

**MINUTES (awaiting Board acceptance)  
of the Full Board meeting of the Directors of Osprey Learning Trust  
held on Tuesday 6 October 2020 at 9.30 am  
via MS Teams online due to COVID-19 social distancing restrictions.**

<b>Present:</b>		
<b>Name</b>	<b>Title/Role</b>	<b>Initials</b>
Jan Caig	Director & Chair of Governors, Kenn and Kenton Federation	JC
Pat Henchie	Director	PH
Jon Newman	CFO	JN
Katy Quinn	Director & CEO	KQ
Paul Lilley	Director	PL
Nick Tallamy	Chair of Directors & Chair of LGB, Cockwood Primary School	NT
Katie York	Director	KY
Gaby Willis	Clerk	GW
Chantelle Mashiter	Director & Chair of Audit, Risk and Finance Committee	CM
Sam Trevorrow	Director	ST
<b>Apologies:</b>		
Valerie Jeffrey	Director	VJ
<b>Absent:</b>		
Vic Millard	Director	VM

**Action**

1	Welcome: NT opened the meeting at 9.30 am and thanked everyone for attending.	
1/2.1	<b>Apologies:</b> VJ. NT stated he has also received notice from VJ of her resignation from the Board for personal reasons. NT has spoken to VJ and with great sadness needs to propose to accept her resignation with immediate effect. AGREED. NT thanked VJ for her time on the board and contributions specifically with the Policy Review Group which she was a member of.	
1/2.2	<b>Declarations of interest:</b> None received.	
1/2.5	<b>Acceptance of Director Resignation:</b> NT reminded Directors that an email was received from VM on 20 September 2020 advising of his decision to resign from the OLT Board. NT proposed this resignation be accepted. Vote taken as follows: For: 8 Against: 0 Abstained: 0. <b>Duly ACCEPTED.</b> NT confirmed that VM has also resigned his position at the TCS LGB and NT wished to recognise VM's contributions to both the TCS schools and Trust over the years.	
1/2.3	<b>Proposal for Chair:</b> NT explained the situation is different this year and he has discussed with GW and KQ in the main a proposal to put to the Board as an interim measure in this time. Due to all the circumstances that we have had over the last 6 months NT proposed delaying the election of a new chair until the new year. This would allow the culmination of many issues and give an opportunity to react to audit reports and the governance review when provided. It would retain continuity of leadership and positions to take us into December when the Trust accounts need to be approved and signed off. NT proposed an EGM of the Full Board be held in January 2021 to elect a new chair which would allow the board to restructure with the benefit of the independent governance review and recommendations arising from that. There is an expectation that one recommendation will relate to LGB	

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	<ul style="list-style-type: none"> <li>• Agree with all. Same concerns with communications and ensuring there are enough directors. Stability is needed in the short term.</li> <li>• Practical proposal at crossroads period. Like independent board idea – providing due governance is attached to that. Should be looking for a choice of directors not just because want to be one. Need to ensure right people with right skills and ethos in terms of why they want to be a director. Challenge chairs and head teachers – great pool of parents and talent. Agree with the point about contribution of Chairs of LGBs to the forum with robust challenge.</li> </ul> <p>NT confirmed the Board will review any prospective governors. It was noted from KQ that we have developed an application form now so it is a process, and the preference would be to pass those through directors to review. Confirmed Academy ambassadors is a free of charge brokering service to bring together Trusts and schools and those seeking to take up a governance role. NT thanked everyone for their comments. <b>A formal vote was taken on the proposal to delay election of new chair until January 2021 and continue with NT as Chair of Directors until that point. NT was not eligible to participate in this vote:</b> For: 7 Against: 0 Abstained: 0</p>	
1/2.6	<p><b>Future meeting dates:</b> 15 December meeting is primarily to adopt and sign off the accounts and also an official opportunity to get together and discuss the completed governance review report. The proposed date of the EGM is 12 or 19 January. <b>Action: Confirm availability to GW.</b> NT ran through other dates to be diarised, as per the agenda.</p>	
1/3.1	<p><b>Minutes of previous meeting – matters arising:</b> NT stated the obvious matter relates to the discussion in the Part II minutes (covered in Part II minutes of this meeting).</p> <p>Other matter relating to progress group from Rob Haring from Westcountry Schools Trust. KQ reported she and KY had discussion around progress group. Few IT difficulties this week but KQ met with educational outcomes gov and JPO to scope out what group will look like. Now to do TOR. Rob visited yesterday so KQ will pick this up in her report later in the meeting.</p> <p>Acceptance of minutes: para 5 first 4 lines doesn't run logically. Should be compiled rather than complied. <b>Action: GW and KQ to have review and amend appropriately.</b> Minutes <b>ACCEPTED</b> as a true and accurate record, subject to that amendment.</p>	GW
1/4.1	<p><b>Admission Arrangements for 2022-2023:</b> These need Board approval and then go through consultation. The arrangements for Kenn go to the Diocese. There is parent consultation and then they will be brought back subject to no further changes to fully ratify for February Board meeting. Vote taken to accept proposed changes to the welcome pages for Kenn and Kenton, and small changes to TCS ER oversubscription criteria – all as per the LGB comms sheets. For: 8 Against: 0 Abstained: 0</p>	
1/5.1	<p><b>COVID Risk Assessments for schools:</b> Updated versions have been uploaded onto the portal via GW and are available to all Directors to view. NT confirmed LGBs to keep in contact with HT every 2 weeks to see if changes have been made. If none, then no further action is required as most up to date RA is in place. If so</p>	

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	<p>then it is to be updated and sent to GW for publishing on the portal. Signed notes to be added and record of discussions rather than formal minutes when recording the changes and retained by local clerk for that process. NT invited questions. None. It was noted there is a query on comms sheet for KK and TCS later.</p>	
1/6.1	<p><b>Trust Report:</b> KQ stated the report had been on portal in advance and hopefully everyone had had an opportunity to read through it. Talked through and picked out high and low lights. Lot of info around updates from ESFA and AFH and updates from the Diocese. <b>Appraisals</b> – Heads got together and are looking for agreement from directors that staff will not be disadvantaged due to Covid in terms of pay progressions and reviews. Look at evidence already gained until schools closed on 23 March and make decision to carry over targets if not met or set for this year. Report has some principles which KQ would like to circulate to governors as a steer from the board to say we are not going to ask for reams of evidence, but to look at what was done until March, recognise that and the enormous contribution that staff have made with online learning and being face to face for key workers; the work of follow up and that our pupil engagement for Covid was high - above Devon and national average and coming back into school is above national attendance. This won't be on their appraisal targets as it was not known at the time. Any comments invited</p> <p><b>Action: Email KQ with any comments.</b></p> <p>KQ confirmed this approach is supported by ASCL (the unions).</p> <p><b>AFH revision for this year</b> - Key changes highlighted with two to draw attention to. Trustees (directors) should challenge pupil numbers and review them termly. This is looked at at LGB but we never bring those to the board. Later in the report is a matrix of proposal for looking at that and practically forecast for Y7 and Reception classes. Other thing that has been given more prominence is the level of internal scrutiny from internal audit. FAR looked at this in depth at the last meeting and importance of that piece of work for the operational team and it is for directors to take a view. Currently tabled at the FAR with minutes available to the Board. Already do most of the other list.</p> <p><b>Diocese update</b> – new head of education in acting position. SOG process has been streamlined and now have an EDEN committee. We have been allocated Christina Mabin as our EDEN rep on our Members board for the AGM next week which is pleasing as she has worked with us a lot. Discussion to take place with her about more foundation members joining the board of directors. SIAMS inspections will follow Ofsted pattern and could start from spring term. Kenn not in that category. Ofsted visits to start again in January. Service level agreement for Diocese has been extended until Christmas and a new agreement will start after that as we not been able to use this during Covid.</p> <p><b>OES</b> – KQ wanted to ensure all directors are aware of activities we have that is non school based. Trading arm provides catering, IT support, 3G lettings, Alive health and fitness. Done at Teignmouth for many years because have facilities here of a commercial element. Set a budget this year first time as an individual entity. Before that was interwoven into ER budget which made analysis difficult. This will allow for greater scrutiny. Alive Health is a concern but 40 new members joined over the summer and the facility reopened in late July in line with government guidance. Plan to review at FAR in December.</p> <p><b>Buildings and land update</b> – SIF: Kenton has had a new wall; ER boiler replacements and other roof repairs; Kenton playing field work funded by parents association is underway. KQ informed Directors that we are working with Powderham Estate with the Executive Head at Kenn and Kenton to look at the possibility of a new build for Kenton primary school over a 5-10 year plan.</p>	All

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	<p>Powderham are prepared to gift us some land under an option agreement to assess the feasibility of a new school build. This would be half an acre of land adjacent to the playing fields at Kenton and we already have those on 125 year lease to the LA. JN and KQ have done the initial scoping for a 5 or 6 class primary school which would allow for growth and development. May be seeking Board approval in the future to enter into that agreement with Powderham Estate.</p> <p><b>Progress Group</b> – working with West Country Schools Trust. Rob Harring visited yesterday and did a walk around with KQ, JPO (TCS ER Principal) and JN. Rob is a very experienced secondary Head. Looking at QA of assessment and ensuring students can do what the teachers say they can. Also looking at how assessment is going to work in Covid year and an honest assessment of teaching and looking at Covid strategies for catch up.</p> <p><b>Action: KQ to circulate notes when received from RH.</b></p> <p>Feedback indicates there is initially quite a lot of work to do at ER around teaching principles and that the message of what teaching is needs to be more consistent. Also, around behaviour, culture and ethos. Very difficult at the moment in the current situation but there is some work to do around the feeling in school. One proposal is around linking JPO and the TCS ER Leadership around leadership in Rob's Trust to lift the bar and expectation. Exciting but large piece of work.</p> <p><b>Safeguarding</b> – KQ drew attention to a matrix that has been drafted that figures could be added to. The Board should have sight of safeguarding information. The LGBs have this termly if not more often. GW could pull together this matrix from LGBs for the Board. KY asked if Directors thought the second table should also have same breakdown as the first as it relates to the Ofsted report directly and it was felt it should.</p> <p><b>Action: KQ to amend.</b></p> <p>Proposal to populate this for the December meeting and send out to Directors to review and comment/amend. KQ suggested adding pupil numbers and that the document would be sent out every term.</p> <p><b>Future activity</b> – The annual audit is happening today. Francis Clark are here all week. This will allow us to report the end of year c/f position when they are finished and around early to mid-November we would be able to report the end of year position and there will be a summary in the accounts for the December meeting. Internal audit schedule of work will link with FAR meetings now. Scheme of Delegation is being reviewed.</p> <p><b>Action: KQ to send out matrix review sheet to chairs, HT and clerks for Scheme of Delegation review.</b></p> <p>A Trust HR Officer will be appointed from January. Previous HR person left in May and we haven't reappointed to recoup some costs and properly see what was needed. JN and SD have carried the role. The advert will be external as it is not felt anyone in the Trust has the experience, and there is a wish to test against an external field. Internal candidates are, of course, welcomed.</p> <p>The AGM will be held next Tuesday and HT appraisals over the next few weeks. SIF bids will be submitted by December and it is looking that Kenton and ER are in line to submit bits currently. Questions invited.</p> <p><b>Q: On the progress group, can some of the procedures being discussed at ER be handed down for the primaries?</b></p> <p>KQ: WCST have 22 schools and quite a few of those are primaries. Work across the primaries has been discussed. As ER is in Ofsted category 3 it qualifies for a visit 3 times per year from a school improvement partner and has been given WCST. We can look to maximise this relationship and work with the primaries as well.</p>	<p>KQ</p> <p>KQ</p> <p>KQ</p>
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<p>1/7.1</p>	<p><b>Governance Review:</b> KQ expressed disappointment that what has been received from the reviewer so far was not more of an issue vs recommendation document. Plan to use this to form an action plan for the board and part of the CEO report to board each time. This report is just reflective of an individual LGB and the word dysfunctional is used. We are aware there were issues. That LGB is now down to 4 non-staff governors so we know there is an issue there. Agree have work to do but like to think this is not wholly reflective of the whole Trust and how we are operating. NT felt some context was needed around each bullet point in the final report.</p> <p>Q: What is the situation with regard to progressing the split of that LGB into the two schools and would there be more interest on being governors of those LGBs if they were separated?</p> <p>KQ: That question needs to put back to LGB. There is a new chair now. NT and I met with him and think he was looking to recruit to one LGB in the first instance before the split is discussed again.</p> <p><b>Action: GW to add to comms sheet to go back to TCS LGB Chair.</b></p> <p>KQ stated the timeline is for the full governance review report to be finished by half term and <b>KQ proposed to circulate this as soon as received and then agree how it sits on the Board agenda for the December meeting.</b></p> <p>JC asked how other people on this board reviewed that bullet point list? Surprise? Expected? Realistic? JC felt none of it was a surprise. Director comments were:</p> <ul style="list-style-type: none"> <li>• Once it is written down it is your gut feeling confirmed. Looking forward to full review with full comments.</li> <li>• Too new to comment. Will be interested in report but can't say if surprised or not as no history.</li> <li>• No surprise. Fully agree with JC.</li> <li>• Already discussed at board level. Mention not following Nolan Principles which suggests recruitment not hitting the right markers.</li> </ul> <p>JN stated that he was interviewed as part of the review and was keen to see what comes out of whole report. We found ourselves in a complicated situation with people sitting at various layers and that was raised with auditors last year. They took the view if you criticise people for being in multiple positions you can put them off. With hindsight they could have helped us to move the situation forward more quickly and they didn't and people were in roles with the best of intentions but that made it difficult to discharge duties. Also, the word dysfunctional is put in inverted commas. This is about individuals taking on issues and not ensuring they were dealt with in the structures that are there for good governance. Don't think the Board is dysfunctional in structure. Individuals can divert the correct hierarchy or structure and this is what has happened in a number of quite significant instances.</p> <ul style="list-style-type: none"> <li>• Observations need to be taken seriously and rather than defending should embrace. It is about what we do now. Focus needs to be on clear precise defined actions and learn from it.</li> </ul> <p>Q: Nolan principles? Do we know how well-trained governors are?</p> <p>GW gave an update on training and stated one of the functions of the Trust Governance Officer role is to promote and organise training across the Trust. So far there has been a good take-up on what has been offered and GW is keen to build on this going forward – especially now that everything is online as it makes it much easier for people to attend if they don't have to travel somewhere or factor in that extra time. KQ confirmed one role of TGO is to look at a training programme and encourage all to attend.</p> <p>It was raised that most organisations have mandatory training and perhaps some of the training to be a Director or Governor should be mandatory and undertaken within a certain period of time. CPD also should be enhanced. It was also felt that more</p>	<p><b>GW</b></p> <p><b>KQ</b></p>
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	<p>notice of training dates would be preferable to ensure people can plan and have space in their diaries to attend.</p> <p><b>Action: GW and KQ to look at training plan.</b></p> <p><b>Action: GW to follow up email to Cockwood Clerk requesting date for a catch up.</b></p> <p>KQ confirmed we have joined the NGA this year.</p> <p><b>Action: GW to follow this up and log-ins to go to all directors and governors.</b></p>	<p><b>GW/KQ</b></p> <p><b>GW</b></p> <p><b>GW</b></p>
1/8.1	<p><b>FAR Committee:</b> Minutes were on the portal for Board review. CM stated that the most recent meeting took place on 22 September. Thomson Jenner joined to look at the internal audit which was very positive. Process is starting to get a lot tighter and the key part of the meeting was signing off the updated Finance Policy with main changes around purchasing. Looked at pay award and risk register and restructure at ER. KQ proposed JN give a quick update on the pay award which has come in at the weekend. This was discussed at FAR and the principle was we would maintain national pay and conditions which we have done since we were originally an academy. Pay scales were still out to union consultation at the time of the FAR meeting. KQ proposed JN update the Board and circulate the pay policy and there be virtual approval to tie into pay progressions and pay reviews. JN confirmed school teachers pay review board make recommendations and then go to the Government which didn't happen until September this year so we then have to wait for Devon County Council to create a model policy to discuss with the unions locally. Have received pay scales which is what was recommended to the review board. We budgeted for 2.75% and in fact it is for 2.75% for M6 and above and leadership but staff M1-M5 so average is slightly different for different schools but close to 3%. FAR Committee still feels we should run with this but there is a cost which is identified in the minutes of that meeting. Est £20k more than was budgeted across the Trust. Benefits of staying with national pay and conditions outweigh the alternative of us going out alone. That is an in- year cost. Other concern shared across all Trusts is in the current situation we are anticipating supply costs this year to be higher. This is a significant cost that is hard to manage. Other risk is additional cleaning costs but those are easy to quantify and manage so less concerned about this.</p> <p>NT felt the reasons for staying with this outweigh any decision to come away from them especially when recruiting new teachers and being able to offer the same as they can get elsewhere.</p> <p>KQ confirmed the only change will be the appendix at the back showing the scales. It has also been updated to reflect leadership structure at the Trust and ER change will be reflected in the policy.</p> <p><b>Action: GW to put Pay Policy on portal when ready and put timescale for comments/approval on this.</b></p>	<p><b>GW</b></p>
1/8.2	<p><b>Risk Register:</b> KQ talked through as she had made most of the changes. The risk register is on the portal with amendments highlighted in yellow for the section that was reviewed. KQ ran through these and the increased risks and explained the reasons why. Plan is to review a different section every FAR meeting. Questions invited. None received.</p> <p><b>Action: GW to circulate to Chairs of LGBs so this can be reviewed.</b></p>	<p><b>GW</b></p>
1.9.1	<p><b>LGBs – comms sheets from the meetings:</b> NT thanked GW for the thorough forms from KK and TCS and will include similar information in the Cockwood comms going forward.</p> <p><b>Kenn and Kenton Federation:</b></p> <p>Approval was sought for the election of the LGB Chair and Vice-Chair as follows: Chair: Jan Caig <b>AGREED</b></p>	

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	<p>Vice-Chair: Liz Rycroft. <b>AGREED</b></p> <p><b>Question raised regarding the top slice and how it spent:</b> KQ and JN will attend finance meetings of the LGBs so will be able to answer questions specifically with regard to that. JC stated she has consulted with the Chair of Finance, Personnel and Premises Committee and agreed it is better for KQ and JN to come to next LGB to streamline the feedback process and as everyone at the LGB contributed to the questions.</p> <p><b>Action: KQ and JN to attend KK LGB. GW to confirm the date.</b></p> <p>NT confirmed the c/f finalisation from FC mid to end November.</p> <p><b>Strategic plan and vision</b> – This was started in February and everything has taken over with Covid. Still have a vision of the Trust and the schools contribute to that. The process can be started again but as we are still within the first term from lockdown and had six months out, NT proposed to review, perhaps in the spring term, the decision of when we can meet again to discuss the future vision. At the moment there are other pressing matters everyone is dealing with, and we do not wish to put more pressure on HTs. Proposal to see how things progress in this term and look again in spring term. Comments invited. None.</p> <p><b>Action: Look again in the spring term at a date to meet as a Trust and discuss the future vision.</b></p> <p><b>Covid RA process of review:</b> NT stated that the process itself is not as important as the information that it is being reviewed. Whatever works for KK is absolutely fine as long as it is documented that it is being reviewed and changes submitted and directors know as they have the ultimate responsibility for the RAs. Feel free to conduct process as is best for you but ensure any changes are brought up.</p> <p><b>TCS ML and ER:</b></p> <p>Approval was sought for the election of the LGB Chair and Vice-Chair as follows: Chair: Mark McCarthy <b>AGREED</b> Vice-Chair: Karine Davies <b>AGREED.</b></p> <p>NT stated that Mark and Karine have been governors on the LGB for a year or so and will be looking for support and advice and Directors need to be available to them. NT and JC as Chairs of LGBs are available for questions.</p> <p>JC voiced concern about approving people Directors don't know. NT took this on board and stated it is a trust process and we need to rely on LGB' putting the right people in place. NT confirmed he knows Mark and Karine and has had several meetings with them with KQ through the process of them standing for election and now they have been elected. A meeting followed their election and during that there was a discussion about the number of available non-staff governors which was identified as a major issue. This has been discussed and it was raised by Mark and Karine that the number and experience was not there to do with the finance aspect at TCS, particularly at ER, so it is important we have something in place. It was proposed that whilst urgent governor recruitment is carried out and relevant training undertaken that the Finance Committee role for TCS LGB be undertaken by the FAR cttee at Director level and be monitored and reviewed from there. Governor attendance would be allowed for that item in the agenda to bring them on board and give training to see how process is maintained. NT invited comments and then proposed that Directors vote that the Finance Committee at LGB level for TCS will sit with FAR Committee at Director level for the foreseeable future to ensure the right governors are in place with the right training undertaken.</p> <p>JC felt this was an excellent idea on proviso that governors at TCS are involved. JC queried whether there is a shortage on the FAR Committee. KQ confirmed because</p>	<p><b>KQ/JN/GW</b></p> <p><b>All</b></p>
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	<p>VM had sent his resignation email on the Sunday evening and meeting was scheduled for Tuesday morning, and there was a technical issue before CM could join, the meeting was not quorate initially and the start was delayed which is noted in the minutes. The meeting when it started was quorate. It was necessary to wait for CM as she is the Chair and the presentation of the internal audit report required the Chair in attendance. If other Directors wish to join the FAR Committee they are very welcome.</p> <p>It was widely agreed that local governors must take an active part in the discussion about TCS as the FAR Committee, and that the proposal was right for the time being. Clarification was sought and given that the local governor representative will not be appointed to the FAR Committee and will attend as a guest for only the TCS finance committee section, and have no vote. The meeting will be scheduled in two parts, with the FAR Committee Trust business taking place in the second half once the local governor has left the meeting. Constructive challenge from the Governor representative was welcomed. KQ highlighted that TCS ER is the biggest risk financially at the moment taking into account the amount of cover required and the amount of children there, so it needs very close monitoring and action needs to be taken where needed.</p> <p><b>NT proposed a vote that the TCS LGB Finance Committee responsibility is delegated to directors of the FAR Committee, to be reviewed on a termly basis.</b>  <b>AGREED:</b>  For: 9  Against: 0  Abstained: 0  <b>Action: To be fed back to Chair of TCS LGB</b></p> <p>NT also discussed the opportunity for Directors to look at governing bodies and perhaps become Associate Governors at TCS during their recruitment process. This would be an advisory role – Associate Governors are not there to vote. They can help with advice and experience and it can also help the Director’s understanding if they have not been on a governing body before.  <b>Action: GW to check whether if that helps with quoracy even if they don’t have a vote.</b></p> <p>NT stated there are currently 3 applications to become governors in the pipeline.  <b>Action: Anyone who is interested in being an associate governor for TCS to contact NT, KQ or Mark McCarthy.</b></p> <p><b>Cockwood:</b>  Approval was sought for the election of the LGB Chair and Vice-Chair as follows (NT was not eligible to participate in this vote):  Chair: Nick Tallamy <b>AGREED</b>  Vice-Chair: Neil Barnes <b>AGREED.</b>  NT stated that Neil Barnes comes with full recommendation as someone who is committed to being involved.  No questions as NT is Chair of both and able to answer the LGB questions during the meeting.</p> <p>Recommendation is for one comms sheet from Trust board to all LGBS so that all can see each other’s questions.  <b>Action: GW to produce this to cover all points in interests of sharing information.</b></p>	<p>NT/GW</p> <p>GW</p> <p>All</p> <p>GW</p>
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1/10.1-4	<p><b>Policies &amp; Procedures:</b> Policy Review Group has reviewed 4 policies. NT thanked them for reviewing these. PH proposed these policies be accepted and commented that the process was so good led by JN and KQ so discussion was involved in the changes made. Proposed all 4 be accepted:</p> <p>Maternity          Maternity and Adoption Support          Shared Parental Leave          Time Off In Lieu</p> <p>All <b>AGREED.</b></p> <p><b>Action: Policies to be distributed and uploaded to websites as appropriate.</b>          NT stated that with resignations from VJ and VM there is a need for others on the group for the December meeting.</p> <p><b>Action: All to consider if they wish to join this group and let NT know.</b>          NT thanked everyone for attending and the meeting closed at 11.16 am.</p>	<p><b>GW</b></p> <p><b>All</b></p>
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