

Meeting of the Academy Transformation Trust Board

13 October 2021

13:05 to 14:45

Venue: MSTEAMS

The 7 principles of public life

Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, Leadership

Board members	Initial	Position
Pat Beanland	PB	Chair
Tom Clark	TC	Trustee and Co-Vice-Chair
Elaine Bonar	EB	Trustee
Tania Craig	TCr	Trustee
Richard Priestley	RP	Trustee
Alistair Milne	AM	Trustee
Margaret Wilson	MW	Trustee
Attendees	Initials	Position
Richard Elms	RE	Interim CEO
Andy Gannon	AG	DoCA
Peter Wilson	PW	CFOO
Angela Doherty	AD	Clerk
Apologies	Initials	Position
Simon Jones	SJ	Trustee

Minutes

ITEM	Detail
001	Routine business
001.1	<p><i>Confirmation of Chair and Vice Chair(s) for 2021-2022</i></p> <p>The DoCA took the chair pending confirmation of the Chair for 2021-2022.</p> <p>The current Chair, PB and the current Co-Vice Chair, TC, confirmed their willingness to continue in the roles and this was agreed. Trustees noted that the other Co-Vice Chair, Phil Milligan, had tendered his resignation with immediate effect.</p>
001.2	<p><i>Welcome to new Trustees</i></p> <p>The Chair welcomed new Trustees, Elaine Bonar (EB) and Tania Craig (TCr) to their first meeting.</p>
001.3	<p><i>Apologies for Absence</i></p> <p>Apologies were received and accepted from SJ. The meeting was quorate.</p>
001.4	<p><i>Confirmation of safeguarding requirements for 2021-2022</i></p> <p>In accordance with statutory requirements the DoCA had emailed all Trustees in respect of the 2021 KCSIE.</p> <p>All Trustees had confirmed by email that they had read and understood KCSIE 2021.</p>

	<p>All Trustees confirmed that they had attended in person, or had accessed online, the refresher training which had taken place last week.</p> <p>The DoCA noted that the Board needed to appoint a new Safeguarding Trustee. TCr, who has a background in SEND and Safeguarding, offered to take on the role and this was agreed. The DoCA will make the necessary introduction to the DoS.</p>															
001.5	<p><i>Updated declarations of interest and skills audits</i></p> <p>The DoCA confirmed that all declarations of business interests and skills audits had been updated where appropriate.</p>															
001.6	<p><i>Declarations of interest for this meeting</i></p> <p>There were no declarations of interest for this meeting.</p>															
001.7	<p><i>Minutes of the last meetings</i></p> <p>The minutes of the last meetings were agreed as accurate and accepted.</p>															
001.8	<p><i>Matters arising and actions</i></p> <p><i>14 July 2021</i></p> <p><i>A01 – Produce local governance review paper for next Board meeting – in light of the change to the agenda for the Trustees’ strategy session today, the local governance review had not taken place. The Chair asked the DoCA to arrange a short additional meeting of the Board as a one item agenda meeting to discuss local governance. This should take place prior to the next scheduled meeting in December.</i></p> <p><i>A02 – Send job descriptions for the NED and EP roles to CVC – this is being taken forward by the Interim CEO.</i></p> <p>All other actions had been completed or are on the agenda for today. There were no matters arising.</p> <p><i>20 September 2021</i></p> <p>Trustees noted that the Interim CEO has now been confirmed as the Accounting Officer following their decision at the meeting of 20 September.</p> <p>There were no other matters arising.</p>															
001.9	<p>Action</p> <table border="1"> <thead> <tr> <th>Action</th> <th>Description of task</th> <th>Who</th> <th>When</th> </tr> </thead> <tbody> <tr> <td>A01</td> <td>One item agenda Board meeting to be arranged to discuss local governance.</td> <td>DoCA</td> <td>Before Dec Board</td> </tr> <tr> <td>A02</td> <td>Send job descriptions for the NED and EP roles to CVC.</td> <td>Interim CEO</td> <td>After this meeting</td> </tr> </tbody> </table>				Action	Description of task	Who	When	A01	One item agenda Board meeting to be arranged to discuss local governance.	DoCA	Before Dec Board	A02	Send job descriptions for the NED and EP roles to CVC.	Interim CEO	After this meeting
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002	Strategic Considerations															
002.1	<p><i>CEO report</i></p> <p>The Interim CEO had updated Trustees at their strategy session this morning. He gave a further verbal report to this meeting. The key points noted are:</p> <ul style="list-style-type: none"> • He is working on proposals for how the new executive leadership structure will look with the aim for it to be more streamlined. He sees the CFOO, the Acting NED and the DoCA as the three key senior leaders in the centre from which the structure will flow. Pre-eminence will be given to the Education Directorate as everything must serve the needs of education. The Chair and Vice Chair will be kept informed. 															

	<ul style="list-style-type: none"> • The important thing is to build a structure around what the organisation needs rather than individual people. • His main focus is on academies and academy improvement and everything has to serve that agenda. • He will be attending CSIs with the Acting NED so that he can get a feel for how the process works. • He wants to know everything of significance that is going on so that he can then decide if it requires further involvement at senior level, what action needs to be taken, if it can be delegated etc. He will also ensure that the Chair and Vice Chair are kept fully informed in the same way. • His focus will be inwards rather than on external matters.
002.2	<p>Clarification and challenge</p> <ol style="list-style-type: none"> 1. The Chair noted that the intention was for the Interim CEO to remain in post until the start of the next academic year. The Chair and Vice Chair felt that the Interim CEO needed time to deal with any immediate issues. A search for a new CEO would begin in earnest in January with a view to interviews in March allowing for a start date of September 2022. All available networks will be used to try to attract the right candidate.
003	Performance – education
003.1	<p><i>End of year performance 2021-2021</i></p> <p>As noted in the minutes of the SOC meeting of 29 September 2021, the Chair was pleased to report that the successful outcome of the TAG process with no changes made to the grades awarded.</p>
003.2	<p><i>Academy categorisation and Ofsted Monitoring</i></p> <p>Trustees received the report which had been previously circulated. The Chair drew Trustees' attention to the Academy Categorisation chart which is ATT's own assessment of the category for each academy. This is interrogated at every meeting of SOC. Inspections are expected imminently at RAV and SCA and Dukeries is underway currently.</p> <p>The Chair advised that the idea of external validation was being progressed by the Acting NED with one option being peer to peer reviews with other Trusts. The Interim CEO's preference would be for an active Ofsted lead inspector to do this.</p>
003.3	<p>Clarification and challenge</p> <ol style="list-style-type: none"> 1. Given the likelihood of inspections, and pending the establishment of link Trustees for the academies, the Chair proposed the idea of having a 'flying squad' of Trustees who could attend inspections at short notice. They would ideally need to have some education background given the amount of information which would need to be absorbed and understood. 2. The Vice Chair stressed that there is no wish to exclude Trustees who do not have an education background but there would be a lot of information to assimilate in a short period of time. 3. Trustees endorsed the 'flying squad' approach noting that the Trustees who have an education background on the current Board are PB, TCr, EB, TC and MW. 4. One Trustee suggested that it would be helpful if all academies due an inspection could provide Trustees with a summary of current issues and challenges, their current data and notes from recent LAC meetings. 5. One Trustee suggested it would be used to have a template for the essential information needed which could be populated with the details of the specific

	<p>academy and would become a useful kit for Trustees to use. In response the DoCA confirmed that academies did have a ‘kit’ of information ready which can be made available to all Trustees. He further noted that the GVO system (although the roll out to the Board is being deferred) would enable all Trustees to access all local governance information. The Interim CEO will discuss the kit idea with the Acting NED.</p> <p>6. One Trustee felt it would be helpful for those Trustees not from an education background to have the opportunity to understand the process of inspection more, perhaps attending an inspection as an observer. The Chair endorsed this view and suggested that it may also be helpful for joint visits to take place ie a Trustee from a non-education background could visit an academy alongside someone with an education background.</p>								
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003.5	<p><i>Covid ‘reconnection’ strategy</i></p> <p>The Chair noted that SOC had been provided with a list of measures which were being taken to aid reconnection. The impact of those measures would be monitored over time. At the next SOC meeting Trustees have asked for a report on how the COVID recovery money is being spent.</p>								
003.6	<p><i>Transforming Learning</i></p> <p>As detailed in the minutes of the SOC meeting of 29 September 2021, the Chair confirmed that the Transforming Learning project had been put on hold for now. It will remain on SOC’s rolling action plan and will be revisited in January 2022.</p>								
003.7	<p>Clarification and challenge</p> <p>1. One Trustee asked if there was any reputational risk to halting the project and if any work needed to be done with our external partners to mitigate this. In response the Vice Chair confirmed that he had discussed the delay with the international partners. The Interim CEO noted that there was more of a risk to reputation by continuing with the project at this point in time.</p>								
003.8	<p><i>SOC meeting minutes 29 September 2021</i></p> <p>Trustees received the minutes which had been previously circulated. The Chair summarised the main points from the meeting as detailed in the minutes. She noted that the Interim CEO was looking at how SEND will be led strategically within the new structure.</p> <p>Following the dissolution of PAPP, SOC and FRC were aware of the need to avoid duplication. The Chair noted that the HRD had sent a proposal to FRC and SOC about which matters she felt should be considered by which committee. The Chair of FRC confirmed that the committee had discussed with the HRD the need to ensure that any data collected and scrutinised is useful to drive forward performance.</p>								
004	Performance – finance and operations								
004.1	<p><i>End of year outturn 2020-2021</i></p> <p>Trustees received the report which had been previously circulated. The CFOO drew Trustees’ attention to the focus on savings throughout the year as outlined in the report, and the additional income which had been received prior to year end from ATTFE funding and SEND. He noted the difficulties in providing accurate forecasting because of the</p>								

	<p>pandemic. The Chair of FRC noted that, moving forward, forecasting would include 'what if' scenarios. FRC have asked to see detailed staffing costs at their next meeting.</p>
004.2	<p>Clarification and challenge</p> <ol style="list-style-type: none"> 1. One Trustee asked if all Trustees could see a copy of the breakdown of costs. In response the Interim CEO stated that has shared with the Chair and Vice Chair a breakdown of costs for the education directorate in the first instance as that is where there has been the most significant changes in structure taking place. He confirmed that work was underway to look at other central staffing costs and the staffing costs within academies, focusing first on those most out of kilter with expectations. The CFOO noted that until all academies had been looked at the true savings costs will not be known. 2. The Vice Chair noted that the deep dives in the academies could reveal instances of academies being underfunded and there may need to be a redistribution of resources. The CFOO and DoCA endorsed this view confirming that Principals were aware that they needed to work on the basis of having the right resources in the right place. The Interim CEO noted that one of the reasons for doing GAG pooling was so that the different needs of each academy can be identified and resourced appropriately. 3. One Trustee asked if an academy was able to make savings would those savings be channelled back into that specific academy, or back to the centre. In response the CFOO explained that, in accordance with the Trust's reserve policy, if the Trust has exceeded its budget, academies will get a percentage back. 4. The same Trustee questioned whether a course could be run which might not be financially viable in the first instance but could be over time. In response the CFOO noted that the education budget needed to be seen as one whole budget and it would be up to the Acting NED and the Interim CEO to decide where the money was spent. The Interim CEO endorsed this view noting that such a course might run as long as there was clear and robust justification to do so.
004.3	<p><i>Staffing spend.</i></p> <p>Trustees received the report which had been previously circulated. The CFOO summarised the key changes which had had an impact on the budget and the staffing ratio, as detailed in the report. He confirmed that the final outcome of support staff pay negotiations was not yet known nationally.</p> <p>The Chair noted that a number of aspects relating to our pay policy had been discussed at the Trustee strategy session in the morning.</p>
004.4	<p><i>FRC meeting minutes 29 September 2021</i></p> <p>Trustees received the minutes of the meeting which had been previously circulated. The Chair of FRC summarised the main points from the meeting as detailed in the minutes. He drew Trustees' attention in particular to the much improved year end position which is now showing a surplus of £1.7 million against a predicted budget surplus of £641k . He was pleased with the overall positive year end result given the challenging circumstances of the past year. He noted that the year-end audit was underway and was going well with no issues having been raised so far. From a governance best practice point of view, it has been agreed that ATT will review its audit partner as they have been in place for three years.</p>
004.5	<p>Clarification and challenge</p> <ol style="list-style-type: none"> 1. The Chair asked if ATT had had official confirmation from ESFA that the loan had been paid back and that ATT no longer owed this money. In response the CFOO

	<p>confirmed that this was the case – the loan had been paid off by August 2019, two years earlier than we had expected.</p> <p>2. The Chair asked if there was any update on ATT getting on the DfE building programme. The CFOO noted that the DO is still pursuing this, the main focus being for work at Dukeries.</p>
005	Risk and compliance
005.1	<p><i>Considering risk at Board</i></p> <p>The DoCA asked Trustees to note that the first ARC meeting of this academic year would take place on 1 December 2021. He and the Chair of ARC are due to meet to discuss ways of working moving forward. The work of ARC should be determined by any issues/risks arising from the sub-committees. Determining a more effective way of managing and monitoring corporate risk will also be discussed at the first meeting of the academic year.</p>
005.2	<p><i>Safeguarding</i></p> <p>Trustees received the report which had been previously circulated.</p>
005.3	<p>Clarification and challenge</p> <ol style="list-style-type: none"> 1. In response to a question from the Chair regarding the CSI Safeguarding, the DoCA confirmed that this is currently outside the main CSI process but this is subject to review. The Interim CEO noted that, once the first CSIs had taken place, the effectiveness of the process will be clearer. He believed that safeguarding could become part of the main CSI as it should be integral to everything which ATT does. 2. One Trustee was concerned about the capacity within academies for SEND and safeguarding work and this should be a matter for strategic discussion by the Board. 3. The Chair questioned why safeguarding for Dukeries was noted as ‘near secure’ in the report from the DoS when the current inspection had found no issues. The Interim CEO thought it might be because the DSL was on maternity leave so the work was being covered by someone else, although he did not feel that this should impact on the effectiveness of safeguarding.
006	Corporate Matters
006.1	<p><i>Confirmation of agreement of Governance Scheme of Delegation and arrangement for CEO performance development.</i></p> <p><u>Governance Scheme of Delegation</u> - The DoCA noted that the Governance Scheme of Delegation had been approved by email over the summer. It is raised here to note its approval formally in the minutes.</p> <p><u>CEO performance development</u> – The Chair noted that this had been discussed at their meeting this morning. She confirmed that the existing objectives remain the same. They have asked the Interim CEO to talk to the Acting NED to set his objectives, and from those the objectives will be set for the rest of ELT.</p>
006.2	<p>Resolution</p> <p>Trustees formally confirmed their approval of the Governance Scheme of Delegation 2021/2022.</p>
006.3	<p><i>Sub-committee operations and membership, including Remunerations Committee and arrangements for virtual meetings</i></p> <p>Trustees received the report which had been previously circulated.</p> <p>Given the recent changes in Trustees, the DoCA asked Trustees to confirm membership of the sub-committees to ensure that a minimum of 3 Trustees serve on each. Since the report</p>

	<p>was written there had been a further change with the Co-Vice Chair standing down. Trustees clarified their view that there should be no overlap between the membership of FRC and ARC.</p> <p>Trustees noted that the remit of the Remuneration Committee had been discussed at their meeting this morning but Trustees now needed to agree its composition with options as outlined in the report. The DoCA's recommendation was for it to consist of the Chairs of the sub-committees.</p>								
006.4	<p>Clarification and challenge</p> <ol style="list-style-type: none"> Trustees noted that the composition of the sub-committees could change over time if Trustees left/new Trustees joined but it was important to agree their initial composition today. The Chair and Vice-Chair for each could be confirmed at the next meeting of each sub-committee if necessary. The DoCA noted that further Trustee recruitment was underway and that resources, such as Nurole or Entrust Governospace could be considered to help source people. The Chair stressed the need to ensure that Trustees were recruited with different areas of expertise other than education, as this area was now well represented on the Board. Trustees agreed that the Remuneration Committee should consist of the Chairs (or Vice Chairs) from each of the sub-committees to ensure that it had an overview from all areas of the Trust. Trustees noted that the first meeting of the Remuneration Committee would normally take place in late November although there may be some delay in the process this year. The DoCA will ensure that it takes place before the end of term and will liaise with the relevant Trustees regarding the date. The DoCA proposed that Board and sub-committee meetings continue to be virtual with the exception of the Board strategy days 3 times a year which would be face to face. The Vice Chair suggested that one sub-committee per year should also be face to face. 								
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006.6	<p>Trustees confirmed the Remuneration Committee should consist of the Chairs (or Vice Chairs) of each Sub-committee.</p> <p>Trustees confirmed the following composition for the Sub-committees:</p> <ul style="list-style-type: none"> ARC – SJ, TCr (as Safeguarding Trustee), one vacancy remains which would hopefully be filled by a new Trustee FRC – RP, AM, MW SOC – PB, MW, TC, TCr, EB 								
	<i>PW left the meeting at this point</i>								
006.7	<p><i>Trustee links with academies</i></p> <p>Trustees received the report which had been previously circulated. The DoCA noted the earlier discussion around having a 'flying squad' of Trustees but the aim is to go beyond that to establish a more permanent link.</p>								

006.8	<p>Clarification and challenge</p> <p>1. The Vice Chair noted the importance of reaffirming with Principals the purpose of having a link Trustee.</p>
006.9	<p>Trustees confirmed the following link Trustees:</p> <p>For those academies due an inspection at some point 2021-2022</p> <ul style="list-style-type: none"> • Sutton Community Academy - Margaret Wilson (already established) • Ravens Academy - Pat Beanland (already established) • Pool Hayes Academy - Pat Beanland • Nicholas Hamond Academy - Flying Squad with Alistair Milne as observer • Star Academy - Tom Clark • Bristnall Hall Academy – Tania Craig • Dukeries Academy - Elaine Bonar • Beck Row Academy - To be agreed outside meeting • Icen Academy - To be agreed outside meeting • ATTFE- Elaine Bonar <p>Other academies</p> <ul style="list-style-type: none"> • Caldmore Primary Academy - Tania Craig • Great Heath Academy - To be agreed outside meeting • Jubilee Primary Academy - To be agreed outside meeting • Kingsmoor Academy - To be agreed outside meeting • Mildenhall College Academy - To be agreed outside meeting • North Walsall Primary Academy - To be agreed outside meeting • Phoenix Academy - To be agreed outside meeting • Sun Academy - To be agreed outside meeting • The Hathaway Academy - Margaret Wilson • The Queen Elizabeth Academy - To be agreed outside meeting • Westbourne Academy - To be agreed outside meeting
006.10	<p><i>Local Academy Committees</i></p> <p>Trustees received the report which had been previously circulated noting that the LAC at Ravens had been disbanded and, in its place, the Chair of Trustees (who is also the link Trustee for the academy) has agreed to form an interim local governance committee alongside Elaine Bonar.</p> <p>As previously noted there will be a one item Board meeting to discuss local governance moving forward. The Chair and Vice Chair will provide a brief bullet point framework for the discussion.</p> <p>Pending a full review of local governance the DoCA is proposing that the term of office for LAC chairs be extended for a period of 6 months.</p> <p>The DoCA confirmed that he has had initial reports on the LACs from the Head of Governance and the Regional Clerks. A full report will be brought to the December Board meeting.</p>
006.11	<p>Resolution</p> <p>Trustees agreed to extend the period of office for LAC Chairs for a period of 6 months for the people who are currently in post with the exception of Ravens as noted above.</p>

007	Specific additional matters
007.1	<i>RSC</i> The Chair wished it noted that there had been an offer of help from the RSC for a CEO of a small MAT to be brought in to support Beck Row and Pool Hayes. This offer was not taken up as ATT already has its own improvement agenda and structures in place to support these academies. Trustees endorsed this approach.
008	Matters for approval
008.1	<i>Financial Scheme of Delegation</i> The Financial Scheme of Delegation had been previously circulated. The DoCA confirmed that the Scheme had been scrutinised and agreed by FRC who recommend it to the Board for approval.
008.2	Clarification and challenge 1. One Trustee questioned why the CEO pay was only for approval by Remuneration Committee and not the full Board as well. As this view was endorsed by the majority of the Board, the DoCA confirmed he would amend the document to reflect this.
008.3	Resolution Trustees approved the Financial Scheme of Delegation with the change noted above.
008.4	<i>Designated Teacher for Looked After Children Policy</i> The Policy had been previously circulated. The DoCA confirmed that this was now a statutory policy required by DfE.
008.5	Resolution Trustees approved the Designated Teacher for Looked After Children Policy.
009	Any other business
009.1	There was none.
	<i>The meeting ended at 14.45</i>

Date of next meetings:

One agenda item meeting on local governance – date tbc
15 December 2021, 12.30 to 15.30 via MSTEAMS

Signed by Chair

M Beadman

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Date.....15th December 2021.....

Action log

Action	Description of task	Who	When
A01	One item agenda Board meeting to be arranged to discuss local governance.	DoCA	Before Dec Board
A02	Send job descriptions for the NED and EP roles to CVC.	Interim CEO	After this meeting

A03	Liaise with Acting NED re information needed for inspection 'kit' for Trustees	Interim CEO	After this meeting
A04	Liaise with relevant Trustees to set date for first meeting of the Remuneration Committee	DoCA	After this meeting