

BOARD OF DIRECTORS MEETING MINUTES

Wednesday 13th July 2016

Directors Attending: David **Baker** (DB) (Director, Chair of Langham Oaks LGB)
 Ann-Marie **Briggs** (AMB) (Chair, Chair Thriftwood LGB)
 David **Cottrell** (DC) (Director, Thriftwood LGB)
 Sally **Davies** OBE (SD) (Executive Principal/CEO)
 Steven **Hile** (SH) (Director, Thriftwood LGB)
 Andy **Hunter** (AH) (Member, Director)
 Emma **Paramor** (EP) (Director, Headteacher, Langham Oaks)
 Michael **Southgate** (MS) (Director) – arrived late

Others in Attendance: Iwona **Bainbridge** (IB) (Cover Clerk)
 Tony **Cox** (TC) Member
 Jackie **Harper** (JHa) (Chief Financial Officer, Thriftwood ABM)
 Kate **Stannard** (KS) (PA to Principal)

Apologies: Andrew **Barton** (AB) Member
 John **Revill** (ESSET Representative)

The meeting commenced at 5:15pm

Ref:		ACTION
STBoD 95.	<p>Apologies for Absence The Chair welcomed everyone and introduced the cover Clerk, Iwona Bainbridge. Apologies for absence were received and accepted from Andrew Barton (AB) and John Revill (JR). Mr Southgate would potentially be a late arrival.</p>	
STBoD 96.	<p>Notification of Any Other Business Two items of AOB were notified at the beginning of the meeting:</p> <ul style="list-style-type: none"> • appointment of CEO to be noted under item 104, and • possible redundancy at Thriftwood College <p>The directors agreed to discuss both items.</p>	
STBoD 97.	<p>Declaration of Interests There were no changes reported to the Register of Business Interests nor did anyone declared any interests in relation to any matters to be considered during the meeting.</p>	
STBoD 98.	<p>Minutes of the Previous Meeting The minutes of the meetings held on 16 March 2016 and 25 May 2016 were confirmed and signed by the Chair as an accurate record. The minutes of the Extraordinary meeting held on 20 April 2016 were noted as appropriate.</p>	
STBoD 99.	<p>Review of Action Points and Matter Arising from the Minutes</p> <ul style="list-style-type: none"> • It was noted that Minute 81 of the Extraordinary meeting held on 20 	

	<p>April 2016 should have read – AH proposed that the SEAX Trust spend up to £30,000 to purchase PS Financials [...] as oppose to the SEAX Trust spend £30,000 [...].</p> <ul style="list-style-type: none"> • Clarification with regard to the facility for academies to appeal in order to safeguard themselves against year on year rises in the cost of central service had been received from Browne Jacobson. JH explained that the Board would set the actual figure and the right of appeal would only exist should an LGB consider their academy was being treated unfairly. The Statement of Protocol would contain the information regarding the amount of annual levy. Moreover, it was noted the Board would review the expenditure and balances regularly during the year in order to ensure that the Trust’s funds were spent appropriately and in the best interest of all academies. • All other action points had been completed as appropriate. 	
STBoD 100.	Reports from Committees:	
STBoD 101.	<p>Resources & Audit Committee (RAP) (Andy Hunter, Chair) It was noted that the minutes had been circulated to all directors. The following points were raised by the Chair of the Committee:</p> <ul style="list-style-type: none"> • CIF Bid – the final decision with regard to the CIF bid appeal for replacement windows and roof had not been received as yet. JHa reported that the message on the portal still read – <i>decision awaited</i>. <p>Directors’/Members’ Questions:</p> <p>When would the Trust be able to submit another bid? The Trust should be able to submit another bid in the Autumn term 2016 when the next round of CIF bids opens.</p> <ul style="list-style-type: none"> • Approval of Archer Building Consultancy Ltd as a bid writer and project manager for the Trust. It was noted the supporting paper had been circulated to all directors prior to the meeting. The Chair was seeking approval from the Board for the above appointment. <p>Decision: It was proposed by AH that Archer Building Consultancy Ltd should be approved as a bid writer and project manager for SEAX Trust. Seconded by SH and unanimously carried.</p> <ul style="list-style-type: none"> • Deferral of appointment to Thriftwood Principal position It was reported that the recruitment process for a new Principal at Thriftwood had been deferred. The decision wasn’t taken lightly and a new proposal had been put to the LGB by the appointments panel to strengthen existing roles of Heads of College and School as an alternative strategy, which they had approved. Details of the revised senior leadership staffing structure would be put forward to the Thriftwood LGB in the autumn term. The Board was in agreement with this proposal. • Appointment of SEAX Trust Company Secretary It was noted that Mrs Gillian MacKenzie was appointed as the SEAX Trust Company Secretary. 	SD/JHa

- **Key Performance Indicators (KPIs)**
It was **reported** that SD presented a whole school summary at Thriftwood which was going to be a starting point for LGBs to report back to the Trust. Targets for the Curriculum & Standards Committee would be devised together with the Heads of Schools in readiness for the first Autumn LGB meetings.
- **Staff satisfaction survey and HR exit questionnaire**
It was noted that the survey would take place on termly basis, with one-third of staff being surveyed on each occasion. The exit questionnaire was welcomed by the directors.
- **Budget approval**
Chair of the Committee presented the 2016-17 budgets for Thriftwood, Langham Oaks and Central Budget for the SEAX Trust. It was **noted** that the budgets were shared with the appropriate parties and directors prior to this meeting. The budgets for Thriftwood and Langham Oaks were also signed off by their LGBs.

Michael Southgate arrived at 6:35pm.

Documents presented by JHa: -(income, expenditure and summary budgets for each school and central costs, together with narrative reports for each) raised the following points:

Thriftwood Budget 2016-17

Revenue – £3,079,214
 Company costs (MAT) - £202,336
 AH observed a potential reading of an In-year deficit figure of £74,000
JHa clarified it was actually an In Year positive budget with £10,000 reserve. There was a £74,000 spend included within the budget that was made up of ring-fenced carry forward for grants underspends, which appeared to show an in-year deficit. However all revenue expenditure for 16/17 had been met from the 2016/17 budget allocation.
 Reserves would fall to £400,000
 Reserves balance also included commitments to other projects such as £100,000 towards the CIF bid and an element of Pupil Premium and Sports Premium carry forward.
 The overall in-year reserves stood at £10,000 however additional cost were anticipated for support staff. The budget had included a 1% overall increase, however the proposed increases for April 17 were higher.
 Directors would need to agree whether these rates were approved for support staff within the Trust.

Langham Oaks Budget 2016-17

Revenue - £2,071,047
 Company costs (MAT) - £95,284
 Reserves brought forward - £113,000
 Small in-year surplus of approximately £7,000

Central Budget 2016-17

Revenue - £340,782
 Business & Operational costs - £44,800

	<p>Overall running costs - £272,307 inclusive of teaching and support staff salaries - £157,584 In-year surplus - £68,475</p> <p>Directors'/Members' Questions:</p> <p>What amount money should we keep in the Central Budget reserves? There was no prescribed amount of money that should be kept in the central reserves however it was felt that it was prudent to hold some funds centrally that could be deployed to either of the academies within the Trust should the need arise.</p> <p>Was there a plan in place for the contingency money? The funds could be spent on leadership capacity development and further staff training.</p> <p>Further, the Chair of Directors asked for approval of all three budgets. In reply to a question, JH explained that budget forecast for the whole of the Trust would be submitted to the EFA by 31 July 2016.</p> <p>Decision: AMB proposed that the overall 2016-17 Budget plan for the SEAX Trust be approved by the Board of Directors. Seconded by DC and unanimously carried.</p> <p>The Chair expressed her thanks to the Academy Business Managers (ABMs) and the Chief Financial Officer (CFO) for preparation of the budgets for 2016-17.</p> <p>Statement of Protocol (SoP) – addition of Grove House</p> <p>It was reported that SoP defined how the academies within the SEAX Trust would be charged for central services. The directors went through the document that was presented to them and having discussed it decided to add an additional sentence under Terms of Payment. They thought that it was important to explain how the central charges would be applied to Grove House i.e. the 5% top slice included GAG and top up funding.</p> <p>Directors'/Members' Questions:</p> <p>Was Grove House aware that the 5% top slice would include both GAG and top up funding? The Chair explained that following some debate on the matter between SEAX and Grove House, she had emailed the Chair of Trustees at Grove House, however no response had been received as yet.</p> <p>Would Grove House be subject to claw back of their funding by the DfE? There was every possibility that the DfE might claw back some of the money they already paid to Grove House should pupil numbers not be achieved in the year to come.</p> <p>Did Grove House have sufficient funds in their reserves to pay back money to DfE when requested? It was explained that Grove House held sufficient funds in their reserves.</p> <p>Additionally, questions were raised around possible expansion of the SEAX Trust, structure of the Board with or without majority of Thriftwood directors,</p>	<p>JHa</p>
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	<p>role of the members as described by DfE in the recent publications and how that would affect the future of the Trust. In reply, to those questions the Chair and other directors stated that the Trust did not have to follow the DfE preferred model. Grove House trustees would be invited to join the Trust Board in the same manner that Langham Oaks governors were invited to join the Board.</p> <p>Should any of the academies within the Trust wish to appeal against the amount of money they were charged for central services, who would consider the appeal and how would the panel be selected? It was noted that most probably the members would consider the appeal however the selection process would have to be discussed at the first meeting Board meeting in the Autumn term 2016.</p> <p>Decision: AH proposed that the SoP be approved by the Board of Directors. Seconded by MS and unanimously carried.</p>	AMB/JHa
STBoD 102.	<p>Curriculum & Standards Committee (C&S) (John Reville, Chair)</p> <p>It was noted that the meeting scheduled for 27 June 2016 was cancelled. SD noted that remit of this particular committee would be consolidated and revised in time for the new academic year.</p> <p>Further, she added that since the new Keeping Children Safe in Education guidance would apply from 5 September 2016 a further safeguarding training had been organised for all staff on 1 September 2016 and the directors and governors were also invited. The training would take place at the Thriftwood College.</p> <p>Decision: Directors to attend safeguarding training on 1 September 2016 at Thriftwood College at 9am.</p>	ALL
STBoD 103.	<p>Local Governing Body (LGB) Updates and Matters Arising:</p>	
STBoD 103.1	<p>Minutes of Meeting dated 26 April and 21 June 2016 (Thriftwood)</p> <p>It was noted that the minutes were circulated to all directors. Deferral of appointment of Principal to Thriftwood for 2017 was already briefly mentioned under item 101. The LGB was seeking approval for exploring different options of leadership. It was understood that the LGB was looking into revised appointments of the Head of Thriftwood School and the Head of Thriftwood College, those roles reporting directly to the Executive Principal/CEO from January 2017. The CEO would concentrate on quality of teaching and learning in all Trust academies.</p> <p>Directors’/Members’ Questions:</p> <p>Would the Head of School have the same responsibilities as the Headteacher? Yes, however not in the traditional meaning of a Headteacher.</p> <p>Decision: The Board of Directors ratified the Thriftwood LGB decision with regard to its proposed Leadership appointments.</p>	AMB/SD

<p>STBoD 103.2</p>	<p>Minutes of Meeting dated 18 April and 13 June 2016 (Langham Oaks)</p> <p>It was noted that the minutes were circulated to all directors. EP presented an update on the Ofsted Residential Inspection Reported. The following points were noted:</p> <ul style="list-style-type: none"> • Standard 3.6 – gloves must be worn when medicines are administrated. The School was looking for a sponsor in order to purchase the necessary supplies of gloves. • Standard 7 – fire drill log in place. • Standard 12.6 – there were no physical interventions. • Standard 13.7 – all policies in place. • Standard 13.9 – on-going monitoring in place. • Standard 14 – policy in place. • Standard 19.2 – new level 3 qualification for residential staff had been made available free of charge – CACHE Level 3 Diploma for Residential Child Care. • Standard 20.2 – three unannounced visits took place. Outcomes of the visits were shared with the LGB. • Standard 20.3 – in place • Standard 21.1 – written placement plans in place. <p>Additionally, EP added that a full inspection was expected in January 2017.</p> <p>Directors’/Members’ Questions:</p> <p>Was the LGB being kept up to date with regard to the improvements made? Yes, regular reports were presented to the LGB.</p> <p>Moreover, EP reported that Langham Oaks was now using an automated safeguarding system developed by a police officer. The system was paperless, saved time and made the reporting process a lot easier.</p> <p>The Chair asked whether this system could be explored further with a view of implementing it at Thriftwood. The directors agreed to look into the cost and operation of the system.</p> <p>Decision: To explore Langham Oaks automated safeguarding system with a view to purchase it for Thriftwood.</p> <p>The Chair also brought to the directors attention good news about the anti-bullying app created by Anti-Bullying Ambassadors at Langham Oaks. The SABA App team had received a national award for the Team of the Year and Langham Oaks was congratulated on the achievement.</p> <p>Directors’/Members’ Questions:</p> <p>Was the App a commercial enterprise for the school and was the App developed with a view to be used by other schools? The school was working with an outside company to achieve both.</p>	<p>AMB</p>
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STBoD 104.	<p>SEAX Trust Staffing and Recruitment</p> <p>It was reported that the Trust recruited a Network Manager, Darren Mussenden. Darren had a computer background and an extensive knowledge of schools. He would start in his new position in mid-August.</p> <p>Further, it was added that Gillian MacKenzie was appointed as a Company Secretary to SEAX Trust. Gillian had previous financial background. She would start in her new role in September 2016.</p> <p>The Chair reminded the Board that a timescale for the Executive Principal/CEO's appointment had yet to be confirmed, but it was noted that the Trust had a draft job description for CEO that would be used for the purpose of defining the role.</p> <p>Decision: The meeting agreed that the Thriftwood directors would present at the first board meeting in the Autumn term a job description for SEAX Trust CEO, with a view to finalising the appointment before the end of that term.</p>	
STBoD 105.	<p>Review of SEAX Board Structure (in the light of DfE's latest guidance)</p> <p>The Chair opened a discussion around the role of CEO and whether the role should be kept strictly managerial position or whether the CEO should have a full membership of the Board.</p> <p>Directors'/Members' Questions:</p> <p>What were the advantages and limitations of CEOs on boards? If the CEO was on the board, should she have full voting rights? How would we make a decision?</p> <p>AMB explained that the latest Model Articles of Association stated that the CEO was a director/trustee of the Board unless they themselves chose not to be. However Article 12A was very clear that a member of staff could not be a Member of the academy trust.</p> <p>Further, she presented the directors with a report conducted by NFER, The Future Leaders Trust and NGA entitled <i>Executive Headteachers: What's in a Name?</i></p> <p>At this point SD took the directors through the proposed Academic Year Planner 2016-17 outlining the potential scheme of various Trust meetings.</p> <p>Having discussed the planner the directors agreed that SD would finalise the meetings schedule in time for the new academic year.</p> <p>Decisions: Copy of the report on Executive Headteachers to be emailed to all directors. SD to finalise the Academic Year Planner 2016-17.</p>	AMB/SD/IB
STBoD 106.	<p>New SEAX Trust website.</p> <p>KS explained that the SEAX Trust website was near completion.</p> <p>Directors'/Members' Questions:</p>	

	<p>Would the website contain links to individual schools? KS explained that that would be the case.</p>	
STBoD 107.	<p>New SEAX Trust Letterheads</p> <p>KS presented a sample of the actual letterheads to the directors. She explained that letterheads and compliments slips would also include names of the individual schools (including Grove House).</p>	
STBoD 108.	<p>Free School Bid Update</p> <p>SD reported that section G of the bid had been submitted. There was a close working relationship with the local authority with regard to this project. Further update would be provided as and when information became available.</p>	
STBoD 109.	<p>Grove House</p> <p>For this item it was noted that MS was also a trustee at Grove House.</p> <p>It was noted that letter of approval with regard to Grove House joining SEAX Trust was received from Tim Coulson, the Schools Regional Commissioner. The Chair added that she had written to the Chair of Trustees with a proposal.</p> <p>Directors'/Members' Questions:</p> <p>Would we need to complete a due diligence before allowing Grove House to join the SEAX Trust? And would the Funding Agreement change as part of the process?</p> <p>It was explained that the due diligence process was underway and had to be completed and the Funding Agreement would be re-written.</p> <p>Would the directors have to make any decisions between now and the beginning of new academic year? AMB explained that she didn't know at this particular time whether any further decisions had to be made by the directors however she was willing to email everyone as soon as more information became available.</p>	
STBoD 110.	<p>Any Other Business</p> <p>Redundancy at Thriftwood College.</p> <p>It was brought to the directors' attention that a member of catering staff took a voluntary redundancy following a discussion around reduction in her working hours.</p> <p>Directors'/Members' Questions:</p> <p>What was the reason for reduction in hours? The number of hot meals served in the College had been very low which made the current position not viable.</p> <p>Would there be a need for a similar position when the numbers go up? The</p>	

	<p>College was looking into creating a new post of Café Manager with a new set of responsibilities.</p> <p>What was the cost of the redundancy? The cost of the redundancy was £1,800.</p> <p>Decision: The directors resolved to approve the proposed redundancy. Proposed by MS and seconded by EP and unanimously carried.</p>	JHa
STBoD 111.	<p>Date and times of meetings for the next academic year to be agreed.</p> <p>The Academic Year Planner 2016-17 was presented to the directors under item 105.</p>	
STBoD 112.	<p>Next Agenda Items</p> <p>The agenda items would be agreed at the agenda setting with the new Company Secretary.</p>	

The meeting closed at 7:10pm

Action Summary of SEAX Trust Meeting of 13.07.16				
Date	Ref	Detail	By Whom	By date
13.07.16	STBoD 101	Archer Building Consultancy Ltd was approved as a bid writer and project manager for SEAX Trust.	SD/JHa	19.10.16
13.07.16	STBoD 101	Overall Budget for 2016-17 was approved. Submission to the EFA pending.	JHa	31.07.16
13.07.16	STBoD 101	Statement of Protocol (SoP) was approved by the Board – pending implementation.	AMB/JHa	31.08.16
13.07.16	STBoD 102	Directors to attend safeguarding training on 1 September 2016 at Thriftwood College at 9am.	ALL	01.09.16
13.07.16	STBoD 103.1	Deferral of recruitment of Principal to Thriftwood was ratified by the Board.	ABM/SD	19.10.16
13.07.16	STBoD 103.2	To explore Langham Oaks automated safeguarding system with a view to purchase it for Thriftwood.	ABM	19.10.16
13.07.16	STBoD 105	To put together and present a job description for SEAX Trust CEO. Email copy of Executive Headteachers: What's in a Name? to all directors. Finalise the Academic Year Planner 2016-17.	AMB/IB/SD	19.10.16
13.07.16	STBoD 110	Voluntary redundancy at Thriftwood College was approved.	JHa	19.10.16

Signed

Date