

Full Trustee Board – Part I Minutes							
Date/Time	06:02:18 4.00pm	Location		Okehampton Skills Centre			
Attendees	Initials			Attendees	Initials		
Lee Rose	LR	Ralph Crook	RC	Ian Courtney (left 6.10pm)	IC	Daryll Chapman	DC
Marilyn Livingstone (left 6.10pm)	ML	Amanda French	AF	John Lawlor	JL	Carol Newman	CN
Rebecca Ledger (arrived 4.30pm)	RL	Tania Skeaping (left 6.10pm)	TS				

Apologies	Initials	Reason (Category of Trustee)
Philip Sanders	PS	Other commitment

ACTIONS
DECISIONS
QUESTIONS AND CHALLENGES

In Attendance	Initials	
Phillip Hamilton	PH	Communities Academies Trust
Edward May	EM	Communities Academies Trust
Alison Bardsley	AB	Communities Academies Trust
Hazel Fox	HF	Vice CEO
Andy Parkins	AP	Chief Operating Officer
Susanne Kiff	SK	Chief Financial Officer
Sally Wood	SW	Clerk to Trustees

Minutes to
Attendees
Apologies

1 - Welcome / Apologies
<ul style="list-style-type: none"> Everyone was welcomed to the meeting. AP was introduced as the COO, he is due to start next week. Guests from the Communities Academies Trust were welcomed. They have spent the day with DC / Hf / SK / AP and will be working with the MAT going forward on a supportive basis. Apologies were accepted from PS. RL to arrive at 4.30pm.

2 – Declaration of Interest

- Trustees present completed their register of business interests and were reminded to declare any conflict of interest that may arise during the meeting. All Trustees have now completed their register of business interests.
- Trustees noted they may need to declare an interest during item 7.2.

Action:

CLERK to put register of business interests on the Trust website

3 – Election of the Chair of Trustees

- The Clerk advised one prior nomination was received for Chair and ensured no other individual wished to be considered.
- IC was proposed as the Chair of Trustees and all present were in favour. **IC was therefore elected Chair of Trustees for the Dartmoor Multi Academy Trust.**

4– Election of the Vice Chair of Trustees

- One prior nomination for the Vice Chair of Trustees was received from LR. No other individual wished to be considered.
- LR was proposed as Vice Chair of Trustees and all present were in favour. **LR was therefore elected Vice Chair of Trustees for the Dartmoor Multi Academy Trust.**

5 – Appointment of Dartmoor Multi Academy Trust Members and Trustees

- IC advised that the Trustees needed to consider the appointment of two co-opted trustees RC and TS.
- Both RC and TS gave a brief overview of their experience.
- RC and TS were proposed, seconded and **all present were in favour of them being appointed as Co-opted Trustees for a period of 4 years.**
- IC advised the Trustees that Michelmores had drafted various minutes and resolutions to formalise the appointments of Members and Trustees for the purposes of Companies House and that he has approved and signed the documentation and sent it back to Michelmores.

6 – Trustee Board

6.1 Trustee Board Committee Terms of Reference

- Trustees noted that each of the Committees had met during January, essentially to appoint the Chair and to agree terms of reference.
- Trustees acknowledged that as a Trust Board, they needed to identify and manage risk, looking at all aspects of risk across the MAT. Each of the Committees will take responsibility for the risks identified within their terms of reference.
- Trustees noted that although the terms of reference were the delegation of responsibility from the Full Trustee Board to the Committees, however accountability remains with the Full Trustee Board.
- IC advised he would not be a member of any Committee, but intended to attend as many as possible.
- Trustees acknowledged there may be some tweaks needed to terms of reference as time progressed, but they would be reviewed annually anyway.
- Trustees acknowledged that the CalQRisk system had been approved and that it would be introduced one cluster at a time so a feel for the initial workload could be identified. The annual licence fee had been reduced by £100 per school and this was on an annual contract.

Trustees asked which Committee would look at the risks

IC responded Audit

Trustees asked at what point the Full Trustee Board they would be alerted to an issue

IC responded it was a live system and all Trustees were able to access and interrogate the data. Internal auditors will be looking at the system as well.

- Trustees noted that the Audit terms of reference stated that the Chair of the Audit Committee should not be a member of any other Committee, however this impacted on JL who also sat on the Ethos Committee. Trustees felt it would be useful for Ethos to have JL's experience and knowledge, as well as the fact he is a Foundation Trustee. **Trustees agreed to amend the terms of reference for Audit to state that the Chair could not be a voting member of any other Committee.**
- **Trustees proposed, seconded and all were in favour of the draft terms of reference for the Audit Committee, Resources Committee and the School Improvement Committee.** The Ethos terms of reference are still being finalised and will be considered at the next meeting.

RL arrived - 4.30pm

6.2 Trustee Board Committee Chairs / Vice Chairs

- Trustees noted the Chair of the Committees as follows: Audit (JL), Resources (RC), Ethos (ML) and School Improvement (TS). AF is the Vice Chair of the Ethos Committee.

6.3 Trustee Board Minutes

- Trustees have all received draft minutes of the first round of Committee meetings.

6.4 Risk Register

- SK advised Trustees that the interim risk register was still being worked on, but SK and AP were due to look at this in the next week.

6.5 General Data Protection Regulation

- AF queried what the thinking would be for the MAT about what the Schools would need as a result of this and said it should be an evolution, rather than a revolution.
- Trustees noted that Babcock were putting together what they could provide and DC had been discussing this with another CEO recently.
- Trustees also discussed the appointment of a DPO and agreed this was likely to fall within the COO's remit.

Trustees queried if the offer from Babcock would be educational rather than the provision of Data Protection Officers

DC responded it was about buying that function from them and went beyond a simple audit.

- Trustees acknowledged it was about keeping this issue in the spotlight and discussed what initial work may be needed.
- Trustees discussed that an audit would be a sensible starting point to identify where data was being used and that for consent forms going forward, four statements should be included, consent to store the data, how long the data would be stored for, what it was being stored for and when it would be destroyed.
- Trustees noted there were exemptions within the legislation for education and only three cases had been brought by the ICO against schools and these were all due to data leaks.

Trustees asked if Babcock were offering an audit

AF responded yes at £5k per school, but potentially one secondary and one primary could be used and then other schools bought up to the same level. AF added that other providers are available.

- Trustees noted that AP / SK would look into this and report back at the next meeting on 20:02:18 as to what action had been taken. DC and HF would instruct Schools as to what they needed to do.

Trustees asked if training was available

IC responded that training possibly wasn't the answer, maybe more of a briefing.

- Trustees noted it was important to return to the 'degree of risk' and also noted that schools that had worked in Federations may not need individual audits undertaken.

Action:

- **CLERK** to agenda Ethos terms of reference for the next meeting.
- **CLERK** to finalise Committee Terms of Reference
- **SK / AP** to continue work to finalise the interim risk register
- **SK / AP** to determine way forward for GDPR and update Trustees on 20:02:18
- **DC / HF** to instruct schools as to action needed for GDPR

7 – Cluster Local Governing Boards

7.1 Terms of Reference

- Trustees noted this was a starting point for a discussion.
- Trustees agreed that although the Scheme of Delegation was in place, this document would provide them with the information clearly and would ensure consistency.

Trustees asked how this document would be communicated

IC responded it would form part of the meeting on 26:02:18

- DC advised that PH had challenged him during today and referenced that it was all about accountability and responsibility in the schools. If the Trustees take over too much, there was the potential for the schools to abdicate responsibility. The LGB holds their Headteacher to account and they are responsible for the Headteachers' performance and the Headteacher is responsible for the performance of the Schools. That is the starting point.
- Trustees agreed it was about holding the Headteacher to account through their LGB and holding the LGB to account from the Trustees.
- Trustees acknowledge that Finances were one area where LGBs may experience confusion, but agreed that if LGBs were in place, then they needed to do a job
- PH commented that there was evidently an ethos emerging around local schools, but it was difficult sometimes if structures were in place preventing what you set out to do.
- Trustees agreed that they needed to convey what was expected through clear expectations and clear standards.
- Trustees also acknowledged that LGBs would welcome the help and clarity.
- Trustees felt that the wording of the terms of reference may retain too much responsibility at Trust level and wasn't pushing enough responsibility down to the LGBs. Trustees acknowledged there was some good practice in the LGBs but all needed to get to the same high standard.
- Trustees discussed the thin line needing to be clear between supporting and the expectation that LGBs are doing the job they are expected to do.
- Trustees discussed what a 'tougher' approach would be around tackling the Governance of a school and that potentially as a Full Trustee Board, they could remove autonomy and possibly get to that point much more quickly than had been discussed before.
- Trustees agreed they had to assess what level the LGB were operating at and establishing the baseline which was part of the reason that a Trustee attend the LGB as a guest. However the Heads of School provide another line of feedback to HF /DC and the Trustees would also receive all LGB minutes.
- Trustees agreed that the ultimate test of Governance comes out in School Improvement.

Trustees asked for clarification that the KPIs would provide indicators as to the standard of governance in evidence.

IC responded that would be the case and although the KPIs didn't currently have Governance standards as part of them, that could be included.

- Trustees also agreed they didn't want to 'frighten' Governors away, it was important to identify the standard which all LGBs needed to reach and adopt more of an open approach.
- Trustees agreed that individuals could be asked to share good practice at the meeting on 26:02:18.
- DC agreed with what had been said, but countered that there was not the luxury of time and if LGBs didn't understand what was needed, they needed to and quickly.
- Trustees agreed it was important to foster enthusiasm without LGBs being dictated to.
- Trustees recognised that four of the LGBs were used to working together but North East Dartmoor (as it is currently known) had a learning curve ahead of them.
- **Trustees were asked to provide comments back to IC on the document before 26:02:18.**

7.2 Cluster LGB Composition / Co-opted Governors

- Trustees considered the proposed compositions and co-opted Governors from each of the clusters.
- The meeting moved to Part II
- Trustees were provided with some background on the proposed co-opted Governors by CN who knew some of the individuals and it was recognised that the schools in that cluster had struggled with no one leading the schools.

- At this point the meeting moved to agenda item 8 to amend a point in the Scheme of Delegation regarding responsibility for approving co-opted Governors.
- Trustees agreed that an interim Governing Board should be put into North East Dartmoor by HF, especially given that the recruitment of the Headteacher was underway.
- IC raised that the Scheme of Delegation allowed for 1 Headteacher on the LGB and some clusters had requested two given that they had secondary and primary Headteachers in place.
- Trustees discussed whether each should have a vote, but acknowledged the one third staff rule may then be affected pushing LGB numbers up.
- Trustees agreed after further discussion that the Headteacher group would receive one vote with those individuals agreeing who was the one that went forward as the named Governor with the remainder designated as an Associate Governor with no voting rights. This would be the case for 12 months at a time.
- Trustees proposed, seconded and all were in favour of the proposed composition of the LGBs for Dartmoor Federation, Holsworthy Federation, Okehampton Primary and Tavistock.
- Trustees proposed, seconded and all were in favour of the proposed co-opted Governors for the LGBs for Dartmoor Federation, Holsworthy Federation, Okehampton Primary and Tavistock.

Action:

TRUSTEES to provide comments to IC on the LGB terms of reference document prior to 26:02:18
CLERK to advise LGBs of the outcome of compositions and co-opted Governors, with the exception of North East Dartmoor

8 – Scheme of Delegation

- The following amendments were suggested:
 - 1) In the diagram for LGB appointments, a further box to be added under the bottom 'yes' stating that the application is then forwarded to the Trustees for approval.
 - 2) ML also requested for Foundation Governors to be included on that diagram
 - 3) In the table on page 11, the N/A for the Headteacher to be expanded to state that if there is more than one Headteacher, that one had to come forward as a voting Governor and this will be reviewed annually.
- Trustees proposed, seconded and all were in favour of the amendments being made

Action:

CLERK to request Michelmores to amend the Scheme of Delegation

9 – Policies

9.1 Finance Policy

- Trustees noted that RL had reviewed the policy and made comments which SK had considered, but after spending the day with Communities Academies Trust, she would wish to simplify the policy by using tables to support the financial scheme of delegation. The current version isn't as clear as it could be around holding individuals to account so SK would like to continue with the current policy and bring back a revised policy in due course. Trustees agreed to this.

- Trustees asked for SK to review her accountability in the policy as it was considered more aspects should be attributed to the CFO role.
- A recommendation was made that the policy should refer to current OJEU thresholds instead of specifying the year.

Action:

SK to revise the Finance Policy for review at a future meeting

10 – Reports

10.1 CEO Report

- DC stated that the MAT was 4.5 weeks old (23 working days).
- DC gave an overview that in that time, he had held two Executive Leadership Group meetings looking at appraisal systems and school improvement. He had also spent time working on St James and reviewing the buildings at Tavistock.
- Trustees noted that the COO had been recruited, along with the Finance Manager and the Director of Safeguarding who was Jane Lake. The Director of SEN interviews are due to take place this week.
- DC advised that the first MAT newsletter had been issued and he had also met with Governors from North East Dartmoor with HF writing the advert for the Headteacher for that cluster.
- The first board meeting for St James had taken place and he had also met with internal / external auditors as well as meeting with Babcock.
- Work had been undertaken for Route 39, training had been arranged for the Holsworthy Federation on 4matrix.
- DC had finalised the management agreement for Dartmoor Multi Academy Trust and Highampton with lots of questions being received from the DfE regarding Highampton.
- The Executive Leadership at Holsworthy was being considered and DC had also met with the Data Lead commissioned from the Ted Wragg Trust.
- DC thanked Trustees for their time recently in assisting in the interviews for the roles appointed.
- Trustees noted that two other primary schools had approached the Trust with Great Torrington also requesting to enter into due diligence.

10.2 Vice CEO Report

- HF updated Trustees as to key activities she had done since 01:01:18 including visiting sites, overseen support and challenge days with planned visits going forward. HF has led five assemblies and talked to children about the MAT.
- HF has also attended two board meetings for St James as well as meeting with the Primary Lead from the Holsworthy Area Federation to look at strategic planning with follow up support for the Primaries within the Holsworthy Federation. HF has commenced drafting the strategic plan and has a programme for the next half term on securing moderation.
- Trustees noted that Jackie Adams has been appointed as PA to the central team.

10.3 Format and Frequency of Updates

- Trustees agreed that DC / HF would propose a programme of updates and this would be considered at the next meeting.

Action:

DC / HF to propose a programme of updates and this would be considered at the next meeting.

11 – Headline Data

- Trustees were provided with headline data, all of which was in the public domain and is basically ‘how the planet sees the schools’
- Trustees noted this was 2017 data and is ‘old’ data, but noted the significance of Q1 and Q5 for the primary schools.
- Trustees noted the 2 year data provision and 3 year data provision for secondaries and primaries respectively to identify trends, however it gives a flavour of the work to be done.
- Trustees noted that in year predictions will now be presented to them going forward and that current focus was around asking the questions on the robustness of data.

12 – Report from CFO

- PS Financials had gone live and schools are now using the system.
- The first payroll had run, with the only slight hitch being that childcare vouchers were not deducted, but this will be resolved in February.
- PS People HR software system is currently being built and key staff will be trained after half term
- Internal and External Auditors have been met with and the Internal Auditors were in again next week and were proposing to do their first visit in March
- SK had visited Tavistock and North Tawton (catering issue)
- Met with HF and LP from Holsworthy Federation with a view to cutting costs ready for September.
- Met with CFO from Ted Wragg Trust

Trustees asked if SK had any concerns

SK responded no, it was new systems, new processes for schools and them adjusting to school processes.

- Trustees briefly discussed when they would receive the new funding and noted they would be funded on the old basis from January to August.

Trustees asked when the national funding formula would take effect

SK responded September, but there is a lag in the funding where a falling roll wouldn’t notice it, however an increasing roll would feel that funding lag.

- Trustees noted that this could be challenged, but the Trust might be directed to use their reserves and it was felt that it was considered there was not the capacity and knowledge to do that at this time.

13**13.1 Great Torrington School**

- RL declared a potential conflict of interest

- Trustees noted that one of the APs from Great Torrington was working for the Teaching School Alliance and the Head was working with Holsworthy Community College.

Trustees asked if there was the capacity to cope with due diligence

DC responded yes and there had been conversations today about what due diligence looks like.

- Trustees noted that DC and IC had met with the Head and Chair of Governors to see if the thinking was the same. Great Torrington are a secondary school for 11-16 with 700 pupils and are already an academy.
- Trustees raised concerns as to whether they were ready to take on other schools with lots to still settle down.
- DC stated that what may appear to be additional work, if there was capacity in that school, it might lessen workload elsewhere and he saw that as an advantage.

Trustees asked how it would structured

DC responded possibly as an Executive Head for that cluster, but there is a job to be done before then.

- Trustees stated it would need to be clear what were non negotiables and what the Trust expected but acknowledged this would be part of the due diligence.
- Trustees agreed that due diligence could take place.

Salary scale

- The meeting moved to Part II

IC, ML and TS left 6.05pm.

13.2 Route 39

- DC advised Trustees that he was invited to submit expressions of interest for Route 39 and had recently been advised that that had been unsuccessful.

13.3 St James

- Trustees received an update and noted it was manageable to open as of September 2018 with the buildings being ready at the end of December 2018.
- An open meeting in town had generated lots of interest.
- Trustees noted the gap for the buildings to be ready, but were advised that creative thinking was ongoing potentially using Okehampton Primary School and Okehampton College to keep costs down.
- The school could potentially provide a base for MAT staff as well.

13.4 Wardhayes

- Trustees noted that this used to be a residential care home and Devon County gave it to Okehampton College but surveys identified the flooring was not strong enough for the intended purpose which was a sixth form centre.
- Trustees were advised that for Okehampton College to expand, this was now an option again for a sixth form centre and Devon County would fund the reimbursement as this was agreed before conversion took place.

14 – Date of next meeting

- Okehampton College – Tuesday 20 February (Budgets) – 4pm / Tuesday 27 March 2018 – 4pm

Action Table from 06:02:2018

WHO	WHAT	WHEN
CLERK	Put register of business interests on the Trust website	10:02:18
CLERK	Agenda Ethos terms of reference for the next meeting.	DONE
CLERK	To finalise Committee Terms of Reference	DONE
SK/AP	Continue work to finalise the interim risk register	27:03:18
SK/AP	Determine way forward for GDPR and update Trustees on 20:02:18	20:02:18
DC/HF	Instruct schools as to action needed for GDPR	28:02:18
TRUSTEES	Provide comments to IC on the LGB terms of reference document prior to 26:02:18	25:02:18
CLERK	Advise LGBs of the outcome of compositions and co-opted Governors, with the exception of North East Dartmoor	10:02:18
CLERK	Request Michelmores to amend the Scheme of Delegation	10:02:18
SK	Revise the Finance Policy for review at a future meeting	Ongoing
DC / HF	Propose a programme of updates and this would be considered at the next meeting	20:03:18