

MEETING	<b>BOARD OF DIRECTORS</b>
DATE	<b>Tuesday 17<sup>th</sup> May 2016</b>
VENUE	<b>Ninestiles School</b>
ATTENDEES	<b>Paul Ashdown, Abid Butt, Martyn Collin, Karen Crowston,, Dominic Davis, Vrigu Dey, Bob Fear, Gaetano Ferrante, Sian Hartle, Dexter Hutt, Karamat Iqbal, Nadeen Proverbs, Christine Quinn, Terry Smith, Penny Wagg, David Werry</b>
IN ATTENDANCE	<b>Hilary Barber, Steven Ralph</b>

## MINUTES

### 1. **Welcome and Apologies**

Apologies have been received from Chris Stevens, Ian Carnell, Ateef Azam, Carol Phillips, Cath Lavelle and Adrian Davies.

### 2. **Register of Business Interests**

None were declared.

### 3. **Declaration of Pecuniary Interests**

None were declared.

### 4. **Academy Councillors**

Heather Day – Recently Appointed at Yarnfield  
Sue Dillon – Resignation at Yarnfield

Christine explained that Sue has been a long standing and very loyal member of the academy council and previously the governing body at Yarnfield, but has had to resign due to health problems in her family. Bob asked Hilary to draft a letter of thanks on behalf of the Board of Directors.

### 5. **Chair's Actions**

*Please see confidential note on file.*

Bob will be hosting an academy councillor visit at Ninestiles on 10 June 2016.

### 6. **CEO Report**

#### **Relationship with the Sixth form College**

*Prior to the discussion the following interests were noted: Paul Ashdown is the Principal of the Sixth Form College and a member of the board; Abid Butt and Christine Quin are also directors.*

Christine reported that she had attended a recent event with the Board of Directors of the college and given a presentation about governance in the context of a future structural relationship with the college.

Christine explained that she had put to their board a series of proposals accepting that becoming a joint entity was a significant step which would require the willingness of the NAT board to review governance at all levels.

She expressed the hope that directors would feel able to endorse her statement and would be confident and positive that this is the right way forward for the existing NAT.

**Karamat asked Christine to explain what she felt could put the NAT's status at risk** and she summarised as follows:

- Poor governance
- Financial instability
- If the trust could not show improvement of provision in all schools and progress was not sufficient or a good or outstanding status was lost
- Lack of strength of leadership

Christine pointed out that these are aspects of trusts that would be scrutinised by the Education Funding Authority and at a much higher level than that to which LA community schools are subject.

**Karamat suggested that two strong organisations coming together will add value and become a greater entity than the sum of their parts.** The hope would be to achieve outcomes that could not be achieved as individual organisations. He commented that a higher level of scrutiny can have the positive effect of "making things sharper".

**Paul suggested the risks summarised by Christine would be minimised by working with the college. The application to join the trust would show evidence of its strong track record across these aspects and would make a commitment to support the trust.**

**David said he was very happy to support the initial conversations with the college but asked if, going forward and with potential further growth of the trust, there would be a need for future changes to governance.** Christine responded that the middle level of governance beneath the board can be flexible and changeable. Christine added that if correct decisions are made around the Articles of Association as the college joins (and any other schools) there should be opportunity to create a structure with longevity that has the right make up and delegation to allow for sustainable growth.

Christine proposed that members of the Board should endorse the negotiating position recognising that the NAT and its sponsor status must not be put at risk.

Paul made clear that a formal minute from the Trust in support of the merger was required for the application process. This is not a formal decision and is subject to formal due diligence, but is a clear commitment in principle to the merger of the two organisations.

The motion was proposed as follows and agreed unanimously.

Proposed: **Penny Wagg**  
Seconded: **Karamat Iqbal**

**Karamat asked if there was a list of principles and rules of engagement by which the process would be enacted.** Paul said that this process had begun and that the funding would allow for further development of these protocols.

### **Leading School Improvement in our schools**

Chris summarised her presentation made to other audiences on why the NAT is special, ie

- Its senior leaders at all levels have school backgrounds
- The CEO and DCEO have significant Headteacher experience
- It is pupil and student focused
- It has a strong commitment to developing teachers and leaders
- Collaboration is at the centre of the trust's way of working

Christine emphasised that the philosophy of the trust is "If you want to go fast, go alone. If you want to go far, go together"

What is unusual about our trust?

- Our principals' meetings leading the working of the trust
- Planning together on the priorities the board set for the schools

Christine explained that further developments include a suggestion from, and agreement with, Principals to change the budget planning to include the costs of all leadership salaries in a central fund. It is believed this will create capacity, allow for flexibility and make for strategic planning. Decisions and proposals on this will come back to directors through the various committee structures.

**Vrigu asked how this would fit in with the current discussions taking place with the SSFC.**

Christine referred to her report which suggests that the finances of the SSFC are different and will not necessarily be included in the MATs for the next three years. Accepting this, **Vrigu suggested that this should be considered in future financial planning.** Paul agreed and said this was part of the joint directorships – to allow for informed and transparent planning.

Christine noted that individual academy councillors will have to be confident that they have the right level of expertise to do the job well. The proposed structure will allow for both reactive and strategic planning which is all-embracing across the trust. She admitted that this was easy to say, but challenging to deliver.

Directors will be asked to formally agree the new format budgets when they are presented to the summer meeting.

Christine presented an evaluation document based on a document compiled by Sir David Carter. The document reflects some evaluation already conducted by trust leadership groups. Christine asked directors in small groups to note how they feel the trust can move forward to be able to evidence leading characteristics.

**Paul suggested that we are not limited by the priorities cited in the document. Directors can decide the Board's priorities.** Other criteria can be decided as strategic priorities. **Dexter suggested that the nine leading categories detailed in the evaluation document are useful but must not limit the board's priorities.**

**Martyn agreed that directors should make decisions but commented that this document provides a framework that can replace a number of current reports that are in different formats and enables a review of developments that are not just based on data.** He suggested that the data may lag behind the narrative but will be driven by the strategies detailed in the evaluation report. **Dexter noted that Ofsted will be compiling a statutory framework for the inspection of MATs and there could be an opportunity for the NAT, as a successful academy trust to influence any proposed framework.** **Karamat suggested a review of the NAT should include a balance of national indicators but also draw attention to the mission statement and the UNICEF project which represent what is worthy and unique about the trust.**

**Bob suggested using the document as a starting point with the addition of the unique characteristics of the NAT.**

## 7. Governance

### Characteristics of a successful MAT

#### Proposed new governance structure

Christine presented the proposed governance structure to be implemented from September 2016.

**Bob noted that a number of representatives will need to be elected from each academy council to sit on the various committees.**

Paul asked at which group the schools' individual SEFs will be scrutinised. Christine responded that it will be first at academy council level and subsequently at the appropriate Standards Committee. It was noted that the terms of reference of the groups will need to be amended once the proposed structure is agreed.

Directors agreed with the proposal as follows:

Proposed: **Paul Ashdown**  
Seconded: **Karen Crowston**

Christine circulated a letter received by Sian at Cockshut Hill from Sir Michael Wilkins of Ofsted following a recent visit.

#### **8. Proposed dates for 2016-7**

The schedule was circulated for information.

#### **9. Finance**

##### **Bursary Fund**

Christine explained the trust's rationale in creating a Bursary Fund suggesting that if directors agree it will be publicised to staff at the start of the next academic year and will be open to teachers who are within their first five years of teaching.

Proposed: **Martyn Collin**  
Seconded: **Nadeen Proverbs**

##### **Refurbishment of Ninestiles Reception Area**

Gaetano reported on the need for a new reception area. The main drivers for this remodelling are considerations of student safety at the front of school and a need for a bigger space to accommodate the significantly increased numbers of people visiting the school and the trust.

Christine asked for agreement from the directors (possibly by email) for the school to develop the project when further details were available with the final decision delegated to the Finance and General Purposes committee. **Karamat commented on the need for a proper process and Christine agreed that this would be the case. Bob said that a business plan would need to be written.**

Christine emphasised that her purpose in bringing this proposal to the meeting was to inform directors that a detailed plan will go to finance. **Paul suggested that he found the process unusual and that he would expect, in normal circumstances, any proposed expenditure of this nature to be included in a budget a year in advance.**

It was agreed that detailed project information is currently being compiled and will be circulated to all directors. It was noted that due to timescales, the proposed re-design and refurbishment of the reception area and student entrance may need to be divided into a number of separate projects.

It was agreed that the future development of the area must take account of student safety and also allow for future growth in terms of numbers of visitors. Recognising the urgency of this matter given the increase of traffic into school, both people and vehicles, it was agreed that the decision could be delegated to the Finance and General Purposes committee with full details of the project being circulated to directors prior to the meeting on 13 June.

**David agreed that expenditure needs to be planned strategically and noted that this was discussed at the last finance meeting.**

**Karamat reminded directors that some areas of expenditure can be overseen with in-house expertise but suggested that as the trust grows there is a need to employ staff with building expertise.**

**Dexter commented that as the trust changes and grows there will not always be the opportunity to plan a year ahead.** There was general acceptance that planning should be strategic but still allow for flexibility. **Dexter noted the need for an appropriate area in which to greet trust visitors and suggested this should be part of the wider planning.**

Christine reported that all schools are working towards the UNICEF Rights Respecting award with joint planning taking place. The conventions of the project must thread through everything we do.

## **10. Feedback from Academy Councils (AC Chairs to lead)**

### ***Ninestiles***

Vrigu reported that he is looking forward to good exam results. He noted the increase in behaviour sanctions reported to the academy council (mostly attributable to a small group of Y7 students) but recognised that this is being addressed. Vrigu commented on how superb the latest newsletter is with reports of excellence achieved by students. Vrigu commented on his involvement in a recent staffing issue that would result in an updating of some processes.

### ***Pegasus***

David had expressed some concern about the timing of meetings particularly relative to Pegasus whose meetings are normally the first of the tranche and the difficulty in accessing data prior to the meeting. However he was pleased to note that in the new structure this had been addressed and welcomed the implementation of a Primary Standards Group.

Bob noted that it would be useful and informative for directors to see all the schools' newsletters and also their calendars of events in order to plan visits.

## **11. Policies**

### **Staff Discipline Policy**

It was noted that this policy has been amended in line with advice from the Trust's HR legal advisers and therefore, once agreed by directors, will be subject to consultation.

Proposed: **Vrigu Dey**  
Seconded: **Penny Wagg**

### **Gifts and Hospitality Policy - Whistle Blowing Policy - Charging and remissions Policy**

These three policies, brought for review, were agreed.

Proposed: **Nadeen Proverbs**  
Seconded: **Penny Wagg**

### **Policy schedule**

As requested at the last meeting, the policy schedule shows the Trust policies categorised into those which are statutory, for guidance or Trust protocols. It was noted that some policies, eg Behaviour and Sex Education remain specific to each school.

## **12. Positive News**

### **13. Minutes and Matters Arising from meeting held on February 9<sup>th</sup> 2016**

The minutes of the last meeting were accepted as a true and accurate record.

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

It was noted that Prevent training will take place at 5.30pm on 19 July 2016 (immediately before the next meeting).

## **14. AOB**

- Bob reminded directors that they can access all minutes and documents via Cloud9. Please contact Hilary if you need a reminder of your log in details.

- The annual review for academy councils is being planned

<b>What?</b>		<b>By whom?</b>
2016/02-09/02	Investigate alternative payroll provision	<b>Hilary/Steve</b>
2016/02-09/04	Consider whole trust event for gifted pupils	<b>Chris Q/Martyn (1)</b>
2016/02-09/05	Explore the possibility of training a trust union representative to support staff	<b>Chris Q/Martyn</b>
2016/02-09/06	Carry out Equalities framework audit	<b>TBA</b>
2016/05-17/01	Draft a letter of thanks to Sue Dillon	<b>Hilary</b>
2016/05-17/02	Amend terms of reference in new governance document	<b>Martyn</b>
2016/05-17/03	Circulate plans and costings for redesign of Ninestiles' reception area to directors prior to submitting to Finance and General Purposes	<b>Gaetano/Hilary</b>
2016/05-17/04	Circulate school newsletter and events calendars to directors	<b>Principals</b>

- (1) Christine is investigating the possibility of awarding a TLR point to a staff member to take responsibility for this