

Date: 19th October 2016

Time: 5:00 pm

Present	Ann-Marie Briggs (AMB - Chair) David Cottrell (DC - Vice-Chair, Director) Andy Hunter (AH - Member, Director) Stephen Hile (SH - Director) Michael Southgate (MS – Director) Emma Paramor (EP – Headteacher – Langham Oaks) Angela Bradding (AB- Director) Lisa Christodoulides (LC- Headteacher – Grove House) Sally Lockyer (SL – Director) Sally Davies (SD Principal - Thriftwood School and College) Jackie Harper (JHa, Director of Business – SEAX Trust) Kate Stannard (KS, Director of HR – SEAX Trust)
Apologies	John Revill (Director)
In Attendance	Gillian Mackenzie (Company Secretary – SEAX Trust) Darren Mussenden (Director of Communications - SEAX Trust)

The meeting commenced at 5:00pm at Thriftwood College with a presentation on the use of OneDrive and the new SEAX Trust website.

Directors thanked Darren Mussenden for his presentation and congratulated all those involved in development of the new website.

		ACTION
STBOD 1617.1	<p><u>ATTENDANCE AND APOLOGIES FOR ABSENCE</u></p> <p>The Chair welcomed directors and staff to the meeting. She opened the meeting by asking attendees to reflect on the significant contribution Dave Baker had made to the SEAX Trust until his untimely passing in August 2016. Attendees agreed they very much valued his philosophy of wanting the very best for the boys he worked with. The Chair attended Mr. Baker's funeral alongside other representatives of the Trust in September 2016.</p> <p>The Chair welcomed Lisa Christodoulides (Headteacher, Grove House), Sally Lockyer (Chair, Grove House LGB) and Angela Bradding (Chair, Langham Oaks LGB) to the meeting.</p> <p>Apologies were noted and accepted from John Revill.</p> <p>Attendees introduced themselves, including the Company Secretary for the SEAX Trust, Gillian Mackenzie (GM), who would take on the role of clerk to the Board of Directors.</p>	
STBOD 1617.2	<p><u>NOTIFICATION OF ANY OTHER BUSINESS</u></p> <p>The Chair advised that the directors would be requested to approve Grove House's Electricity contract under the finance item of the agenda (ITEM 17).</p> <p>The appointment of the Executive Principal to the SEAX Trust would be discussed and approved as part of the update from the Resources and Audit Committee (ITEM 14.1).</p> <p>No other items of business were tabled for discussion.</p>	
STBOD 1617.3	<p><u>DECLARATIONS OF INTERESTS</u></p> <p>No interests were declared.</p>	
STBOD 1617.4	<p><u>DECLARATION OF BUSINESS INTERESTS/CONFLICTS OF INTEREST/GIFTS AND HOSPITALITY RECEIVED.</u></p> <p>The clerk distributed a Declaration of Business Interests form to all meeting attendees in order to create a new register of business interests for 2016-17.</p> <p>All Directors reviewed the documentation and submitted completed forms to the clerk.</p>	

Signatory Initial.....

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	<u>ACTION: The clerk to send Declaration of Business Interests to John Revill.</u>	GM
STBOD 1617.5	<p><u>ELECTION OF CHAIR/VICE-CHAIR</u></p> <p>The Chair handed the administration of the meeting to the clerk to carry out the election of Chair, Vice-Chair roles.</p> <p>The following appointments were unanimously agreed by directors:</p> <ul style="list-style-type: none"> • Chair – Ann-Marie Briggs (AMB). AMB confirmed she wanted to remain in the role of Chair for a further term of 1 year. This motion was proposed by Steve Hile (SH) and seconded by Emma Paramor (EP). • Vice-Chair – David Cottrell (DC). DC confirmed that he wished to continue in role supporting AMB as Vice-Chair of the SEAX Trust Board of Directors. All directors agreed. <p>The clerk handed back to AMB to chair the remainder of the meeting.</p>	
STBOD 1617.6	<p><u>MEMBERSHIP OF THE BOARD OF DIRECTORS: NEW APPOINTMENTS</u></p> <p>All Directors formally agreed and ratified the appointments of Lisa Christodoulides and Sally Lockyer representing Grove House and Angela Bradding, Chair of Langham Oaks as new directors of the SEAX Trust.</p>	
STBOD 1617.7	<p><u>MEMBERSHIP OF THE BOARD OF DIRECTORS: FUTURE STRUCTURE OF THE BOARD</u></p> <p>The Chair highlighted guidance issued by the DfE asking Trusts to examine the structure of the Board to ensure the robustness of governance and consider if it was appropriate for Headteachers to sit on the Board of Directors. Directors noted that it had been useful for Headteachers to sit on the Board as the Trust grew and developed but acknowledged that now was an appropriate junction to consider how best to manage this going forward.</p> <p>Directors also noted that they would need to decide if the CEO should sit as a member of the Board.</p> <p>The Chair highlighted the need to strengthen the Board should Headteachers and the CEO be removed as voting members.</p> <p>Directors also noted that John Revill intended to become a Member of the Trust and that Tony Cox would take on John Revill's Director responsibilities. This would be done by the December AGM (7 December 2016).</p> <p><u>ACTION: Directors to review DfE guidance and make a decision on the future structure of the Board by the December Board Meeting</u></p>	ALL
STBOD 1617.8	<p><u>TERMS OF REFERENCE: SCHEME OF DELEGATION</u></p> <p>Representatives from Grove House confirmed that their LGB had reviewed the Trust's Scheme of Delegation. They noted that in the section relating to admissions, there was no reference to consultation with the LGB. SD explained that a decision had been taken not to include a reference to consultation with the LGB as admissions were defined and regulated by the Local Authority, depending on category of need and catchment.</p> <p><i>Director Challenge/ Questions: Directors asked if the Trust would look to become more actively involved in admissions, working with the Local Authority.</i> Directors agreed that all schools within the Trust currently work closely with the Local Authority to ensure that all children are placed appropriately, in some cases visiting the child pre admission.</p> <p>Directors noted that a reference to the role of RESPONSIBLE OFFICER should be removed from the Scheme of Delegation as the position is redundant.</p> <p>Directors agreed to re-adopt the Scheme of Delegation.</p>	
STBOD 1617.9	<p><u>TERMS OF REFERENCE: MAIN BOARD COMMITTEES</u></p> <p>Directors agreed to re-adopt the Terms of Reference for all committees.</p>	
STBOD 1617.10	<p><u>TERMS OF REFERENCE: LOCAL GOVERNING BODIES</u></p> <p>Directors noted changes advised to the clerk prior to the meeting on the structure of Grove House's LGB. A number of small changes were identified including the removal of reference to the role of Responsible Officer.</p>	

	Directors agreed to the Terms of Reference for LGBs.	
STBOD 1617.11	<p><u>MEMBERSHIP OF COMMITTEES</u> Committee membership remained as 2015-2016 with the following exceptions:</p> <p>Angela Bradding would take on Whistleblowing responsibilities and join the Curriculum and Standards committee.</p> <p>Sally Lockyer would take on Safeguarding & Boarding responsibilities, working with Michael Southgate and join the Curriculum and Standards committee.</p> <p>Lisa Christodoulides would join the Curriculum and Standards committee.</p> <p><u>ACTION: GM TO UPDATE THE COMMITTEE STRUCTURE TO REFLECT CHANGES AGREED AT THE MEETING.</u></p>	GM
STBOD 1617.12	<p><u>MINUTES OF THE PREVIOUS MEETING</u> Directors confirmed that they had reviewed the accuracy of the minutes of the previous meetings of the LGB, dated 13 July 2016 and agreed that they should be signed as a true record of the meeting by the Chair.</p>	
STBOD 1617.13	<p><u>MATTERS ARISING AND REVIEW OF ACTION POINTS</u> Directors reviewed the matters outstanding and concluded there were no matters arising from the last meeting that would not be addressed by the agenda.</p>	
STBOD 1617.14	<p><u>CLERK'S ADVICE</u> <u>ACTION: The clerk advised the governors of the forthcoming schedule of meetings for the TRUST and agreed to circulate an electronic copy of the SEAX Trust meeting schedule for 2016-2017.</u></p>	GM
STBOD 1617.15	<p><u>CHAIR'S REPORT</u> The Chair informed the Directors that she had recently attended a Governance Conference where there was much discussion on the role of LGBs, AMB confirmed she would be undertaking further work on the review of LGBs over the course of the Autumn term and beyond.</p> <p>There was also discussion on how OFSTED will review and work with Multi-Academy Trusts, as they evolve and numbers of MATs increase.</p>	
STBOD 1617.16	<p><u>SEAX TRUST</u> SD updated on progress of the Trust's bid for a new Free School in Chelmsford for children with autism. A huge amount of work has gone into the bid, particularly by Diane Rigg. A small residential unit is planned for the school. The Trust has been working closely with the Local Education Authority on the bid and made our submission ahead of the deadline of 28 September 2016.</p> <p>Work has commenced on next steps now the bid has been submitted, including finding a name for the school.</p> <p><i>Director Challenge/Question: Governors asked SD for more detail on the bid:</i> SD confirmed that the school would cover KS2-4 with the capacity for up to 70 pupils.</p> <p>SD expressed gratitude to colleagues at Grove House for their support in supplying information from their own Free School bid.</p> <p>SD updated directors on further bids from other Trusts in Essex for special schools and advised them of the possibility of a separate SMEH provision on the St Peter's site. This would not be related to the SEAX bid.</p> <p><i>Director Challenge/Question: Directors asked why SEAX had elected not to be involved in this additional bid.</i> SD confirmed that it was an issue of capacity and also timing as setting up 2 new schools would be extremely resource-intensive.</p> <p>SD updated directors on a positive meeting with Elizabeth Drake and members of the LGB of Kingswood Hoe school. They had an exploratory meeting about becoming part of the Trust and would be discussing further with their governing body this term. The school were looking for the opportunity to</p>	

	work with a Trust that shared their philosophy. SD confirmed that they were a good school with many outstanding features and geographically well-placed to be a valued member of the Trust.	
STBOD 1617.17	<p><u>REPORTS FROM COMMITTEE CHAIRS: RESOURCES AND AUDIT</u></p> <p>Directors confirmed that they had reviewed the minutes of the meeting held on 5 October 2016.</p> <p>The Chair asked staff members to leave the meeting at this time to allow for a confidential discussion on the appointment of the Executive Principal to the SEAX Trust. This discussion is minuted separately.</p> <p>Staff returned to the meeting after a 15 minute interval. Andy Hunter conveyed the decision of the Board to formally offer Sally Davies the role of Executive Principal and CEO of the SEAX Trust. He confirmed that directors were satisfied with the robust procedure undertaken to scope the role and job description and would write to SD with a formal offer immediately after the meeting for her consideration.</p> <p>SD confirmed that she would be delighted to accept the offer and would use her extensive skills to support the Trust and the schools. She confirmed her strong belief in the aims and objectives of the Trust and thanked directors.</p>	
STBOD 1617.18	<p><u>REPORTS FROM COMMITTEE CHAIRS: CURRICULUM AND STANDARDS</u></p> <p>Directors confirmed that they had reviewed the minutes of the meeting held on 5 October 2016.</p> <p>Directors noted that Thriftwood and Langham Oaks were both performing well and noted that it was interesting to see that both schools were experiencing similar issues despite the differing provisions. Directors agreed that it would be extremely valuable to have Grove House's input for the next meeting.</p>	
STBOD 1617.19	<p><u>SAFEGUARDING</u></p> <p>Michael Southgate updated directors on Safeguarding work being undertaken across the Trust. He had been unable to access reports to LGBs as Dropbox is no longer being used for document storage. Representatives from both schools confirmed that safeguarding appears on the agenda of each LGB meeting, that quality is being monitored and progress on actions is being reported back.</p> <p>Directors discussed the importance of each school ensuring that good practice is happening.</p> <p>Staff representatives from each school confirmed that safeguarding training had been completed by ALL staff and that safeguarding groups meet regularly to ensure best practice.</p> <p>MS confirmed that he will be visiting Langham Oaks in November.</p> <p><u>ACTION: GM to add a safeguarding section to Sharepoint for schools to provide MS with appropriate and regular monitoring information.</u></p>	GM
STBOD 1617.20	<p><u>LOCAL GOVERNING BODY</u></p> <p>Directors noted the minutes of meetings dated 19th September (Langham Oaks) and 20th September (Thriftwood).</p>	
STBOD 1617.21	<p><u>FINANCE: REPORT FROM DIRECTOR OF BUSINESS (JACKIE HARPER)</u></p> <p>JHa confirmed to directors that she would circulate YE figures to members of the Resources and Audit Committee as soon they are finalised.</p> <p>JHa highlighted the recent issues with the introduction of the new accounting system from PS Financials. She noted that the Finance team have been working closely with PS Financials to find solutions to the problems encountered thus far. Huge amounts of resource have been tied up dealing with the issues identified, this has resulted in month end reports being unavailable until end November 2016.</p> <p><i>Director Challenge/Question: Directors asked if the Trust would be seeking compensation from PS Financials.</i> All agreed that a letter should be sent from the Board of Directors.</p> <p><u>ACTION: AH and DC to draft letter and agree with JHa.</u></p> <p>All directors agreed to approve and adopt the Financial Regulations circulated ahead of the meeting, subject to a number of small administrative changes relating to terminology of staff role descriptions.</p>	AH, DC, JHa

	<p>All Directors agreed to approve and adopt the Best Value Statement circulated ahead of the meeting, subject to a number of small changes to wording. <u>ACTION: JHa to make the relevant changes.</u></p> <p>Directors agreed to approve Grove House’s new electricity contract, all were satisfied that extensive Best Value had been carried out. The Chair signed the new agreement on behalf of the Trust.</p>	<p>JHa</p>
<p>STBOD 1617.22</p>	<p><u>ACADEMY POLICIES</u> All directors agreed to approve changes/updates to the following policies:</p> <ul style="list-style-type: none"> • <i>Performance management Policy</i> • <i>Capability Procedure</i> • <i>Redundancy & Restructuring Procedures</i> • <i>Probationary procedure</i> • <i>Grievance Procedure</i> <p>No further policies were tabled for review or approval at the meeting.</p>	
<p>STBOD 1617.23</p>	<p><u>ANY OTHER BUSINESS</u> No other items of business were tabled for discussion at the meeting</p> <p>The Chair thanked all attendees for their attendance at the meeting and noted the next meeting of the Board would take place on 7 December 2016 at 5pm.</p>	

The meeting closed at 7:00 pm
The next meeting will take place 7 December 2016 at 5:00pm at Thriftwood College

Signed
 (Chair of BOARD)

Date: