

Draft Minutes of the Meeting of the EPA Directing Board held at Bartholomew School on Thursday 6 April 2017 at 7pm

Present: Frances Bartlett (FB), James Bird (JB), Tony Booer (AKB), Anne Carter (AC), Paddy Coulter (PC) (CHAIR), Hilary Emery (HE), Jenny Faulkner (JF), Mike Foster (MF), Andy Hamilton, CEO (ASH), Sarah Kerswell (SK), Jane Osborne (JO), Pete Reynolds (PR) (Vice Chair) (*from Item 4; 7.15 pm*), Michael Ryan (MR)

In attendance: Mike Lawes, COO (ML), Beth Bedford (BVB), Company Secretary, Kit Howells (KH), Minutes Clerk

The meeting was quorate.

30/17 Item 1: Present, Apologies, Declaration of Interests in Agenda Items

No apologies. All Directors present.

Declarations of Interests: JB works for Oxford Brookes University Education Department.

31/17 Item 2: Minutes of the Meeting held on 19 January 2017 - for accuracy

The minutes had previously been distributed, were agreed and were signed by the Chair as a true and accurate record of the previous meeting. PC commended the Minutes Clerk for her excellent minute-taking.

Item 3: Matters Arising, where not actioned and/or not otherwise on the Agenda

32/17 Item 3.1: Policy protocol adoption update

Every EPA School has adopted the Protocol.

33/17 Item 3.2: National Funding Formula Consultation response

ASH's response had been previously circulated and was noted. It is hoped that the Government will reconsider the Formula proposals in the light of the serious concerns of Governors and Headteachers nationally.

34/17 Item 3.3: Director vacancies

Vacancy for Community Primary Director: This vacancy due to transition of JB to Skills Director. Eynsham Primary's nomination of Rain Newton-Smith had been sent to the EPA Members who are responsible for appointment of new Directors. Details had been previously circulated to the DB for information. ASH and PC had met with the nominee and Members approved her appointment. She has a particularly strong economic background and is committed to local community and local education. She will attend the 4 May AGM and the next DB meeting on 13 July. *Action: BVB*

Vacancy for Diocesan Director: The successor to Rev Morey Andrew has been appointed, is moving to Eynsham after Easter, and will be formally Installed on 15 May. FB has forwarded all necessary information to the Bishop so that he can discuss EPA Directorship with the new incumbent with a view to joining the Board. SK will represent the EPA at the Installation. BVB will invite the new incumbent to the AGM. *Actions: SK / BVB*

35/17 Item 3.4: EPA Vision and Values (updated – Version 2)

Previously circulated. Directors noted the final version is a summation of previous DB discussions and Agreed.

36/17 Item 3.5: Succession planning packages update

ASH reported that packages have been prepared for the CEO, COO, SIO and PEL roles and packages for other roles are being prepared. These will go to the next Chairs' meeting (Chair, Vice Chair and Committee Chairs) for consideration and information in advance of the 13 July DB meeting.
Action: ASH

37/17 Item 4: EPA Strategic Leadership Group (SLG) update from the Primary Director, including feedback from the SLG Conference

SK briefed the DB on two recent meetings, with work including Assessment methods, CEO report on MAT expansion, planning of EPA Heads Conference, improving use of Target Tracker, and EPA participation in community events such as the Big Draw and the Big Sing. Two Primaries had joined a recent Park Run. The SLG had also agreed, after looking at several other options, to use Target Tracker to gather evidence of progress in Early Years.

The 2-day Heads Conference held last week had been a positive and productive meeting, including attendance by the incoming new Headteacher of Stanton Harcourt School for the first day, Jackie Cousins' session on being Ofsted-ready, Assessment methods, content of the EPA Teaching & Learning handbook, MAT expansion, in-depth discussion of the funding issues and where savings might be made, drafting of the 2017-18 EPA Action Plan, and the EPA Development Plan which will then dovetail with ASH's work on the PIP.

The EPA held its own Heads Conference in order to focus on urgent key issues for 2017-18. Heads usually attend the Oxfordshire Heads Conference and it is likely that EPA Heads will alternate, in order to make the most of wider networking opportunities at the County-wide event.

38/17 Item 5: CEO's Report

ASH provided verbal briefing on the following issues.

39/17 Item 5.1: Feedback on meeting with Regional Schools Commissioner Martin Post

ASH reported on the meeting with the RSC attended by PC, ML, JB and ASH, at which the EPA team had presented the EPA, detail of the status of schools in the County and the EPA's plans for future growth. The RSC was reassured by the EPA Finance & Standards Protocols, a controlled autonomy which ensures efficiency and close attention to academies' performance, but also allows distinctiveness of the individual schools. He was also persuaded that, while the EPA has the skills and background necessary to sponsor schools in need of support, it currently does not have the capacity to do so, and thus he liked the idea of local expansion initially. PC congratulated the EPA staff team on their excellent representation of the MAT which had ensured a positive response from the RSC.

40/17 Item 5.2: National Funding Formula Consultation responses

ASH's response on behalf of the EPA had been previously circulated, together with the Oxfordshire Secondary Schools' Headteachers' letter to MPs highlighting their concerns about the funding proposals. The national concerns raised by Governors and Headteachers about the proposed formula are likely to mean that the new funding formula implementation will be further delayed, beyond September 2018.

41/17 Item 5.3: LGB meetings: CEO attendance

ASH had attended recent meetings of all LGBs to update Governors on EPA progress and remind them of their accountability. There had been challenging questions posed and he had received



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positive responses and appreciation, as well as strong indication of the desire for improved formal communication between the DB and LGBs to be put in place in the near future.

42/17 Item 5.4: Policy protocol update

This has been adopted by all EPA LGBs.

43/17 Item 5.5: Senior Academy Leadership Team (SALT) update

ASH reported that the SALT continues to meet weekly and provides support to ASH, sharing the overarching work of the EPA and ensuring that, while the distinctiveness of the schools is maintained, the necessary finance and standards protocols are followed. It will be essential to ensure greater working efficiency by introduction of uniform systems where these do not already exist. Where they do exist, it is clear from a recent school inspection that the new SEF format succinctly and accurately demonstrates the strengths and weaknesses of the school, showing that the school is fully aware of its own status. In Development Planning, there must be greater clarification of milestones/KPIs within SDPs to sharpen these up. SK had put together a high quality file of necessary documents for the Primaries, an essential element towards achieving good Inspection outcomes, where Inspectors can easily and quickly access all necessary information. Directors thanked the SALT for its ongoing crucial work and the input of SK and JB to the recent Inspection. SK and JB continue to work with Headteachers to improve processes across the EPA.

Item 6: Committee reports

44/17 Item 6.1: Finance & Resources Committee: Meeting held 14 March 2017

Minutes had been previously circulated. MR briefed on the major points discussed, including the main topic of future funding issues and work of the EPA to anticipate and plan ahead in order to mitigate difficulties as far as possible.

Q: Has Jane Watret undertaken job evaluations across the EPA?

A: This is continuing; not yet complete. ML is meeting with JW and other staff on 10 May for further discussion.

Q: Is there a date for formal opening of the Bartholomew Sixth Form Centre?

A: Not yet; response from VIP invited to open it is awaited before the date is set. Directors will be invited.

Q: Critical Incident Lockdown planning and testing is noted. Has the EPA's disaster planning, including data protection, been reviewed recently?

A: Both data protection and disaster recovery planning require review across the EPA.

ASH noted that Bartholomew School's critical incident management plan covers response to short-term and long-term (such as loss of building) issues that might arise. He also noted that Eynsham Primary School has recently practised evacuation to Bartholomew School and that; Bartholomew will undertake a practice lockdown in July.

Directors requested to see Disaster Recovery Plans, including Data Protection, for each of the EPA Schools, at the next meeting in July. **Action: ASH/ML to provide Plans to DB for July meeting**

45/17 Item 6.2 Standards Committee: Meeting held 22 March 2017

Minutes had been previously circulated. JO briefed on the major points discussed, including:

- standardisation of data and reporting (resulting in an excellent 'data dashboard' produced by SK and JB for each School providing useful 'at a glance' standards information);
- quality assurance of LGBs;
- recommendation to include in the EPA development plan an overt strategy for how the EPA schools and Diocese work together;
- communication with LGBs.



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Noting the need to improve communication with the LGBs, the 3 April meeting of LGB Chairs of Governors had agreed to formalise LGB Chairs meetings, which will be held three times a year, be attended by ASH, and will provide a direct two-way reporting/information conduit with the DB. PC thanked Chairs of Governors on behalf of Directors for this initiative. ASH noted this model of communication is standard among current MATs where there is a 'governance board' (LGB Chairs Group) and an 'education board' (SLG – Headteachers) and is found to work well.

Q: Will all the Schools' 'data dashboards' go to all LGBs and the Directing Board in future to allow reassurance that teaching and learning standards are being robustly addressed? Will all schools see each other's 'dashboards'?

A: Currently each School sees only its own 'dashboard' and sharing this information more widely has not yet been discussed. The LGB Chairs and the LGB Standards Committees should see the information too, and JB will ensure that each Chair of Governors receives their respective 'dashboard' for information and discussion at local level.

Action: JB to circulate data dashboards to LGB Chairs

46/17 Item 6.3: Audit Committee: [Not met in this cycle of meetings]

PR will invite the agreed newly-appointed external member, Cllr Charles Mathew, to the next meeting of the Audit Committee. *Action: PR to invite Cllr to next Audit Committee meeting*

47/17 Item 7: Future Expansion of the EPA

ASH provided overview, feedback, and recommendations as follows:

48/17 Item 7.1: Feedback from the meeting with the Regional Schools Commissioner
See Minutes 39/17 Item 5.1 above.

49/17 Item 7.2: Feedback from the MAT Expansion Task Group

The draft confidential Minutes of the MAT Expansion Task Group's meeting on 2 March 2017 had been previously circulated and their contents noted. PC summarised the discussions.

50/17 Item 7.3: Consideration of the way forward

EPA Management's Decision Brief containing recommendations for expansion for the consideration of Directors and Members was tabled, together with a comparison of the EPA's and the proposed partner MAT's Schemes of Delegation and an organogram illustrating the structure of the proposed partner MAT.

ASH gave a detailed presentation, with slides, covering the background to the formation of the EPA and leading up to the current consideration for expansion, as follows:

-Structure of EPA – Members, Directing Board, SALT, DB Committees, and LGBs, Schools and their financial data, pupils on roll, capacity and GAG funding, noting that neither the number of students nor the budget is enough to provide sustainable Central Services.

-Why grow? To gain greater economies of scale for member academies, provide longer term financial sustainability of the MAT, enable efficient Secondary School improvement delivery, increase and widen the MAT skills base and capacity for support of others including outwards facing support to schools outside the MAT; ensure better succession planning for key roles for longer-term sustainability.

-Strengths and capacity for growth: partnership working, good schools, high quality school improvement, high quality MAT leadership in the CEO, COO, HR Consultant, PEL and SIO, high quality staff, prime focus on academic standards which are monitored, evaluated and maintained through challenge and support; a good financial model and central services, monitored and evaluated against protocols, and the recognition that growth must be financially and organically sustainable over time.



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-Local development that demands growth – substantial housing development is envisaged in most local districts. The proposed ‘Garden Village’ outside Eynsham alone would require a 4-form entry Secondary provision (c600 students) and two additional Primaries.

-Possible strategies for the EPA to grow: status quo, minimal organic growth through addition of Primary Free Schools; larger organic growth through additional Secondary provision; adding a Secondary Single Academy Trust (SAT) to the current MAT; merging with other local like-minded SATs/MATs.

-advantages which should be gained from joining with another SAT/MAT: provide diversity of local provision alongside other large local MATs; build on current and complementary MAT strengths; maintain ethos and values; emphasise and retain the collaboratively autonomous approach with other MATs having similar values; provide Secondary School improvement functions on deliverable scale; provide protection against being swallowed up by larger non-local academy chains; ensure longer term financial and standards sustainability.

It was agreed that at this particular time bidding for new Free Schools would currently not be a good use of finite resources in terms of preparation time and cost.

ASH detailed discussions and actions taken to date to establish possible links with a local SAT and, separately, with a local MAT, and that the Diocese had been kept apprised of these discussions. Due diligence and a presentation to Governors had been carried out with the local SAT. ASH reported that another (new) local MAT, the Acer Trust (comprising Wood Green, Matthew Arnold, Icknield and Chalgrove Schools) had been established on 1 February. This MAT had indicated the wish to settle before considering further expansion or joining another MAT.

ASH detailed the similarities with the EPA of the proposed partner MAT, including having Church schools in the Trusts. Initial meetings had been held, including the Diocese, which was supportive of the proposed partnership with the MAT and of any proposal for a partnership with the local SAT. The DB noted the expansion data compiled from the proposed partner’s Annual Accounts 2015-16.

PC reminded Directors that the Board’s MAT Expansion Task Group has been meeting regularly for a year with options fully discussed and now narrowed down to two possible partners. The timeframe would be as follows:

- Proposed partner MAT had discussed and agreed proposals for merging at its DB meeting on 30 March;
- (-EPA had made a presentation to the SAT governing board on 4 April);
- EPA DB considering proposals at this meeting.

If agreed:

- April-August 2017 – carry out due diligence on all sides
- September-December 2017 – go out to full consultation with all stakeholders
- January-March 2018 for any amendments and decision-making
- April-August 2018 – formal legal work to be completed if not already.
- 1 September 2018 – merged MAT commences.

It is noted that the SAT’s timeline and intentions are currently unknown.

The Task Group proposed moving to the next stage of negotiations with the proposed partner MAT, which is known to be similar in structure, outlook, ethos and size and is willing to merge as testified by its Directing Board’s recent approval to take next steps. It is currently slightly more advanced in establishment of Central Services, but not as advanced in terms of protocols. PC has met his opposite number for discussions and was impressed with the reciprocal intentions relating to Secondary School improvement and benchmarking, financial advantages, and succession planning. In addition, while the proposed partner has Church schools in its MAT, it does not have



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any VA schools and would wish therefore to come under the EPA's Articles of Association, which would allow VA schools in its catchment which are currently precluded, to join.

Directors discussed other local MATs and their similarities and differences to the EPA in structure, ethos, and funding.

Q: How would the two MATs operate initially, if the EPA were to join with the proposed partner MAT?

A: It is likely that there would be two 'local hubs' continuing to provide back office services initially. There will be one overarching Directing Board, one CEO, one COO, and one CFO and thus good economies of scale will be achieved.

Q: Are the Sixth Forms of the proposed partner MAT and of the SAT a good match with Bartholomew's?

A: The MAT has a very similar Sixth Form. The SAT less so.

Q: What would be the advantages of having the SAT join the EPA?

A: Economies of scale, like-mindedness, locality. Currently its Directors' opinions are not known and (as with the MAT) further due diligence would need to be carried out.

Q: Does joining with either the SAT or MAT preclude bidding for Free Schools or taking in another local Church school in the future?

A: No, there is no reason why further expansion in that way could not happen.

Directors noted the three Recommendations in the Decision Brief and, following further discussion, unanimously and without reservations, **agreed** as follows:

-the EPA embarks on discussion with the proposed partner MAT with a view to the merger of the two MATs. This would comprise a planning period during the Summer Term in order to agree the parameters of a Consultation to commence in the Autumn Term.

- the Steering Group with delegated authority to lead on Academy expansion, to update the DB as required and to bring major decisions to the DB for approval will comprise PC, JA, ASH, SK and ML. The Group will report back to the 13 July DB meeting.

-to jointly with the proposed partner MAT communicate this intent to staff, LGBs and the local community of both MATs. The communication will be coordinated with the proposed partner MAT for release on return from Easter school holiday break.

Action: MAT Merger Steering Group to report to 13 July DB meeting

The DB will consider recommendations of the Steering Group and at its July meeting will agree whether or not to go ahead to Consultation. There is no commitment to a merger until after consultation with stakeholders and submission of the proposal to the RSC, with legal formalities following his formal approval.

Q: What costs will be incurred, in addition to Management's time?

A: There will be legal costs (it was noted that the EPA and the proposed partner used the same legal support originally). The two MATs have broached the possibility with the RSC of supporting funds being provided as this will be a test case as the first merger of two MATs.

Q: How will involvement of the Diocese be assured?

A: The Diocese might wish to ask questions of the Steering Group. FB is the conduit between the Diocese and the DB and its Steering Group.

It was **agreed** that the EPA/proposed partner MAT will issue the joint statement to staff and LGBs on 25 April, followed by the same statement to other stakeholders, including OCC, the RSC and placing of the statement on school websites, and issue of a Press Release. It is essential that LGB governors have clarity about where any questions should be directed. **Action: ASH**



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It was agreed that separate discussions with the SAT could continue alongside, if required.

Item 8: Standing Items

51/17 Item 8.1: Safeguarding & Prevent Duty

The EPA is compliant. No issues to report.

52/17 Item 8.2: New LGB Governors for DB appointment

None.

53/17 Item 8.3: EPA Committee Chairs feedback

The Committee Chairs (PR, JO, MR and PC), had met informally with ASH at the end of January. The need to meet again as soon as possible was agreed, to discuss AGM format (taking account of decisions made at Item 7 above regarding MAT merger, noting that serious questions will arise and the need to ensure the AGM is tightly planned) and main focus. ASH's presentation to this DB meeting on that issue would be useful for the AGM. *Action: PR/ASH/BVB to convene asap*

54/17 Item 9: AGM on Thursday 4 May 2017 – progress update

Further work will be done to agree format (see Item 8.3 above) in the light of recent decisions.

55/17 Item 10: Items of Urgency (*Standing Item*) - None.

56/17 Item 11: Date of Next Meeting: Thursday 13 July 2017 at 7 pm, at Bartholomew School.

[Upcoming Committee meeting dates

Audit Committee: Wed 14 June, at 6 pm, at Bartholomew School, Eynsham
Standards Committee: Mon 5 June, at 5.15 pm, at Bartholomew School, Eynsham
& Thurs 13 July, at 6 pm, at Bartholomew School, Eynsham
Finance & Resources Committee: Mon 19 June, at 6 pm, at Bartholomew School, Eynsham].

The business having been concluded, the meeting ended at 9.15 pm

Kh/10.4.17