

MEETING OF THE TRUST BOARD

**Monday 25 March 2024
6:00pm – 7:30pm
held at
Chestnut Grove Academy**

(PART I) MINUTES

Attendance:		
Trustees:	Sian Mathias Kate Burns Jehangir Byramji Charles Hotham Jill Newey Ella Norden Sarah Marshall Emma Simmons Vacancy Vacancy Vacancy Vacancy	Chair of Trustees Trustee 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 <i>(present until 1915, Part II item 6.ii)</i>	Co-CEO (Co-Chief Executive Officer) and Accounting Officer Co-CEO CFOO (Chief Financial Operating Officer)
Also in attendance:	Andrea Arbiter Dave Watson <i>(remote attendance, present until 1905 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:

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| <ul style="list-style-type: none"> – Three-year strategic plan – Data Dashboard (Mar24) – Policy matrix – Risk Register (Mar24) – Committee and link reports – SP 2024 – WLP Executive Report | <ul style="list-style-type: none"> – Little Wandle Executive Report – CFOO Report to the Finance & Resources Committee – Revised budgets – Academy Trust Governance Guide – Minutes of the AGM held 31/01/24 |
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1. BUSINESS		ACTION
i.	Welcome and apologies. Trustees and executives were welcomed to the meeting. There were no apologies received; all those trustees in office were present. Special welcome was extended to Dave Watson who joined via video link to observe the meeting as a prospective trustee. Trustees thanked the co-CEOs for their report to the board, and commented it was heavily focussed on governance. The co-CEOs noted trustees' request to <u>(ACTION:) provide an executive summary in the co-CEOs' report going forwards to give trustees a sense of how their executive time was directed over the past term.</u> The Head of Governance added that the co-CEOs' report should be used as a supporting paper to help trustees frame their questions and to bring areas of strategic focus to discussion.	MS & CK
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 18 December 2023 and the extraordinary meeting held 20 February 2024 were agreed as accurate reflections of the discussions and were authorised for signature by the Chair. 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. The Chair noted 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.	MS & CK
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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. i. (Strategic driver 7) Partnerships & growth In advance of the meeting, trustees asked the question: Q: What progress has been made with regards growth in the period since the last meeting? The co-CEOs referred to their report which gave an overview of the ongoing conversations with schools who were interested in joining the Trust in the short to mid-term. Trustees were informed there would be opportunity at the forthcoming Trustees' Development Day to explore the schools in more detail and to understand the benefits and risks with regards to each. The co-CEOs explained that since the last meeting, there was increased traction in schools wanting to academise, and the co-CEOs had spent a large proportion of their time engaging with potential partners and driving interest. Trustees were informed that several of the schools' governing boards had recently voted to trigger the process to join the Trust. The co-CEOs explained there were a number of reasons for accelerated interest, including falling pupil rolls and a diluted offer from the local authority. The co-CEOs talked through each school on the list, and highlighted where they believed practice and expertise could be shared to add value to school improvement, for example, where a school showed successful outcomes for children with SEND. The co-CEOs believed it was important to be agile to the shift in the local landscape and to set timescales which meant that the quality of education was sustained in those schools interested in accessing the Trust's school improvement offer.	

A trustee referred to the schools' pupil profiles given in the co-CEOs' report. He commented that the numbers of children eligible for Free School Meals (FSM) was striking and he felt this was a clear demonstration of the range of individual characteristics each school could bring.

In advance of the meeting, trustees had asked **Q: How can we be comfortable that there is sufficient capacity to support due diligence processes?**

The Chair of the Finance & Resources Committee informed colleagues that at the meeting held 13/03/24, it was implied there was not yet capacity within the business function to meet the particular demands of a fast-paced due diligence procedure and rapid onboarding. The co-CEO (CK) recognised there may be a need to increase capacity, and advised he was exploring options to outsource the due diligence process. The CFOO underlined that outsourcing would be only in relation to due diligence procedures and would not support the onboarding of schools. Trustees acknowledged that onboarding processes were heavily reliant on the capacity and expertise of the central team.

A trustee credited the strong reputation of the Trust with attracting a high level of interest and he wanted to explore the scenario of onboarding groups of schools within a given timeframe. **Q: What consideration has been given to onboarding schools en masse, that is, multiple schools within the same timeframe?** *R: (MS) some of these conversations with interested schools are in the early stages, some are more progressed. Serious consideration would be needed to onboard multiple schools in relation to time lines and capacity of the Executive and business function.*

The co-CEO (CK) flagged that earlier in the week the DfE announced that the eligibility criteria to receive the conversion grant of £25k would be changed from 1 September 2024 to mean that single maintained mainstream schools would not be eligible unless they joined a Trust as part of a group of three schools. The co-CEOs were of the view it was important to understand the implications of the removal of the conversion grant, and how this could be addressed going forwards.

In advance of the meeting, trustees had asked **Q: What information does the board need regarding growth ahead of the Trustees' Development Day planned for 26 April?**

A trustee suggested that, in preparation for the Trustees' Development Day, the Executive should **(ACTION:) undertake modelling to ascertain the benefits and risks of onboarding multiple schools in the same timeframe, with cost and resource implications.**

MS &
CK

A trustee picked up on discussion from the previous meeting when the co-CEOs advised there was a federated group of schools interested in joining the Trust, and these schools were located approximately two hours' drive from the WLT registered office. A trustee tested the practicalities of extending reach outside of geographical location.

Q: Given that we could be onboarding multiple schools from within our locality, how viable is growth outside of our geographical area at this point in time? *R: (SMat) initially, we would need to establish schools' motivation for joining us and the opportunities and risks they could bring. Our reputation is good, and our Trust culture of aligned autonomy is attractive. Challenges related to financial sustainability, political uncertainty, quality of education would need to be unpicked to test viability of these schools joining. The board must be minded to thinking longer-term and against our aspirations.*

The co-CEOs advised they intended to **(ACTION:) prepare a business case to set out the practicalities, opportunities and risks related to a cluster model,** and this would be presented to trustees at the Trustees' Development Day.

MS &
CK

A trustee asked colleagues to consider what it might feel like for the existing schools in the Trust as growth began to accelerate, and suggested the Executive could articulate how risk might be mitigated.

A trustee picked up on discussion from the previous meeting that all conversations about growth were with primary schools. **Q: Given that our growth discussions are with primary schools, what are the implications for our secondary provision, and what can we do to kick-start discussions with other secondary schools?** *R: (CK) there is a discussion to be had to understand the landscape, both inside and outside of our geographical area. Local secondary schools are in Single Academy Trusts (SATs) or are already part of Multi-Academy Trusts (MATs). It is possible that entry into the secondary phase would be through a MAT-merger or with those secondary schools outside of our local area.*

The co-CEO (CK) shared information gathered through his participation in the National Institute programme to develop future CEOs. He said he was interested in how a MAT based in Croydon had expanded outside of geographical location, and the types of challenges it had faced.

In advance of the meeting, trustees had asked **Q: What arrangements are planned to successfully onboard Thomson House School during summer 2024?**

The Chair referred to the matters arising from the previous meeting, and it was confirmed that the Executive would **(ACTION:) report to the Budget Scrutiny Workshop the contribution that Thomson House School would make to the central recharge.**

The CFOO talked about the operational arrangements in place to onboard Thomson House School. She advised work was underway to integrate financial systems and to build what remained of the 2023/24 budget into the Trust's accounts. The CFOO confirmed payroll integration was completed. A trustee asked for a timeline for moving Thomson House School to the Trust's payroll provider. **Q: What plans are in place to ensure consistency of payroll provider across the organisation?** *R: (EJ) we are planning to go out to tender for payroll services and will transfer Thomson House School across once a provider is confirmed. Payroll arrangements have been tested in preparation for transfer. A variance in pay dates in the interim is manageable.*

The CFOO explained that aspects of onboarding were simple given that Thomson House School's business function was relatively small and was managed by a single point of contact. She countered there was risk associated with the single point of contact and there were plans to mitigate this and to capture and transfer his knowledge over time. The CFOO did not anticipate any hazards with regards to onboarding Thomson House School. A trustee sought assurance with regards to cashflow position. **Q: What due diligence was undertaken to assess the school's cashflow position?** *R: (EJ) day-to-day, there are no financial operational challenges. However, the school has a low level of reserves; further discussion is needed to determine financial planning and commitments post-transfer.*

The co-CEO (MS) gave assurance of onboarding Thomson House School from an educational perspective. He was encouraged by collaborative working between the Trust and the incoming school to date, and said the partnership was forged by the Trust's involvement to appoint a head teacher, an internal appointment who was an exceptional candidate. Trustees were told that reviews were already carried out in phonics, maths, and safeguarding and these areas were evidenced as being strong and effective.

The co-CEO (MS) spoke about the way in which practice was being aligned, and how the Trust was already adding value. He said the Thomson House School head teacher was committed to the Trust vision and the three-year strategic plan; peer reviews were planned, and staff would be part of the Trust Development Day in the autumn term.

	A trustee wanted to know more about how policies would be aligned and adopted by Thomson House School. Q: Given that we are a Trust which is not directive in its approach, preferring aligned autonomy, how do we strike a balance and ensure that schools operate within a consistent framework? <i>R: (MS) the school will continue to operate with its own curriculum but would be aligned to the Trust's schemes, for example, phonics and maths. There are professional conversations to support, strategise, and innovate; working together to fulfil potential.</i>	
ii.	(Strategic Driver 4) Equity, diversity, inclusion In advance of the meeting, trustees asked the question: Q: What information do trustees need in preparation for defining the Trust's equality objectives at the Trustees' Development Day on 26 April? The co-CEO (CK) acknowledged that governance of EDI remained high on the agenda for the board. He was grateful to have met with Dave Watson as part of the trustee recruitment process and he appreciated his input as a national leader of EDI. The co-CEO (CK) told trustees that he had spoken with Mr Watson about the way to build a governance framework for EDI, and explained this began with 'artifacts', for example, Rights Respective, Anti-Racism, etc, underpinned by policies, and concluded with removal of unconscious bias. The co-CEO (CK) said it was important to listen to and use the views of the Local Academy Committees to build a strategic view on EDI in the Trust. He hoped that Mr Watson would join the Annual Governance Forum (09/05/24) to speak with local governance colleagues, and that this intelligence would be used to build the Trust's Equalities Objectives. The co-CEO (CK) believed this approach would provide a more secure footing going forwards. A trustee referred to the new Academy Trust Governance Guide which stated that the board must ensure mechanisms were in place to seek and consider stakeholder views, to listen and respond, capture how views informed decision-making, and to communicate decisions clearly. The trustee felt there was a need for the board to improve its collection of stakeholder voice, and to demonstrate that views were used in decision-making. The Chair of Trustees agreed stakeholder engagement continued to be an area for development.	
iii.	(Strategic Driver 10) Governance In advance of the meeting trustees asked the question: Q: What are the key takings from the Academy Trust Governance Guide (published 7 March 2024), and are our governance structures and processes compliant?	

	In the co-CEOs' report, trustees were informed that the Academy Trust Governance guidance replaced the Governance Handbook, and the Governance Competency Framework and the Clerking Competency Framework were now withdrawn. The Head of Governance explained that the guidance was structured around the DfE's Trust Quality Descriptions, the Academy Governance Code, and now better aligned with the Academy Trust Handbook. She was confident that the Trust's governance structures and arrangements were compliant with the ATGG. She pointed out that the Trust's Strategic Plan covered those areas which were restated by the Department, but there was scope to improve the governance of these, for example, culture and ethos, EDI, employer wellbeing, stakeholder engagement. The Head of Governance informed trustees she would <u>(ACTION:) use the new Academy Governance Guide to reform the Trust Development Plan</u> for review at the Trustees' Development Day.	
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3. REPORTS FOR DISCUSSION		
i.	Committee summary highlights, including Local Academy Committees Trustees welcomed the summary reports of committee meetings which took place during the second half of the spring term. The Chair talked through each summary and extracted key themes and the matters raised for trustees' attention. The Chair of the Finance & Resources Committee advised there was a detailed scrutiny of evidence to support the assertions made in the School Resource Management Self-Assessment Tool, and this was submitted by the CFOO to the ESFA by Friday 15 March. The Chair of the Finance & Resources Committee signposted colleagues to the revised budgets. She flagged an in-year deficit for Ravenstone Primary School because of £80k claw back by the local authority related to fluctuations in SEND funding allocations. The Committee Chair drew attention to surplus at Little Wandle which continued to build because expenditure was tracking lower than expected. A trustee asked for confirmation of GAG (General Allocation Grant) for Thomson House School. The CFOO advised the GAG statement was £1.9m, and additional £142k year-on-year. A trustee commented on the variance between GAG at Thomson House School and Chesterton Primary School, and the CFOO explained this was a correlation with pupil numbers. The Chair of the Finance & Resources Committee reminded colleagues that a GAG statement for each of	

the schools was requested for the Trustees' Budget Scrutiny Workshop (10/06/24).

Trustees were informed that the Finance & Resources Committee was focused on understanding how pay and appraisal was applied to non-teaching employees in recognition of growing numbers of non-teaching roles at executive and senior levels.

The Chair of the Audit & Risk Committee informed colleagues that Executives were tasked to seek opinion from the auditors with regards tax liabilities for Little Wandle. A trustee stressed it was important to make the co-founder of Little Wandle aware that the venture fell into the government's regulations for corporation tax. The Chair of the Little Wandle Committee believed risks would become clearer once the nature of the partnership with the project's co-founder was established.

The Chair of the Finance & Resources Committee drew trustees' attention to the financial modelling which was completed to ascertain the minimum level of reserves required should Little Wandle cease to operate. The Chair of the Audit & Risk Committee shared the advice of the external auditor that a formal ringfence (approx. £3m) could be included in the annual financial statement to create a liability. Trustees urged the Executive to expedite the auditor's opinion on tax liability so that it could be used in discussions with the Little Wandle co-founder.

The Chair of the Standards Committee reported that the Trust's Designated Safeguarding & Inclusion Lead made a sound presentation to set out her work to date on the Trust's pastoral strategy. The Safeguarding Link trustee took the opportunity to congratulate the Trust DS&IL for the considerable and valuable impact she had delivered since taking up post in September 2023.

The Chair of the Standards Committee referred to her summary report and noted the Committee endorsed the Wandle Primary Promise of enrichment opportunities for all, and that committee colleagues saw the collaborative working between school leaders to be a unique opportunity for the Trust.

The Chair of the Standards Committee shared a frustration that the link role network was not operating as well as it could and therefore lacked impact in terms of meaningful and timely debate with the local tier. The Chair of Trustees advised that there was a need to articulate that the MAT was committed to aligned autonomy, and to further clarify what this meant at a local level. The co-CEO (CK) planned to deliver a message of aligned autonomy and culture at the Annual Governance Forum (09/05/24).

	Trustees were informed that a review of the Scheme of Delegation was planned to seek assurance that delegated responsibilities for WLP and Little Wandle were properly articulated. 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' – what action will be taken to tackle these issues? <i>R: (CK) we are aware that this area should be prioritised, a sustainability action plan will be put in place in due course. It is the intention to integrate sustainability to the curriculum.</i> General discussion explored the challenges related to strategising for sustainability. A trustee shared expertise gained through her professional role and the Executive welcomed her offer to liaise with the Trust's Head of Estates.	
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4. REPORTS TO NOTE		
i.	Thomson House buildings conditions survey and land charge resolution At the extraordinary meeting of the board held 20/02/24, the Executive was tasked to confirm with the Trust's legal providers that there was no risk associated with the lease on one of Thomson House School's building. In addition, trustees asked that the Head of Estates should establish whether a survey was conducted on an '<i>ancient</i>' building which would become an asset for the Trust post-transfer. The school's CDC (Conditions Data Collection) Report following a site survey visit in December 2022 was shared as a supporting paper. Trustees reviewed the report which gave a condition grading and priority rating based on a visual assessment of twelve building elements. The Chair of Trustees reminded colleagues that as a provider of state education, the Trust's estates and buildings were underwritten by the DfE to mean the buildings were in sufficient condition from which to operate an educational provision. A trustee sought further assurance that proper due diligence was undertaken on the Thomson House Estates so that capital works could be planned into the Trust's estates management programme. Q: What assurances do we have that the DfE would allocate capital funding for priority works on these buildings post-transfer? <i>R: (MS) the conditions survey shared as a supporting paper was prepared with a view to securing capital funding for priority works. A series of bids were made in the autumn term to the CIF (Conditions Improvement Fund) and the outcome to these will be known in early June. We are confident that these were strong bids, and the outcome will be positive. Should these not be successful, post-transfer we would incorporate to our CIF</i>	

	<i>bid programme and reapply.</i> The Chair of the Finance & Resources Committee was mindful that as the Trust grew, access to the CIF would cease and the Trust would instead be allocated a capital grant. She flagged the likelihood that capital expenditure would be required for Thomson House School and was keen to take learning from historical transfers into the Trust and to mitigate risk. She was certain that the Trust would identify funding to support capital works across its estate. A briefing note was sent to trustees by the Trust's consultant who led on academy conversions to explain that Thomson House School (part of the Stamp Education Trust) consisted of two sites, one of which was held as freehold possession and one was subject to a 125-year lease, ownership of which rested with the local authority (London Borough of Richmond). Trustees understood the freehold and lease would transfer to WLT at the point at which Thomson House School joined the Trust. Trustees were informed that the freehold site was subject to a legal charge in favour of the Secretary of State, and their solicitors required the charge to be discharged and a new charge entered into on the transfer date as a condition of the transfer. Trustees were provided with a copy of the legal charge and advised it was reviewed by the Trust's legal providers, Browne Jacobson, with the key points summarised. At the time of the meeting the majority of trustees had signed the directors' resolution. The remaining two trustees were asked to <u>(ACTION:) add their signature to the directors' resolution as a priority and before 27/03/24 to complete the land transaction</u> as part of finalising the transfer of Thomson House School to WLT.	
ii.	Trustee link reports Link trustees for SEND/EDI, Safeguarding, 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 safeguarding advised that the Trust Designated Safeguarding & Inclusion Lead continued to develop a set of Safeguarding Principles for the Trust. She suggested these would be available for review at the annual safeguarding forum planned for 09/07/24 and she asked the Head of Governance to <u>(ACTION:) follow up on the development of the Safeguarding Principles for the Trust and ascertain a timeline for completion.</u> It was noted that the co-CEOs continued to <u>(ACTION:) work with the Head Teachers to launch parent surveys and report outcomes at the next meeting of the Standards Committee.</u>	JB & ES AA MS &CK

	The People & Stakeholder trustee advised that she planned to <u>(ACTION:) meet with employees at Little Wandle, WLP, and in the central team to monitor wellbeing from a governance perspective.</u>	EN
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5. REVIEW AND RATIFICATION OF CENTRAL POLICY		
i.	WLT Conflict of Interest Policy It was reported that the Audit and Risk Committee considered the Conflict of Interest Policy which was drafted in response to the findings from the 2023 external audit that the finance team was not promptly informed of interests declared by one member of the board, and that related parties of a new trustee were not promptly captured on appointment. A copy of the policy was shared with the board in advance and trustees understood it served to add steps to procedures which meant that finance colleagues would be routinely fully informed of any changes to the Governance Register of Interests and the Register of Related Parties. Trustees welcomed and adopted the Conflict of Interest Policy with no further comment.	

[1905 DAVE WATSON WITHDREW FROM THE MEETING AT THIS POINT.]

6. PART II		
i.	Trustee recruitment The Chair of Trustees advised that the Nominations Committee recommended the appointment of Dave Watson as a trustee effective 26/03/24. The Chair of Trustees talked about Mr Watson's significant experience as a national leader of EDI, and believed his personal and professional attributes would add significant value to the work of the board. A trustee tested Mr Watson's time capacity to carry out a trustee role effectively and to the expectations set by the Trust. The Chair of Trustees acknowledged that, since completion of the recruitment programme, Mr Watson had taken up post as a CEO of a multi-academy trust in the Southwest of England, which meant his time could be limited. She was clear about Mr Watson's commitment to WLT, and in adding value to the EDI agenda and using his expertise to support the growth strategy.	

ii.	Trustees concluded discussion with unanimous support for Mr Watson's appointment as a trustee on a four-year term of office. The Chair hoped that Mr Watson would be able to work with the local governance community to hear their voice on EDI issues. Executive pay [see confidential minute]	
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DATES OF NEXT MEETINGS:

Trustees' Development Day	10:00am Friday 26 April at CPS
Chairs' Group Committee	6:00pm Wednesday 1 May at CGA
Annual Governance Community Forum	5:30pm Thursday 9 May at CGA
Audit & Risk (internal scrutiny planning)	4:30pm Tuesday 14 May REMOTE
Little Wandle Committee	6:00pm Wednesday 15 May REMOTE
Standards Committee	6:00pm Thursday 27 June at CGA
Pay Review (planning)	3:00pm Tuesday 2 July at CGA
Audit & Risk, Finance & Resources Committees	4:30pm Tuesday 2 July at CGA
Trust Board	6:00pm Monday 15 July at CGA

Signed:

Date:

Summary of Actions: TRUST BOARD MEETING 25/03/24

Action No	Item No	Action	Responsible	Timescale
1.	1.i	CEOs' Report provide an executive summary in the co-CEOs' report going forwards to give trustees a sense of how their executive time was directed over the past term.	MS & CK	Next meeting July 2024
2.	1.iii	Status of actions continue to work with the Head of HR to formalise the secondment and career progression programme for the Trust.	MS & CK	Next meeting July 2024
3.	2.i	Partnerships & growth undertake modelling to ascertain the benefits and risks of onboarding multiple schools in the same timeframe, with cost and resource implications.	MS & CK	Trustees' Development Day 26/04/24
4.		Partnerships & growth prepare a business case to set out the practicalities, opportunities and risks related to a cluster model.	MS & CK	Trustees' Development Day 26/04/24
5.	2.i	Partnerships & growth report to the Budget Scrutiny Workshop the contribution that Thomson House School would make to the central recharge.	EJ	Budget scrutiny 10/06/24
6.	2.iii	Governance use the new Academy Governance Guide to reform the Trust Development Plan	AA	Trustees' Development Day 26/04/24

Action No	Item No	Action	Responsible	Timescale
7.	4.i	Thomson House buildings conditions survey and land charge resolution add signature the directors' resolution as a priority and before 27/03/24 to complete the land transaction.	JB, ES	Urgent by 27/03/24
8.	4.ii	Safeguarding follow up on the development of the Safeguarding Principles for the Trust and ascertain a timeline for completion.	AA	For Safeguarding Forum 09/07/24
9.	4.ii	People/Stakeholder Engagement work with the Head Teachers to launch parent surveys and report outcomes at the next meeting of the Standards Committee	MS & CK	Summer 2024
10.	4.ii	People/Stakeholder Engagement meet with employees at Little Wandle, WLP, and in the central team to monitor wellbeing from a governance perspective.	EN	May 2024