

MEETING OF THE TRUST BOARD

**Monday 13 July 2026
6:00pm – 7:40pm**

HOSTED BY CHESTNUT GROVE ACADEMY

PART I MINUTES

Attendance:	
Trustees:	
Sian Mathias	(Chair) Chelsea Maffia
Kate Burns	Jill Newey (Co-Vice Chair) <i>(joined remotely)</i>
Jehangir Byramji	Courtenay Norbury
Alan Chambers	Sarah Marshall (Co-Vice Chair)
Deanna Hallett <i>(joined remotely from 18:34)</i>	Emma Simmons
Rajbir Hazelwood <i>(joined remotely)</i>	Katie Turner
Charles Hotham	David Watson
Executives:	
Christian Kingsley	Co-CEO (Co-Chief Executive Officer) and Accounting Officer
Mark Siswick	Co-CEO (Co-Chief Executive Officer)
Tom Webster	COO (Chief Operating Officer) <i>(joined remotely for item 3 only, from 18:00 until 18:49)</i>
Also in attendance	
Andrea Arbiter	Head of Governance
Joanne Davison	Partner, Muckle LLP <i>(joined remotely for item 3 only, from 18:00 until 18:49)</i>

Bold = apologies

Papers issued for review:

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| <ul style="list-style-type: none"> - Minutes of previous meetings and status of actions - Co-CEOs' report to the board including: <ul style="list-style-type: none"> - Board Committee Dashboard – SU26 tabs - Local Governance Dashboard – SU26 tab - Safeguarding link trustee report – SU26 - Stakeholder link trustee report – SU26 - SEND link trustee report - SU26 | <ul style="list-style-type: none"> - 2026/27 Budget Paper - Trust Strategic Plan Wandle 2030 - Trust Risk Register - WLT Executive Pay Policy 2026/27 (Working Draft) - Due Diligence for the transfer of Swaffield Primary School |
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1. BUSINESS		ACTION
i.	Welcome, introductions, and apologies. Trustees and executives were welcomed to the meeting. Special welcome was extended to Joanne Davison, partner at Muckles LLP, who joined the meeting for item 3 only to guide the Board on legalities and procedures. With prior agreement from the Chair, several attendees joined the meeting via video conference as outlined above. Apologies were received in advance of the meeting and accepted as outlined above.	
ii.	Conflicts of interest for the meeting, declaration of interests, and related parties' information When asked by the Chair, trustees confirmed there were no new pecuniary, non-pecuniary interests or related party transactions declared in the period since the previous meeting nor were there any raised specifically in relation to the meeting.	
iii.	Minutes of the previous meeting and status of actions The Part I and Part II minutes of the previous meeting held 23 March 2026 were confirmed as an accurate record of discussion. The action tracker was reviewed; trustees noted that actions were either completed or addressed within the agenda.	

2. CEOS' REPORT & CONSENT AGENDA ITEMS	ACTION
Introducing the CEOs' Report, the Chair thanked the Executive for the information, noting the high-quality reporting and the assurance provided to the Board over the course of the past year. The Chair explained that the report was presented using a consent agenda approach, with the expectation that trustees had reviewed all documentation in advance. The purpose of the item was therefore primarily to note the information provided, raise any questions of clarification and identify any matters which required further discussion. i. Governance assurance updates The Chair welcomed the continued development of local governance across the Trust, commenting that local governance was becoming a notable strength of the organisation. Trustees drew on their recent visits to several schools and said there was increased confidence and clarity amongst local academy committee members regarding their role and contribution, with stronger relationships evident between the Board and the local tier. The Chair commended the Head of Governance and her team for the positive progress which was reflected throughout the governance and assurance framework. The Chair highlighted several aspects of the CEOs' Report that provided strong assurance with regards educational performance and pupil welfare across the Trust. Trustees noted the positive work taking place at Kensington Avenue Primary School (KAPS), recognising the progress made and the opportunities presented by the appointment of a new Headteacher from September. The Chair welcomed the inclusion of the safeguarding summary within the report, commenting that it provided clear assurance regarding compliance and that it identified where further support or challenge may be required. Trustees agreed that the safeguarding information presented a helpful overview of strengths and areas for ongoing focus across the Trust. Particular reference was made to the attendance analysis, which enabled trustees to see how schools were performing against attendance and persistent absence measures. The Chair noted that attendance continued to be a significant area of national focus and that the report provided valuable insight into where intervention and support may be required in the context of the Trust's schools. Trustees noted that attendance data would continue to be monitored closely through the Standards Committee during the coming year, with additional assurance sought from Academy Committees and Safeguarding Links.	

2. CEOS' REPORT & CONSENT AGENDA ITEMS		ACTION
ii.	Governance update (decisions and agreements) a) Post-Ofsted governance arrangements at Norbury High School The Chair provided an update on governance arrangements at Norbury High School following the recent Ofsted inspection and she reported that the Governance & Nominations Committee had considered the implications for local governance in detail and agreed that changes were required to strengthen governance capacity at the school. Trustees noted that the previous Chair had stepped down and that a temporary co-chairing arrangement had been established, bringing additional experience and support to the local academy committee during the next phase of school improvement. Trustees were advised that these arrangements were now in place and were progressing smoothly. Trustees noted the positive contribution being made by the Head of Governance and the Local Governance Professional. The Board supported the new governance arrangements at NHSG and was assured that governance capacity was being strengthened to support the school's ongoing development. b) External Review of Governance (ERG) The Chair updated the Board on plans for the forthcoming External Review of Governance (ERG). Trustees were advised that the Governance & Nominations Committee had undertaken a selection process involving discussions with three organisations and had agreed to appoint the Confederation of School Trusts (CST) to undertake the review on behalf of the Members. The Chair noted the importance of securing a reviewer with the appropriate expertise and experience and she confirmed that trustees would be invited to participate in discussions as part of the review process. The review was expected to take place during the autumn term. The Board welcomed the review and expressed its support for the process, recognising the value of external challenge and assurance in supporting the continued development of governance across the Trust. c) 2026/27 Governance membership The Chair thanked trustees who had participated in individual governance and succession planning discussions during the summer term, and she noted that these conversations had been constructive and helpful in planning Board and committee arrangements for 2026/27.	

2. CEOS' REPORT & CONSENT AGENDA ITEMS	ACTION
The Board noted a number of membership changes. Trustees recorded thanks to Emma Simmons, who was completing her second term as a trustee and who had been nominated to become a Trust Member from September. The Chair thanked Emma for her diligence, challenge and commitment during her eight-year term of office. Trustees also recorded their appreciation to Jehangir Byramji, who was stepping down as a trustee due to relocation. The Board recognised his long association with the Trust and the valuable insight and expertise he had contributed. The Chair paid tribute to Kate Burns, thanking her for her significant contribution to the Trust over many years. Trustees welcomed the decision that Kate would continue supporting the Trust in an advisory capacity, specifically in relation to Little Wandle. The Board also noted that Dave Watson had stepped down as a trustee but would continue to support the Trust as an adviser, specifically in relation to inclusion, and school improvement. Trustees discussed succession planning and recruitment. The Chair noted that the Trust currently had trustee vacancies and was working with a governance recruitment specialist to strengthen trustee, Member and local governance recruitment. Particular priority would be given to recruiting individuals with financial expertise and strengthening governance capacity across local academy committees. The Board also noted a small number of committee membership changes for 2026/27 and discussed vacancies on specific panels and committees. Trustees confirmed their willingness to support these arrangements as required. The Board approved the 2026/27 committee membership arrangements as set out in the CEOs' Report and noted that meeting invitations for the forthcoming year had been issued. iii. Risk reporting The Chair welcomed the inclusion of the Trust's top ten strategic risks within the CEO Report, and she noted this provided a much clearer line of sight between the work of the Audit & Risk Committee and the Board's wider oversight responsibilities. Trustees recognised the significant progress that had been made in strengthening the Trust's risk management framework and agreed that the presentation of the principal risks within the CEOs' Report was a helpful development. Trustees noted that the summary enabled the Board to maintain visibility of the most significant risks which faced the Trust and helped to track how these changed over time.	

2. CEOS' REPORT & CONSENT AGENDA ITEMS		ACTION
	Trustees suggested that future reports should also include a summary of the key mitigating actions associated with each risk to strengthen the assurance provided to the Board. It was noted that further development of the risk reporting framework remained a work in progress, although trustees acknowledged that the Trust was now in a much stronger position than previously. The Board agreed that inclusion of the top ten strategic risks should continue within future CEOs' Reports and noted that the risk profile should be regarded as a live document that would evolve as risks emerged, were mitigated or changed in priority.	

3. LITTLE WANDLE		ACTION
	– See separate confidential minute – Part II	

4. TRANSFER OF SWAFFIELD PRIMARY SCHOOL		ACTION
	Review of due diligence report Introducing the due diligence report regarding the transfer of Swaffield Primary School (SPS) to the Trust on 1 September 2026, the Chair noted that it was one of the most detailed due diligence exercises undertaken by the Trust to date and she said that the content reflected the significant work completed by the Executive and Heads of Service. The Chair summarised that the report presented a broadly positive picture of the school educationally and culturally. Trustees noted that SPS served a high proportion of vulnerable pupils and families and delivered particularly strong outcomes for disadvantaged pupils and those with SEND. The Board heard that attendance levels were positive and that there was clear evidence of effective support for pupils and families. Trustees also noted that the school had already developed strong links with the Trust through participation in headteacher networks, governance support and forums and school improvement activity, and was increasingly operating as part of the wider Trust community. The Chair further noted that the school's leadership and culture appeared well aligned to the values and ethos of the Trust and that the Trust had built a good understanding of the school through extensive engagement over a sustained period.	

4. TRANSFER OF SWAFFIELD PRIMARY SCHOOL	ACTION
In considering areas of concern, trustees recognised that the most significant issue identified through the due diligence process was the continued decline in pupil numbers. The Board noted that falling rolls were creating financial pressures and represented the principal strategic risk associated with the transfer. Whilst the school remained viable, trustees acknowledged that future sustainability would depend on successfully addressing pupil recruitment and maintaining pupil numbers over time, and this would require ongoing monitoring and scrutiny should the transfer proceed. Trustees discussed in more detail the significance of the falling pupil roll and tested whether this represented a material barrier to SPS joining the Trust. Some trustees noted that, whilst falling rolls remained the school's principal risk, there were encouraging signs that admissions were stabilising, with stronger Reception intakes projected in future years. It was recognised that any recovery would take time to feed through the school and to improve the overall roll. Other trustees expressed caution, noting that declining pupil numbers remained a wider London trend and that future growth projections should be treated carefully. The Executive acknowledged that the school was operating below capacity and that pupil recruitment would need to remain a key focus. Trustees discussed potential mitigating factors, including the school's strong reputation, specialist SEND provision and opportunities to work more creatively across other schools within the Trust. The Board also recognised the benefits of bringing a school into the Trust that was already closely aligned with its values and school improvement networks. The Board concluded that although falling pupil numbers was a significant risk associated with the transfer, trustees were satisfied that the school's educational strengths, improving admissions outlook and closer integration with the Trust provided a reasonable basis for managing that risk over time. Trustees discussed the school's budget position and noted that whilst SPS had previously operated with a small surplus, the current budget reflected the additional challenge of the proposed six percent Trust recharge. Trustees questioned whether sufficient savings had been identified to ensure that any deficit position would not be sustained after joining the Trust. The Chair invited the co-CEOs to provide assurance that they were confident the school could operate successfully within the Trust given the known challenges around pupil numbers and finances. In response, the co-CEOs confirmed that they had been very clear with the Headteacher that a deficit budget would not be acceptable and that the expectation was for the budget to be balanced. Whilst acknowledging that achieving this would be challenging in the short term, the co-CEOs advised that they were not overly concerned and remained confident that savings opportunities could be identified as part of the transition into the Trust.	

4. TRANSFER OF SWAFFIELD PRIMARY SCHOOL	ACTION
Trustees also discussed the school's estate and the findings of the condition survey. The co-CEO (MS) advised that condition surveys often represented a worst-case assessment and that subsequent specialist investigations frequently identified more proportionate and cost-effective solutions. Trustees were informed that, whilst there were some liabilities related to infrastructure and building condition, the school appeared generally well maintained and site visits had raised no immediate concerns. One trustee questioned whether the transfer should be delayed based on the risks set out in the due diligence paper. Q: Given the liabilities identified through the condition surveys, should we delay the transfer and require the Local Authority to address those issues before the school joins the Trust? <i>R: (MS) Delaying the transfer would also delay the savings and efficiencies that come from Trust membership. As a maintained school, SPS remains tied into existing contracts and arrangements which cannot be renegotiated or exited until transfer takes place. Many of the cost efficiencies are therefore dependent on the school formally joining the Trust.</i> Trustees expressed a range of views regarding an employment matter which had been identified through due diligence. Some trustees noted that it was uncomfortable to proceed with the transfer whilst an employment matter remained unresolved, particularly given the potential reputational implications and the possibility of the issue becoming more visible shortly after the school joined the Trust. In response, the co-CEOs advised that employment disputes and other legal matters were not uncommon within schools and should be considered in the context of the wider due diligence findings. Trustees highlighted the importance of understanding the worst-case scenario and sought assurance that the Executive had fully assessed the risk. The co-CEOs confirmed that the matter had been carefully reviewed against expert advice and they did not consider it sufficient, in itself, to prevent the transfer from proceeding. Trustees sought clarification on a number of inconsistencies within the financial information presented in the due diligence report. A trustee noted that the report appeared to reference both a £29,424 deficit and an in-year surplus in different sections of the documentation and requested confirmation of the correct position. The co-CEO (MS) acknowledged the discrepancy and agreed that the financial information should be reviewed and corrected in the final version of the report. Trustees also sought clarification regarding the school's reserves position. A trustee noted that the report referred both to reserves being substantially depleted and to approximately £65,000 of revenue reserves transferring with the school. It was clarified that reserves would transfer at the point of conversion but were expected to be largely consumed by the school's forecast financial position during the first year following transfer.	

4. TRANSFER OF SWAFFIELD PRIMARY SCHOOL	ACTION
The Board further discussed the reported capital exposure of £645,000 and whether this figure reflected subsequent reductions in estimated liabilities arising from further investigation of condition survey findings. Trustees were advised that the headline figure included items which may ultimately be addressed through phased maintenance and ongoing capital investment rather than requiring immediate expenditure. Trustees understood that future estate priorities would be considered alongside the Trust's wider Schools Condition Allocation (SCA) programme, with works assessed and prioritised against condition needs across the Trust estate. Trustees received assurance that the condition issues identified at SPS would be incorporated into the Trust's established capital planning process rather than requiring immediate one-off expenditure. The Board again considered whether the due diligence findings justified proceeding with SPS's transfer on 1 September 2026 or whether the decision should be deferred. Trustees again acknowledged that falling pupil numbers represented the most significant risk. Some trustees questioned the reliability of future admissions projections and whether delaying the transfer would provide greater certainty regarding the school's long-term sustainability. Others noted that pupil number challenges were being experienced across the sector and were not materially different from those already being managed within the Trust. The co-CEOs reiterated that the identified risks, including pupil numbers, finances, estate liabilities and employment matters, were well understood and manageable. Trustees again recognised the school's strengths, including its educational performance, SEND provision, strong cultural alignment with the Trust and the close working relationship already established through Trust networks and support. Whilst a small number of trustees expressed reservations and favoured deferral, the majority concluded that delaying the transfer would postpone the benefits of Trust support and would not materially reduce the key risks identified through due diligence. By majority decision, the Board approved the transfer of Swaffield Primary School to Wandle Learning Trust with effect from 1 September 2026, subject to completion of the necessary regulatory and transfer processes.	

5. COMMITTEE RECOMMENDATIONS & APPROVALS		ACTION
i.	2026/27 Budget Introducing the recommendation from the Finance & Resources Committee, the Committee Chair advised that extensive scrutiny of the proposed 2026/27 budget had been undertaken through both the Budget Scrutiny and Finance & Resources Committee meetings. The Committee Chair highlighted that the Trust continued to operate in a challenging financial environment, with a number of primary schools experiencing pressure from falling pupil numbers and with the central budget forecasting a deficit position. The Board was advised that significant work would be required during 2026/27 to improve the medium-term financial position, particularly ahead of the 2027/28 cycle. The Board heard that the largest financial challenge related to the central budget, which was currently structured to support a larger organisation than the Trust presently operated. The Committee Chair emphasised that growth remained a key element of the Trust's financial strategy, and she noted that additional schools joining the Trust would make a significant contribution towards addressing the central deficit. Trustees were reminded that the budget also reflected anticipated changes to the Trust's relationship with Little Wandle, including the loss of historic contributions to central costs, which further reinforced the importance of growth and robust financial planning. Despite these challenges, the Committee Chair highlighted a number of positive developments. These included the strengthening of the finance function through the recent appointment of a Finance Director, the improvements in financial oversight and reporting, the development of more robust financial planning processes, and the significant benefits arising from the Schools Condition Allocation (SCA) programme, which would provide capital investment across the Trust estate that many schools would not otherwise have accessed outside the Trust. The Committee Chair reassured the Board that the Finance & Resources Committee had subjected the budget to detailed challenge and scrutiny and was satisfied that the key risks were understood. Trustees noted that, whilst reserves remained at an acceptable level, they would reduce over time if planned improvements were not delivered. Accordingly, there was a clear expectation that the Executive would continue to focus on balancing school budgets, achieving efficiencies and strengthening the Trust's medium-term financial sustainability.	

5. COMMITTEE RECOMMENDATIONS & APPROVALS	ACTION
A trustee sought clarity in the way that the Inclusion Mainstream Fund was being managed. Q: Is the Inclusion Mainstream Fund being retained within the central budget next year or allocated directly to school budgets? Have we modelled that correctly? <i>R: (CK) The Inclusion Mainstream Fund has already been included within school budgets. The funding is being passed directly to schools rather than being retained centrally. In developing the budget, the Trust has taken a prudent approach and has not assumed any additional funding beyond that already confirmed. Apart from capital-related funding and top-slice arrangements, no additional central income has been assumed.</i> The Chair therefore recommended the budget to the Board for approval on behalf of the Finance & Resources Committee, and it was unanimously supported by trustees. ii. Budget Forecast Return (BFR) Trustees were advised that, following approval of the Trust's 2026/27 budget, the Budget Forecast Return (BFR) would need to be submitted to the DfE by 24 September 2026. The Committee Chair explained that the BFR was the Trust's statutory three-year financial forecast, which set out expected income, expenditure, reserves and financial assumptions, and which formed part of the DfE's financial oversight of academy trusts. The Head of Governance explained that the BFR would require formal sign-off prior to submission and advised that delegated authority could be provided to either the Chair of the Board or the Chair of the Finance & Resources Committee. The Board subsequently delegated authority to the Chair of the Board and the Chair of the Finance & Resources Committee to review and approve the final BFR for submission to the DfE. iii. Executive Pay Policy The Board received the Executive Pay Policy, which had been reviewed and recommended for approval by the People & Pay Committee. The Chair explained that Board approval was needed due to new statutory requirements relating to the governance and oversight of executive pay arrangements. Trustees were advised that the policy had been developed in collaboration with the Trust's HR advisors to provide a formal framework for executive performance management and pay decisions. The Chair of the People & Pay Committee clarified that the policy was being presented in draft form and would be used on a trial basis during the 2026/27 executive appraisal and pay review cycle. This would allow the Committee to test the practicalities of the policy and identify any amendments required before adopting the final version.	

5. COMMITTEE RECOMMENDATIONS & APPROVALS		ACTION
	Trustees noted the evolving national context surrounding CEO and executive pay, including recent DfE commentary and guidance, and they acknowledged that further revisions to the policy might be required once there was greater clarity on the sector's expectations. The Board approved the Executive Pay Policy in draft form for implementation during the 2026/27 appraisal and pay review cycle and understood that a revised version would be brought back in July 2027.	

6. CLOSING THE MEETING		ACTION
	In closing the meeting, the Chair reflected on the significant progress made by the Trust over the course of the academic year and thanked the co-CEOs for their leadership and commitment during a particularly demanding period. The Chair acknowledged the substantial work undertaken by the co-CEOs across a range of strategic priorities, including trust growth, school improvement and the complex work relating to Little Wandle. Trustees recognised the considerable time and effort invested in bringing forward proposals that enabled the Board to make informed strategic decisions. The Chair noted that the year had presented a number of challenges but expressed confidence that the Trust had continued to strengthen its position and move forward positively. On behalf of the Board, the Chair wished all colleagues a well-earned summer break.	

Dates of next meetings	Trust Board	6:00pm Monday 14 September
	Finance & Resources	6:00pm Wednesday 1 October
	Audit & Risk	8:30am Wednesday 6 October (TEAMS)
	Chairs' Group	6:00pm Wednesday 14 October
	General Meeting of the Members	2:00pm Friday 16 October
	People & Pay	4:30pm Wednesday 4 November
	Trust Strategy	(TBC) Friday 13 November
	Standards	6:00pm Monday 30 November

Actions: [Board action tracker](#)