

MEETING OF THE TRUST BOARD

Monday 18 December 2023

6:00pm – 7:30pm

held at Chestnut Grove Academy

MINUTES

Attendance:		
Trustees:	Sian Mathias Jehangir Byramji Kate Burns Jill Newey Ella Norden Sarah Marshall Emma Simmons Vacancy Vacancy Vacancy Vacancy	Chair of Trustees Trustee Trustee Co-Vice Chair Trustee Co-Vice Chair Trustee Since Dec 2022 Since Feb 2022 Since Mar 2023 Since Mar 2023
Executives:	Christian Kingsley Mark Siswick Esther Johnson	Co-CEO (Co-Chief Executive Officer) and Accounting Officer Co-CEO CFOO (Chief Financial Operating Officer)
Also in attendance:	Andrea Arbiter Charles Hotham (<i>present for Part I only</i>)	Head of Governance Observer and prospective trustee

Papers issued for review:

• Minutes of previous meetings and status of actions • Co-CEOs' report to the board including: – Management letter and draft statement of accounts – Annual report of internal scrutiny programme – Risk Management Policy (final draft) – Reserves Policy	– Briefing note outlining updates to Scheme of Delegation – Three-year strategic plan – Data Dashboard (Nov23) – Policy matrix – Risk Register (Nov23) – Committee and link reports – AU2 2023 – Part II briefing note – governance recruitment
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1. BUSINESS		ACTION
i. Welcome and apologies.	Trustees and executives were welcomed to the meeting. Apologies were received in advance of the meeting and were accepted as outlined above. Special welcome was extended to Charles Hotham who joined to observe the meeting as a prospective trustee. The Chair acknowledged the quality of paperwork continued to improve and she thanked the Executive team for providing information in a format which supported effective governance.	
ii. Annual declaration of interests and conflicts of interest for the meeting	When asked by the Chair, trustees confirmed there were no declarations of pecuniary nor non-pecuniary interests raised in relation to the meeting.	
iii. Minutes of the previous meetings and status of actions	The minutes of the previous meeting held 14 September 2023 were agreed as an accurate reflection of the meeting and were authorised for signature by the Chair. The notes from the trustees' strategic planning session held 3 November 2023 were reviewed for information. The Chair talked through the status of actions from the previous meeting and noted these were mostly completed or would be covered through the agenda. The Chair asked for a status update on those actions which were not yet completed.	

iv.	The Chair advised that the co-CEOs would <u>(ACTION:) continue to work with the Head of HR to formalise the secondment and career progression programme for the Trust</u> for review by the Finance & Resources Committee in summer 2024.	CK & MS
	The Head of Governance informed trustees she would <u>(ACTION:) use the new Academy Governance Code to reform the Trust Development Plan and translate the agreed governance development priorities</u> for review in early spring 2024.	AA
	A brief discussion established there was a requirement to develop a Trust safeguarding statement and the Trust DSL would incorporate this as part of the pastoral strategy. The Safeguarding Link trustee committed to <u>(ACTION:) monitor the development of the safeguarding statement</u> and report progress at the next meeting.	SMar
	When asked by the Chair, the Head of Governance confirmed that all trustees had completed training to understand the updates to Keeping Children Safe in Education.	
iv. Appointments and resignations in the period since the last meeting		
	At the previous meeting, trustees appointed Jehangir Byramji on a four-year term of office. The Head of Governance confirmed that safer recruitment checks were completed and Mr Byramji's term of office was effective from 13 November 2023.	
	Trustees were informed that Arjun Popat resigned and ceased his term of office on 13 November 2023.	

2. STRATEGIC QUESTIONS: CO-CEOS' REPORT TO THE BOARD	
	Trustees used the information provided in the co-CEOs' report to frame their questions and focus discussion.
	The co-CEO (CK) summarised the report covered all activity from the past term, and he thanked the Head of Governance for her contribution to develop the report.
i.	(Strategic driver 7) Partnerships & growth
	Trustees asked the questions:
	Q: What is our current positioning for growth?

Q: How do potential schools align with our vision and values?

Q: Are trustees comfortable that there is sufficient capacity to support growth? How will this work in practice?

Q: What are the risks, and are we confident that we can sustain a high-quality, impactful offer?

The Chair opened discussion by telling colleagues there had been much interest in the Trust from schools seeking to merge or academise. She anticipated the Trust would grow significantly during the coming year.

The co-CEOs gave an overview of the current positioning for growth. They were delighted to have received the news in the days just prior to the meeting that the Regional Director had given approval for a Richmond-based school to join the Trust. Trustees were informed that due diligence would start in January 2024 and the outcome of this would be used to inform the board's final decision.

The co-CEOs talked about the interest expressed from a group of schools outside of the Trust's traditional geographical borders, and the potential to create a 'cluster' model. The co-CEOs believed this model was a good opportunity; they were developing a business case to determine the practicalities around delivering a high-quality offer regardless of geographical location.

Trustees were interested to learn about conversations with a Wandsworth-based school which was currently being supported by the co-CEO (MS) as part of his National School Improvement work. The co-CEO (MS) explained that investment would be needed by the Trust to deliver rapid school improvement, but there was a viable opportunity to quickly transform a school in the local community.

Trustees explored the way in which the culture of potential schools aligned with that of the Trust. The Chair reminded colleagues the Trust had proved to be successful in supporting schools to align with the Trust's vision over time. The co-CEO (CK) agreed that the Trust's objective was to advance education within an aspirational culture of high expectations; all children would achieve their full potential regardless of their background. The co-CEO (CK) was confident that all schools which were considering joining the Trust aligned with its culture and ethos.

	Discussion returned to explore the practicalities of a 'cluster' model. The Chair pointed out that the Trust had excelled at sharing and targeting expertise and it was essential to determine how this would continue if the Trust were to be spread across geographical regions. The co-CEO (MS) said a regional model would be needed and it was important to know how this could work at scale. Trustees tasked the co-CEOs to <u>(ACTION:) provide a business case for a 'cluster' model</u> which determined how the culture and values of the Trust would be retained whilst working with multiple leaders across various local authorities. Trustees asked the co-CEOs to provide detail about capacity at scale, including the way in which co-CEOs would maintain strategic oversight and cognitive capacity in line with the fast pace of expansion. The Head of Governance was asked to <u>(ACTION:) schedule an extraordinary meeting of the board in the spring term to review due diligence output and the case for a 'cluster' model.</u> A trustee noted that expansion would be at primary-phase, and she considered the risk for the Trust if it failed to secure a further secondary-phased provision. The Chair responded that exploring secondary-phase partnerships was part of the co-CEO's (CK) performance management objectives. She was confident that as the Trust's reputation continued to grow, there would be increased opportunities over time to partner with secondary schools. ii. (Strategic Driver 4) Equity, diversity, inclusion Trustees asked the question: Q: What action is planned to deliver our strategic aims? The co-CEO (CK) reported he had met with the EDI lead at Chestnut Grove Academy to gain her perspective on how to move forwards with the Strategic Driver for EDI. He explained that Chestnut Grove Academy had used the DfE's research-based framework to inform its thinking, starting with policies and using specific tools to measure the lived experience of children and young people. Trustees noted from the summary report that the Paxton Academy Committee tested the Trust's intention to move its EDI agenda forwards. The Chair stressed that the governance role was strategic; the board should be clear and strident in its approach to gain assurance that EDI strategies were in place across the Trust and to hold leaders to account for the delivery of these. The Chair suggested an EDI strategy with measurable outcomes was needed.	CK & MS AA
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	The co-CEO (CK) talked about the many initiatives and activities in place across the Trust. He believed it was important for trustees to use data to benchmark and measure the effectiveness of EDI strategies, and he gave the example of over-representation of protected characteristics in suspensions and exclusions. A trustee pointed out there was scope to improve the quality of data to show the employee profile, and to help trustees identify patterns and trends. The Executive Team explained that it was often difficult to collect data about protected characteristics as employees chose not to disclose the information. Trustees responded it was necessary to explain to employees the reasons for collecting such data and urged the Executive Team to be more active in doing so. Trustees agreed it was important to build trust with employees to give them confidence that by sharing their data they would not be disadvantaged in any way. Trustees asked the co-CEO (CK) to <u>(ACTION:) work with the trustee link for EDI to develop a draft strategy for review at the next meeting.</u>	CK (& KB)
iii.	(Strategic Driver 9) Stakeholder Engagement Trustees asked the question: Q: Applications and admissions are strong in several schools in our Trust – what are the reasons for this? What are we doing to share this across our Trust? Trustees were pleased to learn that applications and admissions in the Trust's schools were strong and bucked the trend for schools in the London area and beyond. The Chair suggested increased admissions were as a result of the Trust's growing reputation in the community. Trustees valued stakeholder voice as a key indicator of the perception of the Trust in the communities it served. The People and Stakeholder trustee shared that the link group had discussed mechanisms for a parent satisfaction survey. She explained that each school managed its parent satisfaction survey differently and at varying times in the school calendar, but it was agreed that a common set of questions be used in each school's survey and the responses would be shared with the board. The co-CEO (CK) advised that the Ofsted questions would be used by each school and responses would be amalgamated for trustees. The co-CEO (CK) was tasked to <u>(ACTION:) work with the Head Teachers to launch parent surveys and report outcomes to the Standards Committee</u> in the spring term.	CK

3. REPORTS FOR DISCUSSION		
i.	2023 Annual report and financial statement The Chair of the Audit & Risk Committee reported there was a meeting with the audit partner and his team on 13 December 2023. She was pleased to inform colleagues she was encouraged by the audit which presented the Trust as well-managed and in a strong financial position. The Committee Chair advised that the format of the annual report and financial statement would be reviewed for the 2023 audit to improve readability, however, there was little flexibility to change the content as the Trust was obliged to follow the DfE's model accounts. The Committee Chair acknowledged the contribution to the audit process by the Group Finance Manager and her team and credited them with the pleasing outcome. The CFOO followed up on the discussion at the meeting of the Audit and Risk Committee with regards to the retender for audit services. She outlined her intention and trustees agreed to explore the possibility of retaining the incumbent auditor for a further year so that the finance team could focus on due diligence processes and other arrangements to prepare for Trust growth. The Committee Chair advised that trustees and the auditors met for a short time without the management present. She relayed that the Committee was keen to commission Price Bailey Accountants to conduct a review of the Little Wandle traded service to give an opinion on its alignment with the Trust's charitable purpose and to understand potential risks and tax implications. The CFOO asked trustees to consider making a statement in the accounts about the pending transfer of another school to the Trust. Trustees agreed such a statement was unnecessary as due diligence was not yet completed and a decision regarding transfer of the school was not yet agreed. All trustees present agreed the Chair and the co-CEO (CK) as Accounting Officer should <u>(ACTION:) sign the financial statement on behalf of the Trust Board for the year ending 31 August 2023</u> ahead of submission to the ESFA (Education Skills Funding Agency) by 31 December 2023.	SMat & CK
ii.	Committee summary highlights, including Local Academy Committees Trustees welcomed the summary reports of committee meetings which took place during the second half of the autumn term. The Chair talked through each summary and extracted key themes and the matters raised for trustees' attention.	

The Chair flagged that the matter raised by Paxton Academy Committee with regards to Speech and Language Therapy (SALT) was woven through discussions at meetings of the Standards Committee, Finance and Resources Committee, and several of the trustee link meetings. The co-CEO (CK) gave historical context and explained there was a concern raised by the co-Chairs at Paxton that, unlike Wandsworth, Croydon was unable to meet its statutory requirement to provide SALT for the schools in its borough and this could mean that access to SALT for children at Paxton Academy was not equitable to other children in the Trust. The co-CEO (CK) repeated that the Head Teacher at Paxton Academy was advised to procure SALT from an external provider if it was a necessary to meet the needs of the children in the school; costs would be recharged to Croydon or else, should expenditure be outside of the agreed budget deficit, the Trust would consider an application from Paxton Academy to draw on central reserves. The co-CEO (CK) confirmed that to date SALT had not been commissioned by the Head Teacher at Paxton Academy.

The Chair was clear that such matters were operational and once flagged, were for the school leaders to work in collaboration with the co-CEOs to determine the required action. The Chair of the Finance and Resources Committee reminded colleagues that trust reserves should not be used for operating costs and all efforts should be made to operate within the agreed and balanced budget. The Chair of the Chairs' Group Committee invited the Chair of the Finance and Resources Committee to **(ACTION:) attend the next meeting of the Chairs' Group Committee to introduce the Reserves Policy and to clarify the process for local chairs.**

SMar

Trustees noted that each Academy Committee was monitoring attendance and rates of persistent absence in their schools. The co-CEO (MS) advised that the Trust's Designated Safeguarding and Inclusion Lead (DSIL) was working to develop the attendance strategy and was prioritising need at Ravenstone Primary School.

The Chair of the Pay Review Committee expanded on her written report and explained there was a need to improve oversight of performance management at Little Wandle and Wandle Learning Partnership, and to robustly apply the Pay and Appraisal Policies to the growing number of senior-level non-teaching staff. The Head of Governance confirmed that the Head of HR would prepare a report for the Finance and Resources Committee in the spring term to provide assurance on the quality of performance management processes for non-teaching staff across the Trust.

The Chair of the Little Wandle Committee was concerned that a meeting was not yet scheduled with the co-founder of the programme, and she flagged the slow communication as a risk for the Trust. The Committee Chair committed to (ACTION:) seek confirmation of a meeting with Little Sutton in the first weeks of the spring term.

A trustee referred to the summary report from the Chair of the Standards Committee and asked for more information about the *Wandle Primary Promise*. The co-CEO (CK) talked about the collaborative work by Head Teachers to develop and articulate the Trust's pledge that every child would be exposed to a minimum standard of cultural experiences and opportunities during their time as a pupil in the Trust. He explained there was an audit underway to assess initiatives already in place across the schools, to evaluate effective practice and to ensure these were accessible for all children and young people.

The Chair of the Finance and Resources Committee explained that each of the Service Leads were invited to present to the Committee on an annual and cyclical basis. Trustees heard that the Head of Estates joined the Committee meeting on 29 November and talked about the capital programme for the year ahead and he had flagged the highest priorities to be at Ravenstone Primary School. The Committee Chair explained that a series of bids to the DfE's Conditions Improvement Fund (CIF) would be submitted to support these works, however, should these be unsuccessful then a costed action plan was required.

A trustee referred to the co-CEOs' report to the board which coded progress against strategic objectives for the current year. **Q: A number of the actions related to sustainability are coded as 'working towards' – does this signal the need to increase our efforts?** *R: (CK) yes, we will continue to push forwards. The report will track progress by the time of the next meeting.*

The Chair of the Finance and Resources Committee reported the Executive Team was tasked to conduct a 'deep dive' into operating costs at Little Wandle and Wandle Learning Partnership, to monetise risks and to inform contingency planning and spending decisions. The Committee Chair urged the co-CEO (MS) to revisit Wandle Learning Partnership's contribution to the central recharge given it called on the services provided by the central team; it was important for trustees to understand the increased surplus for WLP and set the recharge accordingly.

4. REPORTS TO NOTE						
i.	2022/23 Report of internal scrutiny The Chair of the Audit & Risk Committee referred to the Annual Report of Internal Scrutiny provided by the Trust’s internal auditors, Academy. She said the report summarised the findings and recommendations from the 2022/23 programme of internal scrutiny and provided assurance to the board around internal controls and processes. The Chair of the Audit & Risk Committee asked the board to note internal assurance conclusions as follows: <table><tr><td>HR and SCR (Single Central Record)</td><td><i>Overall, we conclude there is adequate assurance that HR, recruitment, and payroll controls are operating effectively.</i></td></tr><tr><td>Academy Trust Handbook 2022 ‘The Musts’</td><td><i>Overall, we conclude there is substantial assurance that the Trust complies with all statutory requirements of the ATH 2022.</i></td></tr></table>	HR and SCR (Single Central Record)	<i>Overall, we conclude there is adequate assurance that HR, recruitment, and payroll controls are operating effectively.</i>	Academy Trust Handbook 2022 ‘The Musts’	<i>Overall, we conclude there is substantial assurance that the Trust complies with all statutory requirements of the ATH 2022.</i>	
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Academy Trust Handbook 2022 ‘The Musts’	<i>Overall, we conclude there is substantial assurance that the Trust complies with all statutory requirements of the ATH 2022.</i>					
ii.	Trustee link reports Link trustees for SEND/EDI, Safeguarding, Finance, and People/Stakeholder Engagement shared their written reports in advance of the meeting which had also been discussed in detail at committee-level. The trustee linked to finance referred to the summary reports from Chestnut Grove Academy Committee and Paxton Academy Committee which stated their decisions not to replace their finance links at the point at which the current post-holder ended their term of office. The Head of Governance advised that the sentiment was echoed by Ravenstone Academy Committee with a view that as the Trust Board was accountable for financial management and assurance there was little need for financial oversight at local level, and the Academy Committee should focus attention on driving standards in the school. Trustees took into consideration the views of the Academy Committees and agreed to disband the finance link group with immediate effect. The Head of Governance advised that the local chair would continue to receive the management account summaries for their school on a monthly basis for information. The Chair of the Chairs’ Group Committee took an <u>(ACTION:) to advise the Chairs’ Group Committee of the Trust Board’s decision to disband the finance link group</u> with immediate effect.	JN				

	A trustee referred to the People and Stakeholder Engagement Link report and pointed out there was a lack of oversight in terms of monitoring employee wellbeing at Little Wandle, Wandle Learning Partnership, and the central team. The People and Stakeholder link trustee took an <u>(ACTION:) to consider the way in which employee wellbeing at Little Wandle, WLP, and the central team could be monitored from a governance perspective.</u>	EN
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5. REVIEW AND RATIFICATION OF CENTRAL POLICY		
i. WLT Scheme of Delegation	The co-CEOs' report to the board shared the proposed changes to the Scheme of Delegation following an annual review against the most recent legislation and with input from the co-CEOs and Head Teachers, the CFOO, the Shared Services Leads, and the Chairs' Group Committee. The proposed changes were reviewed by the Finance and Resources Committee on 29 November and were recommended to the Trust Board for ratification. The Trust Board ratified and adopted the Scheme of Delegation with no further changes. The Head of Governance took an <u>(ACTION:) to organise for the Scheme of Delegation to be published on the Trust's website.</u>	AA
ii. WLT Risk Management Policy	It was reported that the Audit and Risk Committee reviewed the draft Risk Management Policy on 29 November and the final version of the policy was shared with the board in advance of the meeting. Through the co-CEOs' report, trustees learned that the key objective of the Risk Management Policy was to ensure the Trust had a consistent basis for measuring, controlling, monitoring, and reporting risk across the organisation at all levels. Trustees understood that the Risk Management Policy explained the Trust's underlying approach to risk management and that it documented the roles and responsibilities of the Board, committees, and other key parties. Trustees were clear about the key aspects of the risk management process and the main reporting procedures. Trustees welcomed and adopted the Risk Management Policy with no further comment.	

iii.	WLT Reserves Policy It was reported that the Finance and Resources Committee reviewed the draft Reserves Policy on 29 November and the final version of the policy was shared with the board in advance of the meeting. Trustees understood that the purpose of the Reserves Policy was two-fold; in the short term, it allowed the Trust to manage cashflow and absorb financial pressures – often outside of its control – without impacting on the delivery of core functions; in the medium-long term, it provided a foundation for strategic growth, development, and investment. Trustees were reminded that the Trust previously made the decision to pool individual school reserves, and reserves were reviewed and reported in the monthly management accounts, which were sent to all trustees. The Chair of the Finance and Resources Committee flagged minor amendments were needed to define treatment of reserves for the schools and those for Little Wandle and Wandle Learning Partnership. The Committee Chair agreed to <u>(ACTION:) work with the CFOO to finalise the Reserves Policy.</u> Trustees welcomed and adopted the Reserves Policy in principle subject to final amendments from the Chair of the Finance and Resources Committee.	SMar (& EJ)
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[CHARLES HOTHAM WITHDREW FROM THE MEETING AT THIS POINT.]

6. PART II		
	Governance recruitment A briefing note was provided in advance of the meeting which gave details about the governance recruitment programme and noted the actions required by trustees. i. Members The board was reminded there were two vacancies for Members. For information, trustees were told about two potential Members both of whom held extensive experience of governance in multi-academy trusts. The Chair said candidates would be proposed to the Members at the Annual General Meeting (31/01/24) for appointment by ordinary resolution.	

ii.	Trustees Charles Hotham was proposed for appointment as a trustee. The briefing note detailed Mr Hotham's passion for education and the wellbeing of children, alongside his lived experience as a secondary school teacher and leader, a governor and trustee, and his ten years as a civil servant where he led on equity, diversity, and inclusion. Trustees learned that Mr Hotham was a parent of young children and a local resident and that he wanted to support his local community. Trustees reported Mr Hotham had been through each stage of the Trust's Governance recruitment programme; he had been interviewed by a panel of trustees, met with the co-CEOs, and had observed the most recent meeting of the Standards Committee. The Chair was convinced by Mr Hotham's commitment to the role of a trustee and recommended he was appointed on a four-year term of office from 1 January 2024. All trustees supported Mr Hotham's appointment to the Trust Board and tasked the Head of Governance to <u>(ACTION:) commence the onboarding process for Mr Hotham.</u> The Chair advised that the second round of recruitment with Nurole as a specialist recruitment organisation was positive; the search focused on attracting people with clear connection with Wandsworth and the surrounding areas, plus a background in non-profit, education or DEI leadership. Trustees were told that first round interviews for three candidates took place earlier in the month and a fourth candidate would be interviewed early in the spring term. Trustees were pleased to learn that all candidates would be taken forwards to the next stage of the recruitment process and they would meet with the co-CEOs early in the spring term. The Chair advised that the Nominations Committee would meet in mid-January to review all input from the interview panels, and from the co-CEOs to inform a recommendation for appointments at the AGM on 31/01/24.	AA
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DATES OF NEXT MEETINGS:**(all meetings to be held at Chestnut Grove Academy)**

Chairs' Group Committee	6:00pm Wednesday 10 January
Annual General Meeting	5:00pm Wednesday 31 January
Extraordinary meeting of the board	TBC
Little Wandle Committee	6:00pm Wednesday 7 February
Audit & Risk, Finance & Resources Committees	3:00pm Wednesday 13 March
Standards Committee	6:00pm Thursday 21 March
Trust Board	6:00pm Monday 25 March

Signed:**Date:**

Summary of Actions: TRUST BOARD MEETING 18/12/23

Action No	Item No	Action	Responsible	Timescale
1.	1.iii	Status of actions continue to work with the Head of HR to formalise the secondment and career progression programme for the Trust.	CK & MS	Summer 2024
2.	1.iii	Status of actions use the new Academy Governance Code to reform the Trust Development Plan and translate the agreed governance development priorities.	AA	January 2024
3.	1.iii	Status of actions monitor the development of the safeguarding statement.	SMar	Spring 2024
4.	2.i	Partnerships & growth provide a business case for a 'cluster' model.	CK & MS	January 2024
5.	2.i	Partnerships & growth schedule an extraordinary meeting of the board in the spring term to review due diligence output and case for a 'cluster' model.	AA	January 2024
6.	2.ii	Equity, diversity, inclusion work with the trustee link for EDI to develop a draft strategy for review at the next meeting.	CK	Spring 2024
7.	2.iii	Stakeholder Engagement work with the Head Teachers to launch parent surveys and report outcomes to the Standards Committee	CK	Spring 2024

Action No	Item No	Action	Responsible	Timescale
8.	3.i	2023 Annual report and financial statement sign the financial statement on behalf of the Trust Board for the year ending 31 August 2023	SMat & CK	Priority
9.	3.ii	Committee summary highlights attend the next meeting of the Chairs' Group Committee to introduce the Reserves Policy and to clarify the process for local chairs.	SMar	10 January 2024
10.	4.ii	Trustee link reports advise the Chairs' Group Committee of the Trust Board's decision to disband the finance link group.	JN	10 January 2024
11.	4.ii	Trustee link reports consider the way in which employee wellbeing at Little Wandle, WLP, and the central team could be monitored from a governance perspective.	EN	Spring 2024
12.	5.i	WLT Scheme of Delegation organise for the Scheme of Delegation to be published on the Trust's website.	AA	Priority
13.	5.iii	WLT Reserves Policy work with the CFOO to finalise the Reserves Policy.	SMar	Priority
14.	6.ii	Governance recruitment: trustees commence the onboarding process for Mr Hotham.	AA	January 2024