

# Minutes - Board of Directors

<b>Version:</b>	Approved	
<b>Meeting Date:</b>	6 <sup>th</sup> June 2019	
<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
	Nusrat Arshad (NA)	Director
	Su Coombes (SC)	Director
	Bethan Owen (BON)	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
	Alison Fletcher (AFL)	Director of CLF Institute
	Ian Payne (IP)	HR Director
	Bryony Green (BG)	Director of Corporate Services
	Sarah Lovell (SL)	Finance Director
	Wendy Hellin (WH)	Clerk
<b>Not Present:</b>	Iwan James (IJ)	Director

## Minutes

Item	Description	Action
<b>1</b>	<b>Introductions, Administration, Apologies</b>	
1.1	JH welcomed everyone and introductions were made. NA will be leaving the meeting at 6pm. There were no other apologies. PF has resigned from the board after 7 years' service. PF will be invited to the celebration following the July meeting so that the board can say thank you. NM reminded Directors that there is an Art Exhibition currently on display at the CLF Institute. There is an open day on Saturday 15 <sup>th</sup> June 2019 and the exhibition will run until the 5 <sup>th</sup> July 2019.  BG gave a presentation regarding Microsoft Teams and Nimble. The slides will be circulated after the meeting.	<b>WH</b>
<b>2</b>	<b>Declaration of Interest</b>	
2.1	No declarations of interest were made.	
<b>3</b>	<b>Minutes of Previous Meetings</b>	
3.1	The minutes of the meeting of 25 <sup>th</sup> April 2019 were approved subject to amending the initials AC to ACH where appropriate and amending the minute at 8.1.1 to read <i>'Approval was delegated to SC, PF and WL. This could happen virtually if time is a constraint. The approval will only be brought back to full board if contentious'</i> .	
<b>4</b>	<b>Matters Arising</b>	
4.1	3.1 AFi and ACH agreed to meet to discuss potential overlap between the Scrutiny panel and the Audit Committee further and will report back to the board. <i>ACH and AFi to meet in September.</i>	<b>ACH AFi</b>

4.2	4.1 BG will provide an update on Governance for Clusters discussions. <i>This item will be covered in section 9 of the meeting.</i>	
4.3	4.2 It was agreed that SL, at the October board meeting, will report on how the marketing strategy went and actions for the next year. <i>This item will be carried over to the October board meeting.</i>	SL
4.4	4.3 The federation is refining categories used across the trust. SW will include harassment data in the next Education Report to board. <i>This will be included in the next safeguarding report.</i>	
4.5	4.5 SA will share the revised strategic plan at the next board meeting. <i>This item is no longer outstanding; SA has discussed this with AFi.</i>	
4.6	5.3.5 AFi asked that in future the data includes a comment on what the figures were for the same time last year. <i>This will be included in data reporting going forward.</i>	
4.7	5.4.4 Recruitment and Retention - IP will provide retention figures for CLF and national to next board meeting. <i>This will be provided in the October Board report to include the whole academic year.</i>	IP
4.8	5.4.6 AFL is refreshing the approach to primary recruitment and will update the board at the next meeting. <i>This is covered in the CLF Institute report.</i>	
4.9	6.2.5 CIAG strategy will be brought to the next board meeting to demonstrate where 'resilience' is now captured. <i>The CIAG strategy is within the Education Report.</i>	
4.10	7.2.5 ACH will speak with the auditors regarding related party transactions. <i>This will take place at the next Audit Committee meeting.</i>	ACH
4.11	8.1.3 IP will provide further detail on the employee survey, relating to opportunities for staff development. <i>This was circulated via email on 9<sup>th</sup> May 2019.</i>	
<b>5</b>	<b>Education Report</b>	
<b>5.1</b>	<b>Input from Educational Scrutiny</b>	
5.1.1	The scrutiny panel recently met with BFA, JCA and KOA. The panel recognised significant improvement in provision at BFA. JCA is predicting slightly lower summer results than last year; this is related to a legacy cohort. The panel heard evidence of appropriate actions in place. It was KOA's third time at a scrutiny meeting this year. The focus was around the secondary phase. Predictions for 2019 are higher than results for last year, but are still not where they need to be. There are capacity issues at KOA, but the panel heard very strong evidence of CLF support. The Principal and SLT are working hard but there are some concerns about their capacity to accelerate the pace of change. There are some HR and budget issues. The panel asked DN to assess if there is anything to be done in the short term regarding funding to allow swifter progress. The next meeting of the scrutiny panel is on Monday where SA, HWA and HMA will be seen.	
5.1.2	All academies have been seen at least once this academic year and those of concern have been seen more than once.	
5.1.3	SC asked for feedback about the strength of governance at KOA. AFi reported that it appeared to be strong at scrutiny. There was good dialogue with the Chair who is considering how to best progress the all-through agenda. DN confirmed that an appointment has been made for a new primary phase leader.	
<b>5.2</b>	<b>Key Stages EYFS to P16</b>	
5.2.1	DN spoke to the Education Report. Broadoak Academy (BA) is now included in the risk table and has been identified as a risk of 4. There are some strong elements around leadership.	
5.2.2	The Ofsted grade profile table shows that BFA is now in the Requires Improvement box. HWA have had their third monitoring visit and some positive things were identified. BA now appears in the table.	

5.2.3	The report includes information on the new Ofsted framework and the process for inspection has been shared.	
5.2.4	The CAB inspection report is included; improvements are needed in science and expressive arts as well as attendance.	
5.2.5	BFA have had a two day Ofsted inspection, led by one special schools inspector and mainstream inspector. They were compelled by the leadership and the input from the trust and could see it had potential to be a much stronger provision and that work was already underway to secure improvements.	
5.2.6	Alex Davies has now been appointed as Principal for Snowdon Village. Advertisements are now out for the roles of VP and other key positions.	
5.2.7	Academy review meetings were discussed. There has been a focus on how to realise outstanding across the trust. Chairs are not invited to these meetings. DN explained that the thinking from them forms part of the strategic plan which is shared with the AC.	
5.2.8	Item 11 shows CEE/CEIAG developments across the trust and answers a previous question from ACH. A hub of CEE leads including Tim Holmes, Cameron Shaw and Susie Weaver are working with colleagues from across the city to further develop the CEE strategy.	
5.3	<b>CLF Institute</b>	
5.3.1	The CLF's Teaching School designation has been under review, initiated by the DfE. A response is being prepared to defend the designation. This statement will be considered by a DfE panel in June, along with supporting statements from the regional Teaching Schools Council. Assurance has been received by both the RSC Office and the Regional Teaching Schools Council that they will be presenting a robust defence of the CLF's record as a Teaching School through this process.	
5.3.2	The implications of the possible re-designation were discussed. While there are some financial implications the main issue would be the lack of designation necessary to run some of the courses currently provided such as National Professional Qualification courses. The Maths hub is also tied into the designation; SCITT is not.	
5.3.3	AFL provided an update on SCITT recruitment. It is still a slow process but recruitment will continue all through August. There are some school direct trainees joining our groups which will provide better numbers and therefore a better training experience. AFL reported that the CLF Institute is in discussion with Olympus Academies Trust (OAT) to become QTS provider for their School Direct provision and that of Castle School Education Trust (CSET) from 2020-21.	
<b>6</b>	<b>Finance Report</b>	
6.1	The finance report is at Flag E for information only.	
<b>7</b>	<b>Human Resources</b>	
7.1	As reported previously, a new HR payroll system is being purchased. IP reported that contract negotiations are proceeding well.	
7.2	There is one employment tribunal claim ongoing at present.	
7.3	A candidate attraction strategy will be prepared in the autumn.	
7.4	IP provided an update on leadership recruitment. Induction has started for Kate Richardson, the new Executive Principal, in readiness for September.	
7.5	SC noted that there is not an EDI section in the HR report and asked for it to be included next time. IP confirmed that feedback will be received from Principals next week so an update will be provided in the July report.	IP
<b>8</b>	<b>Strategic Developments</b>	
<b>8.1</b>	<b>CEO Report</b>	
8.1.1	The outcome of the wave 13 bid is still not known.	

8.1.2	Winterstoke Hundred Academy consultation is underway. A public meeting took place last week and was attended by around 12 people, all of who were supportive. There has been lots of correspondence with the DfE and EFSA. The transfer date is 1 July 2019 for both this academy and Broadoak Academy. Discussions in North Somerset are ongoing.	
8.1.3	The RSC is keen for the CLF to consider developing into Gloucestershire where there are lots of single academy trusts. At present the trust is concentrating on consolidating in the current geographical areas and are not taking this forward further.	
8.1.4	ST confirmed that the local authority have commissioned a feasibility study for the fire station on Speedwell Road, Bristol, a possible site for the CLF Post 16 provision; this will be completed by mid-July.	
8.1.5	A complimentary letter from the RSC to Jon Angell is included at Flag G for information.	
8.1.6	The strategic plan has already be discussed. There is a strategic away day for the CLF Executive Team on Monday where colleagues will focus on Year 2 of the plan.	
8.1.7	ST provided information about the Big Trip. The trust would like to find ways of generating further income to allow more of these trips. ST welcomed any input from Directors regarding sponsorship.	
<b>8.2</b>	<b>Strategic plan</b>	
8.2.1	This item has been covered.	
<b>9</b>	<b>Governance</b>	
9.1	<b>Report from Chairs of Academy Council meeting</b>	
9.1.1	There has been no COAC meeting since the last board meeting.	
9.2	<b>New Chair of Council notifications for approval</b>	
9.2.1	There are no proposals for approval at this meeting.	
9.3	<b>Governance structures and the cluster model</b>	
9.3.1	A meeting took place on 21 May 2019 to discuss governance structures for the cluster model. A number of directors attended and considered where the most benefit would be achieved. There was some appetite to consider the structure of individual Academy Councils at some point in the future. For now, the current AC structure will be maintained. COAC will also remain but meetings may be configured differently going forward. The area of proposed change is the scrutiny committee. There is scope to align members of this committee to clusters. Operating in clusters could mean that there is potential to invite some Local Authority persons to attend the relevant meetings. The board agreed to put this in place for September and keep it under review.	
<b>10</b>	<b>Other Operational Issues (including H&amp;S)</b>	
10.1	<b>Operations Report (including PSGs, H&amp;S, ICT, safeguarding)</b>	
10.1.1	The operations report is provided at Flag I.	
10.1.2	The report contains three recommendations.	
10.1.3	<p><b>1 Approval to enter a legal charge in favour of the EFSA for the NSETC site (Flag J).</b></p> <p>1.1 The Chair explained that the purpose of this part of the meeting was to consider approval of the form of the legal charge to be entered into in favour of the Secretary of State for Education, in respect of the transfer of North Somerset Enterprise and Technology College (<b>NSETC</b>) to the Academy Trust.</p> <p>1.2 The Chair reported that:</p>	

	<p>1.2.1 it is proposed that NSETC is transferred from Inspirational Futures Trust (<b>IFT</b>) to the Academy Trust on 1 July 2019 (or a later date as agreed between the Academy Trust and the Secretary of State for Education) as a going concern. From this date, the Academy Trust will operate NSETC in accordance with its charitable objects and the terms of the Funding Agreements.</p> <p>1.2.2 the NSETC site is owned by Persimmon Homes Limited (Persimmon) with a 125 year lease between Persimmon, IFT and Weston Park Limited (a management company). The 125 year lease will be assigned from IFT to the Academy Trust on the transfer date.</p> <p>1.2.3 there is a charge on the title in favour of the Secretary of State for Education in respect of the Department for Education's initial investment in the site when NSETC opened as a free school.</p> <p>1.2.4 upon the transfer of NSETC to the Academy Trust, the Secretary of State for Education requires the existing charge to be discharged and the Academy Trust to enter into a new legal charge.</p> <p><b>2 Documents</b></p> <p>2.1 There was produced to the meeting, the following documents:</p> <p>2.1.1 the legal charge proposed to be entered into between (1) the Academy Trust and (2) the Secretary of State for Education (the <b>Legal Charge</b>); and</p> <p>2.1.2 report dated 29 May 2019 prepared by VWV LLP; (together the <b>Documents</b>).</p> <p><b>3 Resolutions</b></p> <p>3.1 Having considered the Documents, <b>THE TRUSTEES RESOLVED THAT:</b></p> <p>3.1.1 it is in the best interests of the Academy Trust to enter into and create the Legal Charge;</p> <p>3.1.2 any one of the Trustees be authorised to negotiate, agree and finalise the terms of the Legal Charge;</p> <p>3.1.3 pursuant to section 44 of the Companies Act 2006, any two Trustees or any Trustee in the presence of a witness be authorised to execute the Legal Charge on its terms as finalised on behalf of the Academy Trust; and</p> <p>3.1.4 VWV LLP be instructed to deal with completion of the Legal Charge and registration of the Legal Charge at Companies House and the Land Registry.</p>	
10.2	<p><b>Delegate directors to approve the Planned and Preventative Maintenance and Statutory Compliance Contract.</b> BG advised that in the last Operations Report it was detailed that the current contract for planned and preventative maintenance required renewal. Due to the value of the contract, this cost is now above the value that the Executive team are designated to approve. The proposal is to delegate directors to approve the contract. <i>The board delegated responsibility to ACO and NA.</i></p>	
10.3	<p><b>To approve the Trustee and Councillor Expenses Policy (Flag K).</b> The Trustee and Councillor Expenses policy has been through cyclical review and the attached proposed policy shows tracked changes. SC asked that in future whenever a policy is brought to board for approval, it is accompanied by an equalities impact assessment. This has not been carried out. JH asked that the impact assessment is completed and shared with the board. <i>The board approved the policy subject to receiving the impact assessment.</i></p>	

<b>11</b>	<b>Report of the Sub Groups and Academy Council issues</b>	
11.1	<b>Audit Committee</b>	
11.1.1	The Audit Committee have not met since the last board meeting.	
11.2	<b>Finance Executive Group</b>	
11.2.1	The Finance Executive Group have not met since the last board meeting.	
11.3	<b>Premises, Projects and ICT Executive Group</b>	
11.3.1	ACO reported that the Premises, Projects and ICT group met on 22 May 2019. The group discussed the estates strategy which has now been shared with the wider estates team, the Executive team and all academies. The meeting also covered how the federation is holding site information – it is currently held in a variety of sources which makes the assessment of information and identification of gaps difficult. All large projects were reviewed. During works on the canteen extension at BBA, a void has been found under the site; this has now been mitigated. ACO has asked for reassurance that all other sites are safe from this particular risk and has asked colleagues to collate the register of reports that the federation relies on for this purpose.	
11.3.2	ICT provision was also discussed. ACO reported that academies joining the federation that do not choose to transfer to the CLF systems immediately, or are using different software or hardware they are likely to be less cost effective and a burden on the ICT support team resources.	
11.3.3	The risk register was reviewed. HWA has moved to a medium high risk due to good improvements on Health and Safety matters. However, this has taken around 4 years and the risk is still medium high. ACO reported that he has instigated a detailed review of what actions are in plan to reduce that and target dates.	
11.3.4	Strategic reviews are ongoing. The final year-end review will be provided to the next board meeting.	
11.4	<b>People and Wellbeing Executive Group</b>	
11.4.1	The People and Wellbeing Executive Group met on 16 <sup>th</sup> May 2019. Risks associated with People and Wellbeing were reviewed. NA reported that she is discussing with IP which KPIs will be brought to the board. NA will speak with GKM who heads up the strategic review for 'people' to ensure all areas of that are joined up. Some further analysis is to take place on the employee engagement survey.	
<b>12</b>	<b>Any Other Business</b>	
12.1	The CLF summer conference takes place on 5 <sup>th</sup> July 2019. Details of the programme will be circulated in the next couple of weeks. All directors are invited the whole event or just an individual session.	
12.2	The meeting closed at 18.00 hours.	