

Minutes of the Trustees' meeting held on 13th October 2022 at 6:00pm via Zoom

Present: Nigel Riglar (Chair), John Gilbert, Ruth Hollier, Judith Taylor, Nicki Wadley, Stuart Wilson (Chief Executive Officer – CEO).

In Attendance: Emma Gray (Chief Finance and Operations Officer – CFOO), David Dale (Clerk).

1. Welcome and introductions

The Chair welcomed everyone to the meeting.

2. Apologies

Graham Ayre, Barbara Green.

3. Declarations of Interest

The CEO and CFOO declared an interest in item 14 – teachers and support staff pay award. The CEO said that he would not take part in this decision.

4. Minutes of the meeting of 12th July 2022

Trustees considered the draft minutes of the last meeting and noted that they were an accurate record. It was **proposed** by RH, and **seconded** by JT, that the minutes be approved and signed, to be published on the Trust's website. This was **agreed** unanimously.

5. Action point checklist

The Clerk ran through the actions. On data protection and privacy (CBAT 215) he reported that all Trustees had now completed the cyber-security training. Safeguarding training (CBAT 221) is on the agenda today (item 13).

6. Matters arising – none.

7. Decisions taken under Scheme of Delegation

The Clerk reported that Trustees had taken the following decisions remotely since the last meeting:

- To approve a change to support staff holiday entitlement.
- To approve minor changes to recruitment policies to reflect new KCSIE requirements.
- To approve the Menopause policy.
- To approve a minor change to the Relocation expenses policy.

- To approve the salary range for the new CEO, and costs associated with the recruitment process.

These were noted, no queries were raised.

8. Trustee resignations and appointments

The Clerk reported that there had been no resignations or appointments of Trustees since the last meeting, although Debbie Bird's term of office had now finished and she had stood down (as reported at the last meeting).

In terms of recruiting a replacement Trustee, the CEO advised that the service previously provided by Academy Ambassadors is no longer available. A commercial search service is offered by Nurole which draws on a large pool of potential Trustees with different skill sets. Trustees asked about the details and cost of this service, noting that the Board may itself identify candidates and that the new CEO may have a view on where to strengthen the Board. Taking all of this into account, Trustees agreed not to proceed with a commercial search service at the present time.

The CEO reported that one of the Trust's Members, Sir Malcom Evans, has indicated that he would be standing down at the end of December to take up a new post as Principal of Regent's Park College, Oxford. The CEO said that he is working with the other Members to identify a suitable replacement who would meet the requirements of Diocesan approval.

9. Headteachers' reports

The CEO drew Trustees' attention to the three reports circulated in advance of the meeting and advised that there was no 'heat map' available at this early stage in the school year and no matters of concern to raise with the Board. He had discussed the CWJS report with RH and they had noted the improved transition from the Infants School this year, the outcome of a rare exclusion case, and the HT's plans to develop and deploy staff to cover two SLT maternity absences expected in this school year. In response to Trustees' questions, the CFOO advised that insurance cover at the primary schools provides for the cost of supply teachers to cover maternity leave.

The CEO said that he had discussed the MS report with JT and they had noted the good performance in GCSE and A level results, the new behaviour expectations system, and the MS Promise. Trustees asked about admissions numbers and bursaries. They had a detailed discussion about the new behaviour expectations cards and the MS Promise: with the expectations cards, they were concerned to ensure that the system would operate equitably and not in any way disadvantage pupils with special educational or health needs. The CEO said that pupils' needs are known to staff and would be taken into account. **Action: CEO** to ask the HT for a report back to the Board on the operation of the new behaviour expectations system, and to ask the SDB to monitor the impact of the new system.

With the MS Promise, Trustees strongly endorsed the aim of setting out to parents the types of financial and practical support available to pupils eligible for a free school meal/Pupil Premium. They suggested that a similar approach could be used at the primary schools. Trustees wanted to ensure that by setting out precisely the support available it might suggest a lack of flexibility and deter some parents from coming forward to discuss their particular circumstances. They suggested a number of changes to the wording that might help with this. **Action: CEO** to feedback to the HT and propose constructive amendments to strengthen the impact and flexibility of the Promise.

NW reported that she is now the link Trustee for BPS and had visited in week 2 of the new term to meet the HT and have a tour of the school. She had been impressed by the settled and purposeful atmosphere, by the 'be kind' ethos, and the support evident for pupils with

additional needs. She had noted the increasing number of pupils with additional needs. Trustees noted the absence of the achievement data referenced in section D of the HT's report. **Action: CEO** to supply the missing data.

The CEO said that the HTs' reports will be presented in a more standard format in Term 2. He noted that increasing numbers of pupils with additional needs is a national trend that has increased post-Covid, although local demographic factors will also affect individual schools.

He reflected on the good Ofsted reports for the primary schools and the continuing hard work in progress at both, including developing the curriculum. RH noted that some of the comments about foundation subjects reflected national trends and were part of an ongoing discussion. Trustees asked about tracking progress with specific recommendations from the Ofsted reports and the CEO advised that they would be able to do this via SDB minutes, HT reports and the heat map, and link Trustee reports.

10. SDB minutes and matters raised

Trustees received and noted the minutes of the meetings of MS SDB on 28th June and CWJS on 3rd October. There were no matters arising, but one recommendation from CWJS (see item 11). The Clerk advised that BPS SDB had not met since the Board's last meeting.

11. Recommendations from SDBs for decision

The Clerk drew Trustees' attention to the recommendation from CWJS SDB recommendation (item 8.ii of the minutes) that a parent Governor, Gary Tatnell, change his status to become an appointed Governor, subject to the approval of the Board. The SDB would then organise an election for a new parent Governor.

Trustees asked about the reasons behind the recommendation, and noted that GT could continue to serve his full term as parent Governor even though he no longer has a child at the school. Trustees were keen to ensure that the SDB retained the services of experienced and active Governors with relevant skills, but also to ensure that the SDB should have a good balance of types and skills of Governors going forward. They agreed not to make a decision on the recommendation now but to seek further advice on the composition of the SDB and the case for their recommendation. **Action: CEO** to discuss with the Chair of the SDB and present further information to Trustees to make a decision.

12. Trust policies

There were no new or revised policies for Trustees to consider and approve.

13. Safeguarding

The CEO reported that HTs have been advised of new KCSIE requirements for 2022-23 and the changes that are needed to safeguarding policies. He advised that all Trustees and Governors will need to complete a three-hour on-line NSPCC training course Safeguarding for Governors, and that Clerks have been asked to ensure that all Governors have been informed of this and are ready to respond to the training invitation when it lands. **Action: all Trustees and Governors** to complete the required training by 30th November 2022 at the latest. **Action: Clerk** to include this on the agenda for the next Board meeting.

The CFOO reported on the operation of the new security gates at MS. There had been some teething issues but the gates are now operating smoothly. The system can provide live information about who is on-site. The gates on Downfield Road are also used by SHS pupils and staff. Trustees asked about how 'tailgating' might affect the effectiveness of the new system, the CFOO said that this is a management issue and will need everyone to understand the importance of checking in and out properly. 6th Form students are the only pupils allowed off-

site during the day. The system will be reviewed in Term 2.

14. Finance

JG (Vice-Chair of the Finance, Audit & Risk Committee) and the CFOO reported on the discussion at FARC on 11th October. The proposed pay increases for teachers and support staff had not yet been finalised but will be soon, the teachers' pay within the coming days. The proposed increases are 5% for teachers and £1,925 for support staff (effectively 10% for the lowest paid support staff and 4.04% for the highest paid).

The CFOO said that the proposed increases are significantly more than had been expected and budgeted for, the DfE has so far indicated that the sufficient grant funding has already been provided but schools do not agree. It is likely that the DfE will recognise the severe pressure on school budgets and provide some further funding later in the year but this cannot be assumed yet.

FARC had asked questions about the likelihood of further funding for schools, and had noted that the Trust is a company and must remain a going concern if it is to continue to run schools, it cannot trade if insolvent. They had asked about the impact on other schools and what other employers were intending to do about implementing the proposed pay increases. The CEO had said that while the increases posed a severe threat to some other schools, the Trust's budget is in a relatively favourable state and the current situation with rising pupil numbers and good Ofsted reports at the primary schools, and provision for capital development, give some grounds for comfort.

The CFOO drew the Board's attention to the revised budgets for 2022-23 to 2024-25 with the proposed pay increases now included, and although the primary schools are now forecast to have relatively small in-year deficits the current position with surpluses means that this can be managed in the short term. Anticipated Trust growth would provide an even more robust base for the budget in the future. She noted that other schools and Trusts are intending to implement the proposed pay awards if they are agreed nationally, and that CBAT has always done so in the past.

JG advised that FARC had taken all of these considerations into account and it had agreed unanimously by those voting to recommend to Trustees that the pay awards as currently proposed be implemented once they have been agreed (the CEO had declared an interest and did not take part in this vote). It was **proposed by NW** and **seconded by JG** that the FARC recommendation be accepted. This was **approved unanimously** by those Trustees voting (the CEO had again declared an interest and did not take part in this vote).

JG also reported that FARC had also considered the impact of energy cost inflation on the Trust's budget and had been advised that there will not be an immediate impact because it has a two-year fixed deal for the supply of gas and electricity (to the end of 2023). However, future energy costs are a significant risk to the Trust's budget. The schools, particularly MS, are exploring energy efficiency measures to reduce consumption and costs.

The CFOO reported that the external auditor (Bishop Fleming) had completed their on-site work and seemed happy with what they had found. There were currently no concerns about the likely content of the external auditor's report. She will meet with Bishop Fleming again next week, and the report will be brought to FARC at its next meeting.

15. People

CEO recruitment – with regard to the ongoing recruitment process the CEO reported that Perrett Laver were on course and expecting to receive 15 or more applications. He advised that the Selection Panel comprising three Trustees including the Chair and Vice-Chair would hold first round interviews in early December, hopefully a fourth Trustee would be available to take part in

final interviews in mid-December.

The CFOO reported that following a temporary pilot she is finalising proposals and grading for the role of Operations Manager for the primary schools. The Trust's Finance Manager is remaining in post with revised grading and some remote working.

16. Property

The CFOO reported that CIF roof repair works at CWJS and MS had just been completed. An urgent bid for capital to repair the BPS heating system had been submitted. CIF bids for 2022-23 were being prepared, including for the demolition and rebuilding of Horsa huts at MS East Campus.

The CEO reported that MS had had to close for half a day recently due to a flood in the kitchen caused by a burst equalisation vessel.

17. IT strategy and operations

The CFOO reported that the IT Strategy Group had met today. Various IT works over the summer have now been completed, there have been some teething issues with the move to Office 365. Concero are being retained to support the Trust with IT strategy and to provide a remote helpdesk function for the primary schools. The Trust's Deputy IT Manager had left the role last month, a replacement has been recruited.

The Chair asked whether there are any current concerns about cyber security, the CEO advised not and said that FARC had considered the matter in some detail.

18. Data protection and privacy

The CFOO reported a breach might have occurred today, the details are to be confirmed before taking a view about whether it had and if so, whether it is reportable or not. In response to questions from Trustees, the CEO said that the potential breach was not serious and had been contained.

19. Trust growth opportunities

The CEO said that a number of opportunities are being actively explored but there were no significant developments to report. He is continuing to hold talks with various schools in the Stroud district and elsewhere in the county. The local authority remains enthusiastic to see more schools join MATs.

20. AOB

- (i) Clerk recruitment – the CEO said that DD would be standing down from the role at the end of December and he advised that Trustees might want to consider a broader Governance Professional role in future. Trustees thanked DD for his services over the last 4½ years. NW advised that Trustees should consider the role within a growing Trust and that it might be prudent to put in place a temporary solution perhaps using a professional services provider. The Chair agreed that a transitional arrangement should be considered, this would also allow the new CEO to take a view about the best arrangement for the future. **Action: CEO** to develop options for a transitional arrangement and bring proposals back to the Board.
- (ii) NW informed the Board of her new role at DGAT responsible for that Trust's growth strategy, and said that if CBAT considered that this would result in any actual or perceived conflict of interest with her Trustee role here she would be willing to stand down. She offered to withdraw from the meeting while this was discussed, the Chair

advised that this would not be necessary.

The CEO advised that the two Trusts have a good relationship and there is unlikely to be any direct competition between them, so it should be possible to manage NW's dual roles without any conflict. Trustees discussed all the issues raised and agreed that NW brings invaluable insight and experience to the Board, this should not be lost. While it would be necessary to be mindful of the potential conflict of interests, and that may mean removing NW from some decisions in the future, on balance the Board is strongly in favour of retaining her as a Trustee. It was noted that the new CEO would need to be made aware of the situation. **Action: Chair** to brief new CEO on Trustees' decision in relation to NW's continuing role.

21. Dates of next meetings

It was noted that the next scheduled meeting of the Board is 6th December, and agreed that this is to be rearranged to avoid clashing with the CEO recruitment process. **Action: Clerk** to consult Trustees on availability in the weeks commencing 21st and 28th November. *Post-meeting note: now confirmed for Tuesday 22nd November at 6.00pm at MS.*

It was also noted that once the Selection Panel has a recommendation to appoint the new CEO it will be necessary to bring this recommendation to the Board for decision.

The meeting ended at 8.20pm.

Signed:



Nigel Riglar

Chair of Trustees

22nd November 2022