



**MINUTES of the BOARD MEETING**  
**22 June 2017, 5.00 at Penrice**

**Part A Public**

<b>Item</b>	<b>Subject</b>	<b>Action</b>
	<p><b>Present:</b> Michael Cooper – Chair Emma Knowles (EK) Shaun Netherton Kevin Pearce (KP) Chris Price Ramon van de Velde</p> <p><i>Also in attendance:</i> Jeremy Alder (JA) – Trust Secretary Austin McNamara (AM) – Interim CEO Ellie Willcocks (EW) – Chief Finance Officer</p>	
	<p><b>Apologies:</b> David Parker, Jeremy Barnard.</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 18 May 2017 were accepted as an accurate record.</p>	
<b>3</b>	<p><b>Matters arising</b></p>	
3.1	<p>1.4 Data. AM meeting with Jason Hurr next week.</p>	
3.2	<p>6.2 Office space. Decision made to proceed with renting office space at St Austell Printing.</p>	
3.3	<p>6.3 SCITT Board membership. AM to speak to Jeremy Barnard..</p>	<b>AM</b>
3.4	<p>8 SDGF. Consultation has also taken place with LGB Chairs, ELT and Members. Directors agreed to approve and publish on the website.</p>	<b>JA</b>
3.5	<p>9 LGB Reporting. Following feedback we will be adding attendance to the next report, and a section to show where schools are collaborating. The Chair confirmed he has used the reports when visiting schools and meeting with Heads.</p>	
3.6	<p>10 Policy management software. AM reported that having surveyed the market we have found that generic packages are more expensive. AM confirmed that the MAT-specific system does require members of staff to actively confirmed they have both received and read policies sent to them. KP and the Chair have approved purchase of this package.</p>	

<b>4</b>	<b>Chair's Actions</b>	
4.1	Confidentiality. The Chair reported a recent incident involving ELT which he had asked AM to follow up on. A letter of apology has been sent to the Board.	
4.2	Jill Gerrish has agreed to continue in her temporary role to cover the CFO vacancy.	
4.3	Confidential item	
<b>5</b>	<b>Future Trust Operating Model</b>	
5.1	The Chair reported that the plan presented and discussed on 25 May and the headteachers' proposals from 12 June had now been discussed with the LGB Chairs who had not raised any major concerns but a variety of views were expressed. The plan and proposed operating model were also discussed with the Members who made various observations including querying how effective the proposed model for managing IT would be in practice.	
5.2	Next AM referred to his circulated paper which came from last week's meeting of all the Headteachers (included the incoming Head for Fowey). The starting point was the Board's 'non-negotiables' list, but also considered the desire to focus on our core business of education and recent external events and changes (eg election, new RSC to be appointed). Discussing the preferred model for school improvement was the most important part of their meeting. AM highlighted the following: <ul style="list-style-type: none"> <li>• Adoption of a shared leadership model and to commitment to a set number of days to support other schools</li> <li>• Each HT will lead on one or more aspects of the plan</li> <li>• Termly monitoring visits, with external support as part of the spring term visit</li> <li>• Outcomes of this will inform allocation of shared capacity</li> <li>• Recognition that not all expertise exists within the Trust</li> </ul> The Chair reminded Directors they had previously requested more focus on a vision and longer term plans to be added. AM confirmed he will do this before he leaves. The Chair also requested that which Headteacher will cover which part of the plan is clearly recorded and shared.	<b>AM</b>
5.3	The Chair asked Directors for their views on the proposals from the headteachers. Directors welcomed the very positive approach taken and recognised the desire for greater emphasis on school improvement. They did however note the need not to lose sight of including support for the concept of the central team and the solid framework which has been created there to meet a key part of the Board's responsibilities. Return on investment. Directors noted that this proposal is about investing money in a centralized approach so we need to be able to see that the benefits received are greater than if invested separately. They appreciated this can be difficult to quantify but it is important. They also queried if it is possible to see the figures for this extra investment (including one-off use of reserves) compared to schools working alone? EW felt this would be relatively straightforward to compile and report. AM commented that there is anecdotal evidence – for example from the Challenge Days - but accepted that management could be sharper on this.	
5.4	AM then summarised the discussion the heads had on leadership and the structure, and the opportunities presented with both CEO and CFO leaving. They	

	had looked at a variety of models and their recommendation was that the skill set of the next CEO should reflect our core purpose of education. They want someone who will hold schools to account and drive improvements. There is a need to have an ambassadorial role as well and forge external links. Proposal is a flexible 0.5 FTE contract.	
5.5	<p>Directors discussed this from a range of viewpoints including the following:</p> <ol style="list-style-type: none"> <li>1. What were the other options looked at? It is always preferable to be offered a choice.</li> <li>2. They recognised the benefit of a CEO / COO split as an education background candidate may not be the best person to manage the central team.</li> <li>3. Could the two roles be swapped – f/t CEO to lead Trust and central team, p/t SIP lead?</li> <li>4. How difficult will it be to recruit to these roles? Will we find a p/t CEO with this education background?</li> <li>5. Will a halftime postholder have enough time to carry out all these functions? – though they accepted in practice you would probably get at least a 0.6 actual commitment. AM commented that based on his experience he felt it was ‘doable’. He also expressed optimism that nationally there would be a choice of candidates from the education sector who are looking for a ‘portfolio approach’ of various part-time employments.</li> <li>6. Given the focus of our strategy on consolidating where we are - do we just look for a fixed term appointment for say two years?</li> <li>7. Danger of recruiting someone who is looking to ‘wind down’ with a p/t role and/or come to Cornwall.</li> <li>8. Take a flexible approach to available hours for the CEO recruitment so as to focus on finding the best possible person to lead the organisation – <i>then</i> proceed with recruiting to COO function? The need for such a recruitment process to be clear and not ‘wishy washy’ was noted.</li> </ol>	
5.6	<p>The following issues were also raised:</p> <ul style="list-style-type: none"> <li>• The DfE / RSC expect a CEO who can speak for the whole organisation – especially school improvement.</li> <li>• You do not necessarily need the whole COO role if you have a good central team plus a f/t CEO.</li> <li>• Sharing the Chief Finance Officer function with another Trust could be considered.</li> <li>• Any delay in proceeding introduces more uncertainty for certain staff.</li> <li>• A budget does need to be set next month and the need to recruit the additional capacity in key areas for September does not change.</li> </ul> <p>Directors recognised the potential of uncertainty for some staff and the organisation as a whole, but pointed out that retaining the temporary Financial Controller in post went some way in countering this. They also noted that it would be usual practice to appoint a CEO first, who could then match their own skillset against what was still needed and recruit their own team accordingly.</p>	
5.7	<p>Directors agreed to proceed as follows:</p> <ol style="list-style-type: none"> <li>1. The Chair and KP work with a recruitment agency over the summer to prepare for recruiting as CEO the best possible person to the role of leading the Trust.</li> <li>2. Draft budget agreed as presented - 1.5 FTE for two senior posts, recruitment to HR and IT (but proposed management arrangements for IT staff to be looked at further).</li> </ol> <p>AM offered to supply a role profile as the basis of the CEO recruitment. No Directors took up the Chair’s offer to be involved with the recruitment process, so the Chair and Vice Chair to progress this.</p>	<p><b>AM</b> <b>MC/KP</b></p>

5.8	<p>Future funding model for central team.</p> <p>AM recommended the activity based costing (ABC) model as a fairer approach which recognised that not all central team activities are based on the size of school, and can change significantly over time.</p> <p>Directors expressed a preference for a hybrid model where fixed costs such as leadership used the per pupil model, but those where demand varied used the ABC approach. They stressed such an approach needed to be clear and simple to manage.</p> <p>They recognised the need to be fair to Penrice, but also didn't want to de-stabilise all the primary school budgets either. The suggestion of a transitional approach was made.</p> <p>EW confirmed she would provide an updated proposal as part of the July budget papers.</p>	<b>EW</b>
<b>6</b>	<b>Finance</b>	
6.1	<p>Budget monitoring / central services.</p> <p>EW referred to the briefing paper which had been emailed earlier in the day and which updated the budget by one month.</p> <p>EW stressed that the Trust is financially in a stable position but, in accordance with advice from the auditors, does not want to show any deficit for the central team. She reminded Directors that the three reasons for the overspend were the Interim CEO appointment, CEO's retirement, CFO maternity cover.</p> <p>EW confirmed that some schools would be able to meet their share from current revenue budget, others would use some reserves. The overall figure equates to a 1% reduction in reserves.</p> <p>The Chair confirmed this recharging has been discussed with LGB Chairs. Headteachers have not seen the figures yet but are aware of the issue, and Directors noted they had collectively asked for additional spend to extend the Interim CEO's contract.</p> <p>Directors approved the allocation.</p>	
6.2	<p>Medium Term Financial Plan.</p> <p>With reference to earlier discussions KP made the point that the Trust does need someone in the central team with the expertise to produce this level of reporting in the future.</p> <p>EW reported that the Queen's Speech does suggest there will still be changes made to future funding allocations but no sense of when or what may change. Directors noted the benchmarking made interesting reading but acknowledged there was insufficient time to look at these in more detail. EW pointed out that there was contextual information behind these which would explain some of the variations between our schools.</p> <p>EK commented that the Trust cannot wait until 2019/20 to start making savings, and felt there are some issues which need looking at in detail via future budget papers.</p>	
<b>7</b>	<b>Audit Committee</b>	
7.1	<p>EK provided a verbal report from the meeting of 20 June:</p> <ul style="list-style-type: none"> <li>• Received three reports from Internal Audit. Very positive financial management report 12 months on from their first report, with the exception of Mount Charles who were not included previously.</li> <li>• Data quality shows no major concerns.</li> <li>• Risk Management didn't tell us anything we didn't know but provides a series of recommendations.</li> <li>• External Audit plan was agreed.</li> </ul>	

	<ul style="list-style-type: none"> <li>Reviewed the tracker which showed significant progress with outstanding actions, but the committee noted the Trust does not yet have an overall Business Continuity Plan.</li> </ul> <p>AM confirmed an updated Strategic Risk Register will be shared with the Audit Committee shortly and presented to July's Board meeting.</p> <p>EK noted that both Audit and Finance Committees had previously discussed the need for a single ledger for the Trust as this would help improve financial controls. She urged that this be considered as part of future investment plans.</p>	
<b>8</b>	<b>Items for next agenda</b>	
8.1	<p>Strategic Risk Register.</p> <p>Budget.</p> <p>Final version of plan.</p> <p>The Chair asked Directors to assume that this meeting will run to 7.30.</p>	
<b>9</b>	<b>Meeting Dates 2017.18</b>	
9.1	Dates for next year were agreed.	
<b>10</b>	<b>AOB</b>	
10.1	Directors discussed ideas for a formal farewell to the CEO when he retires.	
	<p><b>Date of next meeting:</b></p> <p>13 July Board</p>	
	Meeting finished at 7.32	

<b>Signed</b>	<b>Date</b>
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