

MEETING OF THE TRUST BOARD

Monday 15 July 2024
6:00pm – 8:10pm
 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 David Watson <i>(attended remotely and left the meeting at 7:45pm)</i> Vacancy Vacancy Vacancy	Chair of Trustees Trustee Trustee Trustee Co-Vice Chair Trustee Co-Vice Chair Trustee Trustee Since Dec 2022 Since Mar 2023 Since Mar 2023
Executives:	Christian Kingsley <i>(present until 1945, Part II)</i> Mark Siswick <i>(present until 1945, Part II)</i> Esther Johnson <i>(present until 1945, Part II)</i>	Co-CEO (Co-Chief Executive Officer) and Accounting Officer Co-CEO (Co-Chief Executive Officer) CFOO (Chief Financial Operating Officer)
Also in attendance:	Andrea Arbiter	Head of Governance

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 and progress against KPIs – Data Dashboard (Jun24) – Policy matrix – Risk Register (Jul24) – Committee and link reports – SU 2024 – WLP Executive Report – 2024/25 Internal Scrutiny Plan – Little Wandle Executive Report – CFOO Report to the Finance & Resources Committee (Jul24) | <ul style="list-style-type: none"> – 2024/25 Budgets and Three-Year Plan – 2023/24 Complaints Report to the Board – Safeguarding Policy – Complaints Procedure – Whistleblowing Policy – Pay Policies (Trust and Thomson House School) – Appraisal & Capability Policies (Trust and Thomson House School) |
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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. With prior agreement from the Chair, Dave Watson joined the meeting via video link. On behalf of the Board, the Chair welcomed the report from the co-CEOs, and thanked those who had contributed to provide the appropriate level of information for trustees.	
ii.	Annual declaration of interests and conflicts of interest for the meeting When asked by the Chair, trustees confirmed there were no new pecuniary nor non-pecuniary interests declared in the period since the previous meeting nor raised specifically in relation to the meeting.	
iii.	Minutes of the previous meetings and status of actions The minutes of the previous meeting held 25 March 2024 were agreed as accurate reflections of the discussions and were authorised for signature by the Chair. The Head of Governance talked through the status of actions from the previous meeting and noted those which were completed, ongoing, or would be covered	

through the meeting agenda or were now delegated to sub-committees of the board.

2. STRATEGIC QUESTIONS: CO-CEOS' REPORT TO THE BOARD

i. (Strategic Driver 7) Partnerships & growth

Trustees used the information provided in the co-CEOs' report to frame their questions and focus discussion.

In advance of the meeting, trustees asked the questions: **Q: What progress has been made with regards growth in the period since the last meeting? What are the key considerations for the Board?**

The co-CEOs referred to their report and said growth was a fast-moving piece, and there was accelerated interest from schools wishing to join a multi-academy trust; expressions of interest in Wandle Learning Trust were high particularly in comparison to the previous year.

The co-CEO (MS) updated trustees on the conversations happening with schools and trusts interested in joining Wandle Learning Trust specifically, and outlined where each was positioned in their journey towards transfer or merger.

Trustees were interested to learn more about those schools which had entered into discussions since the last meeting. The co-CEO (MS) talked about a potential merger with a two-school multi-academy trust (MAT) located close to Paxton Academy, and he was enthused about the possibility of creating a geographical cluster. A trustee noted that the primary school within the two-school MAT was operating under a Requires Improvement (R.I.) judgement. **Q: Given that one of these schools currently has an R.I. judgement, to what extent have you considered our capacity to deliver the targeted intervention that we know is required to enable rapid school improvement?**
R: (MS) we were connected with this school via its work with our hubs which suggests a school improvement programme is underway. We would need to conduct further investigation to fully understand the school's requirements.

The Chair suggested that a 'merger' with another multi-academy trust was a simpler procedure than a transfer of a maintained school. A trustee countered that the legalities of a merger might be easier to manage but there would still be work to do to achieve alignment between the two organisations. The Chair clarified that schools which were already academised understood trust structures which meant they were aware that responsibilities would be delegated by the Trust Board.

In advance of the meeting, trustees had asked **Q: What further information is required the board to support decisions for growth?** and **Q: How can we be**

comfortable that there is sufficient capacity to support due diligence and onboarding processes?

A trustee was excited to learn that the Trust was being routinely approached by schools, and he said this exemplified the brand of Wandle Learning Trust. However, the trustee emphasised the importance of creating a business strategy to ensure there was sufficient infrastructure within the Trust to meet the demands of growth. He believed this strategy should work to articulate the Trust's unique selling points and the way in which the offer could be scaled-up.

The Chair responded that the co-CEOs were building their knowledge of successful school improvement models and planned to work with the CFOO to build the strategy from a business perspective.

The Chair said it was essential that the Trust prepared itself for imminent growth. Trustees agreed it was wise to take learnings from the recent onboarding of Thomson House School and identify and address gaps in procedure. The Chair suggested that there was need to increase the focus on the challenges of school buildings as part of the due diligence process. A trustee suggested it would be sensible to arrange a series of frequent and focused meetings to enable rapid and informed decision-making from the board.

A trustee raised that consideration must be given to how the Trust's culture and ethos was aligned to those schools which joined it whilst enabling them to retain the characteristics valued by the individual communities they served.

The co-CEOs committed to **(ACTION:) develop the growth strategy underpinned by school improvement and the infrastructure required to enable sustainable and scalable delivery.**

**CK &
MS**

ii. (Strategic Driver 4) Equity, diversity, inclusion

In advance of the meeting, trustees asked the questions: **Q: How should the board consider stakeholder voice to inform planning of the EDI strategy? What are the next steps towards creating a Trust EDI strategy, and the Trust's Equalities Objectives?**

The co-CEO (CK) recapped on the Equalities Objectives which were agreed by the Board at the Trustees' Development Day held 26 April 2024. Trustees were advised that the Trust's Equalities Objectives had been cascaded to the Head Teachers to inform objectives for each school. The co-CEO (CK) said it was for the academy committees to support the development of these local equalities objectives, and to monitor and evaluate the delivery of them in their school.

The trustee link for EDI believed there was an opportunity to engage local governance stakeholders in the conversation, and she strongly encouraged the use of the EDI link group as subject matter experts.

The Chair reminded trustees that it was the responsibility of the board to define a Trust-wide strategy and to hold leaders to account for the effective delivery of it. She suggested it would be appropriate to commission external expertise to develop the initial strategy which could then be shared with academy committees for input.

The co-CEO (CK) shared that he had explored within his CEO networks as to how EDI strategies were developed and delivered in other Trusts. He gave an example whereby the Head of HR took ownership of the Trust-wide EDI strategy so that resources were properly targeted for effective delivery.

A trustee believed it was essential for the Board to create opportunities for trustees to listen to stakeholders. He noted that outcomes from the Trust-wide employee wellbeing survey suggested there was some dissent on EDI, and this should be acknowledged and responded to by the Board. The CFOO agreed this was a good idea as she felt it would be valuable for the Board to gain an understanding of the challenges faced, to learn about stakeholder experience, so that a clear way forward could be planned.

A trustee spoke of the need to ask what success looked like for the Trust and to determine its aim, that is, to be anti-racist or to be equitable. He was clear in the importance of this debate so that the Trust could define its success criteria and cultural vision, which could then be translated into Key Performance Indicators with which to measure success.

A trustee shared experience that the EDI strategy would take time to deliver; bias was often embedded to the culture of an organisation, and it was for the Trust's community to understand how bias could be addressed to change culture over a period of time.

Another trustee commented that it was not enough for the EDI strategy to be owned solely by the Board; cultural change must be felt throughout the organisation. A trustee agreed that to form an EDI strategy contextual knowledge of the organisation was required and he challenged that the Board must be fully convinced in securing the most appropriate resource to do this.

A trustee reminded colleagues that an EDI strategy must be underpinned by the Equalities Act, and should incorporate all protected characteristics, not to be focused on Race alone.

Members of the Board talked about the action needed to move forwards. The Chair summarised there was consensus reached in terms of what was needed, that stakeholders' views should be considered, and that the strategy should be owned internally. The co-CEOs were tasked to **(ACTION:) present a timeline and pathway to delivery of the EDI strategy at the next meeting.**

**CK &
MS**

iii.	(Strategic Driver 6) Finance and operations In advance of the meeting trustees asked the questions: Q: Are we confident in the financial plan and longer-term financial sustainability in each area of the Trust? What assumptions have been made? Where are the risks, and how are these being addressed? The Chair of the Finance & Resources Committee signposted colleagues to the written report from the CFOO which presented the final budgets for each of the schools, Wandle Learning Partnership, Little Wandle, and the central budget. The Committee Chair was pleased to tell members of the Board that balanced budgets were achieved for each of the schools with an acknowledgement that the financial landscape continued to present challenges. She flagged that Paxton Academy was able to balance its budget for the first time since joining the Trust, and this was because income was increased through pupil growth and the opening of its Nursery from September 2024. The Committee Chair cautioned that the budget for Ravenstone Primary School was most pressured. When asked by a trustee, the CFOO confirmed that budgets assumed a three percent inflation on teachers' pay whilst awaiting clarity from the new government on how the award would be funded. Trustees were told that Wandle Learning Partnership was permitted to set a deficit budget to offset accumulated reserves. The Committee Chair drew attention to the forecast surplus for Little Wandle which continued to grow year-on-year. Trustees were assured that expenditure was planned through 2024/25, but they acknowledged there was a lack of manoeuvre for spend until there was greater certainty regarding ownership of the project. The CFOO advised that the Little Wandle budget would be further amended to reflect a staffing allocation to a post which was currently vacant; surplus would be reduced by approximately £71k. The Committee Chair explained that guidance from the ESFA (Education Skills Funding Agency) advised Trusts to hold reserves at between six and eight percent of GAG (General Annual Grant) income. She told colleagues that reserves for the schools were held at the lower end of this range and could be pressured should capital spend be required at Ravenstone Primary School and Thomson House School. A draft three-year financial plan was shared as a supporting paper. The Chair of the Finance & Resources Committee advised it was the intention for the Trust to submit a balanced Budget Forecast Return (BFR) to the ESFA by 29 August 2024. She explained that the CFOO had been tasked by the Finance & Resources Committee to detail the assumptions necessary to achieve a balanced BFR.	
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	A trustee requested that the Committee be provided with information to show where the key financial sensitivities were for each school, for example, pupil numbers, so that these could be closely tracked by the Committee to inform its decision making through the year. The CFOO took an <u>ACTION: to review the information presented to the Finance & Resources Committee in the revised budgets so that financial sensitivities could be tracked.</u> A trustee was interested to understand the mechanism in place to track variances in the budget performance. The CFOO advised that variance to budget would be tracked in the forecast and picked up when budgets were revised for Period 5. All members of the board were assured of financial sustainability across the Trust, and that areas of risk were well mitigated. The Board voted unanimously to ratify the 2024/25 budgets and BFR as recommended by the Finance & Resources Committee.	EJ
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3. REPORTS FOR DISCUSSION		
i. a)	Committee summary highlights, including Local Academy Committees Trustees welcomed the summary reports of committee meetings which took place during the second half of the summer term. The Chair talked through each summary and extracted key themes and the matters raised for the Board's attention. Chairs' Group Committee Referring to the report from the Chairs' Group Committee, trustees asked the co-CEOs to talk to the point made by academy committees about the variances in offers between the local authorities which were spanned by the Trust. Trustees considered the options available to the Trust in addressing these differences and they sought assurances that no school would be disadvantaged by its local authority. Several trustees believed it was important to gain clarity on the level of support offered by each local authority and suggested that the Trust could act to create parity for its schools. The co-CEOs responded that local authority offers were complex and were often crossed between Education and Health; it would not be possible to achieve real parity for all schools and services should be built into school's budgets if required. The Chair drew attention to the specific issue of external validation and reporting of school improvement to academy committees. The co-CEO (MS) advised that schools in Wandsworth were assigned a link inspector who reported on their visit with findings and recommendations. It was the opinion of the co-CEO (MS) that	

	these visits were part of the local authority fulfilling its responsibility to keep in touch with schools and were not meaningful in terms of school improvement. The co-CEO (MS) said that Trust-led peer reviews were effective in terms of driving school improvement, but reporting on these reviews was not yet formalised. Trustees agreed that as the Trust continued to grow, leaders should seek to be aware of differing offers between local authorities, particularly for children with SEND.	
b)	Audit & Risk Committee Trustees were made aware by the Chair of the Audit & Risk Committee of the intention to launch a tender process for external audit for the year ending 31 August 2025.	
c)	Finance & Resources Committee The Chair of the Finance & Resources Committee recapped on her summary report and highlighted that operating costs for the central team were not fully funded by the current level of recharge (6% of GAG) paid by the schools. She told colleagues that the Committee had impressed upon leaders that greater investment should be made to enable sufficient capacity in the business infrastructure to prepare and support organisational growth.	
d)	Little Wandle Committee [see confidential minute]	
e)	Academy Committees The summaries from the academy committees were shared, and trustees were concerned that attendance from local members was low and that a high number of apologies had been received for the meetings held in the latter part of the summer term. The Chair acknowledged comment from an academy committee that it felt there was little feedback from the board on the matters raised for its attention. The Head of Governance advised she would review and streamline governance reporting over the summer holiday period and would build in a mechanism for additional feedback from the board to the local tier.	
ii.	Trustee link reports Trustees welcomed the summary reports of the link group meetings which took place during the summer term. The Chair talked through each summary and invited the link trustees to raise matters for the board's attention.	

a) b) c) d)	Health & Safety The link trustee told colleagues that the key area to note was concern raised by the Head of Estates about his strategic capacity to support organisational growth. She advised that a large proportion of his time was spent on the day-to-day premises operation, and she urged the Executive to consider this as part of the wider piece on business infrastructure. SEND & EDI The trustee linked to SEND and EDI was comfortable that the content of her report had been mostly covered during the meeting. She relayed the request from the link group that, mindful of natural overlap between SEND and EDI, the role should be split into two distinct areas. Trustees agreed a division of the role would be a sensible approach given that SEND and EDI were separate strategic priorities for the Trust. The Chair took an <u>ACTION: to liaise with trustees to identify and assign the EDI link role in preparation for the start of the autumn term.</u> People & Stakeholder Engagement The trustee linked to People and Stakeholder Engagement reported that attendance and engagement in the link group was good. She advised that a significant proportion of discussion was in relation to employee wellbeing, and she planned to encourage greater consideration of engagement with other key stakeholders, including the wider communities. Trustees thanked the People & Stakeholder link for supporting the governance evaluations of head teacher wellbeing, and they were pleased to learn that head teachers felt well supported by their academy committees. The trustee link shared a point raised by an academy committee regarding a perceived lack of budget allocation by the Trust to fund employee wellbeing strategies. The Chair suggested there remained scope to build academy committees' understanding of the way in which the Trust was funded, and that each school should allocate budget to initiate employee wellbeing strategies within the local context. Safeguarding The trustee linked to safeguarding was pleased to report that each academy committee was represented at the Safeguarding Forum held 9 July 2024, and that the forum was also attended by the Designated Safeguarding Leads (DSL) from Chestnut Grove Academy and Chesterton Primary School. The trustee took the opportunity to commend the Trust's DSL for adding significant value across the Trust during her first year in post. She said that the	SMat
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	safeguarding links appreciated hearing from the Trust DSL at the forum about her strategic successes and her priorities for the new academic year. The trustee link used the Trust DSL as an example whereby ownership of expertise at Trust level aided effective delivery for the whole organisation.	
iii.	Other matters from the co-CEOs' report In their written report, the co-CEOs informed the board on key activity in the Trust in the period since the last meeting, and coded progress against the strategic aims. The following areas were brought to trustees' attention:	
a)	2024/25 Internal audit plan In the co-CEOs' report to the board, trustees were informed that the Audit and Risk Committee had agreed the following areas would be included in the 2024/25 scope of internal audit: 1. GDPR compliance 2. Health & Safety / Estates 3. ICT (follow-up) 4. Business Continuity and Disaster Recovery	
b)	Safeguarding, including attendance, behaviour, mental health. The Trust commissioned SAFE to conduct a trust-wide safeguarding audit led by the Trust's DSL. Each school's audit resulted in individual school priorities which have been shared with the academy committees, and a trust-wide action plan which was developed and owned by the Trust's DSL. At the annual safeguarding forum held 9 July 2024, the Trust DSL updated head teachers, DSLs, DDSs, and safeguarding links on the safeguarding priorities across the Trust and the 2024 changes to Keeping Children Safe in Education. All trustees were encouraged to make all efforts to <u>(ACTION:) attend the training planned for 10 September 2024 on the Governance role in safeguarding.</u>	All trustees
c)	Update on the employee wellbeing survey. Trustees were reminded that the employee wellbeing survey ran during the autumn term, and that 55% of the workforce participated in the survey. In their report to the board, the co-CEOs outlined the action which had been taken by leaders in each school and service in response to the respective survey outcomes. At the time of writing the co-CEOs were unable to share action taken at Paxton Academy.	

d) e) f)	Self-evaluation of governance Trustees were thanked for using the tools provided to contribute to the trust-wide self-evaluation of governance. The board was informed that outcomes for each academy committee's self-evaluation was shared with chairs and vice-chairs and were used to evaluate progress against governance development objectives and to inform plans for the coming year. Trustees expected a full analysis of the self-evaluation process in the autumn term. Sustainability A trustee pressed the Executive to give the reasons for the lack of progress against the strategic objectives for sustainability. The Executive responded by telling trustees that progress was slower than expected simply because of the limited capacity within the team. General discussion explored the challenges related to strategising for sustainability. A trustee noted that sustainability was wide-ranging and included many elements of the Trust's strategic plan, for example, EDI and workforce. Trustees agreed it was important to be more explicit on priorities and the order in which these should be tackled. The co-CEO (CK) offered a view that pupils would elevate environmental sustainability to the highest priority for the Trust. Annual report on complaints The annual report and analysis of complaints tracked and audited across the Trust during the past year was prepared by the Head of Governance and welcomed by the board. Trustees noted that the report also included written appeals made by parents against the head teacher's decision to suspend a pupil for a fixed period of time. The Chair noted the report's conclusion that: • There were relatively few complaints given the national context. • The Trust had an effective strategy for dealing with complaints as referenced by the report. • There was a growing bank of expertise within the Trust, for example, Head of Governance, Trust DSL. • Local governance was critical in the process.	
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	- Members of the local governance community had become upskilled by hearing complaints from different settings, and this had strengthened support within the Trust community. - Early communication from the schools was key to de-escalating complaints but there was an accepted inevitability that some complaints would be escalated as individuals pursued a particular agenda. A trustee shared her experience of acting as a Stage 3 investigating officer and as a member of a Complaints Panel. She believed that a large proportion of complaints are generated through miscommunication, and by a belief from the complainant that their voice is not being heard by the school in respect to their child. The trustee asked colleagues to consider ways in which to convey empathy and promote collaboration between parties. She was of the view that current procedures seemed adversarial, and she felt better resolutions could be achieved through earlier intervention and mediation. The co-CEO (CK) countered that the Trust followed the model Complaints Procedure from the Department for Education, and he pointed out that Stage One of the procedure encouraged all parties to resolve a complaint informally which could include mediation. He shared his experience to evidence that mediation was not always successful and there would inevitably be instances when a formal complaints procedure was necessary.	
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4. REVIEW AND RATIFICATION OF CENTRAL POLICY		
i. WLT Safeguarding Policy	The Safeguarding Policy was shared, and trustees noted it had been reviewed in detail by the trustee link for safeguarding and her counterparts across the Trust. Trustees were advised that the policy was slimmed down, and repetition of Keeping Children Safe in Education was removed. Trustees noted that the policy was consistent across the Trust with only minor personalisation to schools regarding local authority and school-based personnel. The board approved the Safeguarding Policy with no further changes and understood that personalised versions would be approved by the academy committees in the autumn term.	
ii. WLT Whistleblowing Policy	Trustees received the Whistleblowing Policy which had been reviewed in detail by the Finance and Resources Committee. Trustees were briefed that the policy was updated to include Thomson House School, Little Wandle, and the central team. Trustees noted that a formal reporting process was updated to be explicit for non-school based employees.	

	The board approved the Whistleblowing Policy with no further changes and understood that it would be shared with the academy committees in the autumn term.	
iii.	WLT Complaints Procedure Supported by the findings of the annual report on complaints, trustees received the updated Complaints Procedure and agreed the recommendation that an investigation by the co-CEOs should be removed to leave four stages in total meaning that Stage Four of the process would be a panel hearing. Trustees agreed the proposed amendment which stated that any member of the governance community could act as a Stage Three investigating officer instead of this responsibility falling only to the chair. Trustees recognised that drawing on the expertise of the wider governance community improved the experience for stakeholders, investigations were objective and separated from the management of the school, and governance workload was evenly distributed. The board approved the Complaints Procedure with no further changes and understood that it would be shared with the academy committees in the autumn term.	
iv.	Pay Policy (WLT and Thomson House School) Trustees received the respective Pay Policies for the Trust and for Thomson House School which had been reviewed in detail by the Pay Committee. Trustees were briefed that the policies were updated to remove links to performance related pay to reflect the government's decision to abandon performance related pay from September 2025. A trustee flagged that, unlike the Pay Policy for Thomson House School, the Trust's Pay Policy did not reference non-teaching staff. The board approved the Pay Policies with the caveat that the CFOO would <u>(ACTION:) arrange for the Trust's Pay Policy to be updated to include non-teaching staff.</u>	EJ
v.	Appraisal & Capability (WLT and Thomson House School) Trustees received the respective Appraisal and Capability Policies for the Trust and for Thomson House School and were briefed that the policies had been updated to reflect the scheme of delegation regarding capability procedures. The board approved the Appraisal and Capability Policies with the caveat that the CFOO would <u>(ACTION:) arrange for the Trust's Appraisal and Capability Policy to be updated to include non-teaching staff.</u>	EJ

	A trustee referred to the output from the employee wellbeing survey which related to the effectiveness of appraisals and felt it would be helpful for the board to understand how opinion on appraisal varied between teaching and non-teaching staff.	
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[1945 THE EXECUTIVE WITHDREW FROM THE MEETING AT THIS POINT. DAVE WATSON ALSO LEFT THE MEETING.]

5. PART II		
i.	Performance management of the co-CEOs [see confidential minute]	

6. CLOSING THE MEETING		
	The Chair closed the final meeting of the academic year with gratitude to all members of the Board for their continued contribution to the strategic development of Wandle Learning Trust. She appreciated the value which was added by each individual trustee. She offered catch ups over the summer holiday period.	

DATES OF NEXT MEETINGS:

Nominations	3:30pm Thursday 12 September at CGA
Trust Board	6:00pm Thursday 12 September at CGA
Audit & Risk / Finance & Resources	4:30pm Wednesday 25 September at CGA
Chairs' Group	6:00pm Wednesday 16 October at CGA

Signed:

Date:

Summary of Actions: TRUST BOARD MEETING 15/07/24

Action No	Item No	Action	Responsible	Timescale
1.	2.i	Partnerships & growth develop the growth strategy underpinned by school improvement and the infrastructure required to enable sustainable and scalable delivery.	CK & MS	November strategy
2.	2.ii	Equity, diversity, inclusion present a timeline and pathway to delivery of the EDI strategy at the next meeting.	CK & MS	Next meeting 12/09/24
3.	2.iii	Finance and operations. review the information presented to the Finance & Resources Committee in the revised budgets so that financial sensitivities can be tracked.	EJ	Period 5 January 2025
4.	3.i.d	Little Wandle Committee inform trustees of the outcome to the meeting with Price Bailey Accountants	JN	Priority
5.	3.ii.b	SEND & EDI liaise with trustees to identify and assign the EDI link role in preparation for the start of the autumn term.	SMat	Priority
6.	3.iii.b	Safeguarding attend the training planned for 10 September 2024 on the Governance role in safeguarding.	All trustees	10/09/24
7.	4.iv	Pay Policy (WLT) arrange for the Trust's Pay Policy to be updated to include non-teaching staff.	EJ	Priority
8.	4.v	Appraisal & Capability (WLT) arrange for the Trust's Appraisal and Capability Policy to be updated to include non-teaching staff.	EJ	Priority