

# Minutes - Board of Directors

<b>Version:</b>	Approved	
<b>Issue Date:</b>	17 <sup>th</sup> December 2018	
<b>Meeting Date:</b>	10 <sup>th</sup> October 2018	
<b>Location:</b>	CLF Board Room, CLF Institute	
<b>Time:</b>	4.00pm	
<b>Chair:</b>	Jane Harrington (JH)	Chair of the Board
<b>Members:</b>	Airlie Fife (AFi)	Vice Chair of the Board
	Anthony Cherry (ACH)[part]	Director
	Su Coombes (SC)	Director
	Nicky McAllister (NM)	Director
	Guy Keith-Miller (GKM)	Director
	William Liew (WL)	Director
	Adrian Coleman (ACO)	Director
	Pete Franklin (PF)	Director
<b>Attendees:</b>	Steve Taylor (ST)	CEO
	Sally Apps (SA)	Executive Principal
	Dan Nicholls (DN)	Executive Director of Education
	Susie Weaver (SW)	Interim Executive Principal
	Ian Payne (IP)	HR Director
	Alison Fletcher (AFL)	Director of CLF Institute
	Bryony Green (BG)	Director of Corporate Services
	Sarah Lovell (SL)	Finance Director
	Wendy Hellin (WH)	Clerk
	Nusrat Arshad (NA)	Observer
	Mandy Milsom (MM)	Executive Principal
<b>Apologies:</b>	Peter Price (PP)	Member
	Iwan James (IJ)	Director
	Rebecca Boomer-Clark (RPC)	Observer

## Minutes

Item	Description	Action
<b>1</b>	<b>Introductions, Administration, Apologies</b>	
1.1	JH welcomed everyone to the meeting and introduced Nusrat Arshad (NA) who observed the meeting with a view to joining the board.	
1.2	The risk register is to be reviewed by the Executive Team and will be presented to the Audit Committee at their next meeting.	
<b>2</b>	<b>Election of Chair and Vice Chair</b>	
2.1	WH asked for nominations for the role of Chair. JH was nominated by GKM and seconded by AFi. WH asked for any further nominations. None were received. JH left the room while a vote took place. Directors voted in favour of JH being elected. JH re-joined the meeting.	
2.2	WH asked for nominations for the role of Vice Chair. AFi was nominated by NM and seconded by ACH. WH asked for any further nominations. None were	

	received. Afi left the room while a vote took place. Directors voted in favour of Afi being elected. Afi re-joined the meeting.	
<b>3</b>	<b>Declaration of Interest</b>	
3.1	SL advised that there are some updates in the regulations concerning related party transactions. Directors will still be asked to complete a declaration of pecuniary and business interests; but the form will first be updated. If the federation makes transactions with a related party and the total is above £2.5k the goods or service must be at cost with no element of profit. From April 2019 any transaction with a related party must be reported to the EFSA and any transaction over £20k must have pre-approval from the EFSA. SL clarified that if a Director is employed by a company or a local authority, they will only be deemed a 'related party' if they have control or influence over the decision making process as part of their role. SL is obtaining some advice as to how relationships with UWE and the Avon Pension Fund will be viewed. The new regulations also extend beyond close family relationships. <b>Action:</b> The pecuniary and business interests form will be updated to reflect these changes and will be circulated to Directors in due course.	SL/WH
3.2	BG advised that a code of conduct for members, Directors and Councillors is being produced and this will include a confidentiality statement. All involved in governance will be asked to sign this annually.	
<b>4</b>	<b>Minutes of Previous Meetings</b>	
4.1	The minutes of the meeting of 9 <sup>th</sup> July 2018 were approved. The minutes of 17 <sup>th</sup> July 2018 were approved.	
<b>5</b>	<b>Matters Arising</b>	
<b>5.1</b>	<b>9<sup>th</sup> July 2018</b>	
5.1.1	4.1.1 Tony Cherry and Bryony Green will work together to produce a related party transactions policy – this has been discussed at the Audit Committee. The Academies Financial Handbook requires more robust consideration. This item will carry over to the October meeting. <i>This item is ongoing.</i> <b>Action:</b> <i>The updated Academies Financial Handbook included additional requirements, therefore SL will now develop this with ACH.</i>	ACH/SL
5.1.2	4.1.3 RR noted that information about DfE funding available to support governance training has been circulated. JH agreed to meet with AFL to examine the options available. It was suggested Brigid Allen also attend. GKM, Afi and RR will also attend the meeting. <i>This item is complete. A number of actions not yet taken forward</i>	
5.1.3	4.1.4 IP will amend the draft EDI strategy. This item will be reviewed at the October meeting. <i>This item is complete.</i> <b>Action:</b> <i>IP will lead a session on this at leadership forum and will put the strategy on CLiF.</i>	IP
5.1.4	4.1.5 SL will speak with the Marketing Manager regarding a CLF prospectus. This item will be carried over to the October meeting. The marketing strategy has been drafted and is in review. <b>Action:</b> <i>This will be included in the next board report.</i>	SL
5.1.5	4.1.6 Afi congratulated AFL and colleagues on the successful conference. ST's conference welcome video was shown to Directors. ACH asked that information is shared with all Chairs about which members of staff received an award. ST will provide the information to Chairs. <i>This item is complete.</i>	
5.1.6	5.5.1 Directors approved the amended Safeguarding Policy so that it is in place for September 2018. Ron Ritchie asked that a written proposal detailing the amendments is brought to the extraordinary meeting on 17th July 2018. Susie Weaver will liaise with Airlie	

	Fife to prepare this. <i>This item is complete – the final policy is included in this meeting agenda.</i>	
5.1.7	6.2.1 Information regarding a new name for Millpond Primary Academy will be emailed to Directors. <i>This item is complete – Evergreen Primary Academy was approved as the new name.</i>	
5.1.8	6.3.1 KS2 SATS outcomes will be known tomorrow, 10th July 2018. Steve Taylor will provide Directors with a briefing email in the next two days. <i>This item is complete.</i>	
5.1.9	6.6.2 PF is finalising his report on areas C2 and C3. The report will be circulated to the board once complete. <i>The report has not yet been received. Action: PF will email this to WH.</i>	PF
5.1.10	6.9.3 The board requested that fixed term exclusion data is included in the next Compliance and H & S Annual Report. <i>This item is complete; the template for next year's report has been amended.</i>	
5.1.11	6.9.5 ACH noted that four fire risk assessments are showing as moderate and asked if each of the relevant Academy Councils were aware of these. Bryony Green will check with each of the four Chairs of Council and will report back to the board. <i>This item is complete – each academy council has been informed of this.</i>	
5.1.12	6.9.6 The board asked if the Evolve system covers extended risk assessments for the threat of terrorism. Bryony Green will check this and report back to the board. <i>This item is complete. National guidance (trips) offers detailed information about this and when reviewing trips Jo Crickson always check appropriate risk assessments / extended risk assessments are in place.</i>	
5.1.13	<b>17<sup>th</sup> July 2018</b>	
5.1.14	3.7 Herons' Moor Lease - The risk should be a 4 until further information is received. Sarah Lovell will amend the rating. <i>This item is complete.</i>	
5.1.15	WL asked if the budget figures had also been forecast using future CLF salaries. SL confirmed this was in the process of being completed as part of the consultation process.	
<b>6</b>	<b>Education Report / Results Review and SEF</b>	
<b>6.1</b>	<b>Input from Education Scrutiny</b>	
6.1.1	There have been 2 academy scrutiny meetings as well as an executive scrutiny meeting. The order in which schools will attend academy scrutiny has been planned across the year, in priority of need, and in relation to their expected visits from Ofsted. As such, the panel met with KOA, DSSB and BMA on 24th September 2018, and with CAB, HVA, JCA and Post 16 on 1 <sup>st</sup> October 2018. The Education Report includes information on the first meeting; minutes of both meetings will be available on CLiF when completed.	
<b>6.2</b>	<b>Key Stages EIFS to P16</b>	
6.2.1	DN provided highlights from the Education Report.	
6.2.2	JH thanked DN for the report and noted that the board recognised the positive outcomes achieved at many of the academies.	
	<b>Questions from the board</b>	
6.2.3	<b>The historical progress data is welcomed. Is the diagram of school improvement used by David Carter and the RSC office still used, and if so, should we continue to mirror that language in our reports?</b>	
6.2.4	The diagram was helpful last year when we were trying to place academies and the language used promoted our thinking. We know have a much deeper understanding of where each academy is and are not intending to revert to that language. The Annual Review Meetings have provided a good insight into the strategic leadership of each academy.	

6.2.5	<b>The granular detail of the report is very helpful. Is there some further information behind the APS on entry going down so significantly? What percentage of those students come from a CLF academy?</b>	
6.2.6	We are in the second year of delivering Post 16 across 2 sites. The curriculum has reduced significantly to 80 courses. Having a transition curriculum that supports learners is more aligned to the outcomes of the cohort of our students. Only around 50% of Bristol students achieve 9 – 4 outcomes and there needs to be good progression routes for those that do not achieve. Our curriculum supports an inclusive provision and one in which there are a significant number of disadvantaged students.	
6.2.7	<b>It is a shock to see the drop in results at KOA; there wasn't an indication in the board reports that this was expected. It is pleasing to see HWA improving, are we going to be able to see the same in KOA and DSSB?</b>	
6.2.8	We were very disappointed that in a year where many academies had positive progress, or were significantly improved, KOA had such low results. There were some signs that this may happen: Attendance for year 11 was the weakest and there were signs around the quality of teaching. There was a hint in the predicted data published before the summer where the academy was not predicting the expected strong results. KOA is an all-through academy and the primary element performed very well. Ofsted visited in March and judged the academy as good. KOA was a converter academy and there was not sufficient seed change implemented. Progress was improving but not enough. We have since learned a lot about the different requirements of a sponsor academy vs a converter. The leadership and quality of teaching at KOA were not strong enough. KOA will go through a trust plan and we aim to achieve the necessary improvements as we have at HWA.	
6.2.9	<b>Were any concerns reflected in the governance arrangements at KOA last year? Were they aware of relevant trails and did they monitor those?</b>	
6.2.10	The AC is improving all the time and the level of challenge they posed last year was relatively strong; the AC did not receive enough information from the SLT.	
6.2.11	<b>What was the issue for Bucket 3?</b>	
6.2.12	We have been looking at the philosophy around Bucket 3 in detail at the leadership forum. We need students to do well and in terms of progress 8 this is achieved by selecting the optimum combination from the buckets, but this has to be balanced against offering a broad and balanced curriculum. The school improvement team focus first on core subjects. Lining up the remaining syllabus as we have will also have an impact. Our focus is on bucket 3 as a priority.	
6.2.13	<b>The point about KOA was well made; we were not alive to all of the issues. Do you, as an Executive Team, feel confident that you would be aware early enough if a similar situation arose at another academy?</b>	
6.2.14	Yes, the Academy Review Meetings (ARMs) give us a much deeper insight and we are much closer to the strategic thinking of each SLT.	
6.3	<b>CLF Institute</b>	
6.3.1	AFL provided highlights from the CLF Institute report. JH thanked AFL for the report and said it demonstrated how the teams are working together.	
6.3.2	<b>Questions from the board</b>	
6.3.3	<b>Are there going to be programmes at the conference for teaching, LSAs and support staff?</b>	
6.3.4	Yes, it will be mixed across the phase and includes a workshop on pedagogy.	

<b>6.3.5</b>	<b>Your report talks about developments in primary school improvement. Have you got sufficient staff to address the needs in our own schools?</b>	
6.3.6	We are currently growing the school improvement team that we hold centrally by adding resource from external sources and by bringing additional people out from schools. There is a lot of 3 – 19 joining up, including transition links. Where we buy in support we are trying to be creative by offering our learning from that out to our other primaries. We are changing the culture around SLEs for primary so that staff do not always have to take days away from their own classroom; we are finding other creative ways that they can contribute.	
<b>6.3.7</b>	<b>How is your recruitment of BME candidates?</b>	
6.3.8	We have target numbers for the recruitment of BME students for a number of courses and also want to diversify the workforce. We run a course specifically for BME leaders.	
6.3.9	Earlier this year Aisha Thomas made a film for the BBC regarding black teachers in Bristol. The film made a huge impact across the city. ST and IP are putting together a strategy for recruiting more black teachers and more BAME teachers.	
6.3.10	The first SCITT cohort had 18% black representation which is quite high, however, this was partly skewed to people already linked to the CLF. We would like better representation for the communities we serve.	
<b>6.3.11</b>	<b>Is recruitment robust across all subjects?</b>	
6.3.12	There are some subjects that are difficult to recruit to and this is common if you look to the national picture. We recruit to those subjects by offering scholarships and bursaries and a number of other schemes to ensure we find those recruits. The recruitment figures in the report look low, partly because the targets set were extremely high. We are looking to recruit a humanities specialist to the school improvement team to bring about the improvements we see in English, maths and science.	
<b>7</b>	<b>Finance Report</b>	
<b>7.1</b>	<b>Finance Report including Year End Management Accounts and EPA budget</b>	
7.1.1	SL confirmed that the BCA closure project was delivered within budget. A high number of staff were redeployed and the estate has now been handed over.	
7.1.2	In terms of student recruitment, the federation as a whole is at 92% capacity. Recruitment into Post 16 is healthy in year 12 with almost 240 students.	
7.1.3	Changes in the financial regulations now require the Chair of the Board to receive an update on the finance position of the federation 6 times a year. In addition, the Chair will receive monthly accounts in detail.	
7.1.4	The finance team are currently in the process of producing the statutory accounts and the federation is expected to come in very near budget. A variance of £21k is expected and this is largely around unexpected additional income.	
7.1.5	In terms of reserves the federation spent £2.4m last year on planned projects approved by the board that focused on school improvement, as well as some estates projects. This will not be repeated and is not sustainable going forward and means the reserves total is at £5.4m. A reserves committee has been established and is due to meet later this month. The sum of £750k will be made available annually for academy improvement. The committee will review the business cases submitted by academies and award the funds appropriately.	
7.1.6	<i>The board noted the overall financial position for 2017/18.</i>	
7.1.7	The EPA budget is included at Flag F. The overall position for 2018/19 shows the academy expecting to meet the 1% surplus.	

7.1.8	<i>The board approved the Evergreen Primary Academy budget 2018/19.</i>	
<b>8</b>	<b>HR</b>	
<b>8.1</b>	<b>HR report included in operations report</b>	
8.1.1	There were no question from the board concerning the HR report.	
8.1.2	ACH left the meeting.	
<b>9</b>	<b>Strategic Developments</b>	
<b>9.1</b>	<b>Targets</b>	
9.1.1	DN will provide an update on target setting later in the meeting.	
<b>9.2</b>	<b>Academies Financial Handbook</b>	
9.2.1	This item has been covered.	
<b>9.3</b>	<b>Strategic Planning</b>	
9.3.1	The strategic plan is to be launched at the conference later this month. At present AFi is the link Director for Area A school improvement. Two further Directors are required in link roles: one for Area B – People; one for Area C – Infrastructure. Directors are asked to contact ST, JH and WH if they are interested in these roles. Link Directors will provide reports to the board three times a year.	<b>Directors</b>
<b>9.4</b>	<b>RSC Meeting, 1 October 2018 and potential CLF growth</b>	
9.4.1	ST provided an update on the annual RSC review meeting. The team met with Lisa Mannall, Hannah Woodhouse, Jane Hambrook and Sharon Smith from the EFSA. During the RSC meeting, SL was described as a system leader for her work in supporting other Finance Directors across the sector. JH described the meeting as very positive and included discussion around how the RSC can support the federation to grow.	
9.4.2	The table contained in the CEO's report shows the priority areas for growth. ST described the background to these scenarios.	
<b>9.5</b>	<b>Board and Sub-committee composition</b>	
9.5.1	<i>The board approved the proposed board and sub-committee structure as shown on page 6 of the CEO's report.</i>	
<b>9.6</b>	<b>Target setting</b>	
9.6.1	DN tabled a document entitled Target Setting 2018/19. This paper is available on CLiF. DN explained the methodology behind setting targets. There are four areas considered: <ul style="list-style-type: none"> <li>• Historical performance of the academy;</li> <li>• Previous attainment of current cohort;</li> <li>• National progression rates;</li> <li>• Professional judgement, including a level of ambition/raising the bar.</li> </ul> Two targets are set: achieve and stretch. Attendance targets are included in the report. Targets for Post 16 will be issued next week.	
9.6.2	JH, AFi and GKM will meet to have a further detailed discussion. The board confirmed that they were happy with the methodology.	
9.6.3	Action: GKM asked that DN provide a timeline of the entire process for the board.	<b>DN</b>
<b>10</b>	<b>Governance</b>	
<b>10.1</b>	<b>Summary of Board Review Process</b>	
10.1.1	A summary of the board review process will be provided after the next members' meeting.	

<b>10.2</b>	<b>Sub-committee structure TOR and membership</b>	
10.2.1	The board and sub-committee structure has been covered under item 9.5.1.	
10.2.2	The board and sub-committee TOR have been reviewed and some minor amendments made; mostly procedural or changes to job titles. The board were notified that the TOR for COAC detailed that the Chair of COAC should not be a Chair of Council themselves. The board agreed the wording should be amended to 'a Director appointed by the CLF Board'. A change to the attendance section of the COAC TOR has also been made.	
<b>10.3</b>	<b>Delegated Authority Framework and partial delegations</b>	
10.3.1	<p>BG advised the board of two proposed changes to the DAF:</p> <ul style="list-style-type: none"> <li>• Entering leases or legal arrangements – proposal to delegate this where the total value is under £250k (in line with current arrangements for contracts);</li> <li>• Contracts – new delegations dependant on the total value of the contract: under £250k to be delegated to SL and ST; between £250k to £500k partial delegation to two Directors.</li> </ul> <p>Other changes are minor such as change of job title. <i>The board approved the changes to the DAF.</i></p>	
10.3.2	Page 12 of Flag M Operations Report shows where partial delegations are required. The report also shows previous delegations. JH suggested that responsibilities be delegated to the same Directors as last year. It was also suggested that the new requirement 'Entering into leases or legal arrangements' be aligned with PPI Executive Group and be delegated to PF and ACH. Annual contracts between £250k and £500k will align with the Finance Executive Group and so be delegated to WL and JH.	
<b>10.4</b>	<b>Report from Chairs of Academy Council</b>	
10.4.1	The Annual report from COAC pertains to last year and the focused move for the committee to supporting Chairs. Going forward the meeting cycle for this coming year has been designed to further support that. Afi noted that attendance of Chairs has been disappointing this year.	
<b>10.5</b>	<b>New COAC notifications for approval</b>	
10.5.1	<p>The board approved the following:</p> <ul style="list-style-type: none"> <li>• Nathan Leigh as Chair of WFA</li> <li>• Rob Gillman as Chair of DSSB</li> <li>• Noelle Rumball as Chair of FVA</li> </ul> <p>JH asked that the COAC committee organise these new Chairs be paired up with an experience Chair.</p>	
<b>10.6</b>	<b>Renewal of COAC KOA</b>	
10.6.1	The board reviewed the proposal to renew the term of office for Diane Owen, Chair of KOA. A discussion took place about the governance at KOA and the recent disappointing results. It was agreed that some additional support for the Chair would be written into the trust plan for KOA. The board requested that a Director observes the next Council meeting at KOA, after which the proposal to renew DO's term of office will be considered. Action: SC to observe an AC meeting at KOA.	SC
<b>11</b>	<b>Other Operational Issues (including PSGs, H&amp;S, ICT, Safeguarding)</b>	
<b>11.1</b>	<b>Operations Report</b>	
11.1.1	Directors are asked to approve 4 recommendations:	

	<ul style="list-style-type: none"> <li>Partially delegate the decision making for the Planned and Preventative Maintenance and Compliance Testing Contract to individual Directors.</li> <li>Approve the Health and Safety Policy (Flag N)</li> <li>Approve the Safeguarding Policy (Flag O)</li> <li>Approve the Risk Strategy (Flag Q)</li> </ul>	
11.1.2	The 5 year PPM contract ends in 2019 and a new contract is in the process of being procured. The timing may allow this to be brought to full board for review, but subject to this a delegation is requested to allow 2 Directors to approve the contract award. <i>The board delegated this to ACO and ACH.</i>	
<b>11.2</b>	<b>Health and Safety Policy</b>	
11.2.1	The CLF H & S policy has been updated for this academic year. There is a separate model policy for academies. PF requested that the reference to FRSC regulations are included in the updated policy. BG confirmed this will be put back in. <i>The board approved the policy.</i>	
<b>11.3</b>	<b>Safeguarding Policy</b>	
11.3.1	The revised Safeguarding policy is included at Flag O. This has been modelled on the Bristol model policy. There are two sections highlighted in red in the report. One is at section 7 on p16; there has now been a refresh of the job description for Safeguarding Link Councillors. Section 14 on page 21 will be updated after some feedback following a complaint around the level of challenge given to outside agencies by the DSL. Advice has been received from Bristol and the recommendation is that the statement remains in the policy. <i>The board approved the policy.</i>	
<b>11.4</b>	<b>Annual Safeguarding Report</b>	
11.4.1	The annual safeguarding report is included at Flag P. The board noted there were no harassment figures included in the data showing incidents across the year. Action: SW will check this and provide the data if possible.	<b>SW</b>
<b>11.5</b>	<b>Risk Strategy review</b>	
11.5.1	The Risk Strategy has been reviewed and updated to reflect minor changes. The only material change is to reflect the change in risk matrix. AFi asked that BG revised the second sentence at 5.2 to make it clearer. <i>The board approved the strategy.</i>	
<b>12</b>	<b>Report of the Sub groups</b>	
12.1	Audit Committee – there has been no meeting since the last board meeting. The next meeting takes place on 22 <sup>nd</sup> November 2018.	
12.2	Finance Executive Group – there has been no meeting since the last board meeting. The next meeting takes place on 15 <sup>th</sup> November 2018.	
12.3	Premises, Projects and ICT Executive Group – there has been no meeting since the last board meeting. The next meeting takes place on 19 <sup>th</sup> November 2018.	
12.4	People and Wellbeing Executive Group – there has been no meeting since September 2017. The next meeting is to be confirmed.	
<b>13</b>	<b>Any other business</b>	
13.1	The draft agenda for CLF November 2017 board meeting is provided at Flag R for information.	
13.2	WL asked for an update on the union issue at CAB. IP explained that in June of this year a formal letter was received from the trade unions, mainly associated with behaviour incidents on the site. IP was involved in discussions from an early stage,	



	meeting with the trade unions and following this up in writing shortly after. Two further follow up letters have been sent to the trade unions but there has been no further communication from them since.	
13.3	IP outlined the project to replace the HR payroll system. The ITT document is currently being scoped out. There will be a cost to this project but as yet no budget has been determined.	
13.4	BG advised that there will be two or three academies for which we will need to go out to consultation regarding admissions, simply to bring the wording in line with the relevant local authority. In addition, a conversation is taking place around the possibility of reducing the PAN at HPA to 200 from 240. As pupil numbers grow at the academy it is becoming clear the building will not accommodate a PAN of 240. As the consultation cycle is approaching, the board agreed that approval for this could be sought by email out of cycle.	
13.5	The meeting closed at 19.30hrs.	