

MEETING OF THE BOARD OF DIRECTORS

Minutes of the meeting held on 18 January 2017

Directors	Office	Term
Andrew Armour		23/12/2020
David Boatman	Vice Chair	23/12/2020
Melissa Challinor		23/12/2020
Joanna Grandfield		23/12/2020
Lisa Jeremy		23/12/2020
John Luke		23/12/2020
Sarah Mitchell	CEO [Executive Headteacher]	Ex-Officio
Andrew Taylor	Chair	23/12/2020

In Attendance

Tom Bennett Clerk

* *indicates absence*

Sarah Mitchell opened the meeting with a prayer

ACTION

1/17 Welcome and apologies for absence

Andrew Taylor welcomed everybody to the first Board meeting of the Directors. Each Director introduced themselves providing a brief description of their professional backgrounds, experience as trustees of multi academy trusts and governors.

There were no apologies.

2/17 Appointment of Clerk

It was **agreed** to appoint Tom Bennett as the clerk to the Board of Directors.

The Clerk took the Chair

3/17 Chair

The Clerk asked if any present would like to nominate a director for the position of Chair.

Lisa Jeremy proposed that Andrew Taylor should be nominated as he had been actively involved in the setting up of the new MAT, had been the Chair of the Governing body of the Great Chesterford [COE] Primary Academy [GCPA] and had a lot of information and experience to offer the Board. David Boatman seconded the nomination and Andrew was unanimously elected Chair.

Andrew Taylor took the Chair

4/17 Vice-Chair

The Chair proposed that David Boatman should be nominated for the position of Vice Chair. There were no other nominations and David was unanimously elected as Vice Chair.

5/17 Notification of AoB

Communications and publicity.

6/17 Notification of business interests/ Self Declaration

- a) The Directors completed forms setting out any potential conflicts of interest that could arise from their and their close families' business interests and the interests of the MAT. It was noted the Business Interest Register will be available for inspection on the MAT's new website.
- b) No Director declared a declared a potential conflict of interest with any items to be discussed at the meeting.
- c) All the Directors completed a HMRC self declarations form stating they were fit and proper persons to act as Directors of the MAT.

MAIN BUSINESS

7/17 Governance

a) Articles of Association [Articles]

The Chair provided an overview of the draft Articles and governance structure of the new MAT. The Articles were based on the MAT Model for Church of England Schools and had been amended to allow for two Local Governing Bodies [LGBs] and an Audit Committee.

The amended Articles had been approved by the Department for Education [DFE] and the Chelmsford Diocese [Diocese] and had been submitted to Companies House for approval, which at the date of the meeting had not been granted.

It was noted the company setting up the Academy had originally been set up by the creation of Great Chesterford [CoE] Primary Academy [GCPA] on 9th September 2011.

The current members of the company were:

- CDET acting corporately by hand of its Director [The Rev. Tim Elbourne]
- A senior appointment within the deanery of Saffron Walden nominated by CDET [The Rev. David Tomlinson]
- The chairman of the Directors [Andrew Taylor]

One of the responsibilities of the members was to appoint a minimum of five Directors to manage the business of the company in accordance with its objects as set out in Articles.

The Directors have the power to co-opt two further directors to bring additional skills and expertise to the Board, as necessary.

The Directors appoint the Chief Executive Officer [CEO] who sits on the Board as a Director for as long as they are the CEO.

The new Directors were appointed by the Members following discussions with the Diocese, Department for Education [DFE] and the legal advisors appointed to set up the new MAT and had been appointed on the range of skills and expertise they offered.

The Articles included the power for the Directors to set up Local Governing Bodies [LGBs], an Audit Committee and any other committee as necessary and to determine the terms of reference, constitution and membership of each sub- committee.

As well as appointing the Executive Head Teacher [EHT] the Articles also provide the power for the Directors to appoint the Headteacher [HT] for each school.

It was **agreed** to adopt the draft Articles of Association without amendment, subject to Companies House approving them.

b) Scheme of Delegation of each Local Governing Body

The meeting considered the draft Scheme of Delegation for each LGB that set out the ethos and mission of the academy, the Directors' powers and responsibilities, the constitution, membership and appointment of members, the proceedings of the LGBs, the delegated powers and responsibilities of the LGBs, EHT and HTs.

It was noted that the Directors appoint all members of LGBs, including those nominated by local Parochial Church Councils, the Diocese or elected by parents and staff as well as appoint the Chair of each LGB.

The meeting reviewed the Company Delegation Lists appended to the draft Schemes of Delegations, detailing the delegated decision making levels for each operational function and task within each school.

It was felt that the LGBs and HTs had limited delegated authorities to make decisions on the running of each school with many being made at Board or EHT level and that the delegations should be reviewed to devolve more responsibilities and decision making the LGB's and HTs.

The Chair reported the delegated authority lists reflected who was ultimately accountable for each decision but in practice a lot of the day to day responsibilities would be carried out by the LGBs and HTs.

It was felt the delegation lists only provided a "binary" view of the decision making and it was important to provide a more detailed narrative of the decision level for each function to properly reflect the work and roles of the LGBs and HTs.

There was a danger that if the HT's were not responsible for decisions that affected the performance of their school, on which they were being measured on, such as the recruitment of staff, they could become de-motivated.

It was noted the EHT was accountable to the Board of Directors for the performance of the MAT and all the schools within it and needed to be able to take holistic decisions on the allocation of staff and financial resources to meet the overall MAT performance targets. Staff at both schools had been transferred to and were now employed by the MAT. The EHT could sub-delegate some of their responsibilities to HTs.

It was **agreed** the decision making levels of each function for each school should be the same and to add a HT decision making level to the GCPA list to make them consistent and to differentiate the delegated authorities of the EHT and HTs.

It was felt it would be helpful to provide a preface to the delegated list defining in more detail the difference between accountability and responsibility and to include an additional column setting out the intention of each level of decision making.

The meeting considered whether the setting of pupil achievement targets should rest with the Board of Directors and not the LGB's. It was **agreed** the LGB's should propose the achievement targets for approval to the Board and be responsible for the delivering the agreed targets.

It was **agreed** to set up a working group comprising the EHT, David Boatman, Joanna Grandfield and the Chair to meet before the end of the first week after half term to review the Schemes of Delegation and recommend any changes at the next Board

SM/DB, JG,

meeting.

AT
Chair

It was **agreed** paragraph 2.1 of the Debden [COE] Primary Academy Scheme of Delegations should read “....Debden Church of England Primary Academy...”

The meeting considered the current role of the external educational advisor and **agreed** the MAT should retain the current advisor to support and provide the necessary challenge to the EHT and to review the position in the future.

SM

It was **agreed** to consider the membership and terms of reference of the EHT Performance Review Panel at the next meeting.

Chair/
Clerk

c) Membership of the Local Governing Bodies [LGBs]

The meeting considered the proposed membership of the LGBs for each school. It was noted the number of members for each LGB were different to reflect the different number of Parochial Church Councils, pupils within the school’s catchment areas and the number of staff at each school.

It was being proposed that the members of the new LGBs should be former governors of each school’s former FGBs to help with the transition to the new MAT, provide continuity and reassurances to parents.

The membership of each LGB included Directors to allow proper communication channels and to allow representations and the sharing of agreed decisions within the MAT.

The meeting considered the proposed membership of the DPA LGB and noted there was currently a vacancy for the Incumbent governor and it was being proposed to seek the Diocese’ permission to allow Ursula Lyons, a governor and Chair of the former Debden School FGB, to fill the vacancy until a new Incumbent was appointed.

It was **agreed** the number of the members of the DPA LGB should be increased to 11 and that Ursula Lyons should be appointed as a member and the composition and membership should be reviewed following the Diocese’s decision on the Incumbent.

The meeting considered the proposed membership of the GCA LGB and **agreed** the appointments.

Chair

d) Terms of reference of the Audit Committee

The meeting received the draft terms of reference for the Audit Committee that had been drafted by the Chair. It was **agreed** to approve the draft terms of reference subject to the following changes the meeting dates to:

- Nov to Dec meeting to review and comment on the draft statutory accounts before recommending them to the Board of Trustees,
- June to July meeting to agree the approach and timetable for the annual audit.

It was also **agreed** the Audit Committee should review its terms of reference at their first meeting and recommend any amendments to a future meeting of the Board of Trustees for consideration.

Committee
Chair

e) Membership of the Audit Committee

Under the Terms of Reference, the Directors are required to appoint two independent members to provide external scrutiny and challenge and three Directors, other than

the Chair of the Board or the Chief Executive Officer, as members.

The Chair reported he had approached a number of people not involved with the Academies and had found one person who was interested on being an independent member.

The Board **agreed** to appoint the following as members of the Audit Committee:

- Andrew Armour
- John Luke
- Joanna Grandfield
- Joanna Francis (independent member)

f) Membership of the Board of Directors

The Chair reported that Diocese had stipulated the Board of Directors should have the necessary skills and expertise to manage the MAT and also include active practicing Anglicans.

The Chair proposed that Gary Benn should be appointed a Director to the Board. Gary worked for a building, construction and architectural firm and had a lot of experience and knowledge in applying for EFA CIF grants as well as building and maintenance and brought skills and experience that the Board currently did not have. It was **agreed** to appoint Gary Benn as a Director.

8/17 School Development Plans [SDP]

The meeting considered the CGPA SDP that had been approved by the former FGB and updated and amended to incorporate the changes arising from the transfer to the new MAT. It was **agreed** to approve the amended 2016-17 SDP.

The meeting noted the DPA SDP had been prepared by the HT, EHT and Essex Education advisor and included the priorities and the action plans to address the issues raised at the school's last Ofsted Inspection.

The EHT reported the targets set for Reading, Writing and Maths and Combined for the end of the academic year were higher than previously set, but were realistic and closer to those of GCPA, which were higher. The targets provided the students with challenge and the opportunity the stretch their abilities.

It was **agreed** to circulate the targets for GCPA to all the Directors following the meeting.

It was **agreed** that the SPD for each schools should be prepared on the same format and provide the same information for each school.

The Chair reported that the MAT would have a business plan, in time, which would be more strategic, cover the development of the MAT, its financial and staffing resources and common policies for all schools in the MAT.

9/17 Finance

The Chair reported the MAT would receive funding for both schools direct from the Education Funding Agency [EFA]. It was planned to allocate the General Annual Grant [GAG] to each school in proportion to the number of pupils at each school and the Pupil Premium funding on the number of pupils eligible for Pupil Premium funding at each school. Two separate bank accounts had been set up for each for the transfer of funds.

Each school operated a cash-free payment facilities for parents to pay for lunches, trips and other non-EFA funded activities

SM

SM

The GCPA 2016-17 Budget had been recast to reflect the transfer to the new MAT.

The DPA 2016-17 Budget had been redrawn following a review of all the expenditure lines to find savings to eliminate the deficit. A number of savings had been identified, such as moving away from leasing to purchasing school equipment, resulting in a balanced budget.

The EHT reported that currently the DPA would not have enough GAG funding next year to pay for the annual staff budget and the MAT would need to consider making plans to make reductions.

The numbers of pupils had fallen following the Ofsted Inspection and as a result of a number of service families moving away from the area. The number of parents interested in the school was growing from the transition of the school to an academy and becoming part of the MAT. There was an opportunity for the MAT to grow the numbers to make the school financially viable in the future.

It was **agreed** to approve the 2016-17 budgets for both schools.

ROUTINE BUSINESS

10/17 Any other business

The meeting discussed how best to publicise the new MAT to parents and the local communities of both schools.

Website domains had been purchased for the MAT and for each school that were currently being updated and would be linked with each other. There would be a consistent style and content for each website.

It was **agreed** a letter on behalf of the Board of Directors should be sent to all parents of pupils at each school, welcoming them to the new MAT and to publish a joint, Directors, governors and staff press release.

It was planned to hold a joint meeting with the Board of Directors, the LGBs and staff of all school and it was **agreed** to look into holding the joint meeting at a neutral venue.

11/17 Date/time of future meetings

TBC

Signed _____
Chair

Date _____