



Full Board Meeting Minutes

Monday 30th September 2019

Present:

Vic Millard (VM)– Chair of Directors
 Katy Quinn (KQ)– CEO/Principal, ML
 Jon Newman (JN)– CFO
 Scott Deeming (SD)– Trust Clerk/COO
 Sam Trevorrow (ST - GUEST)

Jan Caig (Chair of LGB KK – Co Opted)
 Pat Henchie Director(PM)
 Chantelle Mashiter Director(CM)
 Val Jeffries (VJ - GUEST)

Apologies: AF

Meeting opened at 10.09am

30.09.01 Welcome from VM. Formal introductions from each above - to welcome guests.	
30.09.02 – Apologies VM advised that he had received the formal resignation of Andrew Flanagan from the board. VM proposed accept. Seconded by KQ. Carried.	SD
30.09.03 – Declaration of Interests. CM will be moving her employment to South Devon College from October 2019	
30.09.04 Appointment of New Directors - Jan Caig – Co-Opted, alternating with Nick Tallamy from Cockwood as LGB chairs representative. KQ proposed, PH seconded. VJ as new Director – VM proposed, CH seconded. Carried. ST as new Director - PH proposed seconded by VM. Carried. SD to action all necessary appointment processes.	SD
30.09.05 Minutes of previous meeting - Changes to SofD completed and new Terms of Ref agreed in FARM. Monitoring of LGB minutes. Revised cycle to be looked at in January 2020. VM – Timeliness of synchronising meetings (Trust/ committees/LGB's) is not currently appropriate. Levels of scrutiny and challenge need more time between meetings to have any real value. Agree a wider timetable of meetings to allow for more cohesive action/response. JC – LGB worked back from Trust meeting dates. Liaise with Clerks. KQ – concerned with a lag – hence agreeing the current schedule of dates. Want information to be current and awareness of LGB actions and decisions made. JC - With current time scale – appreciate minutes come in final draft from LGB Clerks. VM – believe we should maintain the six meetings annual format. KQ – December dates need to stay as agreed, due to audit completion timetable. Chairs of LGB to agree with CEO a meetings structure to allow a sufficiently diligent timetable for effective understanding, scrutiny and challenge. Report from Kieran Hassler on Finance – awaiting final report. Need for extra Directors – two potentials have been identified to meet with KQ/VM. Possible guest invites to December meeting. CM – Are there any gaps on the LGBs? SD to	KQ/SD/ LGB Clerks/ Chairs of LGB Chairs of LGB/CEO JN KQ/VM SD

<p>email LGB Clerks to raise at next meeting. VM – objective overview regarding the sites (estate condition) at each school. KQ – advise us of key issues with buildings etc. Directors/governors training date has moved to October 16th between 6-8 pm at Exeter Road. JC – is it an open invite to all LGB governors? VM – Yes, intention was always that all should try to attend. VM – strongly believe the session needs to be information driven. It is an opportunity for all to discuss the areas of the new structure that are unclear or may be confusing. KQ. -use real examples and answer some of those questions that have been raised from LGBs/Schools. Useful time to go over some key points. PH – debate/discussion may not be beneficial and may just create more confusion. Need to agree a framework. KQ – agree what accountabilities that now sit with LGB’s and those that sit with the Trust. JC – good that a review of SOD will happen within 12 months. More direction is key. KQ – Summer term review ready for September 2020. Work to look at agenda for the training. Minutes accepted - signed by VM.</p>	KQ
<p>30.09.06 CEO Report - KQ - New RSC lead appointed for the SW and key priorities explained. Osprey Trust vision – adapted. 3 Cs were agreed between the now expanded Trust schools. These have been shared at the LGB meetings. JC – need to ensure that the vision of the Trust matches with the vision of Kenn/Kenton. KQ -Trust update – appraisal paperwork agreed trust wide for this year. Review in January after current appraisal process completed in each school. Head Teacher/Principal moderation agree ahead of Trust pay progression. VM – aligning vision? JC – expect local visions to be more tailored to local context – but linked to the Trust vision. PH –am sure the Board recognises the importance of matching the Trust and local visions. KQ – changes to TLT practices to reflect the expanded Trust. VJ – much more outward looking now we are expanded. Structure needs to be there to refer to. ST – message from the vision is key and understanding of the ideal behind it. Many other Trusts have failed to keep this at the forefront of their minds. KQ – Appraisals are underway with Heads/Principals in the Trust schools. Targets to be shared at next board meeting. Web Developer meeting in October. – add to Board agenda next meeting. HMI visit booked in to work with Mill Lane – to look at curriculum provision. Heads/Principals to part of the process. Report to be shared at next meeting. ST – new Directors – Diocese discussion. Obligation regarding representation. PH/VM signed off by the Diocese currently. KQ – VM/PH statutory obligation. ST – with Board growth consider this moving forward. KQ - Member level is ok’d. Awaiting notification from Sarah Owen at Diocese. ST- Double check Articles regarding new Directors appointments.</p>	KQ KQ KQ KQ/SD
<p>30.09.07 Scheme of Delegation - Performance/Operations – changes to wording in SoD</p>	SD
<p>30.09.08 Performance - Documents distributed to Directors. End of summer 19’ data. KQ -explain the structure and RAG rating for the categories included on the summary. Allows for some top - line comparison of all the Trust schools. Useful to work together in key areas. Conscious need to look outward to other secondary schools to support Exeter Road. CM – quality T and L is key. Add key targets to the documents for each individual school.</p>	KQ
<p>30.09.09 Finance/Audit/HR Report – First meeting held earlier this morning. Minutes to be distributed to Directors from committee. Internal audit by newly appointed accountants (Thompson Jenner) has just been completed. Annual external audit (Francis Clarke) starts next week. This will be managed by JN. End of year figure to be finalised. JN – Internal audit meeting is being set up for October. VM – Important to note that (in line with good governance) the internal and external auditors report to the Trust board, and do not report to operational staff within the organisation. This allows the board the clarity and authority to scrutinise and action objectively and properly. JN – Reserves – within the Company Report. Historically at TCS the target for reserves has been 200k. Consider that as an expanded trust this should increase to 350k. VM – board will appreciate that such a target is one that we will need to work towards, as for many reasons, our current reserve position is much lower Believe this target is appropriate. JC – What are the reserves currently? JN- £70,000 unrestricted – but will be confirmed at</p>	KQ JN

<p>the annual audit. JC- reserves from the primaries that have joined are high in relation to their size. Decisions on how the reserves are spent has to be weighed on the basis of choice vs. necessity. VM – Request that JN produce summary paper on rationale for reserves target figure at £350k. This to be available for external audit. Care must be taken to ensure that the Trust has robust monitoring in place to protect those reserves brought by the joining schools. Decisions on how to manage and spend reserves must be made at the Trust table. JN – we are now working almost a year ahead on predicted budgets going forward to allow a more positive impact on figures for next year. ST – Financial arrangements between schools in the Trust? JN – we are not GAG pooling – school’s get full allocation and a Trust central charge. Certain elements that are Trust wide are factored in also. Schedule is clear. Set at a % of income, but not all income that schools have. KQ – schools keep income that is unique to their setting (PP/SEN) Set up to allow Trust and LGBs to look at monthly figures that are up to date. ST – How much do Astro/ALIVE generate? JN – Currently, the surplus from Astro is offsetting the ALIVE shortfall. This is under significant and current review. KQ – Personnel issues reflect some of the challenges that are currently within ALIVE. Again, under review. VM – needs reporting at next board. ST – Sensible approach. KQ – Separate company for income. TES. Subsidiary company.</p>	<p>JN</p> <p>JN/SD/KQ</p>
<p>30.09.10 Operations Report – SD- Site visits completed at all Trust schools. Links made with NPS/TFQ to look at CIF bids. Kenton exterior wall – QS visited, Works at ML, Hall floor, October half term. Moving forward – TES operations. Continue to align contracts as they need to be (cost saving) Update at next Board on next steps at next meeting</p>	<p>SD</p>
<p>30.09.11 Ethos. PH to pick up under her responsibility as Director for ethos. KQ – Invited PH to visit the Trust schools with her during next cycle of visits.</p>	<p>KQ/PH</p>
<p>30.09.12 Appraisal update. See above.</p>	
<p>30.09.13 LGB minutes. See KQ summary of minutes document. VM – Not entirely confident that summarising of LGB minutes is a sufficiently diligent way of monitoring the business of the LGB’s? Concern that issues may be missed or ‘under scrutinised’ by a summary. As chair would wish to ensure still see LGB minutes in their entirety. Discussion on recruitment authorisation for LGBs: JC – view has been that must take word of LGB and the process they have followed. VM – SOD clearly identifies the process involves appointment authorisation from Trust board - which has final accountability. In most instances this will be a formality, but we need to consider the ‘worst case’ scenario - when appointments could go wrong. Pen portrait/report from Chair of LGB beforehand? Agreed this to be the process going forward. VM – in terms of recent appointments made at K/K (James Moffit/Will Dale/Peter Jones) – as these have been made prior to this discussion, they should proceed without further scrutiny. KQ – proposed. VM – seconded. Nick Tallamy – Cockwood. Appointment as Chair for two terms. Peter Jones, co-opted July 2019; James Moffatt, co-opted September 2019; govs with changed status - me, moved from L.A. gov to co-opted gov June 2019; Will Dale, change from co-opted gov to parent gov September 2019; Leigh Mansfield, change from parent gov to co-opted gov September 2019 – Parent Govs. Approved.</p>	<p>KQ</p> <p>SD/KQ/LGB’s</p>
<p>30.09.14 Date of next meeting – Discussion above re dates. Agreed to continue with the 16th December 2019 date.</p>	

Meeting closed at 12.47