

**Company Number: 07977368**

**Minutes of a meeting of the Board of Directors  
held on Thursday 8<sup>th</sup> November 2018  
at Faringdon Community College at 6.30pm**

	<p><u>Present:</u> Liz Holmes (LH) Chair Christine Price-Smith (CPS) Bob Wintringham (BW) Chair of P+S Jeremy Twynam (JT) Louise Warren (LW) Anthony Cook (AC) Chair of Resources Ian Wright (IW) Chair of S+FM Paul Turner (PT) Paul Walker (PW)</p> <p><u>Apologies:</u> Duncan Millard (DM) CEO Rachel Kenyon (RK)</p> <p><u>In attendance:</u> Anne Lynn (AL) COO Siobhan Vinall (SV) Clerk John Quinn (JQ) Head at Watchfield Alex Peal (AP) Chair of the Audit committee</p>
1	<p><u>Welcome:</u> Welcomed JQ and AP. The Board welcomed Paul Walker – nominated by the DBE to the FAoS Board and appointed on the 7<sup>th</sup> November 2018 for 4yrs. PW is the curate at All Saints Church, Faringdon.</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 11 Directors currently appointed the Quorum is 4.</i> The meeting opened at 18.35 and was quorate LH reminded the trustees that the meeting is confidential</p>

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3	<p><u>Declaration of Business/Pecuniary/other Interests</u></p> <p>Item 12: PW declared an interest that he has children in FJS and FIS. No further declarations were made.</p>
4	<p><u>Accuracy and Approval of minutes from last meeting.</u></p> <p>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.</p>
5	<p><u>Matters arising from previous minutes</u> (and not covered in this agenda)</p> <p><u>Matters arising 15<sup>th</sup> March 2018</u>  <u>Staff Recruitment and Retention</u>  PR+C committee to consider an academy wide policy on communication and the use of technology.  <b>Action: Chair of PR+C to consider if this should be reflected within the Strategic priorities for the Trust. CLOSED</b>  <i>This committee is no longer constituted.</i></p> <p><u>Pupil Forecast numbers and master planning proposals</u>  <b>Action: AL to review outstanding recommendations on-agenda item 12</b>  <b>Action: to report to the Board in April 2019 in liaison with Chair of S+FM. on-agenda item 12</b></p> <p><u>Matters arising 24<sup>th</sup> May 2018</u>  <u>Premises update</u>  <i>Risk Register; Significant/catastrophic infrastructure failure requiring major capital funds.</i>  <b>Action: AL/ IW to develop a proposal for how to deliver 4 forms of entry within Faringdon and to present to the Board in the November 18 meeting. On-agenda item 12</b></p> <p><u>Matters arising 12<sup>th</sup> July 2018</u>  <u>GDPR and Data Protection Bill</u>  <b>Action: LH asked if LW could seek feedback from the Trust Head Teachers on the new Data Retention Policy. DONE</b> <i>LW stressed to the Heads it was a working document.</i></p> <p><u>Annual Budget</u>  <b>Action: LH asked DM, AL and LW to review this in the Autumn term</b>  <b>Action: AO to send out Delegation letter to include the requirement to closely monitor</b>  <b>DONE</b>  <b>Action: AC to invite 4 schools returning deficit budgets to report back to ARC in late Autumn term with an update on their budget position. The 4 schools are FCC, FIS, JBL and SHR. On the next ARC agenda</b></p>

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18.45 CPS arrived

**Action: ARC was asked to look at how the trust can generate more income. ON-GOING**

Premises update

- New Faringdon Junior School, OCC update was that it won't be ready until September 2022. There is a need to review the admission plan for FIS and FJS in light of this.

**Action: PR and Community to look at FIS and FJS admission plan. DONE**

Matters arising 13<sup>th</sup> September 2018

Skills Audit

**Action: The trustees requested SV to gather the results from all LGB ON-GOING**

**Action: Induction and a training programme to be developed to respond to skills and knowledge gaps. LH/SV DONE**

**Action: Board returns to be used to inform recruitment of new trustees to respond to identified skills gaps. LH/SV DONE**

*Registered with Academy Ambassadors to generate a job advert. LH to speak to them.*

Committee Structure/ Membership/ Committee Terms of Reference

**Action: SV to ask the clerks to add Board recruitment to their agenda ON-GOING**

**Action: RK to speak to Tina (FCC Careers advisor) to send an advert to the companies on the database regarding recruitment of Trustees. ON-GOING**

**Action: LH to talk to PT about which committee he can sit on. DONE**

**Action: CEO and COO will identify appropriate officers to support each committee. DONE**

18.51 IW arrived

Review and sign off Strategic Plan

**Action: to add an element of 'school individual ethos and vision' 'distinct identity'. Add 'our people' to nurture. To add 'development' to training. DONE**

**Action: LW to seek feedback from the ALT and feedback to the next Board meeting. DONE**

*Shared with HT and they approved the KPI's. They will take back to their staff.*

**Action: Committee Chairs to report back after each of their meetings on progress against the overarching KPI based on their monitoring activity DONE**

Sign off Scheme of Delegation

**Action: SV to publish document to all named people DONE**

Governance Seminar

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	<p><b>Action: SV to book and publicise DONE</b>  <i>This was cancelled due to lack of uptake.  This is being re-booked for Tuesday 12<sup>th</sup> February.</i></p> <p><u>Child Protection and Safeguarding policy (OCC)</u>  <b>Action: SV to publish DONE</b></p> <p><u>Review Risk Management register</u>  <b>Action: AL to circulate to committee chairs DONE</b></p>
6	<p><u>Activity completed out of committee</u></p> <ul style="list-style-type: none"> <li>• Risk register -reviewed and approved out of committee</li> <li>• LH has constituted a working party to review interim roles – BW leading a working party looking at the long-term strategy. 1<sup>st</sup> meeting held. Good progress. Will report back at the December meeting with recommendations. BW/ AC/ IW and JT</li> <li>• LH phone call with Fiona Craig (DBE) – on agenda item 11</li> <li>• LH Supporting LGB (LH/ LW) – will meet with LGBs already had IRG. Met with FJS. Very productive meeting. Additional support being put in place.</li> <li>• LH/LW leading on the Internal review of governance – 2 will be completed with AY with LH leading</li> <li>• LH supporting CEO Masters (LH) – meeting with external advisor</li> <li>• Recruiting to Board/ LGB – covered in item 5</li> <li>• NGA Case Study – met with key member of the team LH/AL/SV/DM/ IW</li> <li>• <i>Post meeting note: LH has undertaken the role of Chair of FCC LGB for one year to secure successor Chair.</i></li> </ul>
7	<p><u>Review Annual Audit Committee Report</u>  Report circulated  Met 3 times last year  Peer Reviewer completes 4 days per year and the 3 meetings  <b>Did the SLT recruitment review get circulated to the Board?</b>  LH: it went through Resources, discussed at full board. It then went back to the Chair of Resources to secure implement the recommendations and report back to audit committee.  AP: the committee will consider those updates at the next meeting.  <b>Action: LH to coordinate circulation of response to the Board.</b></p> <p><b>How are we bringing in the contracting and procurement recommendations?</b>  It was NOTED that cash flow reporting is a requirement for this year.  <b>Why do we benchmark?</b>  AP: To keep in line with other similar schools. I.e. staff ratios/ spend on IT</p>

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	<p>AL: Sighted as an example the difficulty in comparing FCC with another secondary in a MAT due to how costs are allocated within FAoS. E.g. centralised lots of resources. We are currently looking at doing a joint benchmarking activity with JBL and SHR</p> <p>RECOMMENDATION - Resources consider specific benchmarking activities, rather than a whole school to whole school.</p>
8	<p><u>Agree forward programme for Audit Committee</u></p> <p><b>AP: Do you want us to continue to have an audit committee?</b></p> <p>AP: I think it is a good thing, and there are still areas to look at.</p> <p>The programme for this year has not been finalised, the report provides several suggestions.</p> <p>I strongly recommend for us to consider Fraud.</p> <p>The Board AGREED to continue with an Audit committee</p> <p><b>Action: ARC will consider the proposals from the Audit committee for the 18/19 plan and the board delegated the authority to agree the yearly plan.</b></p> <p><i>7.30 pm AP left the meeting</i></p>
9	<p><u>Receive report from Director of Education and FAoS P+S on performance on all schools Risk Register; Failure of all Academy Schools to achieve good or outstanding Ofsted inspections</u></p> <p>Report circulated</p> <p>BW</p> <p>We have reconsidered our Terms of Reference and the focus of the committee</p> <p>We receive very concise reports from the Director of Education on data which provides good insights</p> <p>Our focus is to ensure that governance is working as it should be.</p> <p>Meetings have been booked for the rest of the year.</p> <p>It was noted that a letter has been sent out to all schools called Making Data Work, signed by Amanda Spielman (Ofsted), Damien Hinds, Unions etc.</p> <p><b>Action: LW to evaluate the impact of the document and report back to the Board.</b></p> <p><b><i>In light of the GCSE and A level results what is the assessment of FCC at this time?</i></b></p> <p>The Academy Improvement Team are doing a 2-day review of FCC next week. CP has put an agenda together including lesson observations/ learning walks and assessing the SEF. Their SEF says they are GOOD. The data for this summer was very good.</p>

	<p>LW: Further information on specific school data is available to the Board if they wish to have it.</p> <p><i>Post meeting note: an additional paper to be circulated with the minutes. Risk Assessment</i></p>
10	<p><b>Staffing</b>  <i>Risk Register; Failure to recruit &amp; train sufficient, capable and motivated staff.</i>  Report circulated  <b>What does centralised recruitment mean?</b>  A stronger professional approach to recruitment. Coordination of adverts. How we market ourselves as a trust. What we can offer at a MAT.  Interviews would still continue at school level, but offer letters would happen centrally.  <b>Will trust wide employees be consider to facilitate areas such as Maternity cover?</b>  Centralized coordination of recruitment will provide the opportunity to evaluate this type of need.</p>
11	<p><b>Expansion of FAoS</b>  <i>Risk Register; failure to develop a sustainable organisation structure for the benefit of schools in the Trust</i></p> <p>The merger with the VAT is not going any further forward.</p> <p>LH suggested the Boards approach should be:  Consolidate our senior leadership structure  To grow organically  To speak to the partnership schools  Seek opportunities to develop collaborative relationships  DM is working with local schools that have looked at our MAT as best practice to establish further discussions and to see if they would like to become part of the MAT</p> <p><b>What about our driver to find another secondary school to support FCC?</b>  DM is working with several secondary schools to develop relationships.</p> <p><b>Have the partnership schools shown an interest in joining?</b>  No</p> <p><b>Should we change our Articles of Association to include VA schools?</b>  That is something we should consider doing.</p>

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	<p>The name of a MAT is very specific and may give an insular impression.</p> <p><b><i>Do we need to consider a name that is more outward facing?</i></b></p> <p>Yes, alongside consideration of a variance to our Articles of Association</p> <p><b>Action: BW to bring a paper back to the board setting out recommendation for consider by the board around a change of names and change of articles to include VA schools.</b></p>
12	<p><u>Premises update</u> <i>Risk Register; Significant/catastrophic infrastructure failure requiring major capital funds.</i></p> <p>JBL will start on the 19<sup>th</sup> November, which is a delayed start. The completion date is 31<sup>st</sup> August 2019.</p> <p>SHR Legal and General (via S106) are supporting the development of a new school in SHR, to fund a 1 form entry school. They are liaising with OCC to look at funding the additional cost to make it a 2-form entry. There is a consideration that this will generate enough funds.</p> <p>FCC David Wilson building. Complete and snagging complete. Official opening happened on the 31<sup>st</sup> October.</p> <p>AL invited the Board to visit the new block.</p> <p><i>Please see Confidential Minutes</i> Paper circulated</p>
13	<p><u>GDPR</u> <i>Risk Register; failure to maintain, systems, policies and behaviours that protect trust data such that it does not represent a risk to the rights and freedoms of data subjects</i></p> <p>The DPO has been appointed: Neill Laswon-Smith of CIS Ltd.</p> <p>The DPO is completing the annual audits are being completed WB 12/11/2018. These will be completed and circulated to the Board.</p> <p><b><i>Are there any breaches that have taken place that the board should know of?</i></b> No</p> <p><b><i>Are there any issues or gaps in rolling out implementation?</i></b> The policies have been reviewed and feedback given.</p> <p><b>Action: JT to meet with the DPO</b></p>

14	<u>Policies</u> <ul style="list-style-type: none"> <li>Complaints The Board ADOPTED the policy</li> <li>SEND The Board ADOPTED the policy</li> </ul>
15	<u>Any other Business</u> none
	<b>Dates of next meetings</b> AY 18/19 6 <sup>th</sup> December 2018 + Members AGM 24 <sup>th</sup> January 2019 21 <sup>st</sup> March 2019 23 <sup>rd</sup> May 2019 11 <sup>th</sup> July 2019

**Meeting closed at: 21.06**

*[SV, 16/11/2018]*

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