

Directors	
Isabel Cherrett	Cheryl Mathieson
Peter Bethel	Charlotte Power
Nicola Dunford	
In Attendance:	
Clerk – Sue Howard	
Trust Business Manager – Matt Matthew	
Clerk designate – Tanya Jeffery	

Minutes

Welcome: Chair IJC welcomed all Trustees and Officers to the meeting, including Mrs Jeffery who would take up the role of Clerk to release Mrs Howard to focus on her HR role.

Apologies: Apologies were received from Fiona Walters and Roy Gillard.

Declaration of Business Interests: There were no declarations of interest

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The Board met without Officers present for items .1 and.2

Remuneration Committee

.1 Remuneration Committee Report

The Non-Executive Directors received and noted the Committee's confidential report summarising the procedures for reviewing the pay of staff on the Main, Upper and Leadership Pay Scales.

Each Academy has in place a Safeguarding Lead and a Deputy and the Trust was required to have a similar arrangement across all the schools. The Board formally approved the appointment of Mrs Alex Waterman, Head of Cheriton Bishop Primary School, as the Trust's Deputy Safeguarding Lead; Mrs Dunford was the Trust's Safeguarding Lead.

In preparation for the discussion on the new Distributive Leadership Model (item D1.3), the Non-Executive Directors agreed a change in nomenclature for Heads of School to 'Academy Head' or 'Executive Academy Head' where an individual was responsible for more than one school. The change would take immediate effect.

.2 Constitution and Terms of Reference

In accordance with good governance practice, the Committee conducted the annual review of its Constitution and Terms of Reference. The Board approved the Committee's revised Constitution and Terms of Reference which removed a post title no longer in use. The Committee would review the Scheme of Delegation at its meeting in November and submit its recommended changes with those of the Finance & General Purposes Committee.

Officers joined the meeting

.3 The Board was provided with a structure chart and the detailed Job Profiles for six new roles which would take responsibility for overseeing the educational provision across the Trust in the form of a Distributive Leadership Model. There were two cross-Trust roles – Academy Trust School Improvement Lead and Academy Trust Safeguarding and SEND Lead. There were four additional roles being the Academy Operational Lead, Academy CPD Lead, Academy Data & Standards Lead and Academy Personnel Lead. These additional responsibilities would be taken on by the Academy Heads which would focus on the Operational side. This model would encourage the AHs to work as a team across the Trust and forge collaboration.

	The Board agreed to implement the proposed model and the job profiles and requested that a comprehensive review be undertaken by May 2019 in order to inform any changes for 2019-20.
2	<p>Minutes of previous meeting</p> <p>The Minutes of the meeting held on 9 July 2018 were approved and signed by the Chair, Isabel Cherrett.</p>
3	<p>Matters Arising</p> <p>.1 D4.2 The Board noted that the Members had approved its recommendation that Bishop Fleming be appointed as the Trust's external auditors for a period of five years, subject to satisfactory service, an interim review after three years and annual confirmation by the Members as required by the Articles.</p> <p>.2 D8 The Trust Business Manager (TBM) advised that he is meeting with SoftEgg, the Trust's new ICT provider, following a full ICT review and will update the Board in relation to the encryption of all laptops.</p> <p>.3 D10 The Board asked to be provided with a summary of 2018 SATS results. Action CEO via email</p>
4	<p>Governance</p> <p>.1 The Board formally received the Annual Letter from the Education and Skills Funding Agency (ESFA) and the Chair highlighted to the Directors key issues arising from the updated Academies Financial Handbook. These included:</p> <ul style="list-style-type: none"> • Related Party transactions • Controlling executive pay • Scrutinising the budget – the Chair confirmed that she received monthly financial reports • Acting on Audit findings – the Audit Committee would check that EA recommendations from 2016-17 had been implemented • Financial Returns - The Chair regretted that despite the significant work to prepare the three year budget forecast which was approved by the Board in early July, the Department for Education (DfE) had subsequently advised trusts on 24 July of a 3.5 pc increase for staff on the Main , 2pc for Upper and 1.5 pc for Leadership Pay Scales. The budget forecast return had been reworked as the Trust had budgeted for a 2pc increase. However, on 26 September, the DfE had announced a substantial increase in the Employers' Contributions to the Teachers' Pension Scheme (TPS). Despite assurances that both increases would be funded through additional grant, to date there was insufficient detail to update the budget nor how long such increases would be funded. <p>.2 All Committees were reminded to review their Constitution and Terms of Reference and submit any amendments to the Full Board scheduled for 10 December 2018.</p> <p>.3 All Committees were reminded to review the Scheme of Delegation and propose any amendments or comments to the Full Board scheduled for 10 December 2018.</p> <p>.4 One potential Director had approached the Trust. The Chair and Chair of F&GP had interviewed Jason Hayward-Jones, with the CEO on 5 October. Copies of his Expression of Interest form and CV were available on request. It was agreed that Jason Hayward-Jones be appointed as Non-Foundation Director of the Trust.</p> <p>Action – Clerk to arrange for resolutions paperwork from the company secretary to go to the Trust members for approval.</p> <p>Action – Chair to draft appointment letters</p> <p>.5 The Board had established a working party to review the work of the local governing bodies to ensure that the close relationship with schools was supported by a clarification of the role. The CEO's report set out the discussions to date and the proposed focus during the academic year, namely:</p> <ul style="list-style-type: none"> • Academy Strategic Improvement Plan and Safeguarding (Autumn)

	<ul style="list-style-type: none"> SEND, Disadvantaged etc and Teaching & Learning (Spring) and SATs Support and Evaluation the ASIP and next year's focus <p>The CEO and Clerk summarised a number of membership changes and the Board noted the pro forma which governors would use when visiting the schools in their hub.</p> <p>The Board formally approved the establishment of the new Newton & Teign, Totnes and Woodleigh Local Boards and the induction pack that would be available to assist the governors in executing their responsibilities to learn, support and challenge the operation and standards of the schools. The Board asked that a review be conducted with the results available for the Directors' meeting in July 2019.</p>
5	<p><u>Audit Committee</u> The next meeting is scheduled for 12 November 2018.</p> <p>.1 The Board was advised that Bishop Fleming would commence the External Audit on 15th October and the Audit clearance meeting is scheduled for the 8 November 2018. The Trust's internal audit service is currently being reviewed by the Audit Committee Chair and TBM, the Board will be updated at the meeting scheduled for 10 December. The Chair reported that there are currently no major issues with any of our Trust Schools that the Board should be aware of.</p>
6	<p><u>Finance & General Purposes Committee</u> In the absence of the Chair of F&GP, the TBM reported on this item.</p> <p>.1 It was confirmed that the Trust have a predicted carry forward for financial year 2017-18 of £798k. Confirmation of this figure will be available from Bishop Fleming following audit.</p> <p>.2 The TBM provided the Board in advance with an updated Budget Report for the financial year 2018-19, this included:</p> <ul style="list-style-type: none"> The implementation of recommended National Pay Awards and Teacher Pension Employer rate increases alignment of all Pay Scales updated staff and pupil numbers <p>The Board approved the budget and noted a cumulative surplus for the financial year 2018-19.</p> <p>.3 The TBM confirmed that all works had been completed in relation to the Condition Improvement Fund projects carried out during the summer holidays and completion certificates submitted to ESFA.</p>
7	<p><u>Standards & Curriculum Committee</u> Next meeting scheduled for 7 November 2018. Following the resignation of the Chair of the Committee, the CEO will draft an agenda with the Clerk for the first meeting.</p>
8	<p><u>Admissions 2018</u> Pupil Numbers following the Autumn Census are included within the CEO report, D9.</p>
9	<p><u>Chief Executive Officer's Report</u> A report was provided in advance of the meeting including a summary of the Trust's central services and income attracted through the CIF bids, other grants and fund-raising activities.</p>
10	<p><u>Safeguarding</u> The CEO confirmed there were no Safeguarding issues that needed to be reported.</p>
11	<p><u>Health & Safety</u> To note, that Health & Safety review report will be provided for the Audit Committee meeting scheduled for 12 November 2018 and then a copy provided for the Board on 10 December.</p>
12	<p><u>Governance – Local Boards</u> Draft minutes from the Local Board meetings were awaiting approval. These will be made available to the Board for their next meeting.</p>
13	<p><u>Policies</u> The following policies were recommended to the Board for approval:</p> <ul style="list-style-type: none"> Financial Procedures Manual - Approved following addition of a minimum limit for accruals and prepayments

	<ul style="list-style-type: none"> • Capitalisation – Approved following review by F&GP • Central Funds – Approved following review by F&GP • Charging & remissions – Approved with slight amendments • Director & Governor Allowances – Revised version approved • Exclusion - To be carried forward following further review by Academy Heads in consultation with the Local Boards • Fair Processing – Approved following review by F&GP • Freedom of Information – To be carried forward following further review by the Chair • Fundraising – Approved following review by F&GP • Investment – Approved following review by F&GP <p>The Board formally approved that all personnel policies within the Trust should be adopted by the Woodleigh Schools, Cheriton Bishop, Tedburn St Mary and Yeoford, following Trade Union consultation and the Woodleigh Local Board endorsement.</p>
14	<p><u>Term Dates</u> Without precedent, the Board approved term dates for the three Woodleigh Schools, for the year 2019/20 and look forward to all Trust Schools being aligned for future years.</p>
15	<p><u>Dates of future meetings</u> The Directors were asked to note the dates of future meetings : 17/2018 – 10 December 2018 18/2019 – 11 February 2019 19/2019 – 20 May 2019 20/2019 – 15 July 2019</p> <p>Proposed Away Day to be confirmed following Directors' confirmation of available dates. Action Clerk to finalise.</p>

Meeting Closed 6.20pm