

MEETING OF THE TRUST BOARD

Monday 15 December 2025
6:00pm – 7:30pm

HOSTED BY CHESTNUT GROVE ACADEMY

PART I MINUTES

Attendance:		
Trustees:	Sian Mathias Kate Burns Jehangir Byramji Alan Chambers Rajbir Hazelwood Charles Hotham Jill Newey (joined remotely) Courtenay Norbury Sarah Marshall Emma Simmons David Watson (joined remotely, not present for Part II)	Chair of Trustees Trustee Trustee Trustee Trustee Trustee Co-Vice Chair Trustee Co-Vice Chair Trustee Trustee
Executives: (withdrew for Part II)	Christian Kingsley Mark Siswick Esther Johnson Tom Webster	Co-CEO (Co-Chief Executive Officer) and Accounting Officer Co-CEO (Co-Chief Executive Officer) (outgoing) CFOO (Chief Financial Operating Officer) (incoming) COO (Chief Operating Officer)
Also in attendance:	Andrea Arbiter Chelsea Maffia (withdrew for item 8)	Head of Governance Observer, prospective trustee

Bold = apologies

Papers issued for review:

- Minutes of previous meetings and status of actions
- Co-CEOs' report to the board including:
 - Annual report on internal scrutiny (2024-25)
 - Scheme of Delegation
 - DfE's guidance: Setting Executive Salaries
 - Board Development Plan (2025-26)
 - Board Committee Dashboard
 - Local Governance Dashboard
 - Trustee link reports (Safeguarding and EDI)
 - Wandle 2030
 - Risk Register (AU25)

1. BUSINESS		ACTION
i.	Welcome, introductions, and apologies. Trustees and executives were welcomed to the meeting and introductions were made. Apologies were received in advance and accepted as outlined above. With prior agreement from the Chair, several attendees joined the meeting via video conference as outlined above.	
ii.	Conflicts of interest for the meeting, annual declaration of interests, and related parties' information When asked by the Chair, trustees confirmed there were no new pecuniary nor non-pecuniary interests no new related parties declared in the period since the previous meeting nor were there any raised specifically in relation to the meeting. Trustees and executives confirmed completion of annual declarations and related party forms	
iii.	Minutes of the previous meetings and status of actions The minutes of the previous meetings held 11 September, 1 October, and 14 November 2025 were confirmed as an accurate record of discussion. The Chair noted progress on actions since the September meeting and expected several items would roll forward to the new year.	

1. BUSINESS	ACTION
The Chair talked about the recent visit to Norbury High School for Girls (NHSG) and she thanked those trustees who were able to attend during the working day. Trustees were invited to reflect on the usefulness of the visit, and it was noted that this opportunity to observe context first-hand would help inform ongoing scrutiny and support for the school. The Chair confirmed her intention to organise similar visits for trustees in the new year for Kensington Avenue Primary School (KAPS), Grovelands Community Primary School (GCPS), and Hellingly Community Primary School (HCPS), and asked the Head of Governance and co-CEOs to <u>(ACTION) co-ordinate opportunities for trustees to visit newly joined schools.</u> The Chair noted that several items on the action tracker related to strategic discussions about Little Wandle, and that these would be discussed at an extraordinary meeting of the Board in the new year. She informed trustees that legal advice and other information had been received and the Trust was waiting for a draft report to be submitted to the DfE outlining next steps in negotiations with the co-founder of the project. Trustees were assured that work was progressing behind the scenes, and they agreed that the extraordinary meeting would be particularly important. The Chair followed up on the question raised by a trustee at a previous meeting regarding the need to ensure that trustees remained protected during the ongoing negotiations, and she specifically referenced personal and professional indemnity cover. The Chair confirmed this remained an important follow-up action and asked the Head of Governance to <u>(ACTION:) investigate and provide assurance that appropriate indemnity coverage was in place for trustees.</u>	AA, CK, MS AA
2. STRATEGY	ACTION
Capacity and growth: successes, challenges, solutions The Chair acknowledged that the Trust had taken on four new schools since September, noting that this placed the Trust in a significantly different position compared with the previous year. She emphasised that trustees would naturally want assurance about how the onboarding had progressed, highlighting that while the CEOs' written report provided an overview, it would be valuable for the Board to hear directly where things were going well and where challenges remained. The Chair noted that trustees serving on the Finance & Resources Committee and the Standards Committee were already aware of emerging issues but emphasised the importance of ensuring that all trustees had a clear picture of both the opportunities and pressures associated with rapid expansion.	

2. STRATEGY	ACTION
i. Overview The co-CEOs celebrated the transfer of the four schools but acknowledged that while the process was achieved effectively, it had been challenging and had placed significant pressure on the central team. They noted that the central team was currently stretched, and that a key priority, under the leadership of the incoming COO, would be to ensure the team grew at a sustainable pace, balanced with affordability and the support that newly joined schools required. Trustees were told that school improvement capacity within the central team, led by the Director of Primary Education, was pressured. Executives anticipated that increased capacity would be needed over time to maintain and accelerate school improvement programmes. The CEOs were keen to emphasise that Trust growth brought additional strengths as well as increased demands. They advised that expertise was being drawn from new schools, for example, the Executive Headteacher of the East Sussex Hub was providing regular support to other schools within the Trust. Trustees understood this was a demonstration of how joining schools could also enrich the Trust's collective capacity, noting there was similar capacity within the senior and pastoral team at NHSG that the Trust could build upon as part of the school improvement journey. The co-CEOs concluded that while the Trust was still working to understand newly joined schools, early indications were positive, and the executive team was confident in the direction of travel. A trustee was interested in the schools' experience of onboarding. Q: What is your view about how the new schools feel about joining the Trust? It will of course differ from school to school, but what sense are you getting from them about their experience? <i>R: (CK) Overall, the response from the schools has been really positive. They can see that we have been true to our word in terms of offering a supportive culture, while also allowing them to retain many freedoms. Leaders are enjoying working as part of a wider team, and collaboration with both co-CEOs and other headteachers has been strong. The recent Trust Development Day was well-received and helped further build relationships. There are, understandably, some operational processes which could be improved, mainly where schools are adapting to new finance systems, HR systems, and different ways of working. Much of this is simply because processes differ from those they are used to. The Executive Team is actively reviewing the onboarding process to smooth these friction points. Overall, it remains early days, but the sentiment across schools is largely positive and constructive.</i>	

2. STRATEGY	ACTION
ii. Finance A trustee pressed the executive on the financial pressures related to new schools joining. Q: Many of the new schools came in with significant deficits. Given that our Trust model is based on “aligned autonomy”, does this mean we’re having to intervene more heavily than we normally would? And do the new schools understand why the Trust needs to take a firmer approach in light of those deficits? The co-CEO (MS) explained that several schools joined the Trust with large in-year and historic deficits, which inevitably required a greater degree of scrutiny in the early stages post-transfer. He emphasised that this was understood by the schools, and that any firmer oversight was a result of financial necessity rather than a shift in Trust philosophy. He gave the example of KAPS, which joined with a deficit which grew and peaked, and through close monitoring and collaborative discussion with the Headteacher was now stabilised and forecast to balance this year. The co-CEO (MS) stressed that many of the pressures were caused by legacy issues, including significant underfunding by the local authority in the Croydon schools, and capital projects committed without central oversight by the previous Trust. A trustee pointed out that the newly joined schools had brought in substantial reserves, and she said these must be managed responsibly, transparently, and in line with agreed policy and procedure. A trustee followed up on the auditors’ opinion regarding the timing of transfer dates. The CFOO explained that auditors had noted that bringing schools into the Trust on 1 August was problematic because financial reporting was mis-aligned, and the Trust was required to undertake two sets of year-end processes. Another trustee countered that the transfer date for NHSG and KAPS had been directed by the DfE and was not specifically chosen by the Trust as the preferred date. The Chair of the Finance & Resources Committee pointed out that the Trust was already managing financial pressure across five primary schools forecasting in-year deficits for 2025/26, and she highlighted that transfer timing was just one part of a wider picture of financial risk and operational strain across the Trust. In drawing the discussion to a close, the Chair noted that while the Board had only touched on the broader financial challenges, it was reassuring to hear that issues were being actively managed and were showing signs of improvement. She emphasised that trustees should remain sighted on the pressures faced by the newly joined schools and the Trust’s wider financial context, but confirmed that the Board was comfortable with the Executive’s current oversight and direction of travel	

2. STRATEGY	ACTION
iii. Standards The co-CEO (CK) provided an update on the teaching, learning and attainment profile at NHSG and advised trustees that the quality of provision was inconsistent across key stages and between departments. He reported that at Key Stage 4, outcomes were broadly solid, with overall performance close to national averages. He explained there were some variations between subject areas, but he was confident that there were no major concerns at this stage. The co-CEO (CK) noted the contrast in terms of the position at Key Stage 5 and reported that the school had experienced a significant dip in sixth-form outcomes, and he described a sharp decline compared with previous years where performance had been stable. He gave the example that the percentage of entries achieving A or B had been around 25% for several years but had recently fallen to 3%; the proportion achieving A-B* had previously ranged between 50–52% over a period of several years highlighting the scale of decline. Trustees heard from the co-CEO (CK) that this fall in outcomes was partly attributable to smaller and different pupil cohorts over time, which naturally limited subject flexibility and curriculum breadth. The co-CEO (CK) was clear that the Trust viewed the 2025 KS5 results as a serious concern, and he gave assurance that a considerable amount of work was now underway to review and strengthen the sixth-form offer, curriculum pathways, and the wider academic experience at post-16. The co-CEO (MS) briefed trustees on the current position at KAPS, noting that the school was due inspection, likely from April onwards, though inspectors could visit at any point. He noted that KAPS remained at an early stage in its improvement journey and, if inspected at this point, could find it challenging to demonstrate the full progress required for a “Good” judgement. Trustees were warned to be prepared for the possibility that KAPS may receive a second “Requires Improvement” (RI) outcome, now referred to under the updated Ofsted framework as “Needs Attention”. The co-CEO (MS) explained that the Trust continued to build a programme of rapid school improvement at KAPS. He assured trustees that enhanced support measures had been put in place and that long-term progress would be underpinned through close partnership with the school. Trustees discussed how Ofsted would apply the updated judgement framework and the significance of leadership and governance capacity in ensuring that the school remained on a positive trajectory. In response to questions, the co-CEOs confirmed that the Trust would be able to demonstrate to inspectors both a clear understanding of the current priorities at KAPS and a robust improvement plan.	

2. STRATEGY	ACTION
They noted that Ofsted would expect to see early, tangible signs that the plan was beginning to have impact. A trustee probed plans to deploy expertise across the Trust. Q: Given the Trust's recent growth which has included specialist resource bases, are we now reaching a point where we have enough specialists across our schools to begin deploying expertise more widely and strengthening provision in different areas? The co-CEOs explained that as the Trust expanded, it was becoming increasingly possible to draw on a wider pool of expertise from within the organisation including specialist colleagues who could support across schools. They gave the example of the Executive Headteacher of the East Sussex Hub who was already working beyond his own setting and providing input where needed and gaining an understanding of the Trust's wider needs. The co-CEOs gave assurance that while this cross-school support was still developing, it was beginning to take shape; over time, the intention was to build a more deliberate and systematic Trust-wide model, ensuring expertise was deployed effectively to wherever it was most needed. The co-CEOs were clear that, in the short term, the priority was to address the wider issues, particularly at KAPS and NHSG, to quickly stabilise before further expanding the cross-school specialist model. A trustee returned to the matter of balancing growth with sustaining the quality of offer. Q: Beyond initial onboarding, how are we managing capacity to support schools through ongoing integration, for example, systems, processes, and relationships? <i>R: (CK & MS) the team is spending significant time in schools to build relationships and understand context. At NHSG, for example, an external review of the Maths department has been commissioned for January. The focus is on partnership, listening and supporting rather than directing. KAPS has required urgent intervention, whereas NHSG has benefitted from a slower, reassuring approach to establish trust and to create the right conditions for greater support over time.</i> A trustee pressed the executive regarding their expected timeline for improvement and the key barriers to address. Q: Looking ahead to the next six months, which areas of central capacity will we most urgently need to address? And when might we expect to see clear progress at KAPS and in the sixth form at NHSG? The co-CEOs responded that two significant capacity priorities were emerging for the next six months, firstly to strengthen the support available to schools where improvement needs were most acute, and secondly to ensure that central expertise, particularly in leadership development, school improvement, safeguarding, and SEND was deployed in a more structured and sustainable way as the Trust continued to grow.	

2. STRATEGY	ACTION
In relation to KAPS, the co-CEO (MS) noted that the school was still early in its improvement journey which was being supported through a structured programme of development and monitoring with pupil progress, welfare, and educational experience at its core. The co-CEO (MS) added that the Trust had already put substantial support in place such as regular coaching for individuals, and senior Trust staff were working on-site several days a week; targeted safeguarding and teaching-and-learning support was beginning to have a visible impact. The co-CEO (MS) was confident that pupils would already be experiencing improvements in school culture, behaviour and classroom practice. On expected impact, the co-CEO (MS) expected to see measurable improvements by the summer, both in outcomes and in maintaining pupil numbers for September, alongside growing staff confidence as they began to feel more supported. Regarding NHSG sixth form, the co-CEO (CK) confirmed that plans were underway to strengthen the post-16 offer, broaden pathways and stabilise outcomes, with the current focus on securing the foundations needed for improvement. A trustee raised a question about the capacity of central staff, noting that as the Trust expanded, it would be increasingly important to ensure that specialist colleagues such as those working in safeguarding, leadership support and other central functions were able to allocate their time effectively and were not over-stretched. The trustee emphasised the need to avoid situations where central team members were spending extended periods embedded in a single school, particularly as more schools joined the Trust. Several trustees agreed with the suggestion that the Trust may need to consider alternative models of support to sustain a high-quality offer. In response, the co-CEOs acknowledged the importance of managing central capacity carefully as the Trust expanded. The co-CEO (MS) explained that while some schools currently required more intensive, short-term support, the intention was not for central staff to be embedded in schools for extended periods, but instead, the Trust aimed to provide acute, time-limited intervention, drawing on expertise to stabilise specific areas for development. A trustee wanted to further explore the ideal operating model longer-term. Q: As the incoming COO starts to settle into post, longer-term where do you think our central capacity will most need strengthening? And should we be thinking differently about how we deploy people, given the demands of supporting multiple schools?	

2. STRATEGY	ACTION
The co-CEOs acknowledged that the Trust was currently relying heavily on external support and outsourcing to meet rising demands, and that it would be essential to increase internal capacity. Trustees hoped that the incoming COO would bring a fresh and strategic perspective, as part of the budget planning in early spring, on what the Trust could sustainably resource, including whether schools were being charged appropriately for services and where additional central roles may be needed. Several trustees highlighted the need for greater clarity regarding how Little Wandle income and reserves were applied, and it was noted that there would be value in ensuring that related financial arrangements were presented transparently and consistently. Trustees were aware that this was a financial challenge to work through longer-term. iv. Governance The Board discussed the importance of ensuring sufficient capacity within local governance, particularly across the four newly joined schools, where several Local Academy Committees (LACs) were developing. The Chair acknowledged the significant work being undertaken by the Head of Governance to support and to identify additional individuals who could strengthen governance at local level. The Head of Governance highlighted a key strategy was the deployment of experienced LAC members from established schools to support newer committees. The Chair of Thompson House Academy Committee was described as highly capable and experienced in local governance, and trustees were grateful that she had agreed to join the LAC at KAPS to help model strong governance and navigate readiness for inspection. Trustees also heard that the Trust was exploring external introductions to bring further expertise into new LACs, and that several new members had already been appointed. While acknowledging that some LACs currently faced challenges including low attendance or varying levels of experience, the Board recognised that strengthening local governance was an integral part of school improvement, particularly for those schools which required rapid support and intervention. The Head of Governance confirmed that across the Trust, around twenty new LAC members had been onboarded since the summer term, many of whom brought valuable skills and high levels of commitment to their local communities. Trustees welcomed this positive development and noted that, as these committees settled and capacity grew, they would play an increasingly effective role in holding school leaders to account and would provide strong representation of stakeholder voice.	

2. STRATEGY	ACTION
v. Matters for future discussion The Chair reflected on feedback from the self-evaluation of governance in summer 2025, noting that trustees had expressed a wish for greater opportunity to engage in strategic discussion during meetings of the Trust Board, rather than focusing primarily on business and compliance matters. She acknowledged that much of the operational and statutory work was now handled effectively through the Board's sub-committees and this strengthened the case for using time in Board meetings to explore broader strategic questions. To support this shift, the Chair invited trustees to identify areas where they would welcome deeper discussion. She also proposed two substantive topics for future meetings. The Chair recommended that the next meeting include a strategic discussion on the types of schools the Trust may consider as part of its growth strategy, specifically referencing a proposal for voluntary aided (VA) church schools. She highlighted the need to examine the benefits and risks, including governance and organisational implications, drawing on the experience and insights from trustees with backgrounds in mixed-model MATs. The Chair proposed a further discussion should focus on future SEND responsibilities, including an understanding of how changes in national policy may shape the Trust's approach. She noted the importance of understanding the organisational impact of evolving SEND expectations, including implications for leadership, staffing and central oversight. The Chair asked trustees whether these topics felt appropriate as the two major strategic items for the next agenda and encouraged them to continue suggesting areas where strategic thinking would benefit from collective Board consideration. A trustee added that, in light of the Chair's suggestions for more strategic discussion, it would also be helpful for the Board to revisit the phased operating model previously explored at the Strategy Day in April 2025. He suggested that the Board would benefit from being reminded of the model, its intended purpose and the progress made so far in implementation. He recommended including a short review of the model's relevance and alignment with current Trust priorities as part of a future strategic agenda.	

3. SAFEGUARDING	ACTION
In the written co-CEOs' report, trustees received a strategic update on safeguarding arrangements across the Trust and the ongoing integration of safeguarding processes in newly joined schools. It was reported that the Trust Designated Safeguarding and Inclusion Lead (DS&IL) was providing significant on-the-ground support, particularly in the newest schools, and was highly visible and delivering operational support. Trustees expressed strong confidence in the oversight and judgement of the Trust DS&IL. The Board heard from the co-CEOs that the Trust DS&IL was continuing to develop a safeguarding network across the Trust, enabling school-based DSLs to support one another and to reduce the need for the Trust DSL to respond directly to operational issues. Trustees understood this model aimed to increase resilience, reduce firefighting, and ensure the Trust DS&IL retained focus on strategic safeguarding priorities such as alignment of reporting and strengthening intervention strategies to drive attendance. The Safeguarding Trustee drew attention to inconsistencies in the quality and frequency of safeguarding reporting by the academy committees, as shown in the Local Governance Dashboard. The Safeguarding Trustee accepted that newly joined schools were still developing their processes, however, she emphasised that expectations for safeguarding reporting should be made clear. She highlighted that consistency in local safeguarding reporting was essential, and she asked the co-CEOs and Head of Governance to <u>(ACTION:) feedback to headteachers and local governance professionals regarding the requirement to include safeguarding as a discussion topic in reporting and agendas.</u> Trustees commented positively on the quality and frequency of the Trust DS&IL's reporting, both to the Safeguarding Trustee and to the Standards Committee. The Trust DS&IL's depth of knowledge, detailed updates and clear communication was noted as providing a high degree of assurance. Trustees suggested that similar visibility from other members of the Trust's school improvement team might likewise build trust and transparency across other priority areas. One trustee raised the point that as the Trust became more geographically spread, attention would need to focus on the DS&IL's workload. Trustees agreed that safeguarding capacity should be kept under review as the Trust continued to grow.	CK, MS, AA

4. ANNUAL FINANCIAL STATEMENT & TRUSTEES' REPORT	ACTION
Trustees received an update on the status of the 2024/25 annual accounts and were informed that there was a significant risk they would not be filed by the statutory 31 December 2025, due to delays on the part of the local authority in providing the actuarial pension reports required for completion of the audit. At the time of the meeting, the pension report was received from Croydon, but the report from Wandsworth was still outstanding. The Board noted that the delays were not caused by the Trust, but by local authority actuaries who had taken substantially longer than normal to issue their reports. It was also acknowledged that while the auditors (Price Bailey Accountants Limited) were not responsible for producing the actuarial information, they had been slow to chase progress, and this had contributed to the delay. Trustees recognised this as part of a wider pattern of unsatisfactory service from Price Bailey Accountants and noted that a decision had already been taken to change auditors for the next financial year. The CFOO explained that because the pension figures were material, the auditors could not give assurance regarding the Trust's going concern status. She said that filing the accounts without those figures would require a modified audit opinion, which would be more damaging to the Trust's reputation than a short delay. Trustees were told that the DfE had been informed of the situation and while still a breach of the Academy Trust Handbook, it was unlikely that there would be any consequences for the Trust's strategic vision. Trustees carefully discussed the risks to the organisation and looked to reach a decision which maintained audit integrity whilst minimising reputational risk. It was agreed that pro-active planning of communications would be needed should there be negative publicity about the Trust as a result of delayed filings. Trustees discussed how the formal financial statements could sometimes present a picture that did not fully reflect the reality of the Trust's unique operating circumstances. The Chair of the Finance & Resources Committee noted that the statutory accounts included information which could significantly distort the financial position. She advised trustee colleagues to refer also to the Period 12 management accounts, which provided a clearer representation of financial activity during the year. A trustee asked whether anything in the published accounts might give rise to unhelpful external narratives, and noted historical scrutiny by commentators who may not always interpret the figures correctly. The Board agreed that the Trust should be proactive in its communications, ensuring that the context behind the figures was clearly understood. Trustees were reassured specifically that the treatment of Little Wandle revenue was more clearly separated in the accounts than in previous years and that explanations and commentary were provided.	

4. ANNUAL FINANCIAL STATEMENT & TRUSTEES' REPORT	ACTION
The Board confirmed that once the accounts became available, trustees would review and approve by email authorising signatories by the Chair and Accounting Officer. Trustees expressed appreciation that the outgoing CFOO and the central finance team would remain available over the Christmas holiday period to ensure the accounts were processed and filed. The Chair summarised the Board's agreement that the Trust would not file a modified audit opinion, and should the actuarial information not arrive within the statutory timeframe then filing would be delayed until early January, submitting as soon as the auditors completed their work. The executive confirmed that the filing deadline with Companies House was 31 January and this would likely be met. <i>[Post-meeting note: required information was received and the accounts were duly signed and filed within the statutory timeframe]</i>	

5. GOVERNANCE REPORTING	ACTION
i. Audit & Risk Committee The Chair of the Audit & Risk Committee reported that the Trust had completed its full programme of internal scrutiny for the year, and that an Annual Internal Scrutiny Report had been produced, summarising the findings from all individual reviews undertaken across the year. She signposted trustees to the internal audit report and confirmed it would be submitted to the DfE alongside the statutory accounts. The Chair of the Audit & Risk Committee advised trustees that, following a tender process, the Trust had appointed new internal auditors, Validera, who had already provided a report outlining an internal audit strategy. She said that the Committee had tasked the incoming COO to review these recommendations and he would advise on proposed priorities for the next internal scrutiny cycle. The Committee Chair noted that IT and business continuity/recovery remained standing items on the internal scrutiny action log and continued to feature in Committee discussions. The Committee Chair added that further detailed work on these plans would take place in the new year once the COO was fully in post. ii. Finance & Resources Committee The Chair of the Finance & Resources Committee provided an update on the Trust's financial position. Trustees were reminded of the in-year deficits affecting five schools, which had been discussed earlier in relation to Trust growth and onboarding.	

5. GOVERNANCE REPORTING	ACTION
The Committee had also reviewed the financial performance of Little Wandle, noting that Little Wandle recorded an in-year surplus of £1.38m, while Wandle Learning Partnership (WLP) broke even in line with expectations. The Committee Chair reported that the Trust now held approximately £30 million in cash reserves. She gave assurance that the central finance team was managing and investing these funds proactively to maximise interest income. The Committee Chair stressed the importance of determining how interest generated on these funds should be apportioned between the Trust and Little Wandle. She assured trustees that work was underway to find clarity and consistency to navigate a way forwards. Trustees were informed that the Reserves Policy was recently approved by the Finance & Resources Committee to set out how schools should request access to reserves for capital or improvement projects. The Committee Chair explained that the Trust's size now qualified it for funding through the School Condition Allocation (SCA), which meant approximately £1.2m in annual capital funding. Trustees noted that the estate presented significant ongoing capital demands which would require careful prioritisation of spend. The Committee Chair said that input from the Head of Estates had been helpful in guiding early discussions on how to allocate SCA funds effectively. The Committee Chair noted the continued work related to corporation tax and the ongoing complexities associated with it, indicating that progress was being made and issues were nearing resolution iii. Chairs' Group Committee The Chair of the Chairs' Group Committee reported on a positive and constructive discussion, with a strong focus on the sharing of good practice among local chairs particularly in relation to raising the profile of governance and collecting stakeholder insights on school improvement. The Committee Chair said that local chairs had considered areas where governance was working well. Trustees revisited the conversation around those schools where local governance remained a challenge and were assured that appropriate support and interventions were in place. The Committee Chair confirmed that the autumn term meeting provided valuable insight and alignment across the local governance tier, and that no additional matters required escalation to the Board at this time.	

5. GOVERNANCE REPORTING		ACTION
iv. Governance & Nominations Committee	In the period since the board had last met, the Governance & Nominations Committee had confirmed the reappointment of Heather Locke as a committee member at Thomson House School. Trustees acknowledged Mrs Locke's long-standing and valuable contribution as Vice-Chair of the committee and her wider support for the Trust. The Governance & Nominations Committee also endorsed the succession planning strategy proposed by the Chesterton Local Academy Committee, subject to annual review. It was explained that the strategy responded to the recent period of change within the academy committee and the ongoing induction of the new Head of School, and to ensure continuity and sustain governance capacity, the current Chair and Vice-Chair would remain in post for a further term of office (four years), during which time a structured plan would be implemented. Trustees were reassured that the Governance Team continued to work with the Local Academy Committees at NHSG and KAPS to build governance capacity, skills, and experience, and current approaches included sharing experienced committee members across LACs to provide mentoring and model effective practice, as well as making targeted use of professional networks to support recruitment from outside the Trust.	
v. People & Pay Committee	Covered under Part II for executive pay ratification (see below).	
vi. Standards Committee	The Chair of the Standards Committee noted that many of the topics discussed earlier in the Board meeting had been explored in greater depth at the recent Committee meeting. He reflected that the Trust was now operating in a different context from previous years, with several newly joined schools requiring significant support, which contrasted with the Trust's more established pattern of schools performing strongly. The Committee Chair highlighted that this shift raised important questions about how best to sustain a cohesive professional community, ensuring that schools already performing well continued to thrive while those requiring more intensive intervention received the support they needed. The Committee Chair said that the Standards Committee continued to consider how to maintain this balance and how to adapt approaches as the Trust entered a period where school improvement needs varied more widely between schools.	

5. GOVERNANCE REPORTING		ACTION
vii. EDI Link Trustees	The EDI Link Trustee reported that the recent meeting with local governance links from across the Trust had been highly positive. He noted that the level of discussion, reflection and strategic thinking demonstrated by all participants was “a credit to the Trust. Trustees were pleased to hear that local governance colleagues had welcomed Wandle 2030 and were fully engaged in shaping the Trust’s ongoing EDI work. Overall, the EDI Link Trustee described it as a very encouraging meeting, signalling strong commitment and momentum across the Trust for equalities, diversity, and inclusion.	
viii. Local Academy Committees	Trustees commented that, having reviewed the Local Governance Dashboard and the summary in the co-CEOs’ report, there were no overarching themes or issues requiring Board discussion at this time. The Head of Governance confirmed that any risks identified at school-level were being escalated to the Audit & Risk Committee, thus ensuring appropriate oversight, assurance, and follow-up.	

GOVERNANCE MATTERS		ACTION
i. Scheme of Delegation	Trustees discussed aspects of the refreshed Scheme of Delegation (SofD) and the need for continued clarity as the Trust continued to grow. The Head of Governance explained that the format was adapted from best practice templates provided by the Confederation of School Trusts (CST) and drew on the principles of the Academy Trust Governance Code. The co-CEO (MS) flagged that the Scheme of Delegation did not yet include a specific set of delegations for Little Wandle or the Wandle Learning Partnership, as historically these functions had operated under the Trust’s structures. He suggested that as the organisation evolved, some responsibilities, particularly around finance, contracts and HR would need to be more clearly delegated to the appropriate person. Several trustees expressed a view that decision-making for Little Wandle and WLP should remain within the Trust’s Scheme of Delegation but individual policies and procedures would be set in the context of these two entities. The Board confirmed approval of the revised Scheme of Delegation and welcomed improvements in clarity.	

GOVERNANCE MATTERS		ACTION
	A trustee reflected on the implications for Local Academy Committees, observing that LACs held accountability or were responsible for a very small number of decisions, for example, appointing their own committee members, approving the policy for school uniform, and reviewing decisions to permanently exclude pupils. Trustees discussed the way in which the Scheme of Delegation was communicated to Academy Committees and believed that messaging around the role of local governance was clear. The Head of Governance confirmed that, while the Scheme of Delegation could appear stark in its delineation of roles and responsibilities, the detailed Handbook for Local Governance better articulated the breadth of their role, that is, engagement with stakeholders on experience of school improvement, scrutinising the headteacher's report, monitoring risk with mitigations, and reviewing progress against the School Improvement Plan. Trustees were assured that this model, supported by local governance professionals, provided consistent guidance on expectations of local governance. A query was raised about uniform policy in light of new DfE guidance limiting the number of branded items, and the risk that an Academy Committee might approve a uniform arrangement that risked non-compliance with this guidance. The Head of Governance confirmed that headteachers were operationally responsible for proposing uniform changes and were well-briefed on statutory guidance. The Chair of Trustees added that the risk of non-compliant decisions at a local level was low; Academy Committees approved policies within the boundaries already set by the Trust. ii. Governance Development Plan The Governance Development Plan with milestones and objectives had been created by the Head of Governance drawing on the output to the 2025 self-evaluation of governance exercise. Trustees agreed the plan with no further comment, and they understood that progress against objectives would be monitored at each meeting with a full evaluation completed at the end of the academic year. iii. Compliance: Companies House Trustees were reminded that they were now required to verify their identity with Companies House as part of new measures to improve the transparency and integrity of those running charitable companies. Trustees were asked to <u>(ACTION:) follow the instructions provided and verify their identity with Companies House as a priority, sending the unique reference code to the Head of Governance.</u>	All

6. OTHER MATTERS	ACTION
i. Closing the meeting The Chair expressed thanks to the outgoing CFOO, Esther Johnson, for her significant contribution to the Trust over the past 18 months. She noted the progress made during her time with the organisation and conveyed the Board's appreciation for her dedication and achievements. The Chair wished Ms Johnson every success for the future. The Chair also wished the Executive a restful Christmas break and concluded by extending warm Christmas wishes to all present. <i>1905 EXECUTIVE & OBSERVERS LEFT THE MEETING AT THIS POINT</i> ii. Purchase of temporary building The Board discussed the proposal to purchase the temporary building currently occupying land at CGA, with a view to relocating the central team. Trustees noted that the matter had not yet been discussed at the Finance & Resources Committee and requested greater clarity on the financial and planning position. The Chair explained that negotiations had been handled sensitively due to ongoing discussions with the neighbouring school and the implications for central-team accommodation. She said that the building, originally constructed by a neighbouring school as a high-quality temporary facility to accommodate its pupils whilst construction works were underway on its own site, was being offered to the Trust for purchase. Trustees recognised the potential benefits and opportunities for the Trust in purchasing the building, however, they emphasised the need to confirm DfE approval requirements, planning risks, and financial delegation before progressing. Trustees asked the Chair to request that the COO <u>(ACTION:) provide a full paper for the next meeting of the Finance & Resources Committee, setting out financial implications, planning status, approval requirements and risks.</u> iii. Update on Little Wandle The Board discussed the recent appointment of an interim Managing Director for Little Wandle. Trustees noted that the appointment process had been conducted externally and that, unlike the recruitment of a new headteacher or the COO, trustees had not been involved in the recruitment process. This prompted a wider conversation about whether the current Scheme of Delegation provided sufficient clarity regarding Board oversight of Little Wandle appointments and operations. The Chair explained that the interim appointment was intentional, both because of the ongoing structural work around Little Wandle's future and because the role required specialised commercial, marketing and technical expertise that was not	TW

6. OTHER MATTERS	ACTION
typical within a multi-academy trust. She advised that the interim director brought relevant experience in programme development, marketing and technology, and one of their key tasks over the next six months would be to define and recruit to a permanent Managing Director role. Trustees were informed that significant operational and strategic work for Little Wandle was underway, including preparation of the required submission to the DfE regarding next steps for the traded subsidiary. The Chair gave assurance that legal advice was being taken, and further clarity from the DfE was expected early in the new year. Trustees acknowledged that the issues facing Little Wandle were unusual and were pleased to note that the Trust was seeking a carefully considered approach supported by appropriate and expert advice. The Board agreed that, pending the development of a revised governance model for Little Wandle, clear and detailed Board oversight remained essential. Trustees were encouraged that further updates would be brought to the Board as the DfE submission and governance proposals progressed.	

7. PART II	ACTION
i. Trustee recruitment and appointments The Chair introduced the proposal as set out in the CEOs' report to appoint Deanna Hallett and Chelsea Maffia as trustees. The Chair noted that the recommendation included over-recruiting beyond the Trust's specified maximum membership of twelve trustees in order to strengthen succession planning, broaden the Board's collective skills and lived experience, and ensure a more even distribution of roles and responsibilities across committees and link roles. The Board agreed that this approach was sound. During discussion, one trustee queried whether sufficient information had been available about the candidates. It was noted that detailed biographies had been provided previously, including through the confidential trustee appointments paper submitted by the Nominations Committee to the Board in September 2025, and that both candidates had met with the CEOs. Trustees unanimously endorsed the appointment of Deanna Hallett and Chelsea Maffia as trustees, and the Chair asked the Head of Governance to <u>(ACTION:) ensure that that both candidates were informed of the Board's decision to appoint.</u>	AA

7. PART II		ACTION
ii.	Ratify Executive Pay Award The Board received an update on the annual review of the CEOs' salaries and noted that the process had followed an established rigorous approach in accordance with statutory guidance. The matter had been considered in detail by the working group, with benchmarking undertaken and advice sought from an external advisor to ensure independence and appropriate comparison with sector standards. The outcome had then been scrutinised and approved by the People & Pay Committee before being brought to the Board. Trustees acknowledged that both CEOs had demonstrated sustained and exceptional performance; however, they were already positioned at the top of the Trust's agreed salary range and were considered to be competitively remunerated. Trustees understood that the cost-of-living increase, in line with the teachers' pay award, would be applied to the CEOs.	

Dates of next meetings	Chairs' Group	6:00pm Wednesday 14 January
	People & Pay	8:30am Tuesday 25 February
	Finance & Resources	6:00pm Wednesday 11 March
	Standards	6:00pm Monday 16 March
	Trust Board	6:00pm Monday 23 March

Actions: [Board action tracker](#)