**PICKWICK ACADEMY TRUST**

**TRUSTEES AND MEMBERS MEETING**

**HELD AT IVY LANE SCHOOL ON 4 December 2018 AT 6.30pm**

**M I N U T E S**

**PRESENT IN ATTENDANCE**

**TRUSTEES MEMBERS OTHERS**

Fiona Allen (CEO) Paul Dimech James Passmore

Keith Hillman (FD) Gail Chilcott Julia Hawkins

David Willis Ian Fewtrell Gina Cooke

Andrew Hall

Gill Clark

Dave Powell

Rob Hayday (Chair)

 Janet Livingstone (clerk)

**WELCOME AND APOLOGIES**

The Chair opened the meeting at 6.30pm. Apologies were received from Alexandra Bond, Elspeth Griffiths (Members), and Rob Ward, Paul Vincent (Trustees).

**1. Declarations of Interest.** Members and Trustees were invited to declare any changes in business interests. There were no changes and no conflicts of interest with items on the agenda of the Pickwick Academy Trust.

**ITEMS FOR APPROVAL**

**2. The minutes of the meeting held on 2 October 2018 were agreed as a true and accurate record and accepted by all trustees. The minutes were signed by RH at the end of the meeting.**

The confidential notes would be deferred for agreement at the next meeting and the password protection removed.

 **ACTION Clerk**

**3. Board Matters arising**

3.1A new draft of the Finance Manual has been completed. This will now go to the next Finance Focus committee followed by the Board Meeting in February**. Completed.**

3.2All recovery plans have been submitted to KH and for approval by Trust Board on this agenda**. Completed.**

3.3Aloeric Action Plan updated weekly and on the Hub. **Completed**.

At the end of the meeting, FA updated the Board on further issues at Aloeric. Concern was expressed regarding the Health and Safety Action Plan and the delayed installation of smoke detectors. The Fire Service are visiting the school on 10 December and this will be resolved then. **Completed**.

3.4 Trustees monitoring the Aloeric Action Plan. **Completed.**

3.5 FA to establish a Safeguarding folder on GovernorHub. **Completed.**

3.6Trustees and Members confirmed that all Declaration of Interest forms and Church information has been submitted to FA**. Completed.**

3.7Executive HTs uploaded July HT reports to GovernorHub. **Completed.**

3.8 JP SIG Report on Agenda. **Completed**.

**FINANCE**

**4. Presentation by Bishop Fleming**

David Butler gave an overview of the recent Audit. There was more information to gather than previously, but the process went well overall. Figures had been reconciled back to the management accounts. Overall, the result was a balanced budget which was a good position for the first year of becoming a MAT. A Key Facts Statement was provided by Bishop Fleming. Main points discussed were:

●The Teaching School produced a surplus of £41K.

●The FRS102 Pension Charge of £296K was a distorting factor.

●Net result for the year was a surplus of £3K.

●£1.2million liability for the LGPS pension deficit.

●The teachers’ pension scheme increased contribution rate of 23% had not been factored in. This, combined with teachers’ pay rises were the biggest concern going forward.

●Reserves brought forward were £477K. £92K reduction for purchase of fixed assets, leaving available reserves to bring forward of £385K.

●Bishop Fleming recommended 1-2 months expenditure as a reserve for a Trust this size.

●Individual Schools – 3 schools had a healthy surplus, while Aloeric had an increasing deficit. Steps were being taken to reduce the deficit.

●Some small errors were brought to the attention of Bishop Fleming and these would be corrected in the final paperwork.

●There was a discussion about what items were capitalised: replacement items were expensed, large items such as computers were capitalised.

●Some adjustments were made to School Funds, larger adjustments were made with regard to the pension scheme and the CPS finance copier lease.

***Management Letter***

The appendix would be submitted to the EFSA, with the management responses, together with the financial statements.

●Red items requiring immediate attention from the current year observations were:

Aloeric School Fund processes – This has now been closed down. Petty Cash is used by all schools.

Aloeric Employee Records – external HR support has been arranged following an audit of current records (separate to this internal audit workstream. Recommendations for improvement have been made and are urgently being implemented.

●There were 3 updates on previous years’ observations regarding petty cash, payroll and the CPS finance lease.

●Regarding the finance lease – this is currently on hold and at a later part of this meeting it was noted that the contract had ceased.

RH thanked David Butler and the finance team for all their hard work in completing the audit.

*7.30pm - The auditor departed.*

**5. Budget Report – KH**

***QC Recovery Plan*:** The reserve position has increased by £20K to £47K. However the budget for 19/20 continues to show an in year deficit and reserves are below the level expected in our Reserve Policy.

***CPS Recovery Plan***: In year deficits remain in 19/20 and 20/21. There is a focus on increasing numbers, and a more detailed update can be provided in the spring.

***Aloeric Recovery Plan***: Weekly action plan tracking progress on H&S and safeguarding matters. In year deficits remain for three year period. £55K has been set aside for action remedial works. A new staffing model was presented to the LGB on 27 November identifying in year savings of £74K. An updated model was produced following this by the LGB and available at the meeting this evening. £30K has been set aside for costs relating to the new staff model and £4K for extra support (this has already been exceeded). The Trust Board expressed reservations about the areas identified for savings as it was felt that the current issues linked to premises, HR, H&S, safeguarding and security warranted staff capacity.

A discussion ensued about the LGB and its ability to accept its responsibility to deliver the required action and the willingness to focus on the right areas. FA has big concerns regarding the impact of the issue on the capacity of the Executive Management Team, its strategic priorities relating to PAT, supporting personnel and the other three schools who are beginning to suffer because of the necessary prioritisation of activities to address current and historical matters at Aloeric. The reputation of the Trust was also flagged as at risk given the impending changes to the staff structure/school operation and it was expected that the LGB should share responsibility for the changes ahead to mitigate such risk. RH expressed concern about the former leadership of the school which most likely contributed to the inherited situation. Shortcomings of leadership were echoed by other trustees.

It was agreed that additional capacity was required to support Aloeric intensively, and an individual with authority should be assigned to oversee the remedial action.

To support the work to grow the Trust and in light of another school wishing to become part of the Trust, the possibility of having an extra committee comprising Board members to focus on due diligence was put forward.

RH proposed:

**Due to ongoing concerns at Aloeric School, Trustees agreed that the Executive Management Team led by Fiona and Keith should devise a plan to devote more resources from Trust resources to address in the short term the problems at Aloeric to drive remedial action.**

**This was seconded by AH and all Trustees agreed.**

**It was also agreed that RH would have the authority of the Board to approve the finances related to the action.**

***Ivy Lane***: Small in year deficit this year, reserves increasing each year.

***Teaching School***: Extra funding grant ring fenced for project coming in.

***PAT***: In a deficit position mainly as a result of increasing the budget for CEO and FD.

**ACTION: To discuss PAT deficit funding at the March Finance Committee**

**The Board wish to express their thanks to both Amanda and Emma for all the extra work involved in assisting at Aloeric School.**

**Recommendations:**

**1. RH proposed that the recovery plans for CPS and QC be approved. GC seconded and all Trustees agreed.**

**2. RH proposed that, subject to the changes discussed, the updated budget for 2018/2019 and forecasts for 2019/2020 and 2020/2021 for all schools be agreed. This was seconded by AH and all trustees agreed.**

**3. The Board have considered the Aloeric recovery plan, and have concerns. The plan will continue although it will be subject to any changes that the management team consider in their plan.**

**4. The Board noted that the routine budget management reports for 18/19 will be available at the next Board Meeting on 5 February 2019.**

**5. FA and KH will respond to the letter and email from the ESFA.**

**6. CIF Bids**

Bids have been put in as follows:

Ivy Lane – to replace their huts.

Aloeric – fire security and safety issues

Queen’s Crescent – toilets and a boiler

Corsham – windows and two boilers.

The Ivy Lane bid would have the biggest impact, as already children have had to be evacuated from the current huts in question. A bid is more likely to be approved with a contribution from the school. It would cost Ivy Lane £10K per year for ten years if their contribution was 10%. It was agreed that this was worthwhile.

**7. Trust Growth:**

**Ludwell School.**

FA reported back that the school was in special measures, but many issues had already been addressed by the local authority. A new Headteacher was in place who was of a high calibre. All the governing body bar one had now been replaced. The budget was currently in surplus but would move to a deficit position in three years’ time. Numbers should rise over that period. It was an opportunity for the PAT to grow in the southern hub and recommended that it was worth exploring further.

JP reported on a primary school in Salisbury with a committed leadership team willing to support the Trust’s growth plans involving Ludwell School. JP/FA have met all the governors. If they joined, it was possible that it would trigger another school to join. This school would come with £70K sponsorship funding. Conversations have taken place regarding delivering school improvement locally.

Questions were asked regarding distance, size of schools and the use of money to support schools. Due diligence was essential and how this was to be carried out was discussed. Bishop Fleming would undertake financial due diligence and there would be a £25K plan for Robinson Grace to carry out remaining due diligence. It was suggested that a separate working group be established to support the process of due diligence to ensure no repeat of past experience. Should the Trust agree to progressing to the next stage of the process with the RSC it was noted that this did not formally commit the Trust to any development involving Ludwell. RH flagged that the Constitution required Members support for certain decisions including expansion. Members gave their consent for the Trust Board to continue with planned growth activities.

**RH proposed that JP should confirm to the RSC that PAT wish to proceed with the next stage of the process regarding Ludwell School. This was seconded by AH and all Trustees agreed.**

JP would report back on progress for the first 15 minutes of the next meeting of the focus committees **. ACTION JP**

**8. Feedback from Finance and Resource Focus Committee**

The minutes of the meeting had been circulated prior to the meeting. Questions were invited but none were raised.

Terms of Reference for the committee need to be approved. **COMMITTEE ACTION**

**SCHOOL IMPROVEMENT**

**9. Feedback from School Improvement Focus Committee**

The minutes of the meeting had been circulated.

Terms of Reference for the committee need to be approved. **COMMITTEE** **ACTION**

GC reported that the focus was on:

●Consistency of reporting data from all four schools.

●Growing visionary leaders for the future and that the Committee needed to develop arrangements for this to be commonplace across the Trust.

**10**. **Roles and Responsibilities of Head of School and Executive Headteacher**

A document outlining the roles and responsibilities of the Head of School and Executive Headteacher which was written by Fiona in consultation with all Trust Heads. GCl suggested that links could be made to further embed the moral purpose and values of the role.

Trustees agreed that they wished the Trust Heads to be outward facing and morally driven to ensure the best possible education for the children.

GL agreed to send FA ideas which she might want to share with the Heads at a future meeting.

FA stated that she would revisited job descriptions to ensure they reflected the discussion this evening. Amendments to the document would then be made.

ACTION: FA to revisit the Trust Head’s job descriptions and to make any changes to the document as were necessary.

**TEACHING SCHOOL**

**11. Update of the development of SIG**

JP briefly outlined the current state of play. There were five groups, of which JH and her team were leading one. The undertaking was led by the Teaching School and aimed to support schools to improve outcomes by using the expertise available.

**STAFF DEVELOPMENT AND BEING A GOOD EMPLOYER**

**12. Leadership Appraisal 2018/2019**

On 11/12 November 2018 Head’s Appraisal Days were held to set targets as a Pickwick Team taking account of Trust and individual school improvement foci. Targets were then set in School Improvement, School Data, CPD and Leadership. FA recommends that the Heads Appraisal System adopted in 2018 will remain in years going forward as it reflects the Trust’s Scheme of Delegation. This method of leadership appraisal ensures the Trust is able to influence and monitor the performance of its most valuable asset while delivering the expectations of the Scheme of Delegation. Some concerns were raised by Chairs of the LGBs regarding this new structure which were noted.

**GCl proposed that the Trust based scheme be adopted for Leadership appraisal. This was seconded by DP and all Trustees agreed.**

**GOVERNANCE**

**13. Constitution**

This has been reviewed and updated to a more generic document and not so focused on the four founding schools. This was done to ensure new schools wishing to join the Trust felt equally as welcome into the organisation.

**RH proposed all the changes made to the Constitution and all Trustees agreed.**

**POLICIES**

**14. Policies for Ratification**

The paper on policies was supplied and RH made a correction. The Induction of NQTs and Initial Teacher Training documents need further changes and has not been approved by the panel yet.

**The following policies were reviewed and ratified on behalf of the Board at a recent Policy Panel meeting:**

Support Staff Capability

Pension Discretion Policy

Shared Parental Leave

Parental Leave

CCTV

Habitual or Vexatious Complaints

Staff Training and Development

Work-Life Balance and Wellbeing

Trustee and Governors’ Allowance

Dealing with Unacceptable Behaviour on School Premises

Additionally, The Trust’s Pay Policy 2018-2019 was approved.

The paper identified that Heads and Finance Managers will update the Trust HR policy folders in the schools, setting their own timetable for implementation. However, it was the expectation of the Policy Panel that any policies approved were for implementation across the Trust once they had been ratified by the Trust Board.

**ACTION**: By the February Board meeting, each school should ensure that the policies approved by the Board are in place and confirmation is required from Executives that this is the case **ACTION CEO**.

**15. ITEMS TO NOTE**

**Chair and Vice Chair of Governors appointments:**

**Aloeric:** Steve Hayward and Dan Stuchbury respectively

**Corsham**: Co Chairs – Matt Harpham & Kevin George, Andrew Gough

**Ivy Lane** from January 2019: Kara McAveety and Patrick Holder-Mallett

**New governors at Corsham Primary**

Maddy Lovelock

Andrew Gough

Gary Webb

Clive Green

**NEXT BOARD MEETING: TUESDAY 15 JANUARY 2019 FOCUS COMMITTEE MEETINGS AT PICKWICK OFFICES**

 **TUESDAY 5 FEBRUARY 2019 BOARD MEETING**

**The meeting closed at 9.50 pm**

**Signed: Date:**