



**Minutes of the meeting of the Board of Trustees
held on Thursday 10th May 2018 at 5.30pm at Monk Fryston CE Primary School**

Present:

Clare Thornton-Eckford	Trustee and Chair
Richard Coy	Trustee
Frances Dodd	Trustee
Simon Peacock	Trustee
Alison Smith	Trustee
Peter Wilson	Trustee

In attendance:

Martyn Sibley	CEO
Melissa Boyes	CFO
Rick Weights	Headteacher, Monk Fryston CE Primary School
Salli Radford	Clerk, Head of Governor Services CYC

1. Welcome, apologies for absence and declarations of interest

Apologies were received, with consent, from Tom Fielden, Nick Shephard and Karl Shields. It was noted that Frances Dodd had sent notification that she would arrive late.

There were no declarations of interest.

2. Election of Chair and Vice-Chair

Clare Thornton-Eckford was unanimously elected chair of the Board to 31st August 2019.

Proposed: Alison Smith

Seconded: Peter Wilson

Nick Shephard was unanimously elected vice-chair of the Board to 31st August 2019.

Proposed: Clare Thornton-Eckford

Seconded: Peter Wilson

3. Formal approval of minutes of the Shadow Board of Trustees

9th April 2018 – Previously distributed. The minutes were agreed to be an accurate record and were signed by the chair.

23rd April 2018 – Previously distributed. It was agreed that item 9c, Proposed Trustee Sub-Committee Structure, be amended to more accurately reflect the position of the Diocese in relation to the requirement to consider a Church Schools Scrutiny

Committee. **The Clerk would action this and provide an amended copy of the minutes for signing.**

4. Formal adoption of Trust Governance Documents

The Board formally ratified Trust Governance Documents developed in advance of establishment of the MAT on 1st May 2018:

- a. **Articles of Association**
- b. **Memorandum of Understanding**
- c. **Commercial Transfer Agreements**
- d. **Academy Leases**
- e. **Master Funding Agreement**
- f. **Supplemental Funding Agreements**
- g. **Deed of Undertaking** – Previously distributed. The Clerk distributed Trustee Deed of Undertaking forms for completion and return.

5. Governance

- a. **Schemes of Delegation for individual academies** – Previously distributed. The Clerk advised that two versions of the Scheme were being developed to meet the specific needs of the Church and non-Church schools. **Schools would be provided with a personalised Scheme as soon as this process had been completed.**
- b. **Local Governing Body membership** – Previously distributed. Trustees discussed communication with headteachers and chairs of governors regarding governance arrangements, agreeing that this should remain a supportive process during the summer term to ensure continuation of relationships. **The Clerk would provide schools with advice on the mapping of governors across to the new LGB structures and would support the process of Trust board ratification of LGB membership following conversions.**

Trustees agreed that serving governors would continue their current terms of office within the new structures.

It was noted that Trustees currently serving on the governing boards of schools joining the MAT would step down from their LGBs on conversion.

- c. **MAT Board Sub-Committee membership / Skills Audit outcome** – Previously distributed. Trustees agreed to establish two sub-committees and agreed membership:

Resources Sub-Committee
(to include Audit)

Richard Coy
Tom Fielden
Peter Wilson
Simon Peacock

Education Sub-Committee
(to include Church Schools Scrutiny)

Alison Smith
Clare Thornton-Eckford
Frances Dodd
Nick Shepherd

Frances Dodd joined the meeting at 6.00pm.

- d. **Trustee visits to schools** – Martyn Sibley proposed that Trustees join him on visits to schools during the summer term as a priority. **Trustees discussed options to enable them to get to know schools joining the MAT, asking Martyn to arrange visit dates for circulation to Trustees.**

6. Confirmation of key appointments

The Board formally ratified key temporary appointments to 31st August 2019:

- a. **Accounting Officer (Martyn Sibley)**
- b. **Chief Executive Officer (Martyn Sibley)**
- c. **Chief Finance Officer (Melissa Boyes)**
- d. **Company Secretary (Melissa Boyes)**
- e. **Clerking Service for the Board of Trustees (City of York Council Governance Services)**

Agreed contracts - Melissa advised that a number of contracts had been agreed on behalf of the Trust:

Lupton Fawcett	Solicitors	Conversion process
Sage for Education	Accounting	Three years
BPS	Business planning	Three years
Judicium	GDPR	Three years
Lloyds	Banking (to include online banking and BACS payments)	No minimum
Sagars	External audit	One year
MAC Consulting	Condition surveys	Conversion process
RPA	Insurance	Three years
MARSH	Insurance – auto and travel (non-UK)	Three years

Continued use of NYCC services – Melissa advised that a number of contracts with NYCC had been continued for a period of one year:

- HR Advisory
- Payroll / ESS
- Health and Wellbeing
- Everybody Benefits
- PAFA (Union Facility Cost)
- Evolve
- Health and Safety
- Educational Psychology
- Legal

Martyn updated Trustees on work being undertaken to evaluate aspects of the NYCC Education and Skills offer and the option to access services from alternative suppliers. It was noted that it was necessary to ensure that the quality of educational provision within the MAT was externally assessed at an early stage. Trustees discussed the options being considered by Martyn and the headteacher group.

Trustees ratified continuation of the contracts detailed.

Martyn advised that engagement of a PR company was being considered along with a number of other optional contracts. Melissa outlined the number and variety of small contracts requiring rationalisation across the MAT.

7. Finance update

Melissa Boyes advised that, though four conversions had now taken place, GAG funding would not be received until 11th May. Melissa advised that operating income was being accessed from the Lloyds bank account in the form of working cash from conversion grants. It was noted that cashflow would require careful monitoring initially as NYCC would hold school reserves during reconciliation of final accounts.

Melissa advised that the next wave of conversions included a school with a significant deficit. It was noted that NYCC would receive an element of the school's GAG funding each month as repayment of this deficit, with this creating a cashflow issue relating to the school as minimal funding would remain once salaries had been paid.

Melissa recommended considering deferment of this conversion to wave three to enable a full analysis of the financial position. Martyn Sibley advised that he had spoken with the Headteacher and Chair of Governors at the school and that they understand this position and supported deferment, which Lupton Fawcett would also agree.

Martyn proposed deferment of the conversion of Sherburn High School from 1st June to 2nd July. This was agreed.

Trustees discussed the finance update, seeking clarification of the release of reserves held by NYCC. Melissa advised that a business case had been put to NYCC regarding the release of Tadcaster Grammar School reserves as soon as possible. It was noted that the school account would be closed during the week commencing 14th May to expedite the release of these funds to the MAT.

In response to a question regarding the future financial plan for Sherburn High School, Melissa advised that budget forecasts showed the school delivering a balanced budget in 2019/20. Martyn outlined the improving reputation of the school and the resulting increased student intake.

Melissa advised that payroll was being prepared for a test run on 14th May, outlining some issues with ESS as payroll provider. Melissa advised that the service was being monitored, expressing some concern.

8. Update on conversions due to take place on 1st June and 2nd July 2018

Martyn Sibley advised that the first four conversions had gone smoothly, that branding had been agreed and the website made live. It was noted that communication mechanisms were being developed for the MAT.

Headteacher appointments – Martyn advised that Ian Yapp had been appointed Executive Headteacher for Saxton Primary from 4th June.

Martyn advised that a Head of School had been appointed for Tadcaster Grammar School, with a handover being undertaken to release Martyn to fulfil the CEO role four days a week from 4th June.

Team meetings – It was noted that the first core team meeting had taken place, with Rick Weight and Melissa Boyes joining Martyn on this group. It was also noted that the headteacher group would meet weekly.

Kick Off event – Martyn advised that a “Kick Off” event at Allerton Bywater was being arranged for 9th July for trustees and governors.

MDIF Bid – It was noted that formal notification had been received that funding resulting from the MDIF bid would be paid shortly.

Risk Management – It was noted that risk management software was being investigated as well as business management software to include asset management support.

SIAMS – Martyn advised that he had attended SIAMS training, with this being very helpful. Alison Smith suggested that a member of the Diocese team provide Trustees with a presentation on their responsibilities relating to Church schools, including SIAMS and the new inspection framework from September 2018.

Communication with parents – Trustees considered communication with parents during the establishment of the MAT and whether the reasons for forming the Trust were understood. Trustees noted that information was available on the MAT website and had been shared with school communities during the lead up to conversion. Trustees discussed the mechanisms available to enable regular communication with stakeholders including a newsletter or similar publication. Martyn agreed to give this further thought.

Second wave of conversions – conversion documents – Previously distributed. Richard Coy was authorised to sign the leases and attached plans relating to the second wave of conversions. It was noted that CTAs would be authorised between meetings.

9. Policies and procedure

a. **MAT Complaints Policy** – The Clerk recommended a three-stage process which included a final appeal to a panel of governors, including at least one governor from another school within the MAT, advising that this would comply with DfE requirements. Trustees agreed to adopt a three-stage process as outlined, with the procedure to include an expectation that a statistical report of complaints would be provided termly by headteachers to LGBs (Stage 2 and above) and to the CEO (Stage 3). **The Clerk would provide a draft procedure for consideration at the next meeting.**

b. **Whistleblowing and other HR Policies** – Martyn Sibley advised that all NYCC HR policies were being carried forward in the short term, with rebranding for the MAT. It was noted that revised policies would be taken to the Board for approval as they were made available. Trustees noted that the policies being carried forward included:

- Flexible Working
- Reorganisation, Redundancy and Redeployment
- Attendance
- Capability
- Discipline
- Leave
- Pay

It was noted that the Resources Sub-Committee would hold responsibility for oversight and implementation of the Pay Policy.

Melissa Boyes advised that staff transferred to the MAT via the TUPE process would retain their current contractual arrangements but that newly-appointed staff would be provided with new contractual terms. Trustees noted the need to consider the implications of this situation at Resources Sub-Committee in the future.

- c. **Policy checklist for information** – Previously distributed. Trustees noted the checklist, which would be updated as policies were approved. **The Clerk would check the list against the Scheme of Delegation.**

10. Any other business

- a. **Appointment of Sherburn High School Headteacher** – Martyn Sibley advised that Miriam Oakley’s appointment as a Trustee had been deferred as Miriam had put herself forward as a candidate for the headship at Sherburn High School. Martyn advised that Miriam had been successful in her application and had been appointed earlier in the day. It was noted that both Martyn and Clare Thornton-Eckford had been involved in this process at the invitation of the governing board and considered the appointment to be very positive.
- b. **Resignation from the Board - Karl Shields** – Martyn advised that Karl Shields had communicated an intention to resign from the Board for personal reasons. Trustees noted the context for this decision, agreeing to reluctantly accept Karl’s resignation and extending an invitation to Karl to return to the board at a future date.

11. Date and time of next and future Board meetings

Thursday 21st June 2018 at 5.30pm – Kirk Fenton Primary School
Thursday 19th July 2018 at 5.30pm – South Milford Primary School

Trustees considered a cycle for meetings during 2018/19, agreeing to provisionally arrange half-termly meetings of the Board of Trustees and of each of the two sub-committees. The Clerk would take this forward.

It was noted that the AGM would take place in the week commencing 10th December. The Clerk would check the availability of Members and circulate options to Trustees.

The meeting closed at 7.30pm.

Clare Thornton-Eckford

21st June 2018

Chair

Date