

# Minutes - Board of Directors

<b>Version:</b>	Approved	
<b>Issue Date:</b>		
<b>Meeting Date:</b>	13 <sup>th</sup> December 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)	Director
	Nicky McAllister (NM)	Director
	Guy Keith-Miller (GKM)	Director
	William Liew (WL)	Director
	Adrian Coleman (ACO)	Director
	Pete Franklin (PF)	Director
	Nusrat Arshad (NA)	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
	Andrew Joyce (AJ)	Financial Controller
	Wendy Hellin (WH)	Clerk
	Mandy Milsom (MM)	Executive Principal
	Peter Price (PP)	Member
<b>Apologies:</b>	Su Coombes (SC)	Director
	Iwan James (IJ)	Director

## Minutes

Item	Description	Action
<b>1</b>	<b>Confidential item related to performance management</b>	
1.1	a) CEO	
1.1.1	Members of the Executive team were not present for this discussion with the exception of IP.	
1.1.2	A paper regarding the pay award for the CEO was circulated to the board. The purpose is to request approval from the board for the proposed pay award for the CEO. The performance review took place at the start of the academic year. The report contains the outcomes of that review. The post is one of only two posts in the federation that is remunerated by a spot salary. The salary has been benchmarked against that of the same role in other MATs and the proposed increase will bring the salary closer to, but still at the lower end of the market average. <i>After full discussion the board approved the proposal.</i>	
1.2	b) Executive Team – Executive Director of Education	

1.2.1	The CEO re-joined the meeting for this agenda item.	
1.2.2	The board were asked to consider the pay award for DN, Executive Director of Education, which is the only other role, aside from the CEO, remunerated on the basis of a spot salary. ST confirmed that DN's performance review had been carried out by ST and AFI and that DN had achieved a successful year. <i>After further discussion, the board confirmed they were happy with the pay award.</i>	
1.3	c) Executive Team – Director of the CLF Institute	
1.3.1	The pay award for the Director of the CLF Institute is brought to the attention of the board because there is a change to the pay scale applied to the post. Since AFL was appointed the scope of the role has changed dramatically. The board noted the pay award.	
1.4	d) Executive Team	
1.4.1	ST explained that approval for all other pay awards, including all other members members of the CLF Executive Team, is delegated to the Remuneration Committee (which has already approved the awards). The remaining updates to pay provided in the paper, therefore, are included in the interests of transparency and are for information only with the exception of point 4 – the role of SW as interim EP. It is proposed that, to ensure capacity at a time of growth, the interim role of EP undertaken by SW at present is advertised as a substantive EP role. A recruitment process will be undertaken to ensure someone is in role for September 2019. The new EP role will be paid on an equivalent scale to the existing substantive EP posts. <i>The board approved this proposal.</i>	
1.4.2	PF noted that the HRD salary had previously been changed without reference to the board and asked what process had been undertaken ahead of that decision. ST confirmed that a change to the HRD salary had been discussed with IJ, who, as well as being a member of the Remuneration Committee, has carried out IP's Performance Management together with ST over recent years. ST will update PF outside of the board meeting on the rationale for the change. ST noted that all future changes to Executive pay should be approved by the Remuneration Committee.	ST
<b>2</b>	<b>Introductions, Administration, Apologies</b>	
2.1	JH welcomed everyone to the meeting and introductions were made. JH reported that the members had formally appointed Nusrat Arshad (NA) as a Director of the Board.	
2.2	PF requested ahead of the meeting that the risk register is un-starred. PF noted that risk S22 and risk G11 can be closed. AFI asked that risk E63 is updated. Action: BG	BG/ST/ DN
<b>3</b>	<b>Declaration of Interest</b>	
3.1	PF has declared an interest concerning future discussions around BFA due to his role at Bristol City Council. PF will not participate in any further discussions on this matter.	
3.2	JH confirmed that she no longer has a role at UWE that involves decisions around BFA.	
3.3	WL reported that Mazars, a company that bid for the audit contract, are the auditors at UWE.	
<b>4</b>	<b>Minutes of Previous Meetings</b>	
4.1	The minutes of the meeting of 10 <sup>th</sup> October 2018 were approved.	

<b>5</b>	<b>Matters Arising</b>	
5.1	3.1 The pecuniary and business interests form will be updated to reflect these changes and will be circulated to Directors in due course. <i>This item is complete and can be closed.</i>	
5.2	5.1.1 ACH and SL will work together to produce a related party transactions policy. <i>This will be reviewed in January upon collation of the pecuniary and business interest forms.</i>	
5.3	5.1.3 IP will lead a session on the EDI strategy at leadership forum and will put the strategy on CLiF. <i>This item has been completed.</i>	
5.4	5.1.4 The marketing strategy will be included in the next board report. <i>SL tabled the marketing strategy. This will be carried forward for discussion at the next board meeting.</i>	<b>SL/WH</b>
5.5	5.1.9 PF will email WH his report on areas C2 and C3. <i>This item has been dealt with via email and can be closed.</i>	
5.6	9.6.3 GKM asked that DN provide a timeline of the target setting process for the board. <i>A draft timeline has been sent to those involved in the target process meeting.</i>	
5.7	10.6.1 SC will observe an AC meeting at KOA. <i>This is included at item 11.1.</i>	
5.8	11.4.1 The board noted there were no harassment figures included in the safeguarding annual report, showing incidents across the year. SW will check this and provide the data if possible. <i>SW reported that harassment data is included in CPOMS reporting under the category of 'bullying'. Steve Bane, the DSL, is to investigate if these figures can be separated out. This item will be carried over to the next meeting.</i>	<b>SW</b>
<b>6</b>	<b>Education Report / Results Review and SEF</b>	
<b>6.1</b>	<b>Input from Education Scrutiny</b>	
6.1.1	The recommendations made at the last two academy scrutiny meetings are contained within the education report at Flag C. The preparation by the Executive Team as well as Principals and Chairs was very good and there was good synergy between the AIPs and the scrutiny papers. The TOR for the scrutiny committee, and how the panel monitors recommendations made, is to be reviewed. The next scrutiny meeting is the Executive Scrutiny meeting which takes place on 24 <sup>th</sup> January, followed by an Academy Scrutiny meeting on 28 <sup>th</sup> January 2018.	
<b>6.2</b>	<b>Key Stages EYFS to P16</b>	
6.2.1	The education report is at Flag C. JH formally congratulated the Executive Team, and their colleagues, on the successful outcome of the last three Ofsted inspections. The table on page 4 has been updated to reflect the latest risk ratings follow the outcomes. DN invited questions from the board.	
	<b>Questions from the board and response from the Executive Team</b>	
<b>6.2.2</b>	<b>BPA is shown as a risk rating of 1 but then has moved to a 2* for November 2018. What is the reason for this?</b>	
6.2.3	The Academy moved from 1 to 2 reflecting the number of new starters and changes to year teams. The predicted data was not in-line with a risk rating of 1. We have a quality assurance process, academy review meetings and visits twice a term. While outcomes from the summer were strong, the first planned visit identified some areas of concern which have already started to improve. The rating will continue to be monitored.	

6.2.4	<b>Given the size of the trust, it is quite noticeable that there are currently no academies judged as outstanding. How far are some of the 'good' academies from 'outstanding'?</b>	
6.2.5	Page 5 gives a sense of where academies are in terms of a predicted Ofsted judgement. Academies are striving to move to outstanding, and some of strongest scrutiny and challenge is to good academies to move them through to outstanding.	
6.2.6	<b>Page 9 refers to KOA having a 'roll call'. Is that the same as a register?</b>	
6.2.7	One of the risks to the academy was around the culture and ethos. A new system is in place to ensure a calm and purposeful start to the day. Students go into one of two gyms, or the hexagon (main hall). There they have a roll call and their uniform and equipment is checked. They then walk with their tutor to the classroom where they spend some time reading; the same text is read across the whole year group. This introduces the students to a variety of books across their school life.	
6.2.8	<b>The report says that EPA is working with their AC to create a suite of training opportunities. Is this done in silo or through collaboration across the federation?</b>	
6.2.9	It is going to run alongside the wider packages of training available across the trust. This is more about the new Chair and Principal working together to provide induction for new members and bespoke training for their EPA journey. EPA is also one of the academies piloting the online training system 'Nimble'.	
6.2.10	<b>Can you provide us some feedback from the JCA/Post 16 Ofsted visit?</b>	
6.2.11	Ofsted have been expected since term 1. They arrived at a challenging time; the end of the month is typically a time of higher student absence. The staff responded very positively and support was provided by colleagues from across the CLF. There was a good sense of team within JCA and of the CLF around JCA. There was also good teamwork between staff of JCA and of CLF Post 16. The inspection was a full 2 day inspection, with 5 inspectors on the first day and 4 on the second. There was a focus on SEND and safeguarding and inspectors were pleased with the culture they saw. Inspectors looked at the curriculum and challenged hard on many areas. A mixture of lessons were seen with much good and outstanding teaching and a couple of lessons that were less strong.	
6.2.12	The outcome is a real achievement for the academy and for the trust overall, with an academy that went from outstanding to RI, and now has been judged as good.	
6.3	<b>CLF Institute</b>	
6.3.1	AFL was invited to provide feedback on the SCITT Ofsted inspection.	
6.3.2	The recent 3-day inspection was the second of a two-part Ofsted visit, the first of which was completed some months ago. The focus was on NQTs and inspectors observed many NQTs both CLF and non-CLF. They looked at how well NQTs were prepared. The team agreed with all the judgements that colleagues had provided about trainees and NQTs and that is quite unusual and shows. Our strengths were noted as the preparedness of NQTs, employment rates and our transition documents. Areas for development are the need for better completion rates and the development of leadership and governance from across the partnership.	
6.3.3	JH congratulated AFL and her team on behalf of the board.	
	<b>Questions from the board</b>	
6.3.4	<b>Some of the reasons for low completion rates are outside your control; is there any sense that there is a common strand that you could influence?</b>	
6.3.5	There have been some occasions where trainees have not completed the programme due to personal circumstances and this has an impact in such a small	

	cohort. We need to work harder with those students and ensure we provide them with extra mentoring and support so they are able to succeed.	
<b>7</b>	<b>Strategic Developments</b>	
7.1	a) CEO Report	
7.1.1	ST confirmed that Area A of the strategic plan is monitored by AFI, Area B by GKM and Area C by ACO. These Directors will have a series of meetings with the Executive Team lead/s for those areas and can also raise concerns with the board, scrutiny committee or lead officers.	
7.1.2	The board asked for further information on the Queen Street Group. ST reported that the group is not a decision making body. ST attends CEO meetings and meetings with prominent figures in the education sector. Parallel meetings take place for HR, Education and Finance and these are co-chaired by IP, DN and SL respectively. The meetings allow the federation to increase its understanding of what is happening within the sector and to anticipate challenges ahead. The group will produce an annual report.	
7.1.3	ST highlighted pages 6 – 10 of his report which contains an overview of the 5-year ambitions of the new strategic plan, and invited questions from the board.	
7.1.4	<b>Areas such as community engagement, resilience etc. have been wrapped in school improvement and are not explicit on the new plan. Can the board be provided with some assurance that there is still the right focus in these areas?</b>	
7.1.5	We will include community engagement, curriculum and the CIAG strategy in the next education paper.	<b>DN</b>
7.1.6	<b>Are there targets for the number of schools we expect to be good or outstanding by 2023?</b>	
7.1.7	Targets such as these are not explicit in the five year plan. Page 5 of the education paper shows current academies and their anticipated journey to becoming outstanding.	
7.1.8	<b>There are some inconsistencies in the language used between the three areas, particularly when describing strategies, key milestones and actions. This could make it difficult to monitor. Can milestones included be more specific and measurable?</b>	
7.1.9	This is useful feedback. ST will discuss amendments offline with AFI and will report back to the board at the next meeting.	<b>ST/AFI</b>
7.1.10	<b>B1 recruitment and selection – this section has no equalities information included. C2 MATs building capacity – a tangible milestone such as ‘a minimum health and safety level across all academies’ could be added.</b>	
7.1.11	We will make a clearer reference to EDI. This is the five year overview, the detail of specific milestones (such as the health and safety example given) will be included at a deeper level within the plan.	
7.1.12	<b>STEM is not explicitly described as imperative in the document and should be included in the top level plan.</b>	
7.1.13	STEM is absolutely included within the curriculum strand. DN will review the wording to ensure the curriculum ambition of the federation is clear.	<b>DN</b>
<b>7.2</b>	<b>b) Growth – Inspirational Futures Trust</b>	
7.2.1	ST highlighted flags E1, E2 and F relating to MAT growth. ST reported that JH, ST and DN have had two meetings with the RSC’s office. The meetings were very positive and a discussion took place about the range of growth opportunities that might be open to the federation. Page 14 of the report shows a table indicating schools of interest to the federation. SA provided information about the role of the Headteacher’s board. ST invited questions from the board.	

<b>7.2.2</b>	<b>It appears that the RSC's office is encouraging the federation to grow to full capacity. What are the advantages of this to the federation?</b>	
7.2.3	There are many advantages offered by growth. There is evidence that where MATs are found to be less successful, they have generally stayed small; it is a model that appears not to work. Patterns show that the most successful MATs over time seem to be ones that take on a number of academies at a time, rather than one by one. They do this by building their capacity ahead of any growth. Schools that have most recently joined the CLF are already generating some of the best practice across the federation.	
<b>7.2.4</b>	<b>Growth will impact on school improvement. How do you counter balance that?</b>	
7.2.5	We carry out our own analysis of whether we are in a strong position to grow, as do the RSC's office. Last year they were of the opinion that we did not have capacity to grow. Our improved summer outcomes have provided confidence in our ability to expand. We would like to grow our North Somerset provision. Each expansion is brought back to the board for approval on a case by case basis.	
<b>7.3</b>	<b>Bristol Futures Academy</b>	
7.3.1	SA provided an update on the support provided by herself and Tony Searle to BFA. The focus of that support is to make the academy safe and compliant and to improve the culture and safeguarding for staff and students so that a greater focus can be placed on learning.	
7.3.2	SL spoke to Flag F that describes the position regarding BFA and highlighted that there are two key risks; education and finance. The management of finance is the responsibility of Inspirational Futures Trust, however, the federation is now involved in understanding the financial decisions taken and Tony Searle is working on this with the Interim Head. The paper demonstrates that once BFA joins the federation, there is confidence that the CLF will be able to manage the budget. The demand for places at BFA is increasing.	
7.3.3	ST tabled a letter from Hannah Dimmery setting out some caveats relating to future Ofsted inspections. SL confirmed that both grant funding and special funding has been secured. The board asked if the grants were large enough to improve the building to ensure it is fit for purpose. SL said the two key risks with the building were the lack of suitable outdoor spaces and the locks on doors are not safe. BG confirmed that she was confident that there was sufficient funding to improve the outdoor space.	
7.3.4	ST highlighted that the benefit to the federation should BFA join, is that it fits very well with the Snowdon Village plans.	
7.3.5	JH asked the board if they would give their approval in principle for BFA joining the federation. A vote was taken. Five Directors voted for the proposal, four abstained.	
<b>7.4</b>	<b>NSETC</b>	
7.4.1	There is a need for an additional school in WSM. The federation has been matched with NSETC as a sponsor. NSETC is currently a studio school; a bid will be submitted to turn it into a secondary school with additional build. This will be a good opportunity for the CLF to embed provision in North Somerset and offer the 3 to 19 journey in that area.	
7.4.2	There are some concerns with the finances of the school that are still being considered. As such, ST cannot yet recommend to the board that they approve NSETC joining the federation.	
7.4.3	SL reported that the next steps are for the federation to look at a plan for closing NSETC and carry out due diligence on opening it as a secondary academy.	

7.4.4	The board are asked for their approval for ST and SL continue discussions regarding NSETC and carry out further due diligence. <i>The board approved this proposal.</i>	
7.4.5	SL reported that Herons' Moor Academy will now transfer into the federation on 1 <sup>st</sup> January 2019, not 1 <sup>st</sup> February as previously planned.	
<b>7.5</b>	<b>c) Target Setting Briefing</b>	
7.5.1	At a previous meeting, the board agreed the methodology for target setting, and asked that a sub-group of the board arrange a meeting with Executive Team colleagues to look in detail at the target setting process. AFI confirmed that the meeting has now taken place and a paper is provided at Flag G. The sub-group did not see actual targets for Post 16 but were assured by the process that takes place.	
7.5.2	A discussion took place around the level of involvement from the Principal and Chair of Council in the target setting process. Historically, the Academy Council has had more involvement in setting and agreeing the targets. DN confirmed that Principals engage in the discussion around target setting. Their feedback is considered but ultimately it is the Executive Team that set the targets. The flow diagram that has been produced shows that COAC receives the targets and disseminates them to the Council. Chairs are also involved in the performance management of Principals where targets are a focus.	
<b>8</b>	<b>Finance Report</b>	
<b>8.1</b>	<b>a) Finance Report</b>	
8.1.1	The Finance Report is attached at Flag H. SL highlighted a recommendation for a reserves request for 2018/19. The federation has moved to a pooled reserves position and introduced a Reserves Committee comprising BG, DN, SL as well as a secondary and primary Principal. Reserves requests from academies are then considered by that committee. A total of £800k of requests were made. These were reviewed under key priorities such as impact on school improvement, sustainability and impact on student experience. A total of £273k worth of requests were approved by the Reserves committee. The board are asked to approve the reserves spend. <i>The board approved the proposal.</i>	
<b>8.2</b>	<b>Fraud Policy</b>	
8.2.1	The Anti-Fraud policy is attached at Flag I. It has been reviewed by both the Finance Executive Group and the Audit Committee. <i>The board approved the policy.</i>	
<b>8.3</b>	<b>External Auditor Appointment</b>	
8.3.1	The External Auditor contract is due for renewal. SL provided background information about the External Auditor contract and the procurement process that is followed. The appointment is a decision made by the members on the recommendation of the board and Audit Committee. The proposal is to move from KPMG and appoint Bishop Fleming to the new contract. <i>The board confirmed that they will recommend the appointment of Bishop Fleming to the members.</i>	
8.3.2	GKM left the meeting.	
<b>8.4</b>	<b>Statutory Accounts</b>	
8.4.1	The full statutory accounts for the year ended 31 August 2018 are attached at Flag K. AJ outlined the process for compiling and reviewing the accounts. The accounts need to be published on the website Jan 2019, and filed with Companies House in May 2019.	
8.4.2	AJ highlighted the following:	

	<ul style="list-style-type: none"> <li>○ The federation follows the Academies Accounts Direction 2017-18 (160 page guide) which includes pro-forma set of accounts.</li> <li>○ The main statements SOFA, balance sheet and cash flow are in this document with a commentary explaining key movements to 2016-17 (Flag J). They have been presented to the Finance Executive Group (FEG) on 15 November. There are some minor changes (by KPMG) to the draft version sent to the Audit Committee.</li> </ul>	
	<ul style="list-style-type: none"> <li>○ Consolidated numbers within the documents provided include both subsidiaries, John Cabot Ventures and City Academy Bristol Trading Limited.</li> <li>● Balance sheet: <ul style="list-style-type: none"> <li>○ The reduction in the balance sheet is principally due to the movement in fixed assets (BCA transfer out / depreciation charge / less new additions (HVA).</li> <li>○ Cash / investments have decreased by £2m, as a result of utilisation of reserves. Investments include any funds with a maturity profile of 3m or more and the mix of investments held has changed during the year.</li> <li>○ Pension are down to £17.8m but this will not impact cost to the academies. There is a triennial valuation, next due 31 March 2019.</li> </ul> </li> <li>● Draft accounts: <ul style="list-style-type: none"> <li>○ Page 24 – 26, primary statements. The balance sheet on page 25 includes Group and Company disclosure (Company excludes the two subsidiary companies).</li> <li>○ Notes from page 27 onwards then provide further detail to the SOFA and balance sheet.</li> <li>○ Page 65 show Related Party Disclosures in the new format and includes disclosures around balances held with subsidiary companies.</li> <li>○ Page 66 Transfer from / to Local Authority shows the assets transferred out as a result of the closure of Bath Community Academy and the assets brought in as a result of the new lease with North Somerset Council. Property was revalued by BNP Paribas.</li> <li>○ Page 67 Teaching School trading account is a new requirement this year and takes the disclosures introduced re: Teaching Schools in 2016-17 further forward.</li> </ul> </li> </ul>	
	The board asked if the academies are financially sustainable. SL confirmed that they are. There are some risks as identified for DSSB, however, the federation has a healthy reserves balance. <i>The board approved the statutory accounts.</i>	
<b>9</b>	<b>HR</b>	
<b>9.1</b>	<b>HR report</b>	
9.1.1	The HR report is included at Flag L. IP reported that there has been an overall reduction in the number of HR appeals raised.	
9.1.2	The results of the staff survey will be brought to the next meeting.	<b>IP</b>
<b>10</b>	<b>Other Operational Issues</b>	
<b>10.1</b>	<b>Operations Report</b>	
10.1.1	The Operations Report is included at Flag M. There were no questions regarding the contents of the report.	

<b>10.2</b>	<b>FOI Policy and Publication Scheme</b>	
10.2.1	The FOI Policy and Publication Scheme has been reviewed to ensure it is compliant with GDPR and the list of routinely published documents has been extended. <i>The board approved the policy.</i>	
<b>10.3</b>	<b>Admissions consultation for HPA and HVA</b>	
10.3.1	Following on from an email circulated to Directors, BG asked if the board were happy to approve the reduction in PAN at HPA from 240 to 210, and the adoption of a North Somerset template admissions policy for HPA and HVA. <i>The board approved the proposals.</i> An admissions consultation will commence on Monday 17 <sup>th</sup> December and will run for six weeks.	
<b>11</b>	<b>Governance</b>	
<b>11.1</b>	<b>COAC Appointments - KOA</b>	
11.1.1	Since the last board meeting SC has met with the Chair of Council for KOA, Diane Owen (DO), and is confident that DO should remain as Chair. SC recommends that the board extend the term of office for DO with a governance support plan in place. The plan will be designed by AFL, SC, DN and DO. <i>The board approved this proposal.</i>	
<b>11.2</b>	<b>Feedback from COAC meeting</b>	
11.2.1	In the absence of SC, this item has been postponed to the next meeting.	
<b>12</b>	<b>Other Operational Issues (including PSGs, H&amp;S, ICT, Safeguarding)</b>	
<b>12.1</b>	<b>Audit Committee</b>	
12.1.1	The Audit committee met on 3 <sup>rd</sup> December 2018. The draft minutes are available on CLiF. The next meeting takes place on 6 <sup>th</sup> February 2019.	
<b>12.2</b>	<b>Finance Executive Group</b>	
12.2.1	The Finance Executive Group met on 8 <sup>th</sup> November 2018. Draft minutes are available on CLiF. The members of the group reviewed the finance section of the risk register, examined the statutory accounts and discussed academics of most financial concern. The next meeting takes place on 13 <sup>th</sup> March 2019.	
<b>12.3</b>	<b>Premises, Projects and ICT Executive Group</b>	
12.3.1	A meeting of the Premises, Projects and ICT Executive group took place on 19 <sup>th</sup> November 2018. The members of the group reviewed elements of the risk register pertinent to the group, and discussed large projects and ICT projects. Draft minutes are available on CLiF. The next meeting takes place on 29 <sup>th</sup> January 2019.	
<b>12.4</b>	<b>People and Wellbeing Executive Group</b>	
12.4.1	The last People and Wellbeing group meeting took place in January 2017. The next meeting takes place on 21 <sup>st</sup> January 2019.	
<b>13</b>	<b>Any other business</b>	
12.1	No other business was raised.	
<b>14</b>	<b>Close of Meeting</b>	
13.1	The meeting closed at 19.20 hours.	

Approved by the Chair of the Board, Jane Harrington:

