

**STAR MAT Board of Trustees**

**Minutes of the meeting held Monday 27<sup>th</sup> April 2020 at 5.30pm via Google Meet online platform**

**Present:** Clare Thornton-Eckford (Chair), Nick Sheppard, Alison Smith, Peter Wilson, Frances Dodd, Simon Peacock, Richard Coy, Deborah Hastie, Tom Fielden

**In attendance:** Martyn Sibley (Chief Education Officer, STAR MAT)  
Melissa Boyes (Chief Operating Officer, STAR MAT)  
Ian Yapp (Chief Education Officer Designate, STAR MAT)  
Iain Tessier (Clerk, Governance Advisor – STAR MAT)

**1.0 Welcome, Apologies for Absence and Declarations of Interest**

The Chair welcomed all to the meeting. All Trustees confirmed that they could be seen and/or heard. The Chair outlined meeting etiquette so as to ensure that all Trustees had the opportunity to speak. The Chair wished, for the purposes of brevity, to work on the basis that all Trustees had read the various papers that had been circulated prior to the meeting. Trustees confirmed they had read the documents. The Chair emphasised the need for meeting business to remain confidential.

1.1 There were no apologies. There were no declarations of interest.

**2.0 Minutes of the Last Meeting – 21<sup>st</sup> January 2020**

**2.1 Resolved:**

Trustees agreed that the minutes of the meeting, held on 21<sup>st</sup> January 2020, were a true and accurate record of that meeting. The Chair was duly authorised to sign the minutes. Trustees also approved the confidential minutes arising from that meeting and the Chair was duly authorised to sign them.

**2.2 Resolved:**

Given the cancellation of the FAR Committee meeting on 17<sup>th</sup> March and in the interests of having the formal record of the meeting available in the public domain, Trustees took the opportunity to approve the FAR Committee meeting minutes dated 2<sup>nd</sup> December 2020. The Committee Chair was duly authorised to sign the minutes.

**3.0 Action Points and Matters Arising**

3.1

Action Points from the Meeting	Status
Complete online safeguarding training	Mr Sheppard had completed his training. The Chair acknowledged that she still needed to do this.
Arrange one-to-one with Julie Charge (governor applicant). GA to send recent governor applications to the Chair	Completed. Governor appointments was on the agenda.
Protocol outlining how Trustee links to schools should be managed. GA to add Trustees to LGBs on Decision Time thereafter	The protocol had been circulated and the CEO would be notifying Headteachers.
Crib sheet to support LGBs monitoring curriculum roll-out in schools	Completed.
Exceptional circumstances clause to be added to the Expenses policy	Completed.
SCA scheme bids to Trustees for information	Circulated.

**ACTION**

**CT-E**

#### **4.0 Chair's Actions for Reporting and Recording**

Trustees had provided consent for the Chair to take critical actions on behalf of the Board under Article 105 until such time as formal meetings could be re-established.

- 4.1 The COO had circulated a decision log outlining the actions taken by the Chair since 17<sup>th</sup> March. Trustees were satisfied with the decisions taken and no comments or challenges were lodged. The COO wished to draw particular attention to the two confidential HR-related matters in the log, noting that the Chair had approved these items upon recommendations received by the school in question. Again there were no issues raised.

#### **5.0 Covid-19 Update**

A full report outlining contingency measures and key information had been circulated prior to the meeting. As the CEO had been absent initially due to sickness, he deferred further comment to Mr Yapp who, as CEO designate, had taken much of the initial lead on the matters in hand. Trustees wished to take the opportunity to thank Mr Yapp for stepping up at the outset.

- 5.1 Mr Yapp wished to highlight that the MAT was working closely with NYCC emergency planning. This link would become very important as the conversation turned to the logistics of a return to school. Beyond this, Mr Yapp pointed to the fact that the numbers of pupils in the schools were now slightly higher than those indicated in the report – 56 in schools this week, 16 of them designated vulnerable learners. It remained important to try and get these latter students in to the schools. Things continued to work well from a facilities perspective.

- 5.2 The COO made reference to the FSM vouchers scheme (in finance papers). The Trust was moving towards utilising the national scheme. The Trust had to ensure that children and families were fed. Brayton had been closed due to a spate of illness that had prompted the need for a deep clean. All of the schools were now open except Saxton, with those pupils attending Monk Fryston. School staff were happy enough with the rota arrangements etc. There were no major sickness/absence issues to report. However, there was concern over the talked about return to schools.

- 5.3 A Trustee asked about home learning and consistency of provision therein. Mr Yapp acknowledged that this had not been approached from a central perspective, although staff had been supported as necessary to deliver material through Google classroom. Headteachers would be reporting locally to their governors on this in due course. Had there been a consistency of delivery – the Trustee expressed some doubts about this from what she had seen and heard? Mr Yapp was sure that there would have been inconsistency – this was dependent upon individual circumstances. The priority had been to keep schools open for vulnerable learners and the children of key workers. The CEO recognised Trustees' concerns but did wish to note that schools had been formally closed and that, despite best endeavours, school staff and indeed pupils should not be challenged about what had or had not been delivered during lockdown. It was for local governors to examine the effects from this period with Headteachers and for Trustees to look at the broader picture thereafter.

- 5.4 A Trustee asked about the Zoono spray. The COO said that the cleaning contractor had stepped in and recommended its use. This was a non-alcohol based application that was proven to kill viruses. One application lasted 30 days on surfaces. It was recommended that it be used in all areas of the schools prior to reopening. The Trust could reclaim the costs associated with this.

#### **6.0 Finance Update**

Prior to the meeting Trustees had received a Budget Summary report for schools, the Trust's Management Accounts and an overall finance update.

##### **6.1 Management Accounts**

The COO said that everything was proceeding as anticipated.

##### **6.2 Revised Budget**

The ESFA had removed the need for Trust's to submit their revised budgets due to Covid-19, however the Trust was in a position to report its revised position. There had been some changes to

the numbers quoted for some of the schools since the mandatory closure. These changes primarily revolved around loss of non-grant income. This was quite substantial for some schools, such as Riverside, who had a popular wraparound care provision. Suffice to say, with all the uncertainty, income streams remained a big risk factor moving forward. Lettings, catering, wraparound care income were all likely to take a big hit. There had been some discussions about furloughing staff and this would be addressed shortly. In essence though, staff linked to grant income could not be furloughed. Also, RPA insurance would not cover for loss of certain revenue as previously thought. Making the assumption that furloughing was not possible the Trust was looking at an overall budget carry forward of £272.4k. This represented a slightly better than break-even position for the year but was worse than the circa £322k carry forward indicated in the report. The overall yearly break-even position masked some quite sizeable differences in the relative budget positions of some schools. As Trustees could see from the individual breakdowns in the report, certain settings were looking at quite substantial deficit positions. The ongoing turbulence was likely to make things even more difficult for schools in that position. Some large-scale decisions would likely be required moving forward in order to aid budget recovery.

6.2.1 A Trustee asked about progress on the projected savings mapped out earlier in the year. The COO was frank about the fact that such savings had largely not been realised, both at an individual school and Trust level. Partly things had been undone by Covid19, partly things had been complicated by a lack of central capacity and some contractual and HR issues.

6.2.2 Should loss of income due to business interruption be covered under RPA insurance? The COO replied that RPA had been very good and very supportive, as far as possible. Everything covered under the policy had been honoured. Did the Trust Board want to look at loss of revenue as bolt on product going forward? The COO was open to that discussion, bearing in mind it would result in a higher premium and the budget was very tight. Mr Yapp felt that it might have to be considered when there were many schools whose budget position was going to be undone through an inability to generate their usual income. Maybe the answer was to have an internal mitigation fund that did this job without the need for formal cover. Trustees were supportive of the latter. The matter was held in abeyance.

6.3 Trustees discussed the remaining options re: furloughing staff. The Chair canvassed opinions.  
**Resolved:**  
Trustees supported the COO in making attempts to furlough eligible staff, in accordance with the job retention scheme.

6.4 **Resolved:**  
Trustees approved the revised budget position, including the schools' revised positions therein.

## 7.0 HR Update

### 7.1 New MAT roles from September

A full business support proposal had been circulated prior to the meeting. Referring to the proposal, the COO said that the Trustees could not delay a decision pending a more formal presentation from leadership. Even with the COO operating full time until further notice, the Trust only had 2.3FTE equivalent to manage the business functions of the Trust on behalf of the schools. Being candid, the COO said that they could not deliver for stakeholders with this capacity. This was being noticed by the schools and generating disquiet. The Trust was effectively 'stuck' on the finance cog and had not been able to address Estates, HR and contracts in the way that was needed. The COO was mindful that every pound mattered when it came to frontline education delivery but the expansion of the back office function was absolutely necessary. Part of this expansion programme would involve re-evaluating the business and administrative functions locally in schools. This part of the equation would not be ready for delivery in September though as it was a big task with many HR-related aspects – some of them challenging. Whilst schools remained closed there was no realistic way of getting the ball rolling, however, this should not prevent the Trust deciding what it needed in terms of the central team function etc.

7.2 The COO would be talking about Estates in due course and this aspect of service delivery had already been finalised and would be led in-house. There would be huge benefits of having someone to focus exclusively on this. HR delivery would largely not be in-house and this would be covered under the agenda item on contracts. Speaking of contracts, the COO believed that the Operations and Compliance Manager was vital to drive this work forward on behalf of the Trust and its schools. Likewise, the full-time Executive Assistant role, incorporating PA support for the CEO, policy co-ordination and recruitment support was very much needed. The COO also needed to bring on board a Financial Accountant. There were good potential internal candidates for all of these roles and others besides.

7.3 The Chair commented that the final version of this plan came as no surprise to everyone, given what Trustees knew needed to happen. The big question was could the Trust afford it? The COO replied that the Trust needed to afford it in order to deliver the services to schools that were promised. The alternative was to go back and tell them what would not be provided. Then the questions would come in as to what the point of the Trust was. Given the hike in costs, how could the plan be afforded? Put simply, the Central Service Fee would have to go up. The exact details of this increase would need debating at the next FAR committee meeting. Schools' income was going up and part of that would be needed to afford the enhanced team.

7.4 A Trustee sought assurance over the recruitment process – it had to be right and proper. The COO assured Trustees that it would be. Any internal process would be open to all staff and involve application and interview.

7.5 **Resolved:**

Trustees approved the new Trust back-office structure and roles as per the proposal.

HR Scenarios (staff absences during school closures)

7.6 Currently the Special Leave policy did not include a clause linked to payment for casual relief staff during a school closure. Mr Yapp noted that some of these staff were anxious about having to come in during the current situation. HR advice had been sought and a proposal circulated to Trustees, with commentary where appropriate. In essence, the recommendation was that absence should be authorised but unpaid.

7.6.1 Trustees debated the guidance from EPM, with input from executive leadership. Those Trustees with specific knowledge of HR processes were asked for their views and interpretations.

**Resolved:**

Trustees agreed to proceed with the recommended stance, this to be effective from 1<sup>st</sup> May.

7.7 With respect to casual exam invigilators, there were two options linked to a recommendation around offering a retainer. One option involved offering 80% of earnings and the other involved a flat fee depending upon whether the individual was full time or part time. There was no industry wide standard to call upon. A Trustee favoured a goodwill flat fee payment but only on the basis that they returned to offer their services next year. Several Trustees favoured this option, however, some Trustees believed that no payment should be given as work had not been completed. The COO pointed out that the schools had grant income to cover their costs and the CEO noted that these staff were well trained and difficult to recruit – it was worth thinking about retaining their services. Could these individuals be furloughed? The COO did not think so and, in any case, they were effectively on zero hour contracts and so would not get any relief payments. The secondary heads were certainly keen to do something that retained their services. Having established that a retainer payment would be fair, Trustees then debated the level of this payment. Two proposals came forward – one for 50% of expected earnings and one which involved full-time invigilators getting £200 and their part-time colleagues £100. The Chair canvassed opinions.

7.8 **Resolved:**

Trustees approved retainer payments for invigilators as followed:

Full time - £200

Part time - £100

AVEC to be asked to oversee a contract to this effect and to ensure that individuals be required to

return such payments if they did not provide invigilation the following year.

*(Post meeting note: Upon making further enquiries, the COO discovered that this course of action was not permitted. A further proposal would be put forward in due course if possible).*

**7.9 Resolved:**

The National Living Wage uplift for cleaning staff was approved.

**8.0 Safeguarding**

8.1 The CEO noted that Cayte Mulhern had taken up her Trust safeguarding lead post. Ms Mulhern, the CEO and Mr Yapp had discussed a work scheme for the summer term. There would be staff training across the piece. Ms Mulhern was overseeing the rollout of CPOMS across the Trust. There was also the intention to look at DBS and SCR protocols to ensure greater consistency across the Trust.

8.2 A policy addendum for the Child Protection policy had been put forward, reflecting a need to clarify the position in certain areas due to school closures and the ongoing Covid 19 situation. Trustees asked how this was being communicated to stakeholders. The CEO replied that it was to be raised at the upcoming heads' meeting and via normal channels. There would be a sign back sheet for staff to complete and return to DSLs to say that they had read it.

**Resolved:**

Trustees approved the policy addendum.

8.3 A Trustee asked about the passage linked to attendance in the addendum. It could be perceived that schools were 'excusing' themselves from monitoring engagement in offsite learning. Mr Yapp clarified that in the current period schools had a duty to monitor and address concerns around the attendance of vulnerable learners and were doing so; beyond that schools were formally closed and there was no formal duty around attendance or engagement. Mr Yapp added that leaders had acknowledged concerns about potential safeguarding issues in their community but it was simply not feasible to check the status of every single child. The CEO said that leaders had to be mindful of overreach and setting expectations for staff that were not enforceable. Some teachers were checking in with children if they were not accessing online learning that had been set, particularly at primary level where that process was more manageable. The Trustee accepted the response but wondered whether the Trust needed to be more rigorous about this. The CEO agreed to raise the matter with heads about what further steps they might be able to take. The Chair felt that it would be reasonable for form tutors just to check-in on the students in their form. Further general discussion followed. Mr Yapp clarified that 'doorstepping' would not take place and the CEO confirmed that 'live lessons' were currently a complete 'no go' area.

8.4 Trustees had attended a safeguarding training session, led by Ms Mulhern, prior to lockdown.

**9.0 Progress with Estates and Capital Spend**

9.1 Rob Holah had been appointed as Estates Director and formally took up his post today. He had experience of the role with another Trust. The SCA allocation for the year ahead was now confirmed at £1.7m covered all 11 schools. The COO even felt that there might be more owed than this. Mr Holah's main priority was to develop the spending plan and present this to the Board for approval in due course. He would also be engaged in work looking at site security. On the resources/facilities side of things he would be responsible for monitoring the compliance aspects of contracts in these areas. The COO felt that the Trust had made a very good appointment and was confident that they would now move forward more positively on the estates side of things. A Trustee asked when Mr Holah would report to Trustees? The COO said that he would be doing so at the next meeting. Progress on the spending plan would depend upon his access to sites and whether this was feasible in the coming weeks. Currently he was working from home looking at conditions reports and health and safety reports etc.

**10.0 Contracts Approval**

Various documents associated with current contracts had been circulated prior to the meeting.

MS/IY

Agenda

## 10.1 Grounds maintenance

The COO noted that this was an 18 month contract, one that would be reviewed by the Estates Director going forward. NYCC was no longer directly offering services in this area but the recommendation was to proceed with Skeltons, who had been providing 3<sup>rd</sup> party services to NYCC under the previous contract anyway. Responding to a Trustee query, the COO said that there was a 6 month notice period and no break clauses. Had the MAT been happy with the services of Skeltons to date (via NYCC)? Yes. There was always the possibility that a better provider was out there but frankly this was not on the 'red' list of priorities in terms of securing a better service.

### **Resolved:**

Trustees approved the contract with Skeltons as per the schedule circulated.

## 10.2 HR (advisory, strategy, payroll, pensions, HR admin)

The COO was not confident about the advisory service provided by EPM. As it turned out, EPM and AVEC had now merged their services in this area. The Trust had contemplated an in-house HR lead, although this was considered risky. AVEC's Strategic and Advisory HR service was recommended to Trustees. EPM would continue to provide the payroll, pensions and admin arms of HR services. The total cost of the contracts was slightly higher than the current total, circa £40k, although the Trust would now not be having to employ its own HR director / HR lead – a position that would likely command in excess of a £40k salary. These were two year contracts, with termination clauses that could be activated if services were not delivered as advertised. There was otherwise no break clauses. The Chair felt that this was a sensible solution to a complex issue. The CEO said that he had confidence in AVEC based on their dealings with them to date and the testimonies of other Trusts that used them for HR.

### **Resolved:**

Trustees approved the HR contracts with AVEC and EPM accordingly, as per the schedule.

## 10.3 Data Protection

To date the DPO function had been fulfilled through Judicium. The Trust had signed a three year contract with the option to leave after two years. The COO wished to invoke that break clause. The Trust and the school had no confidence in the services they provided. Judicium's support had been 'vague' and lacked depth. Veritau were in a position to offer the service, only with a full policy suite, training, audits and support with asset registers and data collection protocols. Veritau's charges represented a 50% saving, with a one year contract. It was a 'win-win' situation.

### **Resolved:**

Trustees approved the DPO contract with Veritau, as per the schedule circulated. It was clarified that the Trust would have a grace period on adopting the new policy suite available through Veritau.

10.4 The COO spoke about Every – a Business Compliance Management tool. The Trust had wanted to implement this previously but had not done so due to there being no capacity for oversight and support with roll-out within schools. Now that the Estates Director was on board the recommendation was to move ahead with this. The new ED had used it before and was an advocate for its use.

### **Resolved:**

Trustees approved investment in Every, as per the schedule circulated.

10.5 The COO put forward a recommendation that the Trust go out to tender for the catering contract. The documentation for this process was ready to go. A brief discussion followed.

### **Resolved:**

Trustees approved putting the catering contract out to Tender.

## 11.0 **Governance in the Summer Term**

### 11.1 LGB meetings in the Summer Term and local governance continuity

There was immediate consensus that Chairs should be liaising with their headteachers on at least a weekly basis. Headteachers had been asked to compile a specially formulated report for circulation to their governors and for which Trustees could have sight of upon request. There was a heads briefing on this shortly and the Governance Advisor would be asked to contact chairs thereafter.

There was a debate about the need for a formal LGB in May. Trustees favoured one on the grounds that it promoted open and accountable governance and would give governors the opportunity to support and challenge leadership. It was agreed that there should be an LGB meeting in the first half term after the Easter break.

11.2 It was agreed that the next Board meeting should be as scheduled on 30<sup>th</sup> June (FAR Committee)

11.3 A discussion on local governance, stemming from the CEO's briefing paper that was circulated ahead of the then cancelled March meeting, was carried over to the next meeting. Trustees were aware of the need to address potential capacity issues.

11.4 Prior to the meeting the Governance Advisor, at the behest of the CEO, had compiled draft frameworks/protocols outlining when, why and how the Trust Board might intervene at a local level to address governance concerns. Trustees welcomed the measures outlined

**Resolved:**

Trustees approved the relevant protocols as circulated.

11.5 **Resolved:**

Trustees approved the 2020/21 Agenda Planner for LGB meeting business, as circulated prior to the meeting. Trustees were aware that, in approving the planner, they were also sanctioning each LGB to have 8 regular LGB meetings paid for plus provision for a pay committee meeting (thus 9 meetings in total)

11.6 **Resolved:**

Trustees approved the CEOs protocol for trustee engagement with schools – link roles.

11.7 The CEO and Chair to discuss the possibilities re: Trust Board appointed governor nominees and feedback to the GA in due course. A written resolution outlining the exact appointments might be utilised in due course.

11.8 The CEO noted that Alison Smith had agreed to support the work being done on the review of the Trust's Scheme of Delegation. A presentation on this and some recommendations would be delivered at the next meeting.

**12.0 Policy Review**

12.1 **Resolved:**

Trustees approved the revised Admissions policy as circulated. Sherburn High and Brayton were now included in the policy.

12.2 The LA had notified the Trust that, despite their previous objections, Kirk Fenton's PAN could be reduced to 30 from 2021/22. Trustees welcomed this news and agreed that the PAN should revert to 30 from 2021/22.

12.3 The Governance Advisor asked Trustees whether they would like to add an addendum to the Complaints Procedure to allow leaders to address vexatious complaints and/or unreasonable behaviour from complainants. Trustees indicated that they would like to pursue this and the Governance Advisor was asked to bring such an addendum to the next meeting.

**13.0 Confidential Item**

13.1 Confidential minute.

**14.0 Items to be Communicated to LGBs**

14.1 LGBs to be made aware that their meetings should resume with immediate effect. These should be formal meetings, clerked, with minutes available for scrutiny as soon as possible.

Agenda

MS/CT-E

Agenda

Clerk

## 15.0 Any Other Urgent Business

None.

**Date of Next Meeting: FAR Committee, 30<sup>th</sup> June at 5.30pm**

*The meeting closed at 8.20pm*

	<b>Action Points from the Meeting</b>	<b>Agenda Item</b>	<b>Person(s) Responsible</b>	<b>Date for Delivery</b>
1.	Complete online safeguarding training (carried over)	3.1	CT-E	ASAP
2.	Contact with non-vulnerable pupils	8.3	MS / IY	Update next meeting
3.	Discuss possibilities re: Trust appointed governors <i>Action completed and written resolution passed</i>	11.7	MS / CT-E	ASAP
4.	Addendum to Complaints Procedure	12.3	Clerk	Next meeting

### **Items for upcoming meetings:**

- Central Service Fee (FAR Comm)
- Estates/Capital Spending Plan (Presentation by Rob Holah)
- Discussion around Local Governance Capacity
- Outcomes from Scheme of Delegation Review