**PICKWICK ACADEMY TRUST**

**TRUSTEES AND MEMBERS MEETING**

**HELD AT CORSHAM PRIMARY SCHOOL ON 5 February 2019 @ 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) Elspeth Griffiths Julia Hawkins

Rob Ward Gina Cooke (GC)

Andrew Hall

Gill Clark (GCI) Janet Livingstone (Clerk)

Dave Powell

Rob Hayday (Chair)

Paul Vincent

**WELCOME AND APOLOGIES**

The Chair opened the meeting at 6.30pm. Apologies were received from Alexandra Bond, Gail Chilcott, Ian Fewtrell (Members), and David Willis (Trustee).

**1. Declarations of Interest.** Members and Trustees were invited to declare any changes in business interests. AH stated that he knew John Parker, who was on the LGB of a local primary school. However, it was agreed that there were no conflicts of interest with the agenda of the Pickwick Academy Trust.

**ITEMS FOR APPROVAL**

**2. The minutes of the meeting held on 4 December 2018 were agreed as a true and accurate record and accepted by all trustees, including a small amendment made at the meeting. The confidential notes from 2 October 2018 were agreed as a true and accurate record and accepted by all trustees. Both minutes were signed by RH at the end of the meeting.**

**3. Board Matters arising**

3.1Confidential notes from 2.10.18 – password protection removed and approved**. Completed.**

3.2PAT deficit funding on agenda for next finance committee meeting in March 2019**. Completed.**

3.3Focus committees to discuss terms of reference at January meetings. **Completed**.

3.4 Trust growth progress update on Ludwell School provided at committee meetings in January. **Completed.**

3.5 Policies – confirmation required that all schools have approved policies so far in place. **Completed.**

FA confirmed that all schools have access to the policies on GovernorHub. All personnel policies are the same across the Trust for staff employed since 1.8.2017. EHs confirmed that HoS are aware and new policies are discussed regularly at meetings. An annual assurance process was discussed.

*7pm – Keith Clover (KC), representative of the Salisbury Diocese joins the meeting*

**4. Mixed MATs**

A paper following the meeting on 19.12.18 with members of the Salisbury Diocesan Board of Education (SDBE) had been circulated. KC outlined some key facts:

● 50% of the Church Schools in the Diocese are in mixed MATs. 90% of Church Schools in the Diocese are good or outstanding currently.

● PLTSA is currently supporting SDBE schools.

● SDBE are actively exploring mixed MATs with a view to the Church Schools joining and becoming a Mixed Mat. KC stated that an essential ingredient is the understanding of the mixed status.

● The SDBE hope that within the next 3-5 years all the Church Schools will become part of a Mixed MAT.

● Church Foundation requirements must be met – 50% Members and Trustees required. One Member would need to become a SDBE Corporate Member – this could be one of the current Members. Corporate Membership means the Church is able to field relevant personnel to meetings involving the role without the responsibility falling to a single individual.

● The SDBE would meet annually with the Chair, CEO and Corporate Member.

● Understanding would be required of the SIAMS framework which is the Church’s assurance mechanism.

● The Diocese would be included in all Headteacher recruitment at Church Schools involved in a mixed MAT.

● Church Schools need permission from SDBE to join a MAT. A process of due diligence would be undertaken.

● The SDBE would be involved with School Improvement and undertake an annual review. Support would be offered to the Church Schools and across the MAT.

● The Church retains ownership of the Schools. Staff in Church Schools TUPE to a mixed MAT which becomes responsible for employment and associated liabilities.

*7.25pm – EG joins meeting*

KC answered questions regarding the concept of a Mixed MAT, perceived differences of Church Schools and sharing good practice and values between schools irrespective of the origins of their values. Difficulty at this stage of any potential relationship to really understand the motivation of SDBE or tensions that may arise between parties that all would want to overcome.

*7.40pm – DP and KC leave*

Discussion continued:

● Concerns over the fact that a large number of the Church Schools in the Diocese were small, village schools where issues such as declining numbers and school closure would need to be considered.

● Extra requirements and workload that Pickwick would need to fulfil to be part of a Mixed MAT was a concern.

● Responsibility of a Corporate Member seemed to be more than a current Member.

**5. Trust Growth – next steps**

The RSC and DfE had agreed in principle to Pickwick taking on Ludwell, however the ESFA picked up on a few financial irregularities at the Headteacher Board meeting thus delaying plans that had been made. These were the Corsham Primary School finance lease issues and a couple of queries on Trustees’ conflicts of interest. The lease situation has now been further explained and Trustees have updated their details with the result that at the next Headteacher Board on 25 February 2019 it is likely that permission from the RSC will be forthcoming for Ludwell to join. In addition, the MDIF grant of £100K would be released in full if it all goes through. This would be conditional on spending some of the money before March and the likelihood of another school joining imminently (this is looking positive).

JP confirmed that two further schools were being engaged, with one visiting PAT in March, the other was at an early stage and had challenges, but huge potential. One school had declined.

Moving to a Mixed Mat was then discussed and concern expressed over the potential for unknown involvement in Trust operation, School Improvement and SIAMS issues.

A vote was taken to show the interest in further exploring Church Schools joining Pickwick meaning the Trust would have to become a Mixed MAT but without any commitment at this stage..

Yes – 4 votes

No – 2 votes

On this basis, RH asked JP to continue to explore the possibilities of Church Schools joining Pickwick. He asked that JP produce a short paper clearly showing pros and cons with regard to governance, organisation and timescales to enable the Board to make a more informed decision about any future relationship as part of a mixed MAT.

**ACTION: JP**

**FINANCE**

**6. Financial Procedures Manual**

KH explained that he and EP had worked together and improved and amended this document in line with recommendations. RH described the input provided by the Finance and Premises sub-committee which KH confirmed had been incorporated into the revised version produced for this meeting. It would be sent to EH, HoS and Finance Managers with the expectation that it is understood and used learning from the past. Chairs of LGBs would see it at their next meeting.

**RH proposed that the Financial Procedures Manual was approved by the Board. AH seconded and all Trustees agreed.**

**7. Centralising Reserves**

The Finance and Premises committee considered the two options put forward by KH with regard to handling reserves moving forward at their meeting on 15 January 2019. The committee decided to recommend Option One to the Board where the reserves are centralised.

**RH therefore proposed that reserves would be centralised as proposed by KH in his paper of 7 January 2019. All Trustees agreed.**

**8. Feedback from Finance and Resources Committee**

● Terms of Reference were updated and items on this meeting agenda had been discussed

**●** Schools Finance Risk Assessment Matrix – showing Finance KPIs set previously

This had been amended by FA. This clearly showed the position at all four schools with areas of concern highlighted.

**●** The cost of additional capacity had been clearly set out, showing the total to be £45K, rounded up to £50K to allow for any contingency.

**9. Updated Strategic Business Plan**

FA has updated the Strategic Business Plan, making amendments with regard to organisational models, including Ludwell, reflecting a more inclusive Trust, reviewing action sheets and generally updating information. Once agreed it would be uploaded onto GovernorHub. Priorities identified for delivery had been RAG rated to indicate progress.

**RH proposed that the Board agree the Strategic Business Plan. This was seconded by GCI and all Trustees agreed.**

**SCHOOL IMPROVEMENT**

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

● Terms of Reference were updated.

● Consideration was given to the collection and presentation of assessment data across the Trust. It required standardisation. JH had worked on this and produced pupil performance indicators within the Trust. This incorporated individual school data and also showed the PP breakdowns.

● GCI highlighted the fact that minuting the committee meeting needed to be robust to provide the necessary evidence of the school improvement work being undertaken. FA had this arranged.

● PP reviews at each school were being undertaken by the CASP, Geraldine Tidy and these would be discussed by the committee.

● GCI highlighted the need for all Trustees to be willing to take on extra responsibility within the Trust in a specific area.

● GCI recommended that the Board looked at the EH notes of their school visits as they provided a good insight into the schools.

10. CONFIDENTIAL ITEM

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

Following discussion at the last Board meeting, this document had been amended by FA to reflect the suggestions put forward.

**12. School Key Performance Indicators**

JH had produced the Pickwick Trust Pupil Performance Indicators 2018-2019 reflecting data across all four schools. This contained both separate, combined and DL information.

**GOVERNANCE**

**13. The Scheme of Delegation**

The Trust Scheme of Delegation has been reviewed and updated by FA. The SOD had been updated to reflect the changes in the Finance Manual.

**RH proposed that the Scheme of Delegation be ratified. RW seconded and all Trustees agreed.**

**14. Professional Expectation of Trustees**

This document has been produced by FA using The Trust professional expectation document making specific reference to Trustees and including Nolan’s Seven Principles of Public Life. GCI had put forward some comments and based on incorporating these into the document **RH proposed that the Board ratify it. RW seconded the proposal and all Trustees agreed.** Trustees are requested to complete, sign and return this document to FA by Monday 25 February.  **ACTION: Trustees**

**15. GDPR Privacy Notice and Declaration Form**

The Privacy Notice and Declaration Form are to be completed and returned to FA by Monday 25 February.

**ACTION: Trustees**

**POLICIES**

**16. Policies for Ratification**

The following policies were reviewed and ratified on behalf of the Board at a series of recent Policy Panel meetings, subject to the changes communicated from the panel to CEO:

Induction of Newly Qualified Teachers

Initial Teacher Training

Recruitment Policy including the Trust’s arrangements for the writing of employment references

Safer Working Practices for Adults (KCSIE)

Information and Communication Systems Policy

PLTSA School Direct Policy

Support Staff Capability Policy

Teacher Appraisal and Capability Policy

First Aid Policy

Business Continuity Plan for Disaster Recovery in the event of a Critical Incident

RH stated the need for the Trust’s policies to be communicated to staff across the organisation with the expectation that they become commonplace and dovetail with associated school policies; and that as part of future policy review arrangements policies covering similar subject areas were combined to enhance understanding and efficiency.

**17. ITEMS TO NOTE**

**17.1 Chair of Governors appointments:**

**Aloeric:** Nigel Anstey

**Corsham** **Co Chair**: Andrew Gough

**Ivy Lane**: Kara McAveety

**17.2** **Funding Agreements**

FA brought to the attention of the Board the fact that the lost Funding Agreements (by the DFE) have now been found and are safely held at CPS.

**17.3** **LGB and Governor Training**

Following brief discussion about LGB Chair and governor training, JP will provide a succinct proposal for how such a programme could be provided and what it might contain. . **ACTION: JP**

**17.4 Trust Schools in Challenging Circumstances Meeting**

It was agreed that this structured and informed meeting would take place half an hour before Board and Focus Committee Meetings. Please can Trustees inform FA if they intend to join this meeting by Monday 25 February at the latest.

**ACTION: Trustees**

**NEXT BOARD MEETING: TUESDAY 5 MARCH 2019 FOCUS COMMITTEE MEETINGS AT PICKWICK OFFICES**

**TUESDAY 26 MARCH 2019 BOARD MEETING**

**The meeting closed at 9.45 pm**

**Signed: Date:**