



**MINUTES of the BOARD MEETING**  
**15 December 2016 at Penrice, 4.15**

**Part A Public**

| <b>Item</b> | <b>Subject</b>   | <b>Action</b> |
|-------------|--|---------------|
|             | <p><b>Present:</b><br/>Jeremy Barnard (JB)<br/>Michael Cooper – Chair<br/>Emma Knowles (EK)<br/>Shaun Netherton (SN)<br/>Kevin Pearce (KP)<br/>Chris Price (CP)<br/>Julie Seyler (JS)<br/>Ramon van de Velde (RV)</p> <p><i>Also in attendance:</i><br/>Jeremy Alder (JA) – Trust Secretary</p>  |               |
|             | <p><b>Apologies:</b> David Parker (DP), Mark Rudge (MR)</p>  |               |
| <b>1</b>    | <p><b>Conflicts of Interest:</b> no additional interests were declared.</p>  |               |
| <b>2</b>    | <p><b>Previous minutes</b> of the 17 November 2016 were accepted as an accurate record subject to the following amendment:<br/>Item 2 – replace ‘he’ with a named person for greater clarity.</p>  | <b>JA</b>     |
| <b>3</b>    | <p><b>Matters arising</b></p>  |               |
| 3.1         | <p>2. Carclaze Improvement plan.<br/>A director commented that the Q&amp;A session highlighted the Board’s lack of educational expertise and suggested this was a priority for further recruitment.</p>  | <b>MC</b>     |
| <b>4</b>    | <p><b>Update on Trust Development</b></p>  |               |
| 4.1         | <p>The Chair reported on meetings with Pool, Poltair and the DfE.</p>  |               |
| 4.2         | <p>The Chair provided directors with an update on the CEO’s absence.</p>   |               |
| <b>5</b>    | <p><b>Communications Task &amp; Finish Group Report</b></p>  |               |
| 5.1         | <p>The Chair presented the report to the Board and directors discussed each recommendation.</p>  |               |
| 5.2         | <p>1. Head and Chair present to Board meetings.<br/>Agreed this was useful but it needed to respond to both positive and negative scenarios. For example invite Mount Charles next but focus on how the Board and Trust can support their new Head.<br/>Directors agreed their needed to be a common format but to start with what is already in place such as the School Improvement Plan.<br/>EK volunteered to draft a simple one-side process.</p> | <b>EK</b>     |

|          |   |           |
|----------|---|-----------|
| 5.3      | 2. Hold Board meetings at different schools.<br>Directors discussed the various pros and cons of this approach but decided not to implement this recommendation.<br>The Chair will arrange informal visits based on director's individual requests.   | <b>MC</b> |
| 5.4      | 3. Schedule LGB Chair's meetings a week after Board meetings.<br>Agreed.<br>4. Termly CEO report including reports from the central team.<br>Agreed.<br>5. ELT meeting notes to be shared.<br>Agreed.   |           |
| 5.5      | 6. Trust Newsletter / Blog.<br>Brief discussion took place over the content and who should produce this. Agreed in principle but needs to be discussed with CEO.<br>7. Annual whole staff event.<br>Agreed to hold an event next autumn.<br>8. Governance portal.<br>Agreed – JA to progress.   | <b>JA</b> |
| 5.6      | 9. Annual Governor Day.<br>Directors agreed with the idea but felt this was an extra commitment too far at present.<br>10. Common reporting format for LGBs up to the Board.<br>Agreed the Chair will take this to next LGB Chair's meeting to progress this.   | <b>MC</b> |
| <b>6</b> | <b>Approve Audited Accounts</b>   |           |
| 6.1      | EK outlined the minor amendments which needed making to the version circulated with the Board papers following the recent Audit Committee meeting.<br>She confirmed that all the audit regularity reports are positive and there are no issues, and the committee is happy to recommend these to the Board for approval.  |           |
| 6.2      | Directors unanimously agreed to approve the audited accounts.<br>The Chair asked that the minutes reflect the Board's thanks to Jill Gerrish and David Horwell for their hard work, and to EK for supporting them.  |           |
| 6.3      | Audit Committee 12 December.<br>EK summarised the meeting: <ul style="list-style-type: none"> <li>• Membership changes were approved by email</li> <li>• Committee reviewed Terms of Reference</li> <li>• Annual Report will come to the next Board meeting</li> <li>• Two issues of concern were raised and discussed: <ul style="list-style-type: none"> <li>○ risk management – nothing has been progressed? Needs to be a major focus for the CEO.</li> <li>○ Policies – concerns over which are in place, and how do we know they are being followed?</li> </ul> </li> </ul> |           |
| <b>7</b> | <b>Capital Funding proposal</b>   |           |
| 7.1      | KP reminded directors that a paper had previously been sent to Finance Committee which proposed establishing a panel of 3 directors who have delegated decision-making powers, with a final sign-off by the Chair.<br>KP proposed that the next step is to establish a process and protocol for evaluating potential projects and have this approved by the Board. He stressed the need to demonstrate that the Board is taking a trust-wide view, and the importance of demonstrating clear links to risks.  |           |

|           |  |              |
|-----------|--|--------------|
| 7.2       | Panel membership agreed as KP, SN, RV.<br>KP will draft the protocol and share by email, with the aim of signing-off at February Board.  | <b>KP</b>    |
| <b>8</b>  | Confidential item  |              |
| <b>9</b>  | <b>Scheme of Delegated Governance Functions</b>  |              |
| 9.1       | Directors agreed to approve the updated version subject to the following additions: <ul style="list-style-type: none"> <li>• Data protection</li> <li>• Freedom of Information</li> <li>• Risk management</li> <li>• Capital funding allocation</li> </ul>   | <b>JA</b>    |
| 9.2       | Director's discussed the proposal that everyone holds a specific 'portfolio' covering a key responsibility. It was agreed that initially these will only be 'informal' apart from Finance.<br>KP and Jill Gerrish to review our financial procedures and draft the necessary terms of reference for the Finance portfolio. | <b>KP</b>    |
| 9.3       | The Chair and JA to draft terms of reference for the Chair taking decisions.   | <b>MC/JA</b> |
| 9.4       | It was agreed that a more substantial revision to the SDGF needed the involvement of the CEO.  |              |
| <b>10</b> | <b>Items for next agenda</b>   |              |
| 10.1      | Invite Mount Charles to attend.<br>Audit Committee Minutes / Annual Audit report.<br>Capital Funding.<br>Update on CEO.  |              |
|           | MC thanked directors for their input. Meeting finished at 6.15.  |              |
|           | <b>Dates of next meetings:</b><br>2 Feb Board<br>10 Feb LGB Chairs (8.00)<br>Members / AGM (1.30)<br>16 Mar Board<br>30 Mar Audit  |              |

|               |             |
|---------------|-------------|
| <b>Signed</b> | <b>Date</b> |
|---------------|-------------|