



Faringdon Academy  
of Schools

Company Number: 07977368

**Minutes of a meeting of the Board of Directors  
held on Thursday 23<sup>rd</sup> November 2017  
at Faringdon Community College at 6.30pm**

	<p><u>Present:</u> Liz Holmes (LH) Chair Jan Wiejak (JW) Christine Price-Smith (CPS) John Kirk (JK) Vice-Chair Louise Warren (LW) Dave Wilson (DW) Executive Head Paul Turner (PT) Bob Wintringham (BW) Ian Wright (IW) Nicola Ferguson (NF) Rachel Kenyon (RK) Jeremy Twynam (JT)</p> <p><u>Apologies:</u> Revd Richard Hancock (RH)</p> <p><u>Absent:</u></p> <p><u>In attendance:</u> Siobhan Vinall (SV) Clerk John Banbrook (JB) Business and Finance Director Anne Lynn (AL) Deputy Business and Finance Director Alex Peal (AP) – Chair of Audit committee</p>
1	<p><u>Welcome:</u> LH welcomed everyone to the meeting. Welcome Alex Peal.</p> <p><u>Apologies:</u> Apologies were noted.</p>
2	<p><u>Quorum:</u> <i>AoA the Quorum for a meeting of Directors is a minimum of 3. However, with 12 Directors currently appointed the Quorum is 4.</i></p>

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	The meeting opened at 18.31 and was quorate
3	<u>Declaration of Business/Pecuniary/other Interests</u>  No interests declared.
4	<u>Accuracy and Approval of minutes from last meeting.</u> The Board agreed that the minutes were an accurate record of the meeting and were signed by the Chair. The Board agreed that the confidential minutes were an accurate record of the meeting and were signed by the Chair.
5	<u>Matters arising from previous minutes (and not covered in this agenda)</u>  <u>Matters arising 26<sup>th</sup> January 2017</u> <u>Failure to get sufficient funds to deliver strategic objectives</u> <b>Action: JB to press about what is happening across academies in England for LGPS around the '3 counties' assumptions regarding pensions. November 2017. on agenda for November 17 CLOSED</b> <i>this has been discussed at FAoS Resources with Critchleys Accountants, they indicated that this is not an area that can be challenged or benchmarked.</i>  <u>Staff shortages/ changes/ costs</u> <u>Leadership update</u> <b>Action: to consider formatting the report from the pay committee to ARC AL DONE</b>  <u>Matters arising 30<sup>th</sup> March 2017</u> <u>Admissions consultation update</u> <b>Action: JB to confirm submission of the FJS business plan to RSC take reception age children in 18/19 for November 2017 agenda item CLOSED</b> <i>as the schools are supporting the reception children for FJS at FIS, this negates the need for a business plan at the moment.</i>  <u>Letters of appreciation into schools.</u> All Board members have seen and agreed to the principle. The Board felt that it should be discussed with the Heads for their agreement and support. <b>Action: LW to take to the ALT as a proposal. on the next ALT agenda</b>  <u>Matters arising 25<sup>th</sup> May 2017</u> <u>Report from Safety and Facilities Management</u> <b>Action: AL to speak with IW and S+FM around the operational structure that S+FM have proposed DONE</b>

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### Matters arising 7<sup>th</sup> July 2017 (not on agenda)

#### Annual Budget

Where we have centralised the function, it costs the school less, this has been evidenced.

**Action: JB to provide Directors the breakdown of this cost, via SV. DONE**

**Action: DW to delegate the approved budgets via letter to the Headteachers and budget holders ON-GOING**

#### Outstanding complaint

Complaint Policy: LH can confirm that the policy is compliant and has been stress tested and is effective

**Premises Action: Action: LH and IW to meet and confirm the status of the premises submission ON-GOING**

### Matters arising 14<sup>th</sup> September 2017

#### Annual Skills Audit outcomes

**Action: SV and LH to develop briefing notes. CLOSED**

#### Committee Structure/ Membership/ Committee Terms of Reference (ToR)

**Action: Chairs to develop their Terms of Reference; to be signed off the next Board meeting (November) DONE**

**Action: SV will develop a Terms of Reference for the LGB DONE**

**Action: SV to add clerk to the committee membership lists DONE**

**Action: SV to add NF onto FAoS PR and Community committee DONE**

#### Vision

The Board would like a line in the Vision referencing sustainability of the MAT.

**Action: DW to develop the vision of FAoS to include this DONE**

**Action: SV to update all relevant paperwork**

#### Strategic Plan

**Action: all chairs to review their current KPIs at their first committee meeting and send through to LH their updated ones, by November 2017. On agenda**

#### Agreed Pay Rise for teachers

**Action: BW to write to Ed Vaizey with regards to the impact of this increase with no additional money. DONE**

*EV passed to Nick Gibb; response received from Nick Gibb.*

**Action: SV to share NG response with Directors**

**Action: LH/ JB to develop a response to Nick Gibb to send via EV**

*It was noted that a WAT governor met with Nick Gibb and received a similar generic response.*

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	<p><b>Action: JK to explore options as to the feasibility to move out of the central agreement for pay raises at ARC to bring to the Board CLOSED</b></p> <p><i>While the merger discussions are being held with EPA this will be put on hold.</i></p> <p><i>JB NOTED that this is something that this would have the best success done as a group of MATs.</i></p> <p><b>Action: JB to ask at the next OBMG to see if there is an appetite for this.</b></p> <p><u>FAoS Annual Governance Seminar 28<sup>th</sup> September 2017</u></p> <p><b>Action: SV and LH to develop the programme DONE</b></p> <p><b>Action: BW to develop the introduction to include the merger DONE</b></p> <p><b>Action: LH to send SV the heading and requirements for each session DONE</b></p> <p><b>Action: SV to send out a signup sheet DONE</b></p> <p><b>Action: SV to put together an output document of what has happened since.</b></p> <p><u>Child Protection and Safeguarding policy (OCC)</u></p> <p><b>Action: JW to highlight the changes for distribution for the policy and send to SV DONE</b></p> <p><b>Action: SV to send out the Head teachers and Chairs of LGB DONE</b></p> <p>JW did an additional piece of work to check whether Trustees were required to partake in additional actions under the PREVENT duty. JW NOTED that no further action was required.</p> <p><u>Risk Register</u></p> <p><b>Action: JB/ DW and LH to meet to review before the chairs meet. DONE</b></p> <p><u>Sponsor Academy (from confidential minutes)</u></p> <p>It was NOTED that the school discussed in the confidential minutes has been directed to join the White Horse Federation.</p>
6	<p><u>Activity completed out of committee</u></p> <ul style="list-style-type: none"><li>• Ian Wright re-appointed by Members for an additional 4 year term</li><li>• DBE re-appointments of Richard Hancock, Christine Price-Smith and Jeremy Twyman for an additional 4 year term</li><li>• Watchfield loG amended to show parent governors as '2' not '3'</li><li>• Teachers pay policy adopted</li><li>• FAoS Academy Finance Manual adopted</li></ul>
7	<p><u>Review Annual Audit Committee Report</u></p> <p>Report circulated and presented by Alex Peal – Independent Audit Chair</p> <p>AP gave a brief introduction to his background. 7 ½ yrs. a governor at Shrivenham Primary School, will be stepping down at the end of the academic year.</p> <p>He is a Partner in a firm of accountants.</p>

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	<p>The Independent Auditor visits the academy over the academic year and undertakes projects agreed by the committee, a report is developed and discussed at the next Audit committee.</p> <p>The following Reports were completed and reported on in 16/17:</p> <p>Allocation of costs: done on fair basis</p> <p>Review of finance manual: slight amendments suggested and implemented</p> <p>Readiness for expansion: the academy is ready to expand.</p> <p>Review of strategic plan: a good plan. It was noted that a lot of actions allocated to DW, does this need to be delegated out.</p> <p>Trip to Uganda: re-reviewed. Significant improvements, all recommendations implemented</p> <p>SLT recruitment: 2 areas of focus 1. Process of Head appointments 2. Appointment of Senior Leaders. This is now being discussed at ARC, who are formulating a response.</p> <p><i>JK: we are ensuring that the link between the report and board committee is strengthened, and putting in a feedback loop.</i></p> <p><i>Would like to see how this information is coming back to the Board.</i></p> <p>The committee has a single vacancy.</p> <p><b>Action: SV to advertise vacancy</b></p> <p>AP NOTED that FAoS is ensuring excellent practice, far in advance of many other MATs</p>
8	<p><u>Agree forward programme for Audit Committee</u></p> <p>The Board AGREED to the forward programme</p> <ol style="list-style-type: none"><li>1. Review of census accuracy</li><li>2. Review of budget quality</li><li>3. Review of expansion process</li><li>4. Review of induction for new trustees/ governors and SLT</li><li>5. Review contracting and procurement controls and common areas of fraud</li></ol> <p>LH extended her thanks to the Audit committee</p> <p><b>AP left the meeting</b></p>
9	<p><u>Receive report from EH on performance on all schools</u></p> <p><i>Risk Register; Failure of all Academy Schools to achieve good or outstanding Ofsted inspections.</i></p> <p>Report circulated</p> <p>DW noted that the format presented is used to report of FAoS P+S. This has been analysed and interrogated at committee level.</p> <p>DW has updated for this meeting</p> <p>It is a Risk Analysis on each school.</p>

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	<p>DW noted that Amanda Spielman – Head of Ofsted - is focussing on the curriculum to ensure a rich and interesting curriculum.</p> <p><i>I would like to see the progress reported within this risk assessment.</i></p> <p>Due to the nature of how the DfE calculates progress we cannot accurately monitor progress for a school in year.</p> <p>Progress has only been published this week by the government and shows the progress of the cohort. It will be put on the next report to P+S.</p> <p>All schools are now using FFT and that does give indications for individual students, and suggests targets.</p> <p><b>Action: DW to circulate for the 25<sup>th</sup> January 2018 to include progress</b></p>
10	<p><u>Sign off Strategic Aims and KPIs for 17/18</u></p> <p>Report circulated</p> <p>The Board AGREED that the Strategic Aims are staying the same</p> <p>Feedback received from received from P+S, JK, RK.</p> <p>IW confirmed no changes.</p> <p><b>Action: LH to add delegation from DW (to include JB/ Duncan Millard etc) in response to a recommendation from the Audit committee.</b></p> <p><b>Action: DW to amend our strategic vision to ‘our aim is to ensure all our schools are Outstanding’, to take out the South East of England</b></p> <p><b>Action: DW to add a KPI around promoting staff and pupil wellbeing.</b></p> <p><b>Action: DW to add a KPI that all children will make progress in the top 20% nationally</b></p> <p>The BOARD agreed to adopt with the above amendments</p>
11	<p><u>Expansion of FAoS</u></p> <p><i>Risk Register; failure to develop a sustainable organisation structure for the benefit of schools in the Trust</i></p> <p>3 documents circulated</p> <p>LH provided a update to the Board</p> <p><i>There is an agreement on the table, but are there any red lines from the perspective of FAoS?</i></p> <p>Anything that would affect the relationships with the primary schools</p> <p>School improvement delivery</p> <p><i>Where have the conversations been that generated significant discussion?</i></p> <p>Looking at the Senior Leadership structure</p> <p><i>They’ve agreed to move forward, but is there something on the table yet?</i></p> <p>The consultation document is not fully developed. And it will come to the Board for agreement before going out to consultation.</p>

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	<p>Next stages The Steering Group will create consultation document; which will have a background document covering much more detail. LH stated that she hoped the consultation will be triggered in January.</p>
12	<p><u>Premises update</u> <i>Risk Register; Significant/catastrophic infrastructure failure requiring major capital funds.</i> <u>FJS updates</u>: LB NOTED that there is still a significant risk for the trust in regards to the cost of Portacabins. This is being reported into Resources. All children are being taught in classrooms. Circulation problems resolved. Block B now properly stabilized, and it being checked weekly by Oxfordshire County Council. Portacabins for 1 AY is £100,000.00 The cost to either repair the classrooms, or build new buildings is £2m</p> <p>There are 3 possible ways to re-coup this cost.</p> <ol style="list-style-type: none"><li>1. Insurance; It is now agreed that this is unlikely to be successful</li><li>2. OCC; this is the route that is being currently pursued. The 2<sup>nd</sup> report shows that extension they contracted to build triggered the failure. We haven't engaged solicitors at this time, though they are primed. I'm pressing OCC to accept liability. There will be an update from OCC for the board meeting on Thursday</li><li>3. Via EFSA emergency payment; EFSA have been informed from day 1.</li></ol> <p>Email from OCC: committed to support FAoS. They have indicated that discussions will be held through and with the insurance companies. The most recent structural report states the event was precipitated by an error when the pilings were put in for the single storey extension, by Carillion.</p> <p><u>2 storeys build at JBL</u> OCC are responsible for the build of this block, they had proposed that the work be completed by Carillion. However, OCC and Carillion are no longer working together. JB approached OCC to indicate that FAoS were not comfortable with Carillion being given a licence to operate. OCC are preparing a briefing note to move to another provider, to be published on the 24<sup>th</sup> November. If an alternative route is agreed this will add a delay of 4-6months.</p> <p><i>Is this an acceptable delay?</i> JB: this is a risk, however, the numbers for JBL have not increased as expected. I would like to recommend to the Board that we would prefer an alternative contractor.</p>

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	<p>The Board AGREED.</p> <p>This is being discussed at S+FM. IW extended his thanks to JB and his team. The Board concurred and NOTED the Boards thanks to JB and his team.</p> <p><u>New school in Faringdon</u> No further news.</p>
13	<p><u>Role Description for Trustee/ Director</u> Several amendments were suggested and noted. <b>Action: SV to amend and publish</b></p>
14	<p><u>Introduction of GDPR</u> <b>Action: JB to provide a briefing statement for the January Board meeting</b></p> <p>In May 2018 the GDPR will go into law. It was NOTED that a GDPR framework must be put into place. JB noted that he is leading on this project in liaison with AL. The challenge will be changing the behaviour of staff. Significant cultural change is required. JB NOTED that GDPR has been added to the Risk Register, the risk associated with the project is high so there JB recommended that it appear on each Board agenda. <b>Action: SV to ensure GDPR on the Board agenda every meeting.</b> <b>Action: AL/LH to arrange an Academy wide briefing seminar</b></p>
15	<p><u>Any other urgent business as notified to the Chair before the meeting</u></p> <ul style="list-style-type: none"><li>• Internal Governance Reviews</li></ul> <p>It was NOTED the internal governance reviews will start in January 2018. This is being led by Duncan Millard and Siobhan Vinall.</p>
	<p><b>Dates of next meetings</b> AY 17/18 Thursday 7<sup>th</sup> December 2017; Board and AGM for Members Thursday 25<sup>th</sup> January 2018 Thursday 22<sup>nd</sup> March 2018 Thursday 24<sup>th</sup> May 2018 Thursday 12<sup>th</sup> July 2018</p>

**Meeting closed at 20.49**

*[SV, 27/11/2017]*

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