

EM Full Trustee Board – Part I Minutes							
Date/Time	29th April 2021 4.00pm	Location		Virtual meeting via Microsoft Team (due to Covid 19)			
<b>Attendees:</b>							
Tania Skeaping (Chair)	TS	Jane Dumeresque (Vice Chair)	JD	Philip Sanders	PS	Pete Last	PL
John Lawlor	JL	Morgen Witzel (arrived 4.52pm)	MW	Graham Briscoe	GB	Chris Gould	CG
<b>ACTIONS</b>							
<b>DECISIONS</b>							
<b>QUESTIONS AND CHALLENGES</b>							

In Attendance	Initials	Job Title
Dan Morrow	DM	CEO
Nuala McDermott	NMcD	Executive Officer
Melissa Trudgill	MT	Company Secretary/ Executive Liaison Facilitator
John Coundon	JC	Digital Delivery Lead
Mark Butler	MB	Digital Advisory Lead

Apologies	Initials	Reason
Jeanette Savage	JS	Work Commitment
Stewart Biddles	SB	Work Commitment

Meeting started at 4.07pm

Please note that Trustees agreed for the meeting to be recorded for minute taking and it was deleted on 06.04.21.

<b>1 - Apologies</b>
None.
<b>2 – Declaration of Interest</b>
All Trustees present were reminded to declare any conflict of interest that may arise during the meeting.
<b>3- Discussion on the escalated risk around cyber vulnerability</b>
<ul style="list-style-type: none"> <li>Due to a recent significant cyber-attack to a MAT in the South West, TS had invited JC and MB to the meeting to give reassurance on the Trust’s protection against ransomware and where we are with mitigating our risks around cyber-attack.</li> <li>DM gave an update before the presentation that there had been a request from DfE to all MATs’ Accounting Officers to go back with a statement around mitigation of controls as these threats had occurred with 10 organisations nationally. DM confirmed that we have sent a response, which the DfE are satisfied with. (GB declared an interest as the affected MAT in the SW was one where GB is a Trustee).</li> </ul>

- JC gave an informative presentation explaining what ransomware is, how it can get into our systems and what the Trust is doing to guard against it (also known as malware). Once it gets into a system, it exploits users and is run by organised criminal gangs; it encrypts the files and asks for a ransom in exchange for an encryption key. This service can be purchased third hand in order to target someone. Even if the ransom is paid, the chances are the data will not be returned and there are costs involved to rectify it anyway (data registration and the PR involved to restore the reputation of the Trust).
- The education sector is a vulnerable target due to the historically low costs invested into IT security, ageing hardware and the type of data, which Trusts hold on families, children, and e.g. GCSE coursework.
- Mitigation methods are: Phishing – 3 complementary technologies work together to provide assurance emails sent from a Trust owned domain are legitimate; ‘drive-by’ downloads (security software called Sophos is used – actively guards our servers against ransomware – automatically kills ransomware if detected) and USB/removable media.
- DMAT has cyber security insurance. There are limitless amounts which could be spent on cyber security so the Trust has to assess how much is invested in this as part of an ongoing risk assessment.
- **Q GB asked what is the name of the provider of the software that is being used for our off-site storage?** The majority of the Trusts’ data is in Office 365 and G suite, although there is some data on school servers but it is not used; we do not know to what extent a full audit needs to be undertaken. Data is backed up to a network device, to another network device which is protected with ransomware protection in connection with Sophos as well. Our most sensitive data is held by Arbour, a cloud-based MIS which cannot be penetrated by ransomware.
- GB said he would share further information which he had learnt following the threat to a neighbouring MAT with a list of companies who had been useful in this process.
- PS supported cyber insurance but not those insurers who would promote the paying of ransoms to retrieve data as he felt this would perpetuate the problem nationally and asked for clarity on the insurance. **Q TS sought assurance from DM re the next steps to be taken by the digital team.** DM responded that cyber threat had been raised a year ago as a major risk and when he arrived in January he undertaken the following: created the digital team, MIS systems so active steps taken to ensure we do not have onsite data and operationally we have some strong structures in place. DM reassured Trustees that the Trust is insured and this was increased 6 months ago but it does not include full ransomware as this comes with significant additional costs. DM said the work with himself and the digital team had already started and a full audit will be undertaken. This means by the end of Summer 2, DM will be able to address the Board to suggest any potential changes to our insurance arrangements.
- **Q TS asked if the DfE had been reassured re our confirmation of practise and that we were providing reasonable mitigation?** DM confirmed that SK as CFOO had supplied the DfE with detail and an email had been received from them concluding that they were satisfied by our levels of mitigation.
- **Q TS asked NMCD whether Trustees and Governors needed cyber security training?** NMCD said that there was training provided within Educare at a suitable user level and could also be included in Board Evaluation.
- **Q PL asked if it was worth as an extra level of back-up, would it be worth considering using an external consultant to carry out an independent health check?** JC answered that an external service which might be of benefit, would be to employ someone to carry out penetration testing – a simulation attack on our networks by IT professionals to find a way in, as if we can find a way to try and stop at the source this would be most of benefit. DM reassured the meeting that the Trust was very lucky to have this in-house expertise of MB and JC in their roles and their skill level was incredible.

**4 – Agree and sign off previous minutes**

**4.1 Full Trustee Board (School Improvement Focus)– 18.03.21** were agreed as a true record and will be signed by TS in person when Covid 19 restrictions are lifted.

**4.2 Audit Committee 1.4.21** – for information. To be formally approved at the next Audit Committee Meeting.

**5-Matters Brought forward at the Direction of the Chair**

Part 2 item at the end of the meeting.

**6-Approval of new Trustees and Governors**

**6.1 To receive recommendation from the nominations committee and approve two new trustees**

**DECISION:** K Scrivener and C Chapman were formally approved as Trustees. K Scrivener will begin her term on 1.9.21. S. Meredith was approved as an associate member and would sit on the QEC Primary and Secondary.

**6.2 To approve new governors**

**DECISION:** Following receipt of application forms, skills audits, DBS and references, N Williams, S Floyer, D Dimmock Wright, L Dufty, A Little and A Bendle were approved as new Governor across the LSB hubs.

- TS wished to minute the Trustee Board's grateful thanks to the following AC Chairs who were standing down: Kate Scrivener, Ken Watson, Marilyn Livingstone, Richard Parsons and Beverley Johnson.

**6.3 To approve Chairs of Board Committees.**

**DECISION:** Trustees approved the Chairs of the new Board Committees as per nominations sent via email to MT. In following years, the Committees will elect their own chairs. (JD, GB, CG, PS and PL).

- TS said there had been no Chair elected for the QEC Primary. CG offered to fill this position and this appointment was approved by the Trustees.
- TS thanked JL and MW for their time and efforts as Chair of the Audit Committee and Ethos Committee.
- **Q CG asked if the new Board Committees were starting this term?** MT referred CG to the Governance Calendar which NMCD had produced. Board Committees would commence this half term.

**7 Approval of the following documents**

**7.1 Approval of Business-Critical Risk Register**

To be reviewed and held by Audit Committee, although it may be considered at the next Resource Committee.

**Q JL asked if the BCRR could be divided into sections for each Board Committee to consider the relevant areas of focus on their agendas?** GB said he would like this introduced in the near future.

**7.2 Approval of changes to Scheme of Delegation**

- TS thanked NMCD for amending the SOD to align with the new leadership and governance changes.
- TS also thanked MW and JL for the queries on the draft SOD, which they had raised. NMCD said there were changes which would still need to be made to the final document.
- NMCD gave an overview of the SOD and the key elements including the creation of a Resolutions Committee, which would be a panel of LSB representatives across the different hubs who would be trained and would deal with the local level issues. There would also be a panel made up of Trustees who would need to evaluate those issues raised by trust services level (central team staff or principals etc).
- TS advised that the SOD should be approved at this meeting with NMCD bringing any future amendments to the Board Meeting on 15.7.21.
- Following the approval of the SOD, NMCD will follow the process to update the Articles of Association.
- One of the changes to the local governors within the SOD is to align their end date to a school term date so the recruitment, induction, training can be undertaken on a more consistent basis.

**ACTION:** NMCD to make the changes to the Articles of Association and follow the steps to get formal approval.

**ACTION:** NMCD to align existing and new governors' terms of office with the closest term date and inform governors of this change.

**ACTION:** NMCD to consider suggestions made to JD for inclusion in next update of SOD for July.

*MW entered the meeting at 4.52pm.*

- **Q PL asked re the Resolutions Committee how many issues per term get to that stage to understand the impact on governance and the Trustees?** NMCD explained that there would be a new differing approach aligned with the vision and values of the Trust relating to minimal exclusions, the use of the Holditch Centre etc, but she estimated 6 a year.
- TS said that the suggestions raised by MW had been included on the SOD in particular who can remove the Trustees – Members (line 2). **Q MW asked where the associate member fits in?** This will be included in the

Articles. MW suggested that the use of the term member could be confusing. MT confirmed this was member with a small 'm' but GB had previously suggested the use of 'independent lay person' for associate member.

**DECISION: Trustees approved the Scheme of Delegation.**

**DECISION: Trustees approved the change in terms of office for governors to bring their term to end in alignment with school term dates.**

### **7.3 Complaints Policy**

**DECISION: Trustees approved the Complaints Policy.**

### **7.4 Terms of Reference for Resolutions Committee**

**Q MW asked for clarification re item 6. Panel members will serve until their governance term – does this mean they can continue to the end of their four-year term date?** If incompetent on the committee, this would be dealt with through the normal ways, vote of no confidence from the Board and they would be removed from the pool of those selected.

**DECISION: Trustees approved the creation of the Resolution Committee.**

**Additional Item: DM asked for Lead Trustee roles to be considered and approved.**

**DECISION: Trustees the following appointments:**

- Safeguarding Lead Trustee: **Tania Skeaping (interim)**

(Should sit within Audit and Risk Committee).

- SEND Lead Trustee: **Jeanette Savage**
- Equality, Diversity and Inclusion Lead Trustee (HR Committee): **Morgen Witzel**
- Whistleblowing Lead Trustee: **Jane Dumeresque**
- Health and Safety Lead Trustee: **Graham Briscoe**

GB raised whether the H&S Lead Trustee would sit on a Trust internal operations and management H&S committee (if there should be one) which should look at the audit health and safety reports and the action plans/tracker to give that assurance to the Board and a link between operations and the Board on H&S.

## **8 – Date of Next Meetings**

### **Governance Calendar V2**

Next Full Trustee Meeting – 15.7.21 with Away Day to possibly include the following suggestions:

- What do our cooperative values mean for governance (theme)
- Review cycles for next year
- Housekeeping tasks
- EDI
- Board Evaluation – look at results of self evaluation forms.
- 10-year objectives – what does this mean for Trustees
- In person meeting. Board Meeting a.m. and away day in the second half – after lunch?

**Q MW asked when the board evaluation process would be started?**

TS and DM are meeting with David Carter for Board training and evaluation and the Microsoft Forms for self-evaluation for Trustees will be rolled out by the end of this half term, through NMCD.

DM added that there will be a number of different forms of Board Evaluation in order to satisfy different audiences and for different purposes for the Board – some is for our own growth and development and others is because there is an external expectation of an evaluation given the length of time since any Ofsted inspections or external validations of our schools. David Carter will be involved with an external evaluation of the Board.

**ACTION: NMCD to circulate training information so Trustees could check whether their training is up to date, in particular with cyber security and safeguarding (Educare).**

MT stopped the recording at this point and Part 2 meeting commenced. (All DMAT officers left the meeting)

The meeting ended at 5.26pm

<b>ACTION TABLE – from meeting 29.04.21</b>			
<b>No.</b>	<b>WHO</b>	<b>WHAT</b>	<b>WHEN</b>
<b>1</b>	<b>DM</b>	<b>To bring KPIs to Board Committees in the 2<sup>nd</sup> half of the Summer Term.</b>	<b>2<sup>nd</sup> half Summer Term</b>
<b>2</b>	<b>HF/DM</b>	<b>To work on proposal governance and advisory boards for DTSA and bring recommendations in March.</b>	<b>Pending DTSA future plans</b>
<b>3</b>	<b>NMcD</b>	<b>To make the changes to the Articles of Association and follow the steps to get formal approval.</b>	<b>Summer Term</b>
<b>4</b>	<b>NMcD</b>	<b>To align existing and new governors' terms of office with the closest term date and inform governors of this change.</b>	<b>ASAP</b>
<b>5</b>	<b>NMcD</b>	<b>To consider suggestions made to JD for inclusion in next update of SOD for July.</b>	<b>By 15.7.21</b>
<b>6</b>	<b>NMcD</b>	<b>To circulate training information so Trustees could check whether their training is up to date, in particular with cyber security and safeguarding (Educare).</b>	<b>ASAP</b>