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**BOARD OF DIRECTORS MEETING MINUTES**


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**Wednesday 16th March 2016**

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

**Others in Attendance:** Tony Cox (TC) (Member)  
Jackie Harper (JH) (Academy Business Manager, Thriftwood)  
Beverley Kekwick (Clerk)  
Kate Stannard (KS) (PA to Principal)

**Presentation:** **From LA:** Ralph Holloway (RH), SEN Transformation Manager and Gary Bloom (GB), SEN Planning and Provision

**Apologies:** John Reville (ESSET Representative)  
The meeting started at 5:10pm

Ref:		ACTION
STBoD 67	<b>Apologies for Absence</b> All were welcomed and apologies were received from John Reville.	
STBoD 68	<b>Notification of AOB</b> 1. A presentation was given by Ralph Holloway (RH) and Gary Bloom (GB) regarding a Free School Application. This item was taken next on the agenda. <i>Tony Cox arrived to the meeting at this point.</i> 2. There is to be no CEO report or Chair's report as this will form part of the presentation in item 74.	
68.1	<b>Presentation on a Future Free School Application</b> RH and GB jointly gave the presentation. The following points were made; <ul style="list-style-type: none"> <li>• There is a priority to meet the educational needs of all the children in Essex in county.</li> <li>• There is capital funding agreed by Schools Forum of £42m for new special school provision.</li> <li>• The DofE has reported that in future Free Schools need to be "Needs Led".</li> <li>• Tim Coulson Regional Commissioner is to attend the ESSET meeting on 17<sup>th</sup> to give an overview of the academisation of schools.</li> <li>• The site of the old St. Peter's School would be a prime site for a new school. The aim is to provide 64 places for ASC children and 64 for SEMH children. This may include children from out of county. This is to include 30 boarding places, possibly 15 of each cohort.</li> <li>• The previous bid deadline for free school bids was March 2016 which has now expired. The next bid deadline will be October 2016.</li> <li>• Further schools are also to be built in Harlow and Braintree. Other MAT</li> </ul>	



	<p>Trusts are interested in developing these schools. To develop all three schools together would be to take financial advantage of economies of scale. It would be the preferred option if the SEAX Trust were to bid for a new Free School on the St Peter's site.</p> <p><b>Directors Questions</b></p> <ul style="list-style-type: none"> <li>• <b>What is being sought from the SEAX Trust Specifically?</b> <u>Not</u> additional funding. To be responsible for preparing a bid from the SEAX Trust MAT to manage the new Free School. Support will be available additionally from Essex LA.</li> <li>• <b>What about a financial analysis of future sustainability?</b> This is an important part of the decision and it has been confirmed that this is assured.</li> <li>• <b>What is the driver for this?</b> Reduction in the number of out of county placements and meeting the increasing number of educational places that the LA proposes are needed for the county.</li> <li>• <b>Will there be pupils from out of county?</b> The LA would like to restrict it to Essex pupils, the new provisions across the county will provide for a range of pupil need ASC, SEMH.</li> <li>• <b>Have there been discussions with Social Care and Health?</b> Yes. The model is fully inclusive and would involve therapeutic work on site. This would form part of the original bid. This would need to be matched up with local services and in particular the Clinical Commissioning Group (CCG).</li> <li>• <b>Is there considered to be a "critical mass" number of schools to be included in a MAT?</b> Six schools is currently considered the optimum number.</li> <li>• <b>What if no-one is interested in bidding for the school?</b> It would go outside to the general market. There is, however, already local interest but the SEAX Trust is considered to be a serious contender because of its experience.</li> <li>• <b>What is the future role of the LA?</b> To facilitate and liaise with the MATs.</li> <li>• <b>Would this new school be an extension to Thriftwood School / College?</b> The school would have its own identity and be quite separate although geographically close.</li> </ul> <p>Ralph Holloway and Gary Bloom were thanked for their very informative presentation. They both left the meeting at this point.</p>	
STBoD 69	<p><b>Declaration of Interests</b> No interests were declared.</p>	
STBoD 70	<p><b>Minutes of Previous Meetings</b> The Minutes of 21/10/15 and 2/12/15 were approved and signed by the Chair.</p>	
STBoD 71	<p><b>Review of Action Points and Matters Arising</b></p> <ul style="list-style-type: none"> <li>• The Secretary of the SEAX Trust, Sharan Sandhu, resigned from the Trust in November 2015. This has had an impact on the admin and Kate Stannard was thanked for helping out in this respect.</li> </ul>	



	LGB.	
STBoD <b>73</b>	<b>LGB Updates and Matters Arising</b>	
STBoD <b>73.1</b>	Minutes from the meeting of Thriftwood LGB of 9/2/16 were received. There were no matters arising.	
STBoD <b>73.2</b>	Minutes from the meeting of Langham Oaks LGB of 29/2/16 were received. There were no matters arising.	
STBoD <b>73.3</b>	<p>Three new parent governors at Thriftwood LGB have been proposed to the Board. They have each completed references, self- declarations and business interests. Each has produced a personal statement and these were circulated to the directors.</p> <p>The Directors unanimously approved the appointment of the three parent governors. Thriftwood’s Clerk will proceed with necessary actions.</p>	<b>SW</b>
<b>73.4</b>	Langham Oaks LGB reported that they had lost a valued HR governor. They also thanked the new clerk and in particular the highlighting of governor questions and challenges in the minutes. It was agreed that the minutes of the SEAX Trust would be in the same format as it is important for governors to evidence what they are doing.	<b>BK</b>
STBoD <b>74</b>	<p><b>Future Planning for the Development of the SEAX Trust</b> SD, AMB, AH, SH and KS visited the Ascent Trust in Sunderland last week in order to gather information regarding structure, business strategy, vision and development that will help inform the future development of the SEAX Trust. Information was presented to the meeting in a Powerpoint format.</p> <p><b>Challenges Currently at the SEAX Trust</b></p> <ul style="list-style-type: none"> <li>• Personnel changes (Retirement of SD December 2016)</li> <li>• Less and more complex funding in the future. The impact of this is not yet known.</li> <li>• Addressing local developments e.g. Free School Initiative</li> </ul> <p><b>Benefits of expanding the Trust to include more schools</b></p> <ul style="list-style-type: none"> <li>• The priority is to expand current student opportunities</li> <li>• Raising the accountability of the MAT</li> <li>• Economies of scale; streamlining and sharing of policies and procedures</li> <li>• Government expectations; Better to take ownership and have an influence rather than be directed.</li> <li>• Strengthening teaching and learning</li> <li>• Increasing the leadership &amp; management capacity</li> <li>• Financial benefits of consolidation /sharing of resources</li> <li>• More powerful as a Trust with more status</li> </ul> <p>The differences and the similarities between the two Trusts were highlighted. Discussion followed which also included the proposals received in the first part of the meeting from RH and GB regarding a potential Free School.</p> <p><b>Directors Questions</b></p> <ul style="list-style-type: none"> <li>• <b>If specialised therapist were employed for the new free school, could</b></li> </ul>	

	<p><b>they be shared with other schools in the Trust?</b> Yes if they were employed at MAT level. This would give the advantages of increased capacity and flexibility. It would also offer more opportunities for staff. This would have benefits for staff retention and attraction of new staff.</p> <ul style="list-style-type: none"> <li>• <b>What was the driver for the other three schools to join the Ascent Trust?</b> Only one school was sponsored on a mandatory basis. All the Headteachers involved have good relationships. There were also mutual benefits of timing and partnership.</li> <li>• <b>Do they buy into services from the LA?</b> Some services yes, other more specialist services are bought in from elsewhere.</li> <li>• <b>What is the main thing that the Ascent Trust would have done differently if they could?</b> A corporate business manager was taken on to project manage the business. This appointment was found to be hugely beneficial. It would have been better to have made this crucial appointment earlier on at the outset. The current CEO is very business focussed.</li> <li>• <b>Are the non-executive directors or trustees paid?</b> No they are not allowed to be. They are, however, all very engaged. The Headteachers were also very focussed and supportive of one another.</li> <li>• <b>In what ways are there benefits of running the Trust as a business? Examples given:</b> Training is often done in house and also offered to outsiders thereby generating an income stream. Facilities where appropriate are let out, cafe facilities are used by the community in some cases. All parents are obliged to use the same travel contract for pupil transport arrangements. This has the advantage of economies of scale.</li> <li>• <b>Is there not a tension between Headteachers and business interests?</b> On the contrary, Headteachers are very involved but able to focus more on teaching and learning outcomes and improvements for the children. The governance is transparent. All staff are accountable and have a shared vision and therefore ownership. It is recognised that there is a critical mass. When this is exceeded there are diminishing returns. This has already been seen with some of the existing larger MATS in the country.</li> <li>• <b>What is the critical mass in terms of number of schools?</b> Five to six schools is considered optimum. This allows the consolidation and sharing of back office functions but still allows the CEO to manage good and close relationships with all key leaders.</li> </ul> <p><b>Conclusions</b></p> <ul style="list-style-type: none"> <li>• Wider opportunities for all children in broader Trust possible</li> <li>• Increased staff support, capacity and shared resources</li> <li>• Improved access to more innovative services and provision</li> <li>• Increased power and status and therefore more leverage</li> <li>• Possible to develop own staff in house and have training arm</li> <li>• Business focussed CEO for more rigour and accountability</li> <li>• Professional support staff for finance/ HR and facilities management</li> <li>• Mutual support and problem solving for Headteachers</li> <li>• Geographical proximity of schools important</li> <li>• Need to be very selective of which schools are taken on</li> <li>• All schools would need to subscribe to SEAX vision</li> <li>• Strategic information is extremely useful</li> <li>• SEAX Trust is in a good position to provide a good business model</li> </ul>	
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	<p><b>Next Steps</b></p> <p><b>Grove House School in Brentwood</b>          This is a Free School that was set up by parents for children with speech and language difficulties. The current model is not sustainable and SD has been offering support as requested. They are not a failing school but do need additional business and leadership support. There is to be a meeting next week with Grove House Trustees about potential membership of SEAX.</p> <p><b>Directors Question: What about funding for Grove House?</b> There is £10k + top up funding for each of their pupils. Due diligence would need to be undertaken at an early stage.</p> <p>After further discussion directors approved, in principle, the proposal to take on Grove House as further school in the SEAX Trust. It was noted that many issues such as TUPE agreements for staff have yet to be discussed and would require agreements to be reached.</p> <p><b>Free School Initiative</b>          After further discussion directors approved, in principle, to further exploring the feasibility of an application by the SEAX Trust for the new Free School on the site adjacent to Thriftwood College. This would be on the condition of administrative support being offered by the LA for the task.</p> <p>SD reported that she would be willing to stand as the CEO for the SEAX Trust subsequent to her retirement from Thriftwood in December 2015, which was warmly received by the Board.</p> <p>More meetings are to be held to draw up an action plan with agreed timescales.</p>	<p><b>SD and AMB</b></p> <p><b>SD/ ALL</b></p>
STBoD 75	<p><b>AOB</b></p> <p>Sally Davies reported that she would be retiring as Headteacher of Thriftwood College in December 2016. She reported that she would be taking leave of absence during January 2017. She also reported that she would not be seeking a full time post and therefore future succession planning should be considered. The governance structure of the Trust may need to re-visited.</p>	<p><b>ALL</b></p>
STBoD 76	<p><b>Next Meeting</b></p> <p>The next meeting will take place on Wednesday 13th July 2016 at 5pm.</p>	
STBoD 77	<p><b>Next Agenda Items</b></p> <ul style="list-style-type: none"> <li>• Amalgamated KPIs from all committees</li> <li>• Differentiated Safeguarding roles within the SEAX Trust</li> <li>• Review of Existing Governance Structure</li> <li>• Development of SEAX Trust: Update</li> <li>• Implementation of new pay structure for minimum wage: Update</li> </ul>	

The meeting ended at 7:30p.m.

**Action Summary of SEAX Trust Meeting of 16/03/16**

Date	Ref	Detail	By Whom	By date
16/3/16	STBoD <b>72.1 a</b>	Amalgamation of KPIs from all Committees	All	13/07/16
16/3/16	STBoD <b>72.1 b</b>	Approval of four Trust Policies	All	Completed
16/3/16	STBoD <b>72.1 c</b>	One Risk Register for all schools within SEAX Trust	Resources & Audit Committee	13/07/16
16/3/16	STBoD <b>72.1 c</b>	Strood Specialist Contractors to be appointed to carry out the works when CIF outcomes announced.	All	Ongoing
16/3/16	STBoD <b>72.1 c</b>	Implementation of new pay structure to incorporate minimum living wage	All	13 /07/16
16/3/16	STBoD <b>72.2</b>	To explore different safeguarding roles within the Trust	All	13/07/16
16/3/16	STBoD <b>73.3</b>	The Directors unanimously approved the appointment of three new parent governors at Thriftwood College.	All	Completed
16/3/16	STBoD <b>74.1</b>	To further explore the feasibility of the acquisition by the existing Grove Free School in Brentwood by the SEAX Trust.	AMB / SD	Ongoing
16/3/16	STBoD <b>74.2</b>	To further exploring the feasibility of the acquisition by the SEAX Trust of the new Free School on the St Peter's School site.	AMB / SD	Ongoing
16/3/16	STBoD <b>75</b>	Consider Succession Planning and revisit governance structure	All	Ongoing

Signed .....

Date .....