**PICKWICK ACADEMY TRUST**

**TRUSTEES AND MEMBERS MEETING**

**HELD AT CORSHAM PRIMARY SCHOOL ON 1 OCTOBER 2019 AT 6.30 PM**

**MINUTES**

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| **PRESENT**  **TRUSTEES** | **IN ATTENDANCE**  **MEMBERS** | **OTHERS** |
| **Gill Clark** | **Gail Chilcott** | **Julia Hawkins** |
| **Andrew Hall** | **Paul Dimech** | **Keith Hillman** |
| **Rob Hayday (Chair)** | **Elspeth Griffiths** | **Emma Preater** |
| **Andrew Hall** |  |  |
| **James Passmore (CEO)** |  |  |
| **David Powell** |  |  |
| **Rob Ward (Vice Chair)** |  |  |
| **David Willis** |  |  |
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**Welcome and Apologies**

Apologies were received from Gina Cooke, Paul Vincent and Alexandra Bond.

**Nominations for Chair and Vice Chair**

**Chair**: Rob Hayday, nominated by Rob Ward, proposed by Andrew Hall, seconded by David Powell, unanimously agreed.

**Vice Chair**: Rob Ward, nominated by Andrew Hall, proposed by Rob Hayday, seconded by PD, unanimously agreed.

RH said that he was pleased to remain as Chair but, due to work commitments, he gave notice that he would do so for one further year, work commitments permitting. The Board will have to start the process of succession planning for September 2020 as soon as possible. RW also said that he was happy to remain as Vice Chair for another year and reiterated the need for succession planning.

**Action:**

* **Trustees to indicate to RH their commitment for the next year and beyond to support recruitment effort.**
* **JP and RH to meet members and Trustees and plan strategy for recruiting to vacancies**
* **Succession planning to be added to risk register**

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| 1. | **Declarations of Interest**  Members and Trustees were required to complete the declaration of interest forms. It was agreed that there were no conflicts of interest with the agenda of the Board meeting.  **Action: Trustees and Members to complete annual DoI** |
| 2. | **Matters arising from previous meeting**  The notes from the meeting held on 17 September 2019 are in draft at this stage. RH reminded members that it had been agreed at the meeting that JP, as CEO, has voting rights.  The minutes of the meeting held on 9 July 2019 were agreed as a true and accurate record by all trustees, and signed at the end of the meeting.  **Mixed MAT**: Winckworth Sherwood had been commissioned for work to move towards the creation of a mixed MAT. The Salisbury Diocese involvement is paused until further notice. DW expressed concern that the Salisbury Diocese need written confirmation that 50% of the members/trustees meet its criteria of being Church attendees. However, RH pointed out that PAT does not have to pursue this due to the pause.  **Risk Management Register**: close - on agenda  **Three year financial plan**: close - on agenda  **Bishop Fleming**: close - on agenda  **DPO report**: close - on agenda  **Passwords**: passwords must not, and are not, shared – confirmation received  **Trustee skill audit**: keep open - linked to recruitment  DW asked that draft minutes are uploaded to Governor Hub as soon as possible after the meetings. |
| 3.1 | **Cleaning contract**  Information from all potential bidders has been received and evaluated in conjunction with the Schools Buying Hub South West. EP requested references from other schools which use the preferred supplier and these are very good. The final evaluation indicates that the savings will be small, although we weren’t expecting significant savings. The preferred supplier is Expedite. KH explained that a decision has to be made quickly as the contract needs to be in place by 4 November 2019.  RH asked whether the contract has it written into it that we can add schools without being penalised and what impact it may have on negotiations.  There was a discussion on reporting information and satisfaction survey, which RH felt should be carried out by the leadership team. The company has indicated that they will need to do some remedial work to bring some of the schools up to the cleanliness standard they would expect. We need to ensure that we have the right level of supervision in place of how the cleaning is being done. KH said that we can raise awareness in each school but that we would need to ensure that there is capacity to check the supervision is being carried out. RH expressed concern that the company won’t have a supervisor on site. It was felt that the school business manager could be an appropriate point of contact. RH asked that there was engagement with the supplier during mobilisation to obtain commitments listed in the bid document to ensure that the Trust received the best service and what it wanted given the opportunities presented.  **Action:**   * **KH to check if the contract has the flexibility to allow new schools to be added without the Trust being penalised, to find out if the preferred supplier allowed for inflation in its figures and will pick up any additional costs relating to increases in the minimum wage** * **KH to clarify how the company will manage staff absence and that the company’s quality response is acceptable**   **Proposal: approve the preferred bidder subject to satisfactory responses to queries above. Proposed: RH; seconded: DP; agreed unanimously** |
| 3.2 | **PAT Project Fund**  An amount of £78k has been allocated to the Fund in this financial year, with £50k in the next two years. Requests for funding of projects should be made on an application form by school leaders, for consideration at the Finance Focus Committee. Applications should show clearly what is being requested and how it will be delivered in line with the Trust’s strategic plan and school improvement engagement. It was felt that some PAT-wide issues may come out of this process. Whilst the Board has recognised a need for this Fund, expectations amongst school leaders will need to be managed carefully. It was suggested that the word ‘approval’ is avoided. The criteria have not been finalised yet.  GCl asked whether schools should be expected to contribute towards the project for which they are seeking funding eg from PTA, Friends etc. JP stated that the form requires explanation of revenue consequences. AH pointed out that we will need to be careful that this does not contradict the Scheme of Delegation.  The Finance Focus Committee will consider the first applications at its meeting on 15 October 2019 and JP is anticipating several bids.  **Action: JP to amend the criteria to reflect suggested changes**  **Proposal to accept proposal for the Project Fund, subject to changes discussed.**  **Proposed: RH; seconded: AH; agreed: unanimously** |
| 3.3 | **Bishop Fleming Report and Actions**  This was commissioned when the Trust’s finances were in a poor position and it was felt that an independent report was required. The report contains a lot of recommendations and is ‘hard-hitting’. The SFA will expect the Trust to action the recommendations but KH feels that the senior leadership team needs more time to consider them and identify any actions needed in the current context .  RH asked what view the auditors would take if the Trust hasn’t responded to Bishop Fleming’s recommendations. KH responded that he hoped that they would recognise that the Trust’s financial position is improving, efficiencies are being made and that actions are being taken to address matters raised. AH asked if Bishop Fleming have queried how the finances have improved and whether we are fully satisfied with our response. This was not considered and issue.  There was a discussion on Governance. GCl said that the Trust should be dealing with this promptly and believes there is an issue with school Improvement and Governance. She asked how strong are the LGBs on standards as there appears to be insufficient questioning and answers being recorded. GCl pointed out that from her research no LGB had met to discuss the SATS results and feels that it is very important that they do so as soon as they are published.  RH said that the Trust needs to clarify the role of the LGBs, referring to the Scheme of Delegation and the LGB’s responsibilities. JP and KH are meeting on 14 October to look at this and will bring any recommendations to the next Board meeting. RH also said that the Trust will need to have early consideration of the appointment of a full-time CEO.  It was agreed that a review of the role of LGBs is needed and an extraordinary meeting will be held to focus on this matter.  DW asked whether we should follow other Trusts and dissolve our LGBs as they are not sustainable in their current format. The Board does not receive any feedback from LGB meetings and minutes are not routinely uploaded to Governor Hub. Currently, Heads of School and Executive HTs are expected to report to the CEO and LGBs and this affects capacity.  The Bishop Fleming report highlights that there is an inconsistent approach re governance. JP has been looking into whether the Board could remove financial delegation from LGBs. This would entail review of the Scheme of Delegation, Governor Handbook etc. AH said that the Trust is moving to centralise some processes such as financial control, school improvement.  **Action:**   * **JP to contact chairs of LGBs to instruct that minutes are uploaded to Governor Hub as well as dates of future meetings** * **Extraordinary Board meeting to be arranged to focus on Governance in mid November** |
| 3.4 | **IT Strategy – Action Plan and Sharepoint**  JP is currently carrying out an audit across all the Trust’s schools to find out what is in place already and identify what is wanted or needed. From this, he will prepare a 3 year plan for the Board’s consideration. It is hoped that the Schools Buying Hub South West may be able to help with any procurement. DW raised concerns at the cost of video conferencing but JP pointed out that there are other alternatives such as Skype for Business. JP noted the comments. |
| 4.1 | **School Improvement Strategy and CEO visits**  JH explained the summary paper. Each school will have 12 EHT visits per year in response to declining results. JH is supporting QCS and IL and will take on Ludwell after conversion. GCo is supporting Aloeric and CPS. They will each challenge the other’s schools to drive performance improvements. The EHT visits will focus on the school development plan, SEF, KPIs with 3 visits focusing on Safeguarding, Deep Dives, new Ofsted framework. JP will make 3 visits as CEO to each school and external visits by Chris Harries and Geraldine Tidy are planned to bring independent assessment and insight.  CPD is available through the Teaching School. Ofsted training held today was excellent.  In response to a question from DW, JH stated that staff morale is good at QCS. However, she pointed out that there is a problem in the school with capacity in the senior leadership team, admin team and LGB due to the many changes which have occurred recently in a short period. JP and JH had attended the last LGB meeting and JH attends staff meetings.  RH asked what the feedback mechanism is and what is local LGB involvement in the review process. JH said that notes of visits are written and feedback is given to the LGB and staff with actions. The actions are discussed and reviewed at the start of each of her meetings with the HoS. RH asked if it would be prudent to invite an LGB representative to attend the EHT feedback meetings in future and it was felt this would be helpful if they were available to do so. The safeguarding governor will attend any meetings about safeguarding.  DW raised concern at the workload of the two EHTs and asked if some of their work could be delegated so that the Trust is not in the same position in a year’s time as it has found itself to be in previously. JP said that the focus of the visits this year is on improving standards. He does not anticipate that the same level of visits will be required in the following year.  The Trust is going through a time of change; two schools have new HoS who are clear on what their role is and the expectations of that role. However, this may be something the Trust has to address with pre-existing HTs in future as the role has changed a lot since its inception. It is important that HTs know their data and act in accordance the range of the responsibilities  **Proposal: to agree to the Strategy with the caveat that EHT capacity issues are flagged early if problems arise. Proposed: RH; seconded: AH; agreed: unanimously** |
| 4.2 | **Schools in Challenging Circumstances Committee**  In future, the minutes will be uploaded to Governor Hub  JH explained that the new name for this committee is Schools Causing Concern. This Committee will act as Aloeric’s LGB. GCl will work closely with Becky to discharge governance responsibilities.  As QC’s data has dipped in the last two years, the school will also be discussed at the Schools Causing Concern Committee as an early intervention to prevent a trend developing. Attainments in many areas are below the national average. The school has limited capacity at senior leadership level, with a part-time DHT and no release time for the Assistant DHTs. The changes in the admin team and the LGB have also had an impact. The HoS is managing the school rather than leading it. The number of pupils has increased from 340 to 405. JP and JH have met HoS and there is now a clear action plan in place with timescales for changes to be implemented. There will need to be more rigorous challenging. The HoS is leaving to relocate to Hong Kong in December. Interviews are due to be held on 21 October. It is important that the right person is appointed and recruitment is underway.  GCl said that we cannot afford to be surprised by anything in future. The SATs results are issued in July and the QC LGB should have met to discuss them, not wait until the new academic year. There has not been enough support or challenge by LGB at the school.  DW said that he recalled making points about availability of data. JH explained that testing is carried out throughout the year and predictions are based on prior attainment. Testing is now more consistent. Trustees recognised the importance of accurate and timely intelligence.  AT explained that JH and JP have done a lot of work with the assessment cluster group on gap analysis to ensure that gaps are identified and addressed early. Year 6 pupils at CPS, for instance, have practice SATs three times a year. Good practice is shared amongst schools so that they can learn from each other.  A Teaching and Learning review has been commissioned at QCS.  There was a discussion on how data is collected and analysed within the Trust and members’ understanding of this. As a result, it was agreed that Board members should be given a presentation and paper on assessment and analysis.  **Action:**   * **JP/JH to prepare short presentation and paper for the Board meeting in December on what the Trust’s approach to assessment is and how it is used to inform improvement planning** |
| 5 | **Ludwell – feedback from RSC and mobilisation**  JP reported that the RSC is happy that we are proceeding with the Ludwell conversion. LS is managing the project in terms of HR issues. The LA, school staff and Governors are also supportive. JH and JP are due to visit Ludwell on 17 October. The HT has been asked to prepare an up-to-date schools risk assessment matrix.  KH/JP have been sent the lease to be signed. However, there is an issue as it is a ‘flying freehold’; the land is shared by Wilts CC and a private house owner. The buildings are joined: the ground floor is owned by WCC but from the first floor joists to the roof is owned by the private house. There is a risk that the owners may not maintain their part of the property, but we should be able to take out insurance against this. The asbestos check has been completed.  JP gave some feedback from a conference he had attended where PAT was spoken of positively. He has also met the HT of Greentrees and helped to prepare a paper which will be presented to the school’s LGB. JP believes that the HT’s recommendation to the LGB will be to join PAT.  **Action:**   * **JP/KH to check when the last survey was carried out by WCC**   **Approval to proceed subject to the WCC survey being in place, that the building is covered by building regulations and that relevant inspections have been carried out**  **Proposed – RW; seconded – AH. Agreed by all except DW.** |
| 6.1 | **Personal emails**  Personal emails should no longer be used by members. Governor Hub will be updated with the @pickwickacademytrust.co.uk email address. Member/trustees asked to contact JP if they need help setting up the new email account.  **Action**: **Trustees to contact JP immediately if support is required to access PAT email accounts** |
| 6.2 | **LBG emails**  JP has a list of members of LGBs who are still using personal emails. Schools will be asked to ensure they change to a school email address.  **Action JP to instruct schools to change LGB members to school email accounts** |
| 6.3 | **Annual GDPR compliance summary**  Following a discussion on the two options suggested by CH on how to complete the Data Information Audit, it was agreed to accept Option (1) – CH should use each of her planned visits over the next 6 months to complete this audit.  **Proposed: RH, Seconded: GCl; agreed unanimously** |
| 6.4 | **QCS – Chair of Governors**  JP reported that the Chair has resigned and, whilst there is cover, this is on a short-term basis. |
| 7.1 | **Trust Development Plan**  The key priorities are listed on the Board Summary Sheet. It was felt that, whilst it would be nice to complete all the areas listed , there was question as to whether this was achievable and there is a need to prioritise. JP explained that the work is underway to focus, prioritise and complete these areas. Delivery will be spread throughout the year. JP would like this Plan to be evaluated by the Board and it was agreed that it should be discussed at each Board meeting so that progress can be charted. It was suggested that each action is numbered and that they are cross-referenced to identify source of the action to justify its inclusion on the plan and to also to support linkage with the risk register. Success criteria will also be added.  **Action:**   * **Add update on progress and against TDP to each Board meeting agenda** * **Number each action and identify source** * **Write success criteria** |
| 7.2 | **Organogram**  For information |
| 7.3 | **MAT Self-evaluation**  A full MAT Self-evaluation review was completed which identified key areas for development which have been included in the Trust Development Plan. |
| 8.1-8.3 | **Policies for approval**  The 3 policies were ratified by the Board noting no change or involvement by the Policy Panel and will be uploaded to Governor Hub. |
| 8.4 | **Policy review process 2019-2020**  RH and JP will work to reduce the number of policies the Trust has and identify where any can be amalgamated to improve understanding and use. JP explained that we are also trying to align PAT and school policies to avoid duplication so that there is one overarching policy, such as for CCTV. It is important that the format is consistent as part of any policy review arrangements.  **Action: JP/RH to bring proposal to future meeting** |
| 9 | **Risk Register**  Sufficient time needs to be allocated to the risk register at future meetings and will be a priority at the December Board meeting after the audit. The format of the new risk register was agreed and must be rolled out to schools to use as their template. Their risks can then feed into the Trust-wide register. RH thanked FB for the work to restructure the register  **Actions:**   * **JP to set expectations for use of risk register by all schools** * **Add Risk register to December Board meeting as priority agenda item for discussion** |
| 10.6 | **Lord Agnew’s letter – how to prepare for a ‘no deal’ Brexit**  CH is dealing with this. She has reported that the risk is minimal. RH stressed the importance of making bsiness continuity planning every member of staff’s business |
|  | **Any Other Business**  **Catering contract**: KH reported that the mobilisation to Chartwells was very successful and that the quality of meals is good. However, the anticipated savings are not as much as previously recorded (£35k, not £40k). An issue has arisen over a proposed addendum to the contract in which the company are trying to reduce their risk, by pushing it back to the Trust, and amend the contract price. KH and EP are having ongoing discussions with our Legal team and the South West Buying Hub to resolve this. KH to update at the next Finance Focus Committee meeting and the next Board meeting. |

**Date of next meeting**: Tuesday 19 November 2019 at 7.00 pm at Corsham Primary School (Pound Pill) to discuss Governance

**The meeting closed at 9.30 pm.**

**Signed …………………………………………………………………………**

**Date: …………………………………………………………………………**