



## BOARD OF DIRECTORS MEETING MINUTES

Wednesday 21<sup>st</sup> October 2015 – 5pm – 7pm

<b>Director Attendees:</b>	Sally Davies (Executive Principal) - <i>SD</i> Ann-Marie Briggs (Chair, Chair Thriftwood LGB) - <i>AMB</i> Steven Hile (Thriftwood) - <i>SH</i> David Cottrell (Thriftwood) - <i>DC</i> Michael Southgate (Thriftwood) - <i>MS</i> Emma Paramor (Headteacher, Langham Oaks) - <i>EP</i> Andy Hunter (Member Director) - <i>AH</i> David Baker (Chair Langham Oaks LGB) - <i>DB</i>
<b>Others in Attendance:</b>	Jackie Harper (Academy Business Manager, Thriftwood) - <i>JH</i> Sharan Sandhu (Secretary, SEAX Trust) - <i>SS</i>

<b>Presentation:</b>	N/A
<b>Apologies:</b>	John Reville (ESSET Representative) - <i>JR</i>
<b>Minutes</b>	

The meeting commenced at 5.10pm.

Ref:		Action
STBOD 36	<b>Attendance and Apologies for Absence:</b> Apologies from <b>JR</b> were noted and the reasons for absence accepted. It was noted that <b>JH</b> would leave the meeting at 6.30pm due to a prior engagement. The Chair <b>AMB</b> opened the meeting in the absence of <b>DC</b> who was delayed.	
STBOD 37	<b>Any Other Business:</b> The content of the agenda and responsibilities of the Board were raised by a director. The directors discussed the structure of the meetings, agenda content and policies for the Trust including setting directional strategy, setting Key Performance Indicator's (KPI's), checking performance against KPI's and the overall managing of the Academies as a Trust. It was suggested that a separate working group or a subcommittee could be formed to set the KPI's. The Chair expressed that the directors were still in the early stages, and setting procedures and Terms of Reference documents for the Trust. In the future it will be clearer for the Board and the Board meetings would be structured to discuss the issues raised. Since the Trust was formed, there had been a focus on completing the Financial Regulations, becoming established as a Multi Academy Trust and supporting the new sponsored Academy. It was made clear once again that policies are set at Board level and filtered down to the Academies however some policies would be adapted at Local Governing Body (LGB) level for the specific needs of the individual Academies. Aims and KPI's will be finalised in both sub committees and linked to the overall SEAX Trust visions. <b>DC joined the meeting at 5.23pm.</b>  <b>Decision/Action:</b> <i>The Chair and Executive Principal and Headteacher would invite a number of directors to a working group to discuss and draft aims and KPI's. At the Board meeting on 16<sup>th</sup> March 2016, the SEAX Trust KPI's would be agreed.</i>	AMB/SD EP - ALL
STBOD 38	<b>Declaration of Interests:</b> There were no new business interests declared nor potential conflict of interest, including personal connections arising from any of the published agenda items.	
STBOD 39	<b>Election of Chair/Vice Chair:</b> The Chair handed over to the secretary to carry out the election of Chair and Vice Chair. The following nominations were proposed and seconded: Chair: <b>Ann-Marie Briggs</b> - proposed by <b>SH</b> and seconded by <b>SD</b> . Vice Chair: <b>David Cottrell</b> - proposed by <b>EP</b> and seconded by <b>SH</b> . <b>Agreed:</b> <i>Directors unanimously agreed the above appointments of Chair and Vice Chair.</i>	
STBOD 40	<b>Register of Business Interest:</b> The Secretary handed out Declaration of Interest forms so that the Register of Business Interests can be updated. <b>JH</b> advised that close family members who work for a business or have a profession that the Academies might deal with in the future would also need to be declared. <b>Action:</b> <i>Absent Director to complete.</i>	JR
STBOD 41	<b>Membership of the Board of Directors: (to note any resignations/new appointments and re-appointments that have arisen since the last meeting):</b> There had been no resignations or appointments. <b>Agreed:</b> <i>Directors unanimously agreed the membership of the Board of Directors would remain the same.</i>  41.1 <b>Review and confirm the list of functions to be delegated to committees and individuals by the Board of Directors:</b> <b>Agreed:</b> <i>As stipulated in the Scheme of delegation which was approved by the Board in April 2015.</i>  41.2 <b>Confirm the Terms of Reference of any Committees:</b> <b>Agreed:</b> <i>As stipulated in the Terms of Reference for SEAX Trust which is currently being finalised.</i>	
STBOD 42	<b>Standing Orders:</b> Each LGB would have their own standing orders however with reference to the Board, this is described within the Terms of Reference document for the directors. <b>Agreed:</b> <i>As stipulated in the Terms of Reference for SEAX Trust which is currently being finalised.</i>	
STBOD 43	<b>Organisation of Board of Directors Committees:</b> 43.1 <b>Confirm the membership of committees for the 2015/2016 academic year</b>	





	<p>would be a need to appoint a lead school that would manage the charity i.e. applications for gift aid reimbursements, documentation and management of bank account for the gift aid reimbursements. As there are outstanding gift aid claims for Thriftwood, we cannot proceed with obtaining the charity number for the Trust.</p> <p><b>Action:</b> <i>To re-visit at the future meeting.</i></p> <p>It was noted that the Trust is registered with the Inland Revenue. The Chair questioned if there would be a conflict with Friends of Langham Oaks School charity and it was noted that there would not be a conflict as this was a separate entity.</p> <p>47.2 <b>Creation of Value for Money Statement:</b> <b>JH</b> distributed a Value for money statement she had created which is required for the Audit. MWS advised that the Trust needed examples of best value, even though historically the need was only a single statement. EFA also advises that specific examples are required by them.</p> <p><b>Agreed:</b> <i>Directors approved the statement in its current state for submission to the auditors for inclusion and/ or editing as part of the annual report and accounts document.</i></p> <p>The Chair commented that the statement was a great starting point and thanked <b>JH</b> for her work.</p> <p>47.3 <b>Finance Regulations Document and update SD &amp; JH job descriptions:</b> All amendments are included from the last meeting and the document had been finalised.</p> <p><b>Agreed:</b> <i>The Financial Regulations were approved and signed by the Chair on behalf of the Trust.</i></p> <p><b>Action:</b> <i>JH to update the job description to reflect the posts as Chief Executive Officer and Chief Financial Officer.</i></p> <p>47.4 <b>Investigate other payroll providers for a decision by 2<sup>nd</sup> Dec, to then go live in April:</b> It has been difficult to investigate this thoroughly due to various functional difficulties recently encountered: new members of staff being recruited and limited access to the finance software for periods of time. As the period of notice required by the current suppliers of the service is three months, further work on this would be impractical within the timescale and it would be preferable to action any change at the beginning of a financial year 2016-2017.</p> <p><b>Decision:</b> <i>Directors unanimously agreed to defer this subject until the Summer term when it would be brought to the attention of the committee and then to the Board.</i></p> <p>It was noted that there have been significant problems with payroll and it would certainly be reviewed.</p> <p>47.5 <b>Adding vice chairs of LGB and Lead finance governor to signatures for cheques:</b> This has been updated in the Financial Regulations document.</p> <p>The Chair thanked <b>JH</b> for her hard work and for the work in preparation for next week. <b>JH left the meeting at 6.20pm</b></p>	<p>JH</p> <p>JH</p> <p>JH</p>
<p>STBOD 48</p>	<p><b>Chairs Report:</b> No written report had been issued, however the Chair stated:</p> <p>a) The Thriftwood Café project was underway and progress is being made.</p> <p>b) The Chair had reviewed the Terms of Reference extensively and emphasised the need for directors to complete and agree these.</p> <p>48.1 <b>LGB to re-visit training i.e. familiarisation on standards, issues, frameworks etc.</b> Completed</p> <p>48.2 <b>SEAX Terms of Reference to be reviewed by Directors (AMB/SS)</b></p> <p>The document was reviewed by the directors and it was agreed that the following changes would be made:</p> <ul style="list-style-type: none"> <li>• Admissions statement to SEAX Trust schools: Academies have individual designations and the local authority retains the statutory responsibility for the placement of pupils (admissions).</li> <li>• 1.14 – LGB will appoint and the Board of Directors will <b>approve</b> the appointment of a Principal etc.</li> <li>• “Management of the Trust” to be changed to “Staff Structure of the Trust Currently: CEO, CFO and Secretary”.</li> <li>• 1.23 Remove “spring term”.</li> <li>• 1.24 Include “papers will be sent to Directors via email or on a secured site electronically”.</li> <li>• 3.1 Add “CFO is in attendance” and “three directors - one of whom must be the RO”.</li> <li>• Quorum change to 3 directors – 2 of which are non-employees.</li> <li>• 5.1 same quorum as above.</li> <li>• Appendix A: remove 1<sup>st</sup> highlighted sentence.</li> <li>• Appendix A: leave 2<sup>nd</sup> highlighted sentence.</li> <li>• Appendix A: “formal appointment” highlighted paragraph removed.</li> <li>• Appendix C: remove “Identify SEN Director” and insert “Safeguarding and Residential”.</li> <li>• Appendix C: remove “Review trust structure”.</li> <li>• Appendix C: remove “Adopt Lettings policy”.</li> <li>• Appendix C: remove “SMC”.</li> <li>• Under same section (spring term) remove “AGM” and “Academy fund accounts”.</li> <li>• Under summer term, delete “agree final best value statement” and place in autumn term.</li> <li>• Under summer term replace “adopt” with “Review SEAX Trust development plan” and include “approve following autumn term”.</li> <li>• Move “Staff costs and proposals” from summer term to spring term.</li> <li>• Leave the next two highlighted points.</li> <li>• Under same section remove “Financial regulations”.</li> </ul>	<p>SS/AMB</p>



	<ul style="list-style-type: none"> <li>Remove “board audit function” which is highlighted.</li> <li>Under spring term in the next paragraph correct spelling of “Well Being”.</li> <li>Under summer term in the next paragraph remove “staffing structures”.</li> <li>Leave the next highlighted sentence.</li> </ul>	
STBOD 49	<p><b>Chief Executive Officer’s Report including:</b></p> <p><b>49.1 Set long and short term objectives (SD/EP/AMB)</b> The directors discussed the need to expand horizons and explore established Trusts. <b>SD</b> proposed to visit (in the spring term) another Multi Academy Trust – Ascent Trust, with whom correspondence had already ensued. Ascent Trust has five special school Academies and it would be beneficial to our Trust to find out how they all work together as a collaborative Trust. The proposal would be for all directors to visit as a group to gain knowledge of what works within their Trust and to look into their vision and practice, as they are more experienced due to that fact they have been running as a Trust for two years ahead of SEAX Trust. <b>Decision:</b> Directors agreed to visit Ascent Trust in Sunderland as a group. <b>Action:</b> SD to arrange a working party to arrange the trip.</p> <p><b>49.2 Action plan for development of Trust (immediate &amp; medium term) – (SD/EP/AMB):</b> To be completed.</p> <p><b>49.3 Next steps for staff to work together across the Autumn term (SD/EP):</b> There would be a joint INSET day for the Academies in February and staff are currently looking into working together and discussing curriculum and professional development.</p> <p><b>49.4 Staff training – refresher training Safeguarding, PREVENT, PSHE programme:</b> All has been completed.</p> <p><b>49.5 Final figure for IEB for the carried forward balance:</b> No monies had been received and no response had been received to the letter sent on behalf of Langham Oaks. It was noted that correspondence was received earlier in the day to raise a question about debtors which had already been answered so it seemed there were delaying tactics ensuing. <b>Action:</b> AH to call directly.</p>	SD  SD/ EP/AMB         AH
STBOD 50	<p><b>Reports from Committees:</b> Minutes for both committee meetings were available in Dropbox.</p> <p><b>50.1 Resources &amp; Audit incorporating areas relating to Premises including Health &amp; Safety; Human Resources; Finance:</b> Minutes were noted and no issues raised.</p> <p><b>50.2 Curriculum &amp; Standards including Ofsted monitoring:</b> Minutes were noted. There was a correction in the minutes under section 5 which would be discussed at the next committee meeting.</p>	
STBOD 51	<p><b>Safeguarding – Michael Southgate:</b></p> <p><b>51.1 MS and EP to meet formally with the staff responsible for Safeguarding at Langham Oaks in line with the new Ofsted framework; Thriftwood update.</b> <b>Action:</b> MS to arrange a meeting after half term with both schools with the new Ofsted regulations in mind.</p> <p><b>DB</b> added that he had devised a grid which showed the Ofsted inspection guidance regarding governors and added his comments and evidence from his recent visit to the school on safeguarding. He would forward this to <b>EP</b>.</p>	MS/EP  DB
STBOD 52	<p><b>Local Governing Body Updates and Matters Arising: Minutes of meetings dated 29<sup>th</sup> September (Thriftwood) and 5<sup>th</sup> October (Langham Oaks)</b></p> <p><b>52.1 Langham Oaks School:</b> No issues raised.</p> <p><b>52.2 Thriftwood School &amp; College:</b> The Chair noted that the security within the college building is currently being reviewed due to the site’s open access.</p>	
STBOD 53	<p><b>Responsible Officer Report – John Revell:</b> In <b>JR</b> absence, <b>SS</b> voiced an email correspondence made by <b>JR</b>:</p> <p>“It is my understanding that the main duties of the “Responsible Officer” are to ensure:</p> <ul style="list-style-type: none"> <li>The financial responsibilities of the governing body are being properly discharged</li> <li>Resources are being managed in an efficient, economical and effective manner</li> <li>Effective systems of internal financial control are being maintained</li> <li>Financial considerations are fully taken into account in reaching decisions.</li> </ul> <p>This role is no longer a requirement under the “Academies Financial Handbook 2015”, however section 2.4.7 of the 2015 handbook states: “Academy trusts should manage this programme of risk review and checking of financial controls in the way that they deem most appropriate to their circumstances.” Both Schools and the College buy into the “Education Finance Support” provided by Essex Education Services, in the form of Academy, Internal Controls Evaluation (ICE).</p> <p>It is my understanding and from speaking to Jackie Harper this morning that the responsibilities of reviewing financial controls by the board are discharged through the use of Essex Educational Services.</p> <p>I therefore propose that the Role of Responsible Officer, is to ensure that:</p> <ul style="list-style-type: none"> <li>The ICE reports are on the Board of Directors Meeting Agenda, frequency to be agreed.</li> <li>There is a schedule of visits from Essex Educational Services to each school planned for financial year</li> <li>The scope of the visits ensures compliance with the four bullet points above giving the board a high level of assurance</li> <li>Any findings within the ICE reports are presented to the board with, if required, a resolution to the findings</li> </ul>	



	I believe that the ICE reports will be presented to the board by Jackie Harper.” <b>Decision:</b> <i>All functions of the Responsible Officer role for the Board meetings are withdrawn. SBM services to carry out the Internal Controls Evaluations (ICE) and the CFO to provide directors with the ICE reports at the Board of directors meetings.</i> <b>Agreed:</b> <i>Directors unanimously agreed the withdrawal of the Responsible Officer role.</i>	
STBOD 54	<b>Premises:</b> 54.1 <b>Café at Thriftwood College:</b> Directors were advised that all was in hand and works were being carried out and on schedule. 54.2 <b>PSBP2 progress Langham Oaks</b> Nothing to report, however it was hopeful notification would be received by the end of November.	
STBOD 55	<b>Academy Policies:</b> 55.1 <b>Ratification of SEAX Pay Policy (Staff consulted re amendment on pay rise of 1% for teachers):</b> <b>AH</b> proposed the ratification of the SEAX pay policy. <b>Agreed:</b> <i>Directors unanimously agreed the ratification of this policy.</i>  55.2 <b>All policies previously adopted by the Local Governing Bodies have been approved by the SEAX Trust Board of Directors. Subsequent amendments or changes to policies will be submitted for approval to the SEAX Trust Board of Directors. Various policies sent with agenda.</b>	
STBOD 56	<b>Communication:</b> 56.1 <b>Newsletter to Members:</b> The first Autumn newsletter was sent to Members in September. 56.2 <b>SEAX Website:</b> 56.2.1 <b>Secure Element – Sharan Sandhu:</b> Discussed earlier in the meeting under the Dropbox topic. 56.2.2 <b>Photos and Bios of Directors on Website:</b> All completed barring <b>MS</b> biography. <b>Action:</b> <i>MS to send to SS his biography.</i> 56.2.3 <b>Review Content of Website</b> <b>Action:</b> <i>The directors to all review the content and any feedback, comments and/ or suggestions to be emailed to SS.</i>	MS ALL
STBOD 57	<b>Any other business</b> None reported.	
	The meeting closed with thanks from the Chair to all attending. The meeting closed at 7.15pm.	

**Next Meeting**

The next meeting will be held on Monday 2<sup>nd</sup> December - 5pm at Thriftwood College.

**ACTION SUMMARY: 21.10.15 Board of Directors Meeting**

Date	Item	Detail	By Whom	Deadline
21.10.15	STBOD 37	Invite a number of directors to a working group to discuss & draft aims and KPI's.	AMB/SD/EP	16.03.16
21.10.15	STBOD 37	Set and discuss the SEAX Trust KPI's.	ALL	16.03.16
21.10.15	STBOD 40	To complete the register of business interest.	JR	02.12.15
21.10.15	STBOD 46.1	Tidy folders and files in Dropbox and all paperwork for the Board meeting in one folder.	SS	06.11.15
21.10.15	STBOD 47	Finance report from 21.10.15 made available in Dropbox and emailed to SS & future reports.	JH	06.11.15
21.10.15	STBOD 47	Investigate other providers to write a bid for Thriftwood.	SD	02.12.15
21.10.15	STBOD 47.1	Obtain a charity number once Thriftwood has completed any outstanding gift aid claims.	JH	Ongoing
21.10.15	STBOD 47.3	To update the job descriptions of CEO and CFO in the Financial Regulations Document.	JH	02.12.15
21.10.15	STBOD 47.4	Investigate Payroll providers with a view to change – SUMMER TERM.	JH	Summer
21.10.15	STBOD 48.2	Amendments to the SEAX Terms of Reference document.	SS/AMB	02.12.15
21.10.15	STBOD 49.1	To convene a working party to arrange a visit to Ascent Trust in Sunderland.	SD	18.12.15
21.10.15	STBOD 49.2	Action plan for development of Trust (immediate & Medium term).	SD/EP/AMB	18.12.15
21.10.15	STBOD 49.5	Final figure for IEB for the carried forward balance and to call directly.	AH	02.12.15
21.10.15	STBOD 51.1	To arrange a meeting with both schools about safeguarding in line with Ofsted framework.	MS/EP	18.12.15
21.10.15	STBOD 51	Send Ofsted grid to EP.	DB	02.12.15
21.10.15	STBOD 56.2.2	Send biography to SS.	MS	02.12.15
21.10.15	STBOD 56.2.3	Review content and send feedback/comments/suggestions to SS for the SEAX website.	ALL	02.12.15

**DATE AND TIME OF FUTURE MEETINGS: 2015-2016:**

Meeting	Date	Time	Topic
Board of Directors	Wednesday 2 <sup>nd</sup> December 2015	5-7pm	Finance
Board of Directors	Wednesday 16 <sup>th</sup> March 2016	5-7pm	
Board of Directors	Wednesday 13 <sup>th</sup> July 2016	5-7pm	

Signed ..... (Chair of Board of Directors)

Date: .....