

MINUTES of the BOARD MEETING

2 February 2017 at 5.00

Item	Subject	Action
	<p>Present: Michael Cooper – Chair Emma Knowles (EK) <i>via telephone link - items 1-7 only.</i> Shaun Netherton (SN) Kevin Pearce (KP) Chris Price (CP) Julie Seyler (JS) <i>items 1 – 10.3 only</i> Ramon van de Velde (RV)</p> <p><i>Also in attendance:</i> Jeremy Alder (JA) – Trust Secretary Richard Baker (RB) – Principal, Penrice Austin McNamara (AM) – Interim CEO Chris Wathern (CW) – Head, Fowey Primary Ellie Willcocks (EW) – Chief Finance Officer</p>	
	Apologies and Welcome	
0.1	Apologies: David Parker (DP), Jeremy Barnard (JB)	
0.2	<p>The Chair welcomed AM to his first meeting. AM summarised his career as a Headteacher, other education roles including Connexions, and during the last 9 years working as an interim CEO for a variety of organisations linked to education – most recently Head of Children’s Services at Reading for 6 months. He felt this this was not dissimilar to what is expected of him here in Cornwall - hit the ground running, identify priorities, agree a plan and be able to handover something healthier at the point he leaves. He has chosen to travel a long way from the northeast but is convinced it is a job worth doing and for people he wants to work with. He confirmed he has now met with all the Heads and most of the central team, and is looking forward to working with everyone to focus on what will make the biggest difference, and develop a plan everyone can sign up to.</p>	
0.3	The Chair welcomed CW and EW. EW is back from maternity leave from 27 February, and Jill Gerrish is staying on until mid-June.	
1	Conflicts of Interest: no additional interests declared.	
2	Previous minutes of the 15 December 2016 were accepted as an accurate record.	
3	Matters arising	
3.1	5.2 One page communications summary. Outstanding.	EK

3.2	5.4 ELT meeting notes to be shared. Send to JA for distribution to the Board.	AM
3.3	5.5 Governance portal. Outstanding.	JA
3.4	6.3 Policies. AM confirmed he has been made aware of this.	
3.5	9.3 Draft terms of reference for delegated decision making by the Chair. Outstanding – but JA reported latest Governance Handbook includes some guidance on this.	JA/MC
3.6	10.1 Invitation to Mount Charles to attend. MC explained the Board meeting had clashed with a scheduled LGB meeting so he had agreed to re-schedule to the March Board. JA to confirm their attendance.	JA
4	Update on CEO	
4.1	The Chair gave the Directors an update on the CEO, who he is planning to meet with next week.	
4.2	The Chair asked that the minutes record the Board's thanks to RB for leading the central team and Penrice and Simon Pollard for leading the primary heads over recent months, adding that both had been a great help in supporting him during this period.	
5	Chair's Actions	
5.1	Met with Mevagissey LGB regarding advertising for a permanent Headteacher. Interviewing 2 candidates next week, and the Chair is representing the Board. He confirmed this all-governor panel was not setting any precedent, but reflected the panel's recent practical experience of recruiting a Head.	
5.2	Mount Charles. Met with their Chair to discuss a request that the timing of a permanent appointment to the post of Headteacher be brought forward. Waiting to hear from the LGB.	
5.3	Poltair. Positive message received from the RSC's office in December regarding the trust sponsoring them, then last month told this cannot now proceed. The Chair has requested a meeting with the DfE regional officer for an explanation.	
5.4	Aspire. The Chair has met with their chair a second time who was also accompanied by their CEO. They reported that a lot of work is already going on between schools in both trusts. The Chair confirmed PLT's priority is another secondary school, but has also asked the council to initiate a way of bringing local MATs round the same table.	
5.5	Issue with progress of capital works at Lostwithiel. AM and KP have been tasked with investigating this and reporting back to the Board in due course.	
6	Capital Funding proposal	
6.1	KP reminded directors that this policy is to provide the previously agreed funding panel with a procedure to follow to carry out their responsibilities. He highlighted that the trust needs to be able to proceed swiftly as an announcement of our	

	<p>allocation is imminent. He thanked the panel members and EW for comments on the draft.</p> <p>He briefly summarised the key points including:</p> <ul style="list-style-type: none"> • Panel's decision is final , subject to Chair's final approval. • Focus for bids is safeguarding, VFM, delivering positive outcomes. • The role of the Head, LGB, CFO and CEO. • Encouraging schools to use some of their own reserves as well. 	
6.2	<p>Discussion of the policy and questions from directors included the following:</p> <ul style="list-style-type: none"> • total amount available will be communicated as details received • suggestion that the Board lobbies the RSC / DfE to highlight that small MATs who just cross the threshold for this funding stream are in effect penalised because they cannot bid for larger sums. Secondary schools in particular are disadvantaged • the trust needs a capital strategy to put any bids into the context of agreed priorities. EW confirmed this will not be available for the current year's funding • suggestion that ELT review and filter potential bids was rejected on the basis this excluded the LGBs, but informal sharing of ideas or plans was not an issue • request that bids are not looked at in isolation to minimise the risk of missing opportunities for obtaining better value for money, or of bids which in any way conflict with each other • the role of the CEO and CFO was clarified. They will check on bid compliancy and the accuracy of any costings for example – but will not give any recommendations or opinions to the panel 	
6.3	<p>Directors agreed to implement the policy for this first annual funding cycle, and then review it.</p>	
7	Audit Committee	
7.1	<p>Annual report.</p> <p>EK explained it is a good practice convention to receive an annual report which summarises what the committee has achieved.</p> <p>She drew the Board's attention to section 8 about the lack of management capacity and how this has limited the impact of the committee's work, in particular the need for the trust to obtain the full benefits of the internal audit programme.</p> <p>She emphasised the trust now has an experienced committee and needs to make best use of their expertise.</p>	
7.2	<p>Terms of Reference.</p> <p>EK explained the process which had been followed to update these, and the addition of reviewing governance. She reminded directors the committee had oversight of risk and VFM but was not responsible for doing this work.</p>	
7.3	<p>Minutes of 12 December 2016 were noted.</p>	
7.4	<p>External Audit appointment.</p> <p>Bishop Fleming were initially appointed for one year with the option to extend to three years. The committee have agreed to recommend this extension, which now needs to be formally approved by the Members who meet next week.</p>	

7.5	The Chair confirmed the need to progress risk management arrangements, and to obtain the benefits from the work of internal audit. KP pointed out that risk is a key objective for the Interim CEO and also a priority task for the overlap period between EW's return and Jill Gerrish finishing her fixed term appointment. CP pointed out some discrepancies between the interim updated SDGF and the new Terms of Reference but it was agreed these can be addressed in the scheduled full updating.	
7.6	Directors agreed to: 1. Adopt the revised Audit Committee Terms of Reference 2. To recommend to the Members that Bishop Fleming be re-appointed as external auditors for 2016.17 and 2017.18.	JA
8	Updated Scheme of Delegated Governance Functions	
8.1	The Chair reminded directors that this interim version had been presented at the previous meeting and various omissions identified. There had been verbal agreement to add these and he had asked JA to produce an updated version for this meeting. He stressed the importance of the Board demonstrating it is moving forward with this.	
8.2	Comments from AM and directors identified the following: <ul style="list-style-type: none"> • no standard wording format • ambiguity over responsibilities • further distinction between accountability and responsibility required • finance-related areas which were now out of date • opportunity to improve by including flow diagrams for example 	
8.3	Directors agreed to approve this version on the understanding a full review and updated version is required urgently. Timescale agreed as May Board meeting for full revision.	AM/JA
9	Data presentation / training at a future Board meeting.	
9.1	The Trust's data consultant Jason Hurr has been invited to present to the Board. Originally scheduled for March it was agreed to delay until May. The Chair explained directors need to decide what they want from this session? The following points were made: <ul style="list-style-type: none"> • we need advice as to what data we should be focusing on • both the Board and CEO need an overview in a clear and useful format • lack of a high level plan makes it difficult to relate school's data to progress • constantly shifting assessment framework makes analysis with previous years difficult – and the Board needs to understand these fluctuations in expectations 	
10	Policies	
10.1	The Chair explained he had asked JS to look at these and report back. JS highlighted that the status of some policies raises concerns; and the trust needs to introduce a mechanism for reviewing all policies. Her key concern was the need to establish clarity over the separation of roles between governance and management. Discussion raised several other issues. RB and CW highlighted policies which haven't been reviewed, and inconsistencies in how some policies are being implemented across 8 schools.	

	<p>RB also cited Complaints as an example of a policy where the CEO and Board are not involved. AM pointed out that good practice is to aim to resolve these as low as possible within the hierarchy. The Chair confirmed he had asked RB to work with the trust's HR advisers on an amended policy.</p> <p>Directors agreed that clarity is needed over who is responsible for writing and updating policies, and we need a plan to achieve a consistent approach across the whole trust. They also recognised that resourcing is a common theme about what has not been achieved, and there is a danger of asking too much of AM.</p>	
10.2	<p>Safeguarding Policy.</p> <p>The Chair confirmed that all schools have an upto date standardised policy in place, but this needs a brief top sheet which clarified the role of the Board and the CEO. A similar approach is being taken with the Health & Safety policy. The Chair highlighted the lack of safeguarding training for the Board, and he will arrange for this to take place.</p> <p>The Chair explained the new Volunteers Policy had been delayed due to consultation with the headteachers but was now ready. Directors agreed to approve this via email.</p>	<p>MC</p> <p>JA</p>
10.3	<p>Reserves Policy.</p> <p>KP shared figures for current reserves which are very positive, but show substantial variations between schools.</p> <p>He summarised the policy as:</p> <ul style="list-style-type: none"> • guidance for Heads and LGBs on how to use reserves to the best effect • includes annual review • 10% figure is seen as best practice • reserves are allocated to each school <p>The Chair asked for clarification as to whether the Board has the right to use reserves if there is a problem within the Trust requiring additional expenditure? KP pointed out that if one school has a problem which their reserves cannot cover then the Board has a duty to resolve this. He would expect these to be exceptional circumstances only – for example a major H&S issue.</p> <p>Directors queried whether a school would have to pay back in the future and it was agreed to add a clause to explain this would be the intent.</p> <p>The similarity between the form in this policy and that for capital bids was highlighted, and EW asked to address this.</p> <p>Directors also queried if the Board could intervene if a school is not spending reserves.</p>	<p>KP</p> <p>EW</p>
10.4	Governor Visits policy was approved.	
11	Governance	
11.1	Directors noted the three recent guidance documents from the DfE.	
12	Items for next agenda	
12.1	Risk registers.	
13	AOB.	
13.1	Directors agreed to delegate authority to the Chair to choose to send a letter on behalf of the Trust to local MPs highlighting the impact of funding pressures on our schools. However this will need careful consideration and further input from the CEO/CFO as the Trust currently holds large reserves.	
13.2	Directors agreed to Luxulyan increasing their PAN from 12 to 15.	

13.3	AM asked to meet individually with all directors over the next few weeks.	ALL
13.4	The Chair thanked RB, CW and EW for their contributions to the meeting.	
	Dates of next meetings: 10 Feb LGB Chairs (8.00) Members / AGM (1.30) 16 March Board 30 March Audit 18 May Board	
	Meeting finished at 7.16	

Signed	Date
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