



Company Number: 07977368

Minutes of the Meeting of the Board of Directors

**Thursday 5th December 2019 at
Faringdon Community College, 6.30pm**

Present:

Liz Holmes (LH) Chair
Rachel Kenyon (RK)
Duncan Millard (DM) CEO
Ian Wright (IW)
Paul Walker (PW)
Paul Turner (PT)
Anthony Cook (AC)
Mark Greenwood (MG)
Helen Turner (HT)

In attendance:

Anne Lynn (AL) COO
Alexandra Molton (AM) Clerk
Gordon Joyner (GJ)
Bob Wintringham (BW)

Apologies:

Christine Price-Smith (CPS)
Jeremy Twynam (JT)

PROCEDURAL MATTERS		
1	Welcome, Apologies and Resignations	Action
	BW and GJ joined the meeting as Members and introduced themselves. Apologies from CP-S and JT. This will be RK's last meeting as she has resigned as a Trustee. LW has also resigned from the Board and will instead report to the Board as an Officer. LH thanked both for their support and contribution during their time as Trustees.	
2	Notice and Quorum Requirements	
	The meeting was quorate. Trustees introduced themselves as HT had missed the last meeting in September.	
3	Declaration of Interest / Pecuniary Interests	
	None were made at this point in the meeting.	
4	Accuracy of the Minutes of Board Meeting held on 19th September 2019	
	AC had agreed to be whistleblowing Trustee which was not included in the minutes. Also his initials are AC rather than AQ. Trustees agreed to these minutes with changes made by hand.	

5	Matters arising from 19th September 2019 and previous meetings <ul style="list-style-type: none"> • See Action Tracker <p>LH confirmed the following progress on the actions which were included on the tracker:</p> <ul style="list-style-type: none"> • Governors confirmed that they have all completed Declarations of Interest and Skills Audit forms and returned these to SV. • The Rapid Improvement Plan at Watchfield has been closely monitored and LW and DM have already reported progress on this. • LH suggested that HT meet with Helen Cox at FJS regarding SEND. • LH has not yet been given a copy of the Destinations report from FCC which she had agreed to provide at this meeting; she will send this out as soon as she can. 	
ENSURING ACCOUNTABILITY		
6	Performance and Standards update <p>Name now changed to Quality of Education.</p> <p>Guidelines for Board members visiting schools – PT described the details of the policy and asked Trustees to complete these reports for each visit to the school. The guidance suggested at least two Trustee visits to their school each year, and no more than three visits.</p> <p>PT described the changes that have been made to the draft Terms of Reference. The main change is that the reports would be considered at the second meeting for the year rather than the first one, as the Board needs to consider these first. The other significant change is the meeting after Christmas which considers the results of reports produced in the first term. The committee also scrutinised the data results.</p> <p>Feedback from Watchfield Rapid Improvement Plan is that this is moving forward and progressing well.</p> <p>There are some discrepancies between FIS and FJS in terms of the data that is sent between the schools and the levels of attainment that are reached by children by the end of KS2 compared to the end of KS1. DM confirmed that there will be more shared moderation between the two schools to try and bring the approaches of both schools in line in terms of how they decide results. PW confirmed that there is a lack of space at FIS which could impact on their ability to provide space for break out work which would show impact upon those children who need extra support.</p> <p>Sixth Form review will take place in February 2020.</p> <p>Twilight sessions are being offered to subject leads across the Academy.</p> <p>Subject leaders are being reviewed at L&F as leaders are currently not able to describe the progress of their subject across all school years. This is designed to get them ready for Ofsted under the new framework.</p> <p>Trustees agreed that the new framework provides challenges to subject leads in smaller primary schools as they are subject leads on several subjects and need to be an expert on each one.</p> <p>Staff wellbeing is being looked at by staff at FJS.</p> <p>IW confirmed that there has been an increase in SEN provision at Watchfield and a teacher has been appointed to free up Georgina Wintle who has been appointed as the Acting Head for this year.</p> <p>Challenge:</p> <p>IW asked the Board to consider SEN provision for Academy schools as there is such a high level of need this year.</p> <p>Helen Cox is currently considering SEN provision across the Trust and will report to QoE meeting in January.</p>	

	LH asked for a report to be provided from QoE on SEN at the March Board meeting. ACTION: QoE to provide this report to the Board at the March meeting.	QoE/PT
STRATEGIC MATTERS		
7	Receive report from Chair Audit Committee	
	<p>AP was not able to attend the meeting.</p> <p>Challenge:</p> <p>Trustees questioned the language of the Audit Committee report and suggested that the results were ambiguous. Trustees agreed that the actions identified are being followed up well. Trustees did not agree with the statement in the report regarding transparency of Central Academy costs and how these are made up and Trustees felt that this area in particular was very clearly demonstrated.</p> <p>Trustees agreed that more specific information needs to be provided regarding the background behind the report.</p> <p>Action: AC as Chair of the Resources Committee to consider the report and challenge the Audit Committee as appropriate.</p> <p>Trustees asked AL for an update on the IT project; companies will be presenting to the Central team on 19th December and she will then produce a report on these for consideration by ARC.</p> <p>Trustees asked for clarification on the Audit Committee, who are not a committee of the Board and act as a truly independent auditing body for the Trust. Trustees suggested inviting AP to the ARC meeting in January to give more information about their role.</p> <p>Action Trustees: AP to be invited to the ARC meeting in January to give more information about their role.</p> <p>ACTION: AL to circulate reports produced by the Audit Committee to Trustees.</p> <p>ACTION: Resources Committee to report on this again to the March Board meeting.</p>	<p>AC</p> <p>AM</p> <p>AL</p> <p>AC</p>
8	Receive Trust Annual report	
	<p>The Resources committee agreed the external audit figures and observations.</p> <p>Trustees discussed the reasons behind the increase in reserves for this year and the results of the reserves last year, where some additional funding came in towards the end of the year which provided additional support for those schools which were running at a loss.</p> <p>AL also highlighted the pension deficit which has risen as the LGPS is covered by the Trust. This is underwritten by the Government.</p> <p>Challenge:</p> <p>Trustees questioned the fixed asset figure for 2019 as this was significantly lower than the previous year. AL confirmed that much of this is down to depreciation of assets over the year. Trustees asked for confirmation of the figure for fixed assets, taking into account the new buildings which have been built.</p> <p>ACTION: AL to find out this figure and report back to the Board.</p> <p>Challenge:</p> <p>Trustees questioned the capital spend, which was a negative figure. AL confirmed that this was due to SHR CIF funding which was received in 2017/18 but spent in 2018/19.</p> <p>Challenge:</p> <p>Trustees questioned whether there was anything in the data results which might cause controversy and agreed that the Phonics results of Watchfield may cause some concerns.</p> <p>Challenge:</p> <p>Trustees questioned the strategic plan – page 12 of the electronic copy – where a sentence begins but does not finish.</p> <p>Decision:</p>	AL

	Trustees agreed to recommend that with the highlighted amendment this would be confirmed.	
MONITORING		
9	Receive report from Chair Resources Committee	
	<p>The committees have been collapsed and added into the main committee and there have been some changes in attendees.</p> <p>There were concerns about the length of their agenda and in particular whether they can provide the appropriate oversight for Health and Safety across the Academy.</p> <p>Recognition of the work of Headteachers and the Academy team to end the year on a surplus.</p> <p>Good monitoring process in place for the year. FIS and SHR are likely to be struggling with their budgets this year. JBL is projecting a surplus.</p> <p>Bigger financial challenges are maternity cover and long-term sick leave as the budget for this has been reduced and therefore the Trust struggles to cover the costs of these. JR is submitting 5 CIF bids this year and the Trust are increasing their contributions to try to secure these.</p> <p>HR system is now up and running and allows Headteachers to analyse data more effectively.</p> <p>SD has worked hard with recruitment this year, with over 40 posts being filled across the Academy.</p> <p>A discussion has been had about donation to schools and how these could be set up. The committee plan to send a report on this to LGBs to ask for feedback.</p> <p>Work is also taking place to look at value for money.</p> <p>Potential re-brand is possible with aim to invite 50 local SMEs to get involved with sponsorship etc. at a launch event in the summer term.</p> <p>Challenge:</p> <p>Trustees asked if there is anything the Board can do to help to reduce long-term sickness leave. AL confirmed that SD works with managers to ensure that long-term sickness is recorded and that the steps of the process are followed appropriately. AL suggested that there could be some work carried out on short-term sickness across the Academy.</p> <p>Action: Trustees asked for more information about the information on sickness which is reported to the Resources Committee. AL confirmed that the data is collected and she interrogates this but the Resources committee only see an overview of this, in comparison to national figures.</p> <p><u>Investment proposal</u></p> <p>AC is proposing investing £1m in a 32-day access account, with 0.75% interest. AC confirmed that the Resources committee will bring a firm recommendation for this to the January or March meeting for Trustees to vote on.</p> <p>Challenge:</p> <p>Trustees asked whether it was possible to invest in a 32-day access fund given that a month's salary needed to be accessible as reserves. AL confirmed that the amount remaining after investment would be enough to cover salaries across the Trust.</p> <p>Trustees agreed that it would be useful to add experience in investment to the profile for the newly vacant Trustee role.</p> <p>Decision:</p> <p>Trustees agreed for the Resources Board to pursue this project.</p> <p><u>Funding agreement from OCC to FAoS concerning FJS</u></p>	

	<p>Following the initial agreement advice had been sought from FAoS solicitors and as a result amendments had been made including: paragraph 2.2 has been removed from the funding agreement and a reduction of employers' liability insurance amount. There was a discussion about the £80,000 that they had proposed as a maximum funding amount. There is some flexibility in the projected costs of the project to allow the Trust to bring this in on budget. OCC have agreed to discuss further should the project costs increase due to unforeseen issues. The second part of the project relates to outstanding snagging issues from Carillion works - OCC have agreed to cover all of these costs.</p> <p>AL recommended that the Board agree the Funding Agreement to enable this to move forward. Trustees agreed to this.</p> <p>Trustees had some concerns about the negotiations which will take place and hoped that these would take place in good faith.</p> <p>AL confirmed that the building at FJS is one of the CIF bids going forward and Trustees asked for confirmation on how the project will be funded otherwise. AL confirmed that if the CIF bid is unsuccessful FJS would need to fund this from their reserves. Thanks to AL and JR for their hard work on this project. Also thanks to AL, DM, LW and the Finance team for their work on the Annual Report. Big thanks to all Headteachers and the Central Finance team for pulling the spend back into line with budget. Trustees asked for details of the other CIF bids being submitted; AL confirmed that these are for work on FCC temporary classrooms, FCC maths block roof, BUC windows, JBL roof.</p>							
10	Receive report from Chair Q and E Committee							
	See item 6 above.							
11	Benchmarking the way forward							
	AL will be working on this with some other Oxfordshire Trusts after Christmas.							
12	Trust and School web site compliance report							
	<p>Majority of websites with only minor updates will be fully compliant.</p> <p>Action: Trustees agreed the summary report need to go to the LGBs for each school as they are responsible for this. Headteachers to also discuss this at their ALT meeting. LH to raise the issues identified at in the February LGB Chairs and Vice Chairs meeting.</p>	SV/Heads						
13	Any other Business: As notified to the Chair before the meeting							
	<p><u>Rebrand/Trust communications project</u> See Confidential minutes</p> <p><u>Headteacher Recruitment</u> The advert for the new Watchfield Headteacher will be published in January with an appointment to be made for the start of 2020 academic year.</p>							
	<p>Date of next meeting: 30th January 2020</p> <p>2019/20 Future Meeting Dates</p> <table><tr><td>30th January 2020</td><td>26th March 2020</td></tr><tr><td>21st May 2020</td><td>9th July 2020</td></tr><tr><td>Summer Governors Conference</td><td>4th June 2020</td></tr></table>	30 th January 2020	26 th March 2020	21 st May 2020	9 th July 2020	Summer Governors Conference	4 th June 2020	
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Meeting closed at 8.42pm.