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| MEETING       | <b>BOARD OF DIRECTORS</b>                                                                                                                                                                                                                                       |
| DATE          | <b>Tuesday 15 December 2015</b>                                                                                                                                                                                                                                 |
| VENUE         | <b>Ninestiles School</b>                                                                                                                                                                                                                                        |
| ATTENDEES     | <b>Paul Ashdown, Ateef Azam, Abid Butt, Ian Carnell, Martyn Collin, Karen Crowston, Adrian Davies, Bob Fear, Gaetano Ferrante, Sian Hartle, Karamat Iqbal, Cath Lavelle, Nadeen Proverbs, Carol Phillips, Chris Quinn, Terry Smith, Penny Wagg, David Werry</b> |
| IN ATTENDANCE | <b>Hilary Barber, Steven Ralph</b>                                                                                                                                                                                                                              |

**DRAFT MINUTES**

**1. Welcome and apologies**

Apologies were received from Vrigu Dey, Paul Ashdown, Sian Hartle (arriving late), Martyn Collin and Chris Stevens. Bob asked the Principals to pass on festive best wishes from the directors to all the staff and pupils at each school.

**2. Register of Business interests**

None were declared.

**3. Declaration of Pecuniary Interest**

None were declared.

**4. Agree End of Year Accounts**

David presented the accounts in his role as Chair of the Finance and General Purposes committee. Discussion raised the following points:

- David noted the Letter of Representation and its statement in point 4 which details the role that directors have in agreeing the accounts.
- David drew attention to the draft finance and general purposes minutes circulated with the pack which evidence the discussion held at the meeting held on 30 November 2015.
- The account summary gives assurance that the accounts fairly reflect the true picture of the finances
- David confirmed that having received the presentation from Helen Drew, Crowe Clarke Whitehill and discussed the accounts in detail at their meeting, members of the Finance and General Purposes committee recommended acceptance of the end of year accounts and the audit finding report.
- David pointed out that the balance sheet (page 23) shows a reduction in total funds of £437k due to actuarial losses on the local government pension scheme. David had confirmed with the auditors that this was not an issue of concern; however the need to maintain the financial ability to service the debt was noted.
- Bob reported to directors that he had asked the auditors whether in their opinion the trust was financially viable and the accountants agreed this is the case.

There were no further questions.

In recognising how well the audit had been completed, David emphasised the directors' thanks to Steve and the trust Business Managers. David also thanked Steve for compiling the Trust Financial Handbook which will address items highlighted in the audit findings report. David noted that all items from the audit finding report last year have now been addressed.

Following a process of establishing best value, Crowe Clarke Whitehill have been appointed to take on the role of internal audit and will visit three times throughout the year.

Directors approved the end of year accounts and audit findings report as follows:

Proposed: **Ateef Azam**  
Seconded: **Penny Wagg**

Chris added her thanks to all those involved in the successful audit both centrally and in the schools.

## **5. CEO Report**

Chris presented her report updating directors on recent activities, particularly in relation to the Future Proofing working party. Chris reported that she is awaiting dates of a proposed visit to Outwood Grange to visit Sir Michael Wilkins. A report from this group will be brought to the next meeting.

Chris reported on the opportunities created by the provision in the Chancellor's Spending Review for sixth form colleges to become academies. This enables further discussion about how a partnership could be forged between the college and the trust and how that could operate. Chris suggests arranging a "facilitated conversation" between representatives of both organisations to start discussions.

Chris asked if any directors had any concerns about the potential of working with the sixth form college. Points raised were as follows:

- Chris: could provision at Ninestiles itself be compromised?
- Bob: admitted initial concerns about this but realises that the trust is responsible for all its schools and the trust would work with the college as with all its schools
- Karen: felt a partnership would add another strength to the trust but the terms on which this moves forward are very important
- Ian: felt that there would be mutual benefit especially to the trust schools without a sixth form. He felt it would be good for the trust to be offering provision from age 3-18.
- Adrian: asked what the head count of students was at the college and Chris confirmed it was around 2,300
- Ian: asked which other colleges are attended by Ninestiles' students and Chris said it would be Cadbury College, Matthew Boulton etc and a small group of students were achieving places at the grammar schools
- Chris noted that permission for the conversion/partnership would be needed by the Regional Schools Commissioner, the Secretary of State and the LA but that there seemed to be enthusiasm from these parties. Chris suggested that because discussions were already taking place when the Chancellors' statement was made, it was possible that Solihull Sixth Form College could be the first sixth form college to convert.
- Chris: suggested a partnership could be beneficial to both parties. There exists a risk to the college currently due to the number of Solihull secondary schools offering post 16 provision. Chris noted that 50% of students attending the college are from Birmingham and that potential changes to the fair funding formula could make maintaining school sixth forms very difficult which would offer a potential opportunity in the future.

Chris asked directors to email her any remaining concerns when they had had chance to reflect on the discussion.

Chris reported to the meeting on central staffing capacity which is being increased in the following areas:

- Numeracy and Literacy
- SENCO provision
- Leadership
- Secondary maths and MFL – science will follow

Chris highlighted the proposed change to Martyn's job title to "Executive Principal, Primary" to more accurately reflect the nature of his role. Chris reminded directors that Martyn had served as Regional Director for the North West region in addition to holding two headships previously. Chris suggested that the new title would support an application for NLE status which would strengthen TSA capacity.

Directors unanimously agreed as follows:

Proposed: **Ian Carnell**  
Seconded: **Karen Crowston**

Chris reported that during a recent meeting with the Regional Schools Commissioner it was clear that Yarnfield could expect to receive an Education Adviser visit. She commented that whilst the RSC acknowledged the need for the trust to consolidate its position, the trust was also "on his list" regarding schools that were in particular need. Chris reported that she has also been approached by two "good" schools who understand the need to join trusts and are considering their positions. She felt that an attractive part of the trust's offer is the work and organisation of the Principals' group.

Directors agreed the suggestion contained in the CEO's report to form an Executive Advisory Group which would not have decision making powers but would act as an advisory body. The suggestion is that this would comprise the current members, the Chair of the Finance and General Purposes committee and the Chair of the Ninestiles Academy Council. Chris, Martyn and Hilary would be in attendance.

Directors agreed as follows:

Proposed; **Karen Crowston**  
Seconded: **Ateef Azam**

## **6. Performance Management of Teaching Staff**

Chris presented this information for each school and explained that the process and decisions had been moderated by the Principals' group.

## **7. Capital Expenditure**

- Yarnfield Mezzanine

Adrian explained the need to create more teaching and break out space and presented plans and a financial schedule for the proposed mezzanine floor. He explained the difficulty of producing exact figures due to the fluidity of PFI costs. The quote presented reflects a worst case scenario.

Ateef asked if three quotes had been obtained. Adrian explained that due to the building being the subject of PFI and owned by Transform Schools, (Cofey) this is not possible.

Chris confirmed Adrian's need for small group spaces for intervention groups etc. However she expressed some concern about spending significant sums on a building that is not owned by the trust and noted that whilst currently the school is full, this may not always be the case.

Ian agreed this was an urgent project and a necessity rather than a luxury. Karen asked if this was the only option and Adrian confirmed this was the project requiring least building work. Ian asked what the length of the lease is and it was confirmed that this will conclude in 2038. Bob asked if there was demographic information available about potential pupil numbers and Chris made reference to the Birmingham Sufficiency report. Chris noted that there is a three form entry faith school being proposed in Tyseley.

Adrian reported that if the project was to go ahead the investigative work would be carried out during February half term with the project completed by September 2016.

DW asked who would oversee the building work and Adrian explained that the school will have little involvement because of the nature of the project and the PFI involvement. Adrian confirmed that once the exploratory work to ascertain the load-bearing capacity of the existing foundations is completed, the full cost will be calculated. Karen asked why the exploratory work is necessary when the building is relatively new and plans should be available to give this information.

It was agreed that two interested parties may be able to offer advice:

- Ian Dennison (consultant working at Cockshut Hill)
- Richard Coe (Surveyors2Education)

Bob proposed that:

1. Directors agree to consult the advisers shown above to do a sense check of the prices being quoted
2. The Birmingham Sufficiency Report is checked to look at pupil numbers going forward

Proposed: **Karen Crowston**

Seconded: **Penny Wagg**

It was noted that the Sufficiency Report should be examined in relation to all trust schools.

## **8. Policies**

*Complaints Policy 2014*

*Expenses Policy 2014*

*Sickness Absence Policy 2014*

*Support Staff Pay Policy 2014*

The policies (which were unchanged) were agreed as follows:

Proposed: Ian Carnell

Seconded: David Werry

*Data Protection Policy 2014* (postponed to the next meeting in the light of amendments noted by Karen as follows)

- Lists of children – 2 or more items need consent
- Subject access requests – educational records - 21 days (see ICO)
- iCloud – personal data is password protected or encrypted (or both)
- CCTV – see May 2015 for new guidance and include links
- Biometric data must comply with ICO guide

For approval

*Grievance Policy 2015*

Subject to the following amendments (to be revised by Hilary) the policy was agreed

- Page 2 - reference to Management guide?
- Page 2 - Grievances against Principal
- Page 3 – the Investigating Officer would be nominated by the directors

The policy was agreed as follows:

Proposed: **Penny Wagg**

Seconded: **Ateef Azam**

### *Social Media Policy 2015*

It was noted that at the Principals' meeting this policy was discussed and it was agreed that it constituted a code of conduct rather than a policy. Some amendments had been suggested by Principals and directors were asked to email Hilary with any further amendments.

### **9. Governance – the introduction of a Remuneration Committee**

Chris presented a proposal to establish a remuneration committee. The following members were nominated:

- Chair of Directors (Bob Fear)
- Vice Chair of Directors (Karen Crowston)
- Ateef Azam
- Terry Smith

It was agreed that the Chair of Directors would have the casting vote in the event of an equally split vote.

The proposal was agreed as follows:

Proposed: **Penny Wagg**  
Seconded: **David Werry**

It was agreed that the committee was unlikely to need to meet more than twice a year. The committee will meet in the first instance to propose its scope to directors which is likely to include:

- Central trust staff
- Ranges of pay across the trust
- Comparability across similar schools outside the trust

### **10. Positive News**

Chris made reference to the letters previously circulated and directors asked that their thanks are passed on to the staff within the schools.

### **11. Minutes and matters arising from meeting 13 October 2015**

The minutes of the last meeting were agreed as a true and accurate record subject to the inclusion of Nadeen Proverbs as an attendee.

Proposed: **Ian Carnell**  
Seconded: **David Werry**

### 12. Actions arising

| <b>ACTIONS RESULTING FROM MEETING</b> |                                                                                                             |                          |                         |
|---------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------|-------------------------|
| <b>I</b>                              | <b>What?</b>                                                                                                | <b>By whom?</b>          | <b>Completed?</b>       |
| 2015/10/13/03                         | Paul to send copy of the SSFC Risk Register to Hilary and Steve to re-visit                                 | <b>Paul/Hilary/Steve</b> | <b>Chase</b>            |
| 2015/10/13/05                         | Arrange/include directors in training on social media                                                       | <b>Martyn</b>            | <b>O/S</b>              |
| 2015/10/13/07                         | Safeguarding and Child Protection policy: please send email to Hilary to confirm you have read the document | <b>All directors</b>     | <b>O/S</b>              |
| 2015/10/13/09                         | Investigate the Equalities Framework                                                                        | <b>Chris Q/Hilary</b>    | <b>Work in progress</b> |
| 2015/10/13/11                         | Plan joint Student Council Event                                                                            | <b>Chris Q/Martyn</b>    | <b>Work in progress</b> |
| 2015/12/15/01                         | Arrange a facilitated conversation about a proposed agreement between the trust and SSFC                    | <b>Chris Q</b>           |                         |
| 2015/12/15/02                         | Email Chris with any concerns about a                                                                       | <b>Any director</b>      |                         |

|               |                                                                                        |                      |  |
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|               | potential partnership between NAT and SSFC                                             |                      |  |
| 2015/12/15/03 | Consult advisers re Yarnfield's building quote                                         | <b>Hilary</b>        |  |
| 2015/12/15/04 | Consult Birmingham Sufficiency report re pupil number predictions at all trust schools | <b>Chris Q</b>       |  |
| 2015/12/15/05 | Make amendments to Data Protection Policy                                              | <b>Hilary</b>        |  |
| 2015/12/15/06 | Make amendments to Grievance Policy                                                    | <b>Hilary</b>        |  |
| 2015/12/15/07 | Direct any suggestions re the draft Social Media protocol to Hilary                    | <b>All directors</b> |  |
| 2015/12/15/08 | Advise Oaklands on the SIS                                                             | <b>Hilary</b>        |  |

### 13. Any other business

- Chris circulated a copy letter from Lord Nash re proposed changes to the Education and Adoption Bill
- Martyn and Kevin Hartwell have amended the Safeguarding and Child Protection Policy in line with updated regulations and a note of the amendments was circulated. These were agreed by directors as follows:

Proposed:                   **Ateef Azam**  
 Seconded:                 **Penny Wagg**

- Terry reported that providing the information on ethnicity for the Oaklands School Information Sheet had proved challenging and it was agreed that there would be further advice given on how to access this
- A protocol and timeline for the distribution of meeting minutes was made available