

BOARD OF DIRECTORS**Minutes of the meeting held on 6 September 2023**

Directors	Office	Term
Gary Benn		31/08/2025
Lilly Barker	Chair	16/11/2026
Paul Gray	Vice-Chair	10/02/2026
Alison Meadows		11/05/2025
Wazz Mughal		03/09/2027
Sarah Mitchell	Executive Headteacher [EHT]	Ex-Officio
<i>In attendance:</i>		
Tom Bennett	Clerk	
Kate Porch		

* indicates absence

The Executive Headteacher opened the meeting with a prayer.**55/23 Apologies for absence**

None.

*[The Clerk took the Chair]***56/23 Chair**

The Clerk reported Lilly Barker had expressed an interest to being elected as the Chair of the Board for 2023-24 and that no other nominations had been received prior to the meeting.

Following a proposal from Gary Benn, seconded by Sarah Mitchell, Lilly Barker was unanimously elected as the Chair for 2023-24. *[Lilly Barker took over the Chair]*

57/23 Vice-Chair

Paul Gray expressed an interest to being elected as the Vice-Chair of the Board for 2023-24 provided there was no conflict of interest with his role as Chair of the Audit and Risk Committee.

It was noted the committee's terms of reference stipulated that the Chairman of the Board or Chief Executive Officer could not be members of the committee.

No other nominations had been received prior to the meeting.

It was **agreed** to:

- a) Elect Paul Gray as Vice-Chair of the Board for 2023-24;
- b) the Vice-Chair, when chairing a meeting in the absence of the Chair, would hand over the Chairing of the meeting should a matter arise, that could compromise his role as Chair of the Audit and Risk Committee.

58/23 Notification of AoB

- RAAC

59/23 Notification of business interests/ self-declaration

- a) No director declared a potential conflict of interest on any matters to be discussed at the meeting or that they had received or given hospitality or a gift that could be perceived to compromise their impartiality when dealing with matters for the Trust.
- b) It was **agreed** that all Directors should complete and send to the Clerk, if they had not already done so, the annual of Pecuniary and Personal interest Declaration to

Action**All**

update the business interest register and the HMRC Self Declaration of being Fit and Proper Person to be a Director/ Trustee.

60/23 Governance

a) Board Membership

The meeting noted the current membership of the Board and the actions taken to fill the vacancies including the appointment of Wazz Mughal as a Director.

The EHT reported that Wazz was a governor on the GCPA LGB, and it would be good to have a representative from the DPA LGB.

It was **agreed** to raise this at forthcoming DPA LGB meeting.

GCPA will be recruiting for a new governor following Gary Benn's decision to stand down as a governor on the LGB and the director vacancies will be advertised at the same time. EHT had approached a parent who had previously expressed an interest in being a governor to see if they would be interested in joining as a Trust director and this recommendation has now passed to the members for approval.

The EHT had also been in discussion with a member of the University of Cambridge Faculty of Education about becoming a director. He had subsequently advised he was not interested in becoming a director as due to retire. EHT to ask if he knows of any other members at the faculty who may be interested.

b) Code of Conduct for Directors 2023

The Code of Conduct for Directors had been updated and followed best practice as set out by the National Governance Association (NGA), the membership organisation for governors, trustees, and clerks of schools in England.

It was **agreed** to adopt the code for the new academic year with no further changes.

c) Code of Conduct for Academy Committee Members 2023

The meeting received, noted, and **agreed** to adopt the new Code of Conduct for Academy Committee Members 2023.

d) Code of Conduct for the Local Governing Body 2023

The meeting received, noted, and **agreed** to adopt the new Code of Conduct for Local Governing Body 2023.

e) Keeping Children Safe in Education (KCSIE) 2023

The meeting received and noted updated statutory guidance Keeping Children Safe in Education 2023 and **agreed** to complete and return the declaration confirming that they had reviewed the updated guidance regarding this and related safeguarding policies.

f) LGBs Scheme of Delegation

The meeting noted the Scheme of Delegation setting out the respective decision making and operational responsibilities of the Directors, the Local Governing Bodies [LGBs], the Executive Headteacher and Headteachers of each academy within the Trust.

It was noted that the Scheme of Delegation provided for the Chair of each LGBs to be ex-officio a director on the Board of Directors. This provision had not implemented in the past and it was noted there could be circumstances when a LGB Chair may be prevented in being a director for professional, personal, or other reasons.

It was **agreed** to amend the Scheme of Delegation to make the provision discretionary and not mandatory.

a) Audit Committee Membership

The meeting noted the current members of the Audit Committee as:

- Paul Gray (Director)
- Gary Benn (Director)

EHT

All

EHT

All

EHT

- **Vacancy (Director)**
- Ursula Lyons (independent member)
- Sam Goldstone (independent member)

It was noted there were sufficient members for the committee to carry out its responsibilities and **agreed** to defer filling the vacancy until the recruitment of a director with corporate and financial skills and experience, preferably prior to the committee's December meeting.

EHT

b) Audit & Risk Committee's Terms of Reference

It was **agreed** to ask the committee to review the terms of reference and to recommend any changes at the next Board meeting.

PG

c) Chair for the Audit Committee 2023-2024

It was **agreed** to appoint Paul Gray as the Chair for the Audit Committee for 2023-2024 and draw up a succession plan for 2024-25.

PG

d) Annual Programme of Business

The meeting noted and **approved** the Annual Programme of Business setting out the Board's responsibilities and at which meeting it was planned to address them.

61/23 Policies

a) Trust's Policies

The meeting noted the Trust's policies, their review dates, and the body responsible for reviewing and monitoring each policy.

b) The Trust's Equal Opportunities and Accessibility Policy, September 2023

The EHT reported this policy had been reviewed and planned to spend time with the Headteachers at each Academy reviewing potential further changes to policy and practice to ensure that the Equal Opportunities and Accessibility Policy continued to reflect the individual and sometime different circumstances at each Academy, such as the high number of service children at DPA.

It was noted the current policy was still fit for purpose and it was **agreed** to approve the Trust's Equal Opportunities and Accessibility Policy, September 2023.

EHT

c) The Trust's Charges and Remissions Policy, September 2023

The meeting received and noted the Charges and Remission Policy that set out clearly all those activities where parental contributions were required and had been updated where highlighted.

It was **agreed** to approve the Charges and Remissions Policy, September 2023 subject to clarifying the stated charges for supply teachers where the residential activity was classed as being within school time.

EHT

d) The Whistleblowing Policy, 2021

The meeting noted the Whistleblowing Policy that had not been updated and was next due to be reviewed in September 2024.

e) Reserves Policy, July 2023

The Reserves Policy had been reviewed and approved at the Board's July meeting and was being re-presented as it now included the approved level of reserves to be held [£407,000].

62/23 Corporate/ Strategy

a) Trust priorities for 2023-2024

The EHT summarised the Trust's key priorities for the 2023-24, being:

- Completion of the work on the Trust's governance including new Articles of Association. This was taking longer due to the publication soon of new model set of Articles of Association for Multi Academy Trusts by the Department of Education [DfE].
- Implementing a succession plan for the Board following the resignation of a number of directors.
- With stronger finances and HR capacity to relaunch plans to expand the Trust and increase the number of academies within it.

Gary Benn felt strongly that the Trust should consider finding suitable schools within both Essex and Cambridgeshire who may be interested in joining the Trust.

It was noted that non-Church of England primary schools could join the Trust.

It was felt the Trust was able to show it could take on and turn-around a failing school by sharing good management and education practices that might attract schools.

It was **agreed** to update the list of potential suitable schools who had not already joined a Multi Academy Trust and report at the next meeting.

The meeting discussed the evolution and formation of MATs within Essex and noted there were a lot of small Trusts with a few academies within them that could be encouraged to amalgamate and join to benefit from shared practice and economies of scale.

It was felt the Trust should focus on finding suitable primary academies only rather than having both primary and secondary academies that some other MATs had, that were based on a different operational model.

b) **School Development Plans 2023-24**

The meeting received, noted, and **approved** the 2023-24 whole school priorities for each Academy.

63/23 Risk Register

The meeting received and reviewed the MAT's risk register, the likelihood and impact scores of each key risk and reallocated the responsibilities for monitoring those risks following the recent changes to the members of the Board of Directors.

64/23 Minutes

The minutes of the meeting held on 13 July 2023 were approved as a true and accurate record of the meeting.

It was **agreed** to amend the minutes of the extraordinary meeting held on the 8 August 2023 to record the reasons for calling the meeting and to re-present the amended minutes for approval at the next meeting.

65/23 Matters Arising

Minute 51/23(a) - Update on the approval of the amended Articles of Association – Paul Gray reported that he had contacted Jeremy Trew to enquire on the progress of replacing the Alex Jeewan and reported a succession plan had been put in place and recruitment for a new incumbent would begin in early Autumn.

Minute 51/23(b) - Recruitment of new directors – The Chair reported she had arranged for an advert for a new director to be included in the Debden Parish Pump magazine.

Minute 52/23(b) - ESFA Budget Forecast Return [BFR] 2023-24 -The meeting noted the BFR for 2023-24 had been submitted within the statutory deadline of 31 August 2023.

66/23 Chair's Action

None.

GB/ EHT

EHT

Clerk

67/23 Finance

The EHT reported that due to an internal plumbing problem at GCPA, the cold-water tank had overflowed through the ceiling of the infant library, flooding the room and the Reception Classroom.

The costs of the repairs should be covered by the school's building insurance.

The flood had not disrupted the teaching of pupils following the start of the new Autumn term.

68/23 Personnel

a) Staff Grievance and Discipline Policy 2021

The meeting noted the Staff Grievance and Discipline Policy that had been approved by the Board in September 2021 and was due for review in 2024.

b) Teacher Appraisal and Capability Policy 2021

The meeting noted the Teacher Appraisal and Capability Policy that had been approved by the Board in September 2021 and was due for review in 2024.

It was **agreed** to amend the policy to read:

“Appointing appraisers

The Executive Headteacher will be appraised by ~~the~~ two Directors and Chair of LGB, supported by a suitably skilled external adviser who has been appointed by the Directors for that purpose.

Headteachers/ Head of Schools will be appraised by ~~the~~ one Directors, Chair of Governors and Executive Headteacher, supported by a suitably skilled external adviser who has been appointed by the Directors for that purpose.”

EHT

69/23 EHT and HT's Performance and Pay

It was **agreed** to appoint Craig Duncan as the external adviser to support the MAT/EHT in the EHT/HT's Performance Reviews.

It was noted Craig Duncan was the External Improvement Partner for the Trust that fed into the EHT/HT's Performance Review.

This was the third year that Duncan Craig had been appointed.

It was **agreed** to review the retender of this position every three-five years.

EHT

EHT

70/23 Any other business

Gary Benn confirmed that following a review of all the Trust's buildings, no Reinforced Autoclaved Aerated Concrete (RAAC) had been discovered.

71/23 Date/time of future meetings

- Thursday 14/12/2023
- Thursday 25/04/2024
- Thursday 18/07/2024

Approved by the Board on 14 December 2023