

PENINSULA LEARNING TRUST
MINUTES of the BOARD MEETING
16 July 2015, 5.00 at Penrice
Part A Public

Item	Subject	Action
	<p>Present: Claire Bunting (CB) Kevin Johns (KJ); Emma Knowles (EK) Peter Marshall (PM) – Chair Shaun Netherton (SN) <i>item 4 onwards</i> David Parker (DP) - CEO Kevin Pearce (KP) Simon Pollard (SP) Mark Rudge (MR) Julie Seyler(JS) <i>item 5.4 onwards</i></p> <p><i>Also in attendance:</i> Jeremy Alder (JA) – Trust Secretary Ellie Willcocks (EW) - CFO</p>	
	Apologies: Jeremy Barnard (JB), Paul Towe (PT)	
1	Conflicts of Interest: no additional interests declared.	
2	Previous minutes of 23 April 2015 were approved as an accurate record of the meeting.	
3	Matters arising	
3.1	2.2 Register of Interests – in progress.	JA
3.2	6.1 Distribution of minutes. Solution agreed with Members.	
3.3	10.1 Future agendas. DP explained this is still a work in progress. Item for a future meeting.	DP/JA
3.4	11.2 Disqualification guidance. DP confirmed this is now part of a bigger project ensuring all Single Central Records across the trust meet the same standard.	
3.5	External Speakers – any more ideas or names to PM please.	ALL
4	Supplementary Funding Agreements for Fowey & Lostwithiel – for signing	
4.1	DP briefly summarised where we are with both schools joining the trust – confirming that we have been working with both for the last 3 months and they are already bringing something to us. PM asked if directors had any questions or needed any more information? Two issues were raised: Retaining wall at Lostwithiel wall. DP and EW confirmed the wall in question is in an area of the site which could be sectioned off and has no impact on day to day running of the school. We understand it is listed therefore may limit our choice of solutions. Cornwall Council are accepting no responsibility towards it so we will need to make a capital bid to repair it – we should have a good case on health and safety grounds. As yet no one has been willing to put a price on this so could be anywhere between £20-50K. KP asked if this is a risk we can manage until after a successful bid? DP thought yes and in reality we probably have a similar sort of problem at each school. Lostwithiel Education Trust lease. EW confirmed the lease is being transferred to us and she expects that the rent contribution currently paid by the county will in future come direct to us as part of the EFA grant. If not the she will follow up on this.	

4.2	PM asked directors two questions – are they happy for Fowey and Lostwithiel Schools to join the trust? Directors confirmed they were happy for both to join and for the Supplementary Funding Agreements to be signed.	DP/JA
5	MAT Board Membership	
5.1	DP summarised his recommendations as follows: <ul style="list-style-type: none"> Trust moves towards skills-based membership, but retains some school-based directors so we do not lose the connection with our schools / local area Future vacancies are advertised and we create a search committee Fowey and Lostwithiel are allowed to nominate a director each – but the board can decide whether to accept them The three Heads step down to create vacancies 	
5.2	Directors discussed these recommendations in detail. CB and SP both confirmed they are happy to step down – SP pointed out that with ELT meeting fortnightly they will always be kept upto date and presumably will attend meetings part of the time as well. It was agreed to invite the two new Heads to attend the next board meeting so they could meet directors and vice versa. PM commented he likes the suggestion we advertise amongst our LGBs for potential directors, but we should not take anyone who does not have the required skills. He asked JA to check the articles / terms of reference to clarify what terms of office we could offer and also the correct way for current directors to stand down.	DP/JA JA
5.3	MR asked for clarification about more schools joining in the future and will they automatically be asked to nominate a new director? He was concerned we still didn't have a model which limited continuous growth, and suggested we should look at the current membership first. DP suggested that if a large school joined us we would want them to be represented – but still on the basis they had the skills we need. Directors liked the idea of the search committee and moving towards skills-based appointments. JA reported just in the last month the NGA had published an updated model skills audit as well as procedures for recruiting and appointing governors / directors. He also confirmed new appointments could be made between meetings via email. The time commitment of being both a director and LGB Governor was discussed. SN cautioned against too many changes to the board so early on – how might others interpret this? EK reminded the meeting that one option is to become an Associate Director who just attends 3 or 4 committee meetings. She also pointed out the current gender balance needs improving.	
5.4	Following actions were agreed: <ul style="list-style-type: none"> CB and SP will step down as directors (PT to be contacted separately). Skills Audit required for early next term and for future recruitment Fowey and Lostwithiel to be allowed to nominate a director to join the board – but subject to skills audit JB, PM and JS to be the Search committee Terms of Reference to be updated to document all these changes Board membership to be on the agenda at next meeting with a list of director categories and terms of office 	JA JA/DP DP JA JA
6	CONFIDENTIAL ITEM	
7	Budget 2015.16	
7.1	EW provided an updated and corrected version of the summary sheet (7a.) which shows a higher surplus than that reported to the Finance committee. She confirmed she has not received any comments following the discussion at Finance	

	<p>committee.</p> <p>EW summarised the assumptions made in setting the budget – notably around staff incremental pay rises and pay awards.</p> <p>She highlighted the key budgeting principle of using reserves for one-off projects and not for recurrent spending.</p>	
7.2	<p>EW reminded directors that this budget is a significant improvement from 12 months ago as all schools have a balanced budget.</p> <p>Following specific points were highlighted:</p> <p>Carclaze – reduction in staffing costs.</p> <p>Mevagissey – time lag in receiving the additional funding for increased roll has put pressure on current budget.</p> <p>Penrice – same issue of income / increasing roll but on a much bigger scale. School already making savings but pressures on future years need to be addressed as well.</p> <p>St Mewan has the healthiest budget position thanks primarily to the income received from their wraparound care services, but they too have been reducing staffing costs.</p> <p>Central budget assumes Fowey and Lostwithiel contributions, but a slight reduction in funding received. Highlighted the 48K strategic fund which is still to be allocated.</p> <p>SCITT (teacher training at Penrice). Totally separate budget and we are anticipating higher numbers than budgeted for.</p> <p>SLAs. Overall large in value so these need Board's approval.</p>	
7.3	<p>Directors approved the SLAs.</p> <p>EK asked where the 48K strategic fund appeared in the budget? EW confirmed it currently sits within the SLA budget line.</p> <p>DP explained what the SCITT is and EW clarified that although it appears to make little profit the expenditure includes a significant management recharge from Penrice.</p> <p>MR queried the principle that any in year budget surplus goes into a central fund – he thought it had previously been agreed these would be retained by each school?</p> <p>PM confirmed that had been his understanding too and queried what individual LGBs might feel about this? He also raised the concern – supported by other directors – of schools perceiving there to be no incentive to generate a surplus if they don't get to keep it.</p> <p>JS added that St Mewan in particular might feel they are worse off than anyone else as they are making the biggest surplus, but recognised that generating a reserve is something we want each school to strive for.</p> <p>Directors discussed whether the budget could be approved without resolving the issue of what happens to any surplus with various views expressed.</p> <p>PM's proposed directors approve the budget and request DP and EW provide an options paper to go first to ELT, and then seek feedback from LGBs. This was agreed.</p>	<p>EW</p> <p>DP</p>
8	Finance Committee 2 July 2015	
8.1	<p>KP highlighted the information and discussion in the Part B minutes item 11 as an issue all directors needed to be aware of.</p>	
9	Audit Committee 18 June 2015	
9.1	<p>EK explained that following detailed discussion the committee recommended a major change to existing terms of reference – namely that the responsibility for approving the draft audited accounts transfer from the Finance to the Audit committee. Agreed.</p> <p>EK highlighted the discussions over assurance arrangements and internal audit options and the need for these to be affordable, and the made the link to future decisions for the Finance committee over the benefits of having a single ledger system for the trust.</p>	
9.2	<p>Statutory Policies.</p> <p>EW briefly explained that the committee had agreed who should be responsible for approving each policy together with the frequency for review. Proposals agreed.</p> <p>JA to map these policies to updated terms of reference.</p>	JA

9.3	Data Protection Policy. EW confirmed this policy needs the Board's approval and has been checked by our legal support. Approved. PM asked if there will be any training requirements on this subject – noting he is used to doing this online. EW confirmed both directors and staff will need training.	EW EW
9.4	Risk Management Strategy. EW explained the strategy lays out our approach to managing risk, and the next stage will be building the Risk Register which will be an ongoing Audit Committee responsibility to maintain. PM requested clarity over the exact role of the Board – we need to be managing the risks so we need to see a plan with relevant actions. EW confirmed the trust will want to see risks being moved off the register or reduced to a very low rating. EK clarified Audit Committee's key role is to focus on ensuring correct processes are in place. KP noted the strategy refers to our appetite for risk – so do we need to establish what this is? Strategy approved.	DP EW
10	Performance Review 2015 - Primary Schools	
10.1	DP explained that this is a very high level summary report, and reminded directors this is the last time we shall see levels reported. There is considerable ambiguity about what performance measures will be in place for 2016 but an email received today informed us the DfE will be telling everybody in September. This data is just about attainment and every primary is exceeding the national average. Progress data to follow in the autumn together with national comparisons. In future DP wants the board to see areas of strength and development areas as this is what Ofsted would be asking about. PM pointed out we need to see the school improvement plans as well.	
11	CEO Performance Management arrangements	
11.1	DP explained his recommendations offer the board a potential way forward but arrangements need to be agreed today and to be in place before the next Board meeting. Directors swiftly agreed to the following: <ul style="list-style-type: none"> • Cycle begins and ends in October and any pay award is backdated to September. • Chair and the two Vice Chairs comprise the appraisal panel. Directors discussed in detail whether to have an external adviser and agreed this was essential. Further discussion as to where to find someone led to the suggestion to ask Clare Emery as her involvement with the strategy day means she already has a good understanding of the trust. DP confirmed she does similar work with other MATs. KP volunteered to approach her and check her availability. Directors agreed we needed to understand the format better before setting specific goals. Directors agreed to delegate responsibility for making any pay award to the panel who just need to provide a brief summary report to the board.	EW PM KP PM PM/JA
11.2	KP asked what are the views of the Penrice LGB given DP's dual role? DP confirmed they believe they should be involved and he was not sure how effective two separate procedures could be. Directors discussed the issue of setting separate targets and how to prioritise as the current '2:3' split was unlikely to still be in place in 12 months' time. PM proposed that there are two assessments but acknowledged the potential problem of one panel being happy with performance and the other not. Agreed that PM needs to speak to Chair of Penrice LGB.	PM

12	Role of the Board in determining strategy	
12.1	Deferred.	JA
13	Delegating decisions to Chair / Committee Chairs	
13.1	Deferred.	JA
14	Meeting dates 2015.16	
14.1	Issued in advance – any queries over dates / availability please email JA.	ALL
15	AGM / Members meeting 19 June 2015	
15.1	Noted – not discussed.	
16	Items for next agenda	
16.1	Deferred.	JA/DP
17	AOB	
17.1	PM noted that two Safeguarding documents had been sent to directors. DP explained the split of responsibilities between the Board and LGBs. He will be asking the Penrice Safeguarding lead Kay Adams to do some work across the whole trust.	DP
	Date of next meeting: 1 October 2015 at Carclaze .	

Signed	Date
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