Minutes of the meeting of the Board of Directors, duly convened and held at Mary Rose Academy, Gisors Road, Southsea, PO4 8GT on Monday 30 October 2017 at 5.30pm.

Present: Mark Mitchell (Chair)
Alison Beane (Executive Head Teacher, Director)
SJ Davis (Director)
Judith Smyth (Director)
Chris Green (Director)
Darryl Morgan (Director from item 6)
Alistair Gray (Director)

In attendance: Lorraine Swanson (SAT Business Operations Director)
Karen Frost (Company Secretary)

Apologies: Simon Yates (Director from item 6)

1 WELCOME AND APOLOGIES

1.1 The Chair welcomed everyone to the meeting, particularly Darryl Morgan who was attending his first meeting. Introductions were made. The Board received and accepted apologies for absence from Simon Yates.

2 DECLARATION OF PECUNIARY INTERESTS

2.1 There were no declarations of pecuniary interest relating to the items on the agenda.

2.2 Directors completed new pecuniary interest forms for 2017/18.

3 ELECTION OF THE CHAIR AND VICE CHAIR

3.1 Mark Mitchell was unanimously elected as Chair of the Board for a term of one year until the first meeting of the next academic year. (Proposed: SD Seconded: JS)

JS took the Chair

MM took the Chair

Signed……………………………………………………………………                           Date:……11 December 2017..
3.2 Judith Smyth was unanimously elected as Vice Chair of the Board for a term of one year until the first meeting of the next academic year. (Proposed: SD Seconded: CG)

4 MINUTES OF THE PREVIOUS MEETING

4.1 Minutes from the meeting of the Board held on 11 July 2017 had been received in advance of the meeting. They were unanimously agreed to be an accurate record of the meeting and were signed by the Chair.

5 MATTERS ARISING

5.1 Directors reviewed the status of actions agreed at the last meeting:

5.1.1 The Trust strategic plan was an item on the agenda.

5.1.2 The Teaching school would be looking at becoming an apprenticeship provider.

5.1.3 Updates on staff sickness and absence formed part of the Head of School reports.

5.1.4 The appointment of additional Directors was an item on the agenda.

5.1.5 The risk register had been updated and was an item on the agenda.

AG entered the meeting at 5.45pm.

5.2 Directors asked whether there had been any further consideration about the Mary Rose Academy budget deficit. The Business Operations Director reported that there had. The projected deficit had been significantly reduced to around £51,000. Staff levels had been reviewed and four Teaching Assistants hadn’t been replaced although this had reduced the flexibility in classes and put more strain on staff. There had been no response from the Local Authority about the Craneswater provision and an issue remained with numbers in the nursery.

6 CONSTITUTION AND MEMBERSHIP

6.1 The Board unanimously agreed to appoint Darryl Morgan, Steve Frampton and Simon Yates as Co-opted Directors for a term of 4 years. (Proposed: SD Seconded: MM). It was noted that Steve Frampton’s term of office would start from 1 January 2018.

6.2 Directors noted the imbalance of diversity, disability and race on the Board although agreed it was important to ensure the correct balance of skills and experience. All of
the Co-opted Directors had been selected based on the skill set they had and the gaps identified by the Trust.

6.3 The Chair reported that there was still a vacancy for a member appointed director. The vacancy had been advertised with Academy Ambassadors who had been asked to search for someone with experience in risk management.

6.4 It was noted that Alistair Gray had been appointed by Members as a Director for a term of 4 years.

6.5 The Chair reported that the number of Members of the Trust had been increased to five in line with current recommendations.

7 STRATEGIC DIRECTION OF THE TRUST

7.1 Governors discussed matters arising from the confidential minutes of the last meeting and received an update on progress towards the strategic direction of the Trust.

8 SCHEME OF DELEGATION FOR THE TRUST

8.1 A draft Scheme of Delegation for the Trust was received in advance of the meeting.

8.2 Directors suggested a number of amendments to the Scheme, in particular the objective for the Trust. Directors also discussed the importance of making accountability clear in the document.

8.3 Directors asked whether the Academy Trust had Directors and Officers liability insurance and noted that they did via the RPA for £10 million.

8.4 Directors were in agreement to approve the Scheme of Delegation subject to some of the suggested amendments which the Chair would make and re-circulate.

Action: MM

8.5 It was noted that under the new Scheme of Delegation, the Board would have two committees, a Standards Committee and a Finance Committee. There would no longer be a separate Audit Committee but the functions of the committee would be included within the new Finance Committee.

8.6 There would be a move towards achieving greater separation between the different levels of governance. At the moment, all of the Chairs of the Local Governing Bodies sat as members of the Board but it was planned to phase this out in the
future. Directors discussed this and suggested that it should be a gradual process as sudden change could be a potential risk to the Trust. A clear transition plan would be needed.

8.7 The Board would need to think about communication between Local Governing Bodies and the Board to ensure the Board had enough information and knowledge to be able to fulfil its role. Ideas suggested included inviting Board members to sit in on Local Governing Body meetings or asking Heads of Schools to attend meetings of the Board.

9 STRATEGIC DIRECTION OF THE TRUST

9.1 Review of Vision and Aims

9.2 The Solent Academies Trust draft vision and strategic priorities were received in advance of the meeting. The Executive Headteacher explained the document included key areas around which the full strategic plan would be built.

9.3 Directors discussed the proposed plan. It was agreed to adopt the plan but for 2017-18 rather than 2017-20.

9.4 As the Board included a number of new members, who hadn’t been involved in previous strategic discussions, it was decided to revisit the mission, vision and strategy of the Trust and agreed to organise a facilitated session in the new year.

    Action: AB/MM

9.5 Directors said the strategic plan should be working to position the Trust so that it was always in the best place to support and maintain outstanding education. It would be important to have an understanding of how large the Trust would need to be to be financially sustainable in the future.

9.6 The facilitated session would be a fresh opportunity to consider the Trust’s approach towards growth.

JS left the meeting at 7.20pm

9.7 Self-Evaluation Tool

9.8 A self-evaluation tool from the Office of the Regional Schools Commissioner was received in advance of the meeting. It was agreed to complete the tool at a future session, maybe as part of the strategic planning process.
9.9 **SAT Review with the Regional Schools Commissioner**

9.10 It was noted that the review with the Regional Schools Commissioner was being held on 20 November 2017 and that SD would attend on behalf of the Board.

9.11 **Free School Proposal**

9.12 The CEO reported that it had been decided not to proceed with the Free School proposal following a due diligence process. The school didn’t appear to be financially viable. The bidding process was still open and results would be known in November.

9.13 Directors were in support of the decision, particularly as it hadn’t appeared to be viable. As the Trust still owned the land that the Free School was going to be built on, the Board might need to make a decision about releasing the land at a future meeting.

10 **CHIEF EXECUTIVE OFFICER REPORT**

10.1 **Pupil Progress and Outcomes Across the Trust**

10.2 A combined Pupil Outcomes report was received in advance of the meeting. The CEO said there were mixed views about whether Trust boards were better receiving a combined report for the Trust or separate reports for each academy.

10.3 The Chair said he felt the combined report would be sufficient for the Trust Board to maintain some oversight as the individual Academy Governing Bodies would be scrutinising their local data and the new Standards Committee would be looking at the data in more detail and reporting to the Trust Board.

10.4 The CEO drew attention to key areas in the report. There were still concerns about the reliability of the data for Redwood Park Academy although it was going in the right direction. The quality of teaching had just tipped into ‘good’.

10.5 Head of School reports for all three academies in the Trust were received in advance of the meeting. Directors said they found the new format of the reports to be really useful and said it would be helpful if the information in the reports was standardised. It was agreed that the Standards Committee would consider the reports in the future.

10.6 Directors asked when the new committees would be started. The Chair said he hoped the new structure would be in place for the new year.
11 AUDIT COMMITTEE REPORT

11.1 The Chair gave a report from the Audit Committee:

11.2 Risk Register

11.3 An updated risk register had been received in advance of the meeting. The Audit Committee had reviewed the changed and emerging risks.

11.4 Directors were in agreement to approve the Risk Register.

11.5 Financial Regulations

11.6 The updated Financial Regulations had been received in advance of the meeting and had been reviewed by the Audit Committee. Previously the document had included information in the Academies Financial Handbook and the new Scheme of Delegation but this had now been separated out to avoid duplication.

11.7 The Board were in agreement to adopt the updated Financial Regulations and thanked the Business and Operations Director for all her work in reviewing it.

11.8 Lettings Policy

11.9 An updated Lettings Policy had been received in advance of the meeting. The Audit Committee had reviewed the policy and raised one concern about the waiving of public or employer’s liability insurance. The Committee had suggested adding in a disclaimer.

11.10 Directors suggested this be checked with the Trust’s lawyers to check that the disclaimer could be relied on and it was agreed that the Business and Operations Director would do this.

11.11 CPD Agreement

11.12 A new CPD agreement had been received in advance of the meeting. Directors unanimously approved it.

12 ACADEMIES FINANCIAL HANDBOOK

12.1 Directors received the 2017 Academies Financial Handbook and a document outlining the roles of Company Directors and Charity Trustees.

12.2 Two ‘letters to accounting officers’ were received. One dated 30 June 2017 and the other dated 25 September 2017.
13 LOCAL GOVERNING BODIES

13.1 Directors unanimously agreed to appoint Will Atterbury as Vice Chair of the Local Governing Body at Cliffdale Primary Academy.

14 DATA PROTECTION – GDPR

14.1 A document called ‘Preparing for the General Data Protection Regulation (GDPR) was received in advance of the meeting.

14.2 Directors discussed the changes and were in agreement that action needed to be taken by the Trust to prepare for it.

14.3 It was agreed that the Business and Operations Director would attend some training about it.

Action: LS

15 ITEMS FOR THE NEXT MEETING

- Budget monitoring report.
- Update on planning for the GDPR

16 CLOSE

16.1 There was no further business and the Chair declared the meeting closed.

16.2 The date of the next meeting of the Board would be held on Monday 11 December 2017 at 5.30pm.
## Summary of Actions

<table>
<thead>
<tr>
<th>No.</th>
<th>Action</th>
<th>By whom</th>
<th>Target Date</th>
</tr>
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<tbody>
<tr>
<td>1.</td>
<td>Make the suggested amendments to the Scheme of Delegation and re-circulate.</td>
<td>MM</td>
<td>Dec 17</td>
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<td>2.</td>
<td>Arrange a meeting date and facilitator to review the vision and mission of the Trust.</td>
<td>MM/AB</td>
<td>Dec 17</td>
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<td>3.</td>
<td>Attend a course about GDPR</td>
<td>LS</td>
<td>Dec 17</td>
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