the work that is to be undertaken in the coming academic year on Trust vision and the schemes of delegation. The intended audience was Headteachers, Chairs of Governors and Trust Board Members. All schools were represented except for two.

The CEO informed Trustees that an introductory session on vision and values, led by the Deputy Director of Education from the Church of England, Andy Wolfe, was delivered to headteachers, Chairs of Governors and Trust Board members on Thursday 20 September. All schools were represented and the feedback has been very positive. KL remarked that his Chair and Head from his school found it very powerful. HTs and Chairs are undertaking some work in schools with various stakeholders and a second session is planned for January – the date to be advised.

A number of steps have been taken to further develop the understanding that individual schools are part of a larger organisation. All Trust staff members now have a staff lanyard. A closed Facebook group has been started to trial if this is a useful communication mechanism for staff beyond the HT. A staff newsletter will be published to share good news stories and build community among DGAT staff.

b. New Business Schools joining the Trust

The process of Newnham St Peters joining the trust has been slowed because the end of year outcomes for this school were not as they were expected to be. The Local Authority is undertaking a review of teaching and learning and then a further decision will be made by the Executive Team about conversion timescale.

The governors at Bibury Cof E Primary are planning to join in December 2018 (one month delay from original proposed date). The governors at Randwick CofE Primary also plan to join in 2018/19.

St Matthew's CofE Primary school has recently been judged to require Special Measures and has received an Academy Order. A meeting is planned to undertake due diligence to identify if the Trust has capacity to support this school as the sponsor.

5. Leadership and Governance

a. Bi-annual audit of skills

The CEO noted that Chairs of Governors have recently questioned the skillset of the Trustees, so she recommends that the Trustees complete the annual skills audit earlier. The CEO provided an example framework from the National Governors Association (NGA) for governors. TB commented that it is a useful starting point. It was noted that any additional skills should be added in at the bottom of the form. Trustees agreed to complete the audit of skills by the end of the month and return to RSB.

ACTION: Trustees to complete audit of skills framework and return to Clerk by end of week commencing 29 October – to be reported and discussed at the December meeting.

b. Board composition and self-review including elective LGB role on Board

The Board were asked to consider the request from one of the Chairs of Governors that a representative of the Chairs Forum be identified to sit as a Board Member to improve communication between the two groups. In addition the board is asked to consider Trustees attending the Chairs Forum meetings to further improve two-way communication between the groups. The Chairs Forum meetings for the year are as follows: Wednesday evening, 17 October 2018, Tuesday evening, 29 January 2019 and Tuesday evening, 30 April 2019 - all from 6:30-8:30pm at No. 4 College Green, Jerusalem Meeting Room.

The CEO noted that in the first 18 months in her position hosting Chair of Governors forums attendance was low. The Chair recommended that LGBs send a representative to the Chairs forum if the Chair is unable to attend. The CEO is committed to distributing minutes for the Board, and allowing the Chairs to be more involved in agenda setting. Trustees recommended that at least one Trustee attend each of the Chairs of Governors forums to represent the Board. The next forum on 17/10/18 will be a discussion the Scheme of Delegation.

Trustees conducted a robust discussion about representatives on the Trust Board. RS informed Trustees that the ESFA is clear that elected representative members are not allowed on the Trust Board. They should be on the board because of their skills. Chair of Governors end up representing their school rather than all the schools in the Trust. **RS enquired if Trustees could put Chairs forward for subcommittees?** Trustees discussed self-reflection, not lacking the confidence to be critical of themselves and their strengths and weaknesses. Jane Hambrook attended a Board meeting last academic year. JH is a representative from the regional RSC's office, and has worked with many Trust Boards nationwide. JH had commented that strengths lie with decision maker trust boards, who challenge the executive team.

Trustees agreed to ask for DfE Governance Advisor Felicity Gillespie's input to help with self-evaluation and local governance.

ACTION: CEO to organise asking Felicity Gillespie, DfE Governance Advisor, for clearly defined input on Trust Boards and representatives.

c. Trust Board meetings - challenge and support

Following the attendance of JH at our Trust Board meeting, as well as Trust Boards around the country, some generic verbal feedback has been provided.

- i.** There is a view that not enough time is spent in meetings nationwide, looking at outcomes for children. It is perceived that most Boards are not sufficiently informed about the impact of measures taken to improve outcomes.
- ii.** Insufficient challenge is provided by boards nationwide with the Executive Team spending too much of the meeting leading.
- iii.** Too much time in Trust Board meetings is spent receiving information rather than discussing strategy, asking questions and holding to account.

The CEO noted that JH was not critical of the DGAT Trust Board, however, she asked the Board to respond to this to ensure the Executive Team prepare appropriate agenda items and provide the Board with the right level of information.

The Vice Chair commented that the current Trust Board Report has more information provided than ever historically. Other trustees agreed.

Trustees responded that their questions are identified in the minutes, as are the challenges. KL suggested perhaps a star on the documents for reading and information only, to provide strategic value to the document, with assumptions made that everything is read in advance. The Chair noted this is an opportunity for everyone to question documents and place more strategic intent into the agenda.

The CEO enquired if the Trustees want to review schools joining the trust? Trustees noted they have a right as trustees to say no to the DFE if a school wants to join. **The Vice Chair noted that the Trust Board has a moral obligation to the schools already in the Trust.**

The Chair enquired how the contents of the Trust Board Report fit with our strategic direction? The CEO will continue with the same amount of information but be more strategic in the agenda setting.

Trustees noted that when it gets to AOB, there isn't space to discuss anything as it's in the final minutes of the meeting. The Chair suggested that the agenda be sent as a proposed draft in advance to allow response from Trustees.

Trustees suggested that perhaps reports could be presented by exception only? Trustees discussed consideration of applications for schools to join the Trust. **Trustees enquired how to set minimum criteria for schools joining the Trust?** It was agreed that it should be an action item for discussion at the next meeting. **Trustees recommended the Trust Board needs to understand the school's journey to joining DGAT.**

ACTIONS:

-The Chair and CEO to send out Trust Board proposed agenda further in advance to allow Trustees to respond and make input.

-The Clerk to add agenda item to next meeting to discuss minimum criteria for any schools joining the Trust, to ensure the DBE understand the impact.

-The Board to request receipt of management accounts on a monthly basis, through the Audit and Finance Committee.

d. Annual Plan

The CEO noted that the DGAT Annual Plan has been put together by everyone in the central team, with Pg. 7 populated with evidence from the trust board. CEO noted we don't actually have Trust Board hold the LGBs to account. **Trustees noted we must work on the Scheme of Delegation first.** The CEO is working with Chairs of LGBs on the Scheme of Delegation at the forum this month. The CEO suggested that if the central team/Trustees had ongoing and unresolved concerns about a school, or if a school were underperforming, perhaps they could present to the Board. Trustees agreed.

There is a software programme available for governing bodies called TRUST GOVERNOR, which has one central cloud based location, for governance plans, finance, reports, minutes, etc. and has been recommended as an excellent piece of software. The CEO has a quote for it. **Trustees noted if we are holding LGBs to account we need to identify the mechanism.**

ACTION: The Chair, Phil Perks, and CEO to look at TRUST GOVERNOR software and report back to the board with software pricing.

e. Schemes of Delegation

The CEO distributed the Scheme of Delegation in draft which has some added clarity – see coloured sections on page 21. She highlighted some of the new changes:

- Trust officers to take on Headteachers' performance management
- Placement of a safeguarding governor and pupil premium governor on each LGB
- Schools must come to the Board for any changes to the Scheme of Delegation

The solicitors have gone through the document thoroughly. Trustees would like some additional time to review this.

ACTION: Trustees agreed to submit comments or changes to CEO by the week of 15th October 2018.

6. Business and Finance

a. Minutes of the Audit and Finance Committee meeting held on 4th July 2018. The minutes of the last Audit and Finance Committee meeting were ratified at July Trust Board Meeting. The next Audit and Finance meeting will be held in November.

b. Minutes of the Estates and Free School meetings held on 12th July 2018: These minutes were reviewed and approved by MC and distributed by email in advance to the Trustees. The Trustees agreed to ratify the minutes as a true recording of the meeting.

c. Asbestos at Dursley

The submission of an application for emergency funding for this project was refused. The reasons for refusal were based around the level of reserves held by the Trust. The DfE stated there is no appeal process.

These works must be undertaken and, as such, cannot be shelved due to the refusal of the ESFA to award monies from the emergency fund.

Having spoken with the auditors, the suggestion is that we fund the works from cash held in the central bank account, details of which have been shared with the Audit and Finance Committee.

The cost of the project was discussed. The sum of money sitting in the central reserves provided by the ESFA in 2014 was discussed.

The COO suggested that the Trust use this funding to cover the asbestos works at Dursley. The COO had spoken with the Trust's accountants about it and they were in agreement, providing there is Trustee approval. If the ESFA ask for the funds back we will offer a repayment scheme to refund them. RS stated that Nick Patten should put this in a comments box on the DGAT accounts.

Trustees discussed the topic and agreed it was a sensible course of action, and that the Trust has a moral imperative to provide a safe facility for the children.

The chair made a motion to spend the surplus central funds to a sum of £225,000 to fund the asbestos works at Dursley Primary Academy. The Vice Chair seconded the motion. Votes: 8 yes. Trustees unanimously agreed.

The COO noted that a conversation must happen in the future among Trustees to discuss this further as the ESFA do not recognise balances held by individual schools – they see this as the Trust's reserves.

d. Policies

i. Freedom of Information Policy (*With solicitor*)

CEO informed Trustees that the Freedom of Information Policy is still sat with the solicitor but will send it out to Trustees as soon as it is made available.

ACTION: CEO to distribute FOI policy once received from VWV.

ii. Safeguarding Policy

Safeguarding Policy (*For approval*)

The HOSI brought the safeguarding policy to the board for ratification. She highlighted key changes to the policy:

- drugs and children using them
- homelessness
- peer-to-peer abuse, action, mitigation, and protection
- ceasing of disqualification of association

Also, the HOSI announced that legislation states we must have a trustee who has oversight of safeguarding. The CEO has had oversight until now but she is asking for another Trustee to volunteer. RD volunteered to be the named Trustee for Safeguarding for the Trust. RD will work with CEO and HOSI with RD holding HOSI to account. There will be a need for evidence of safeguarding when RD produces notes of visits. The HOSI pointed out that safeguarding is still overseen by the individual schools' LGB.

The HOSI announced that she has trained the DGAT Central Team on safeguarding and they have all read the ESFA document on Safeguarding in Schools. The Chair enquired if all Trustees have read the entirety of the policy through? Yes – all trustees stated they have read the Safeguarding Policy.

The Chair proposed to ratify the Safeguarding Policy as presented. The Vice Chair seconded, and the Trustees agreed unanimously.

iii. Pay Policy (For approval)

The COO brought the Pay Policy for school staff for the Trustees approval, highlighting that there are two decisions to be made by the Trustees: Decision 1 on pay increases and Decision 2 on whether to align with LA's new 7 point scale.

Decision 1: Pay Increases

This pay increase is for the school staff. The decision to be made is based on page 7 of the pay policy. The unions agreed to a 3.7% pay increase, 2.5 for upper scale of teachers and 1.5% for leadership.

The COO looks to the Board for a decision, noting that we must respond to LA by 19th October and if the Trust misses the deadline there will be a fee of 10% of annual salary bill for any amendments after this date. The COO recommended the Trust honour the pay rise on every point across the board.

Trustees enquired how the Trust would afford this? RS informed Trustees that it would come directly from the Budget. The COO clarified that we had budgeted for a 2% across the board so there is some gain this year due to making assumptions in advance. RS commented that grant detail guidance will not be released until November. COO conveyed that there will be challenging decisions and the Trust will have to be creative with staffing, but we will be more informed after the grant guidance is released.

The CEO commented that we want to retain the best staff and we cannot pay them less than the LA. We also want to attract the best staff.

The trustees voted on whether to adopt the Pay Rise on every point across the board. VOTES: Yeas: 6 Nays: 2 Proposal passed.

PA wanted to state that this was not an easy decision for Trustees.

ACTION: The CEO to write to everyone in the schools about the difficulty of the decision for Trustees, noting the likelihood of the effects of changes longer term.

Decision 2: 7 Point Pay Scale

The COO enquired if the Trust Board wished to change pay scale to a 7 point scale in line with the local authority?

The CEO conveyed that if we don't move to the LA's 7 point scale, the Trust will have to approach the Unions. **The COO noted that on page 15 on pay scale, the LA had removed an item that remains in the STPC document.**

The Chair made a motion to align with the local authority's 7 point scale. The Vice Chair seconded the motion. All Trustees agreed unanimously.

7. Trust Board Report

The CEO, HOSI and COO covered all topics in the Trust Board Report in above agenda items.

8. Reserved business – CONFIDENTIAL EXTRACT

9. AOB

a. Date of Next Meeting and AGM

Date of next meeting is Monday 10 December 2018 at 2:15pm for DGAT's Annual General Meeting (AGM) directly followed by the Trust Board meeting.

The COO noted that the three DGAT members come for the AGM. RS stated he will have to leave the AGM/trust board early for a governor meeting.

b. Away Session (Felicity Gillespie)

Felicity Gillespie, a DfE expert in governance, will be providing some training on the role of governors and trustees. This is to strengthen the understanding of both groups on the roles, responsibilities and skill sets required in each group in the current educational landscape. The CEO will be organising dates for Felicity to speak to the group and answer everyone's questions. **Trustees agreed she would provide valuable perspective.**

Actions from this meeting	Responsibility	Completed
3.1/081018 HOSI will seek advice from HT at Coaley who is the PP champion across the trust.	HOSI	Complete
5.1/081018 Trustees to complete audit of skills framework and return to Clerk by end of week commencing 29 October – to be reported and discussed at the December meeting.	Trustees	Complete
5.2/081018 CEO to organise asking Felicity Gillespie, DfE Governance Advisor, for clearly defined input on Trust Boards and representatives.	CEO	Complete
5.3/081018 The Chair and CEO to send out Trust Board proposed agenda further in advance to allow Trustees to respond and make input.	CEO	Complete
5.4/081018 Clerk to add agenda item to next meeting to discuss minimum criteria for any schools joining the Trust, to ensure the DBE understand the impact.	Clerk	To discuss 10/12/18.
5.5/081018 The Board to request receipt of management accounts on a monthly basis, through the Audit and Finance Committee.	Audit & Finance Committee	Brought to November Finance Meeting.
5.6/081018 The Chair, Phil Perks, and CEO to look at TRUST GOVERNOR software and report back to the board with software pricing.	CEO	CEO & Clerks to governors attended software demo.
5.7/081018 Trustees agreed to submit comments or changes to the Scheme of Delegation to the Clerk/CEO by the week of 15 th October 2018.	Trustees	Complete

6.1/081018 CEO to distribute Freedom of Information policy to Trustees for email ratification once received from solicitors.	CEO/ Trustees	Complete
6.1/081018 CEO to write to everyone in the schools about the difficulty of the decision for Trustees, noting the likelihood of the effects of changes longer term.	CEO	Complete

Actions from previous meetings	Responsibility	Completed
4.2/140518 The CEO to outline a Trust Board and LGB evening to re-visit the Trust's vision and values and what it means to be a part of a MAT, inviting a member of the RSC office to give a regional and national perspective.	CEO	Completed: 17/09/2018
5.1/140518 The CEO to organise a review of the central team as soon as possible and present a progress report at the next Trust Board meeting.	CEO	Completed.
6.1/140518 The CEO to find out the cost of PSF cloud based provision.	CEO	In progress, CEO to report at December meeting.

Actions from previous meeting	Responsibility	Completed
3.1/230718: The CEO will be visiting every LGB in the 2018-19 academic year and will report back to the board throughout the year.	CEO	In progress. Nearly all scheduled in, prioritised depending on schools.
3.2/230718: FP to arrange for CEO to attend Dursley's IGB meeting first in the academic year.	FP	Completed.
3.3/230718: The CEO to pass on sincere gratitude from the Trustees to HOSI for her hard work for the past year and to note about the usefulness of notes of visits.	CEO	Completed.
4.1/230718: The CEO and Chair will meet and discuss competency framework, utilising the slides, in a meaningful way and report back to the Trust Board.	CEO	Completed.
4.2/230718: The CEO to update the list of services offered by the Trust.	CEO	Completed. KB and HS have contributed.
4.3/230718: The CEO to add Stakeholder Engagement and Board Self-Review to the strategic plan.	CEO	Completed.
4.4/230718: The Clerk to add two agenda items to the next Trust Board meeting for discussion: Self Evaluation of Board and Elective Position of LGB on Trust Board.	Clerk	Completed.
5.1/230718: RS to forward suggestions for internal audit to CEO. CEO to ask other MATs.	RS/CEO	Completed.
6.1/230718: The Clerk to add minutes of the Estates and Free School meeting held on 12 July 2018 to upcoming agenda for ratification once approved at the next Estates and Free School Committee.	Clerk	Completed.

6.2/230718: The COO to attend Chair of Governors meetings to discuss finance and resources scrutiny of finances.	COO	Meeting to take place 17 October 2018.
6.3a/230718: The Clerk to put the Complaints and Conflict of Interest Policies up onto the Trust website.	Clerk	Completed.
6.3b/230718: The Clerk to circulate the Freedom of Information Policy for ratification via email once available from the solicitors.	Clerk	In progress, awaiting solicitors.
6.4/230718: The COO to review risk register, with final column position as of now, and add another column if all mitigation completed.	COO	Completed.
6.5/230718: COO to confirm how many children required in Dursley Nursery to cover £40,000 rent and utilities bills.	COO	Verbal report at 8 October Trust Board. Kerry will have the projection by beg. Of November ACTION: Kerry to bring to next Finance and Audit committee.
6.6/230718: COO to review risk register in terms of end point if mitigation undertaken, and if we've done everything what will final RAG rating look like (target).		Completed, to be presented at 08 October Trust Board Meeting.
8.1/230718: The CEO to follow up with RSC Officer for any feedback.	CEO	Completed.
8.2/230718: Clerk to organise with St. John's CofE Primary Academy to host the next DGAT Trust Board meeting, to be held on Monday 8 October 2018 ~2:30pm (exact time to be confirmed).	Clerk	Completed.