



Company Number: 07977368

**Minutes of the Trustees Pre-AGM Meeting**

**Thursday 7<sup>th</sup> December 2023 at 6pm at Faringdon Community College**

Present:

Anthony Cook - Chair of Trustees- (AC)  
 Liz Holmes – Co-Vice Chair of Trustees (LH)  
 Paul Turner (PT) (joined at 18:15)  
 Samantha Brady (SB)

In attendance:

Louise Warren (LW)- Director of Education  
 Richard Evans (RE)- CEO  
 Anne Lynn (AL)- COO  
 Gordon Joyner – DBE- (GJ)  
 Dave Wilson- (DW)  
 Rosie Phillips (RP)- Clerk

Apologies:

Mark Greenwood (MG)  
 Bob Wintringham- (BW)  
 Adale Bennett (AB)  
 Jason St John Nicole – Co-Vice Chair of Trustees (JN)

Standing Items		
1	Welcome, Introductions and Apologies	Action
	AC opened the meeting at 18:05.  Apologies were noted from AB, JN, MG and BW	
2	<b>Notice, Confidentiality and Quorum Requirements and purpose of the meeting</b>	
	The meeting was declared quorate and the confidentiality noted.	
3	<b>Compliance - Declaration of interest personal or business</b>	
	AC asked the members for any declarations. None were noted beyond those which had previously been declared for GJ.	
Ensuring Accountability and Monitoring		
4	<b>Policies and New Statutory Guidance</b>	
	AC noted that there were no policies to be discussed this evening and therefore this agenda point could be passed over.	
5	<b>Receive annual report for chair of the audit committee</b>	
	AC thanked AL for completing the annual report and invited Trustees to ask questions of AL.	

*LH – Regarding the Independent Audit and Risk committees’ report, and the independent reviewer report received from Bishop Fleming, should they not be linked? We as Trustees have not had sight of the Bishop Fleming report.*

AL explained that it contained what had been summarised by Alex Peal (AP), Chair of The FLT Independent Audit and Risk Committee, in his report, however noted that she could disseminate it to Trustees if necessary – **Action**

AL

*LH – Thank you. We can see under actions that we are required to review the policies and procedures for FLT when it comes to bringing new schools into the Trust. With the potential merger does this action need expediting and looking at sooner rather than later?*

AL noted that, most critically, it was about their due diligence process and the lessons they have learned from when Ashbury joined the Trust. AL further noted that she was undertaking work on the guidance that should be followed next time, but that nothing beyond that was required at present.

*LH – Do we need a policy for this?*

AL explained that they do not require a policy to be drawn up, rather it is a procedural matter to be followed at operational level, ensuring that any matters brought to the board have been correctly executed from an operation perspective first.

*RE – Does the Trust have a growth principles document?*

AL noted that they did at one point, commenting that it was likely outdated.

Both RE and AC commented on the importance of having an updated and functioning principles of growth document, to which AL agreed. – **Action**

AL

LH commented that it would be beneficial to have an explanation going forward of how the functions of the Audit and Risk Committee and those of Bishop Fleming support one another.

AL explained that Bishop Fleming were commissioned to carry out audits on behalf of the Audit and Risk Committee, noting that she would be meeting with Bishop Fleming and the committee in the new year to decide which audits to conduct in 2024, as the committee were finding it ever more difficult to think of new areas requiring auditing.

RE suggested that they could audit the FLT’s IT provision and Cyber Security, however AL confirmed that they had done so recently. Furthermore, Sweethaven had also completed a Cyber Security audit recently. AL impressed upon the board the importance of ensuring that what is chosen to be audited needs to be of value and that they do not end up in a position where audits are conducted for the sake of it; the audits must remain meaningful and valuable.

LH suggested that it could be worth the committee revisiting some of the earliest audits conducted that could benefit from being redone,

<p>however AL informed the board that most of the earliest audits are covered by external audits.</p> <p>SB suggested the risk register could be audited, however AL noted this had also been done.</p> <p><i>SB – Considering that some of the audits are covered externally and that the Audit and Risk Committee are struggling to find new areas to cover, do the committee need to consider meeting less frequently?</i> AL noted that committee do not meet very frequently – usually three times a year – but that they need to meet as often as they do to maintain an oversight of what is happening within the Trust. AL explained that, recently, she had discussed the issue of RAC with them and that she updates them on changes that are due to happen.</p> <p>AL asked the board to submit any suggestions for areas to audit to her by early January. - <b>Action</b></p> <p>AC commented that it would be interesting going forward to take a view on what should be audited within the Trust and how frequently they would benefit from doing so. Noting the value of the audits conducted over the past ten years, AC suggested that analysing which areas could be audited every two or three years going forward would strengthen their position and benefit them greatly, allowing them to be more strategic.</p> <p>LH concurred with AC, noting that a schedule of auditing should be created. – <b>Action</b></p> <p>LH further commented that the onus for what should be audited could be returned to Bishop Fleming, as the professional auditors, noting their advice on the matter would be gainful.</p> <p>AC noted that it could also be constructive to reinstate the termly discussion that once happened between Resources and the Audit and Risk Committee surrounding aligning areas of concern, noting the benefit in streamlining their work. – <b>Action</b></p> <p><i>LH – Can you please clarify the changes to the terms of reference for the committee?</i> AL informed the Trustees that there had been an amendment to the terms of reference, related to the number of committee members. Due to the team being incredibly busy with other commitments, they would like to increase their numbers to have more members and allow them to remain quorate for meetings.</p> <p>AL then spoke of the management letter, which outlined the outcome of the audit undertaken by Critchleys. AL noted that Critchleys had highlighted some small discrepancies regarding the non-release of some school trip money which mostly related to FCC and the number of trips they have taken. AL noted that she had discussed with Phil Bevan (PB), Headteacher of FCC, reducing the number of trips going forward. Another element highlighted was regarding the depreciation</p>	<p><u>ALL Trustees</u></p> <p><u>AL</u></p> <p><u>AL</u></p>
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and disposal of the old site, though AL informed the Board that she was not unduly worried.

Regarding the audit actions, AL noted that most were now completed, though added that the audit continues to underscore the issue of the Trust not holding signed contract letters for all staff, though further noted that this was not a legal necessity and therefore she was not concerned.

Lastly, AL noted that another aspect of focus was concerning related parties of Trustees, explaining to the Board that, to close this action, she would be undertaking work on this and would be expecting them to disclose further information around family members to remain compliant with this.

*LH – Do you have it in writing from a legal professional that it is not necessary for us to have signed contracts from all members of staff?*

AL confirmed that she did, noting this had been confirmed as legally sound many years ago following a similar audit action being raised, however there was now a new audit lead and it had been raised again as an action. AL confirmed, as they have legal advice to the contrary, she would not be actioning retrieving signed copies of all contracts across the Trust.

SB commented that it was extraordinary that any member of staff would not have a contract, to which AL clarified for the Board that all staff have contracts and the Trust holds a copy of each, just not necessarily a signed copy, adding that they do not have the capacity to chase the return of that many signed contracts when they are not a legal requirement.

SB thanked AL for her clarification.

*SB – What information regarding family members do they say is needed for compliance?*

AL commented that, in brief, further information was required surrounding spouses' careers and the like in order to be cognisant of any opportunities whereby a spouse's company may be awarded a role thus benefiting the Trustee.

LH questioned this additional gathering of information, noting that the Trust already used a declaration document that was not unilateral to them, rather it was used across many Trusts nationwide. LH commented that gathering and holding unnecessary information could be in contradiction with GDPR.

AC agreed, adding that it was inherent within their current declaration document that all Trustees are expected to consider the roles of their partner and any conflicts they may present.

*LH – I believe that our current position is compliant and that they should explain why it is deemed necessary before we undertake any further work.*

AL commented that she understood both AC and LH's perspectives on this but noted, likewise, she understood why the auditors had focused on it as it is currently a DFE focal point as there had been some high-profile cases in recent years of Trustees awarding high-paying contracts to family members. AL explained that she would

	<p>follow up on the work as, though she could tell auditors that their systems are robust, without that follow up she could not evidence it.</p> <p>AL thanked the audit and finance teams for the work on the end of year accounts and the financial audit, noting that the work was difficult and that the results were a real reflection of the outstanding work they do on behalf of the Trust each year.</p> <p>LH concurred with AL that the work undertaken was of the highest quality and the minimal nature of the issues highlighted reinforced the strength of the team and their work.</p> <p>AC invited the board to present AL with any further questions they may have regarding the audit, for which there were none.</p> <p>The board confirmed that they were satisfied with the audit and for the changes to the terms of reference to be implemented. The board approved the audit.</p> <p>AC extended thanks to AL and to AP and the committee for their audit, commenting that it was testament to the ongoing substantial and effective work of all involved.</p>	
6	<p><b>To receive the Annual Audited Accounts for the period 1 September 2022 – 31 August 2023</b>, including the Trustees' Annual Report and Financial Statements</p> <p>Having provided the report in advance of the meeting for Trustees to read, AL noted that she would not examine it in its entirety for the board, rather she would draw focus on key points for clarity.</p> <p>Drawing the board's attention to page 36, AL noted the reference to the net movement of funds and an increase of £10million in additional funds, explaining that this was due to Folly View school being added to the balance sheet last academic year. AL informed the board this was highlighted in the accounts.</p> <p>Next, AL invited the board to look at page 38, noting that once more the increase seen was as a result of acquiring Folly View.</p> <p>AL informed the Trustees that the LGPS deficit had reduced once again, which she commented was a bonus and due to the return on investments for that piece.</p> <p>AL commented that, overall, the Trust was in a better place financially than they had expected last year, and that they had returned a surplus. AL recognised that it may appear that their reserves are too high at present, however noted that there were elements of risk for which the reserves helped to protect against. One of the most substantial risks, AL commented, was pupil numbers being down this year which would reduce funding received for next year. AL noted that there would be budgeting undertaken after Christmas to analyse their expenditure and ensure it matched the funding expected. Furthermore, AL informed the board of an upcoming risk to their</p>	

reserves surrounding the IT refresh that needed to be undertaken, explaining that 90% of the IT across the Trust required replacing by October 2025 as, beyond then, nothing older than Windows 10 would be maintained. AL noted this was expected to cost them up to £50,000, and so would have a significant impact on reserves, particularly with refreshing FCC who have up to 10 IT suites on site.

*AC – Thank you. Would you be able to provide a ballpark figure on the pupil number risk posed to the reserves, for clarity?*

AL noted that FLT were down by around half a million pounds by comparison to what was budgeted in their three-year prediction, due to the predicted pupil numbers not being realised. AL noted that numbers for FCC were the biggest concern, followed by Watchfield and Shrivenham, further noting that Shrivenham had been expected to grow to 1.5 form entry in September 2023 and yet had not even reached full one form entry. AL explained that it was difficult to predict as, similarly, they had increased John Blandy's (JBL) entry to 1.5 form a few years back and, in vast contrast with Shrivenham, JBL Headteacher Suzanne Elliott (SE) was already concerned, with a couple of months left before the admission deadline, that she was almost at capacity. AL informed the Trustees that the number of pupils for the Faringdon Primary schools was not as high as they had expected either, so there was real uncertainty going forward that was difficult to mitigate against. AL noted that OCC were expecting an increase in pupil numbers across the County the following year, but how that would translate to FLT's figures was uncertain yet. AL commented that work would need to be undertaken to look at FCC, Shrivenham and Watchfield and how to progress based on the numbers and cut costs and potentially staffing too.

*SB – Why are we seeing a sudden reduction, is it to do with the birth rate? Will we see a spike again in the coming years because of an increased birth rate after covid?*

AL responded that they were due to see a reduction in the number of reception age children over the coming years due to a decline in birth rate, explaining that they had expected to be somewhat protected due to the rate of housing development within the area, however that protection had not materialised, recognising that though the housing was there it was impossible to predict whether those houses will be filled with children. Regarding covid, AL commented that it was possible they may see an increase but that would not be for another couple of years yet.

LH concurred that there was little that FLT could do in terms of mitigating against birth rate changes, other than revising admission numbers. LH questioned if it was worth revising admission numbers across more of their schools, noting that maintaining higher admission numbers but with half empty classrooms could, optically, be damaging.

AL noted that they had decided to do so, changing The Elms from two form entry down to single form entry, and Watchfield from two form entry down to one and a half form entry. AL commented that they would need to monitor the situation at Longcot, noting that their latest

Ofsted rating – requires improvement – could impact the numbers going forward. Regarding Shrivenham, AL noted that they would not change the pupil admission numbers (PAN) but would not hire any additional teachers if the pupil numbers reduced, noting that they had a protective factor in that they were opening a nursery at the school in January. AL informed the Board that Ashbury currently had low pupil numbers, but no decision on PAN had been made yet. Lastly, AL noted that JBL and Buckland would remain as they currently are. She informed the Board that it was difficult for schools in FLT to increase pupil numbers due to the geographical location of the schools, noting that if a school drew in pupils from an alternative catchment that was still likely to be within FLT, not from an outside Trust, so the impact at Trust level was negated.

*SB – Could you clarify the benefit of lowering the PAN at a school?*

AL explained that it protected the school by allowing them to ensure they could plan accurately for how many teachers they needed and, thus, protected their budget.

RE concurred, adding that the worst scenario would be to have a year group with thirty-two pupils, meaning they would have to hire two teachers when, had they capped the PAN at one form entry, they could have a full thirty pupils and the expenditure of only one teacher.

AL explained that across the Faringdon Primary schools they had chosen to attempt to fill one of the schools and protect the other, which was not an ideal situation but was a proactive decision that was deemed a necessary protective factor.

*SB – Thank you for your clarification. Would you be able to redeploy staff across the Trust within their contracts?*

AL explained that all staff are employed by FLT rather than by their individual schools and so, should they need to reduce staff numbers, they would always look to redeploy first and to avoid redundancy.

*SB – That is good. If a member of staff refused redeployment would that be constructive dismissal?*

AL noted that, due to the locality of the schools in the Trust it would be both difficult and unlikely for anyone to refuse redeployment.

Regarding the reserves held by the Trust, LH commented that if large quantities of money were being assigned to specific needs, then she felt it necessary to be transparent about how much money was being assigned to each area. LH commented that, prior to the prevalence of academies, when a school built a large reserve there was a requirement to provide a profile of how they planned on using the finances, noting that she felt it would be a pertinent piece of work for FLT to look at, considering the ample reserves.

AC concurred, adding that this had been discussed a year back with the resources committee, though noting the necessity to revisit it now that the reserves have grown even larger. AC commented that there ought to be a time-defined plan in place to show that they are not over-building their reserves, rather that they are protecting against

	<p>large upcoming expenditure. AC asked AL to action resources link Trustee, JN, and Chair of Resources, Tim Clark (TC), to write a report, by March, defining where the reserves are and where they are expected to be assigned ongoing. - <b>Action</b></p> <p><i>LH – That sounds a worthwhile task. Do we also need to be adding into next year’s report some clarity as to why we are continuing to hold on to such high reserves?</i></p> <p>AL noted that they would be doing so, adding that they had been clear in the current report that the reserves had been built for the purpose of the upcoming IT expenditure. AL further noted that they expected to have multiple deficit budgets across the schools in the Trust in the P3 report, which she expected to issue to Trustees before Christmas. AL explained that the deficits expected were due to struggling for the necessary funding for SEND, and due to the back-paid pay increases which were about to be issued.</p> <p>AC asked AL how the Trust plan, going forward, on mitigating against another instance of huge expenditure on resources such as IT, should another update occur.</p> <p>AL responded that Sweethaven had undertaken a rag-rating exercise on the Trust’s IT, rating it either ‘Red’ or ‘Amber’, noting that the figures for updating IT only included the cost of replacing those units rated as ‘Red.’ AL noted that she was in the process of building a business case surrounding how they approach and plan future updates, further noting that the hope was to replace all the systems that need updating in Primary Schools this year as they are fairly minimal, with half of that in FCC being done this year and the second half next year, to spread the cost.</p> <p>RE asked AL if the copper wiring would need replacing also to which she noted that it did not, it was only the physical kit that must be updated.</p> <p>AC commented on the necessity of a regular IT investment to protect against these huge costs being incurred.</p> <p>AL concurred, commenting that she would soon be having a strategy meeting with Sweethaven to plan for a regular cycle of IT updates and replacements.</p> <p>Trustees approved the document as accurate and AC extended thanks to AL and all involved for their efforts in bringing together the report.</p>	<p><u>AL / JN</u></p>
<b>Trust Board Matters</b>		
7	<p><b>Events in hand:</b>  <b>Merger discussion meeting – 19<sup>th</sup> December 2023</b>  <b>Second merger discussion meeting – 9<sup>th</sup> January 2024</b>  <b>FLT Board Meeting 18<sup>th</sup> January 2024</b></p> <p>AC informed the Board that a decision on the progression of the merging of FLT and the VAT would be made in January and that, in anticipation of this decision, he was keen to ensure that the Trustees were allowed the necessary time to discuss and debate the pros and</p>	



	<p>cons of either decision, to merge or not. AC added that he had chosen to invite the Members to both extraordinary meetings pertaining to the merger to ensure they maintained a good oversight of the discussions and the decision. AC added that the decision was needed by the Trust Board meeting scheduled for the 25<sup>th</sup> January, 2024.</p> <p>Furthermore, AC noted that RE had been providing Trustees with a deeper understanding of the benefits of merging. AC commented that a joint session across both Trusts the previous week had allowed for insight into how Trustees would manage a significantly bigger Trust. AC explained that, during the extraordinary meetings on the merger, they would discuss the work the central team have been conducting on possible central structures for a merged Trust, noting that LW and AL had been key in working on this.</p>	
<b>AOB</b>		
	<p><b>As notified to the chair before the meeting</b></p> <p><b>Senior officers pay structure review.</b> AC informed the Board that this was an agenda point as they were looking to proactively work towards agreeing a definitive pay structure for senior officers going forward, noting that this was something that had been pending for a couple of years and that it was felt that now was a good moment to investigate it further and progress it.</p> <p>AL noted that she would conduct some research in collaboration with Jean Creagh (JC) HR Consultant as there were already some pay structures available that they could analyse and collate information regarding before presenting Trustees with a recommendation in the new year.</p> <p><i>SB – Who would fall under the category of ‘senior officer’?</i> AL confirmed that that would be one of the items she would be researching.</p> <p>AC noted that, though they have maintained their current structure a long while, with potential impending changes they felt it presented an opportunity to commission the work into analysing alternatives and expanding what was available to them.</p> <p><i>LH – Will we be looking at actively stepping outside the green book when investigating alternatives?</i> AL confirmed this was a possibility, noting that there were schemes in place externally with Hayes, and an LGA Senior Management scheme, and so it would be a case of investigating the structure of those schemes and seeing which would align most closely with the principles of FLT.</p> <p><i>SB – Would there be statutory capping in place?</i> AL noted that there was no set guidance surrounding this and that Trusts were not bound to using the green book and could even choose to put all staff on their own pay scale, however to progress</p>	

any drastic changes such as that they would need to negotiate the changes with the Unions.

*SB – I noticed at a school from outside the Trust the Headteacher had made a declaration that he was earning six figures, is that mandatory?*

AL confirmed that it was, noting that anyone within the Trust earning six figures must declare it on the website for total transparency.

*PT – My only concern is, if you are conducting this analysis and presenting options AL, rather than an external body, are you placing yourself in a vulnerable position?*

AL noted that she would not be making any final decisions as that would be the prerogative of the Board and, therefore, she did not feel that she would be left in a vulnerable position.

AC added that it may be prudent to also bring in someone external to ratify any decisions.

*LH – Though I completely understand the basis for getting external schemes to use as a template, will we also be looking to work with larger Trusts who have their own individual schemes in place?*

AL noted that they had discussed briefly with The River Learning Trust, who had paid to have their own scheme created, however commented that this was not a viable option for FLT as they were not financially able to do so. AL explained that she planned to meet with Acer Trust to collaborate during the initial period of investigating alternatives, but that they would then go their separate ways. AL informed the Board that they were seeing increased appetite in schools across the County for renewing their schemes as they were finding it difficult to hire to executive posts due to the salary constraints.

*LH – Are we investigating how we approach the terms and conditions surrounding the employment of our non-teaching staff too?*

AC responded, noting that the objective of the work being undertaken by AL would be to have a fair, equitable, transparent set of principles that allowed them to fairly reward all posts within the Trust.

*SB – Would considering less direct financial benefits be an option? It could increase the appeal of the positions when recruiting if there were added benefits.*

AL explained that she would be reluctant to offer benefits as it would be considered a more novel and, potentially, contentious avenue which could likely attract scrutiny from the DFE, whereas their intended proposal lies within what the DFE expects.

LH added that often a headline salary is a more attractive prospect than a benefit package and makes a bigger difference to the candidate.

AC thanked AL for her work on this, both that already completed and ongoing, and noted that they would put time and effort into ensuring

	that they chose the best possible option when it came to implementing the change.	
	<b>Future FLT Trustee Meeting Dates 2023/23</b> <b>Merger Discussion – 19<sup>th</sup> December 2023 via Teams 6.30pm</b> <b>Merger Discussion – 9<sup>th</sup> January 2024 at FCC 6.30pm</b> <b>Trustee Board Meeting – 25<sup>th</sup> January 2024 via Teams 4.30pm</b> <b>Trustee Board Meeting – 21<sup>st</sup> March 2024 via Teams 4.30pm</b> <b>Trustee Board Meeting – 9<sup>th</sup> May 2024 at FCC 6.30pm</b> <b>Trustee Board Meeting – 11<sup>th</sup> July 2024 at FCC 6.30pm</b>	
	<b>MEETING END 18:43</b>	

Signed and Approved by: