Trustees Board Minutes

Meeting	Trustees Board Meeting	Date	Tuesday, 2 March 2021
Location	Virtual meeting via Teams	Time	2.00 pm
Membership	Tammy Michell (CEO), Jonathan Clarke (Chair), Graham Razey (GR), Peter Troke (PT), Hannah Tudor (HT), Paul Wilson (PW), Bernadette Lax (BL), Peter Goldsack (PG), Chris Argent (CA)		
In Attendance	Chris Legg, Chief Financial Officer (CFO) Sharon Hollingsworth, Director of Governance (DoG) Claire Edgeworth (CE) - Notetaker		

**Italics denotes absence*

	ITEM	COMMENTS	ACTION
1	Welcome and apologies for absence	The Chair welcomed everyone to the meeting.	
2	Declarations of Interest	There were no additional declarations to the meeting other than those declared as standing.	
3	Minutes of the meeting held 11th January 2021, including any confidential minutes	The minutes from the meeting held on 11th January 2021 had been circulated to Trustees prior to the meeting. The minutes and confidential minutes were reviewed and approved as an accurate record. The remote e-signing of the minutes will be undertaken by the Chair following the meeting.	

4	Matters arising not covered by this agenda	There were no matters arising not covered by the agenda.	
5	Chairs Communication End of Year Trustee Review meetings	The Chair advised that he will be in contact with each Trustee to arrange a suitable time to meet to conduct the End of Year Trustee Review meeting.	
6	CEO's Report	The Mid-Year CEO Report was circulated to Trustees prior to the meeting. The CEO advised that due to the pandemic there is still limited core school data being captured but there are a few areas to look at. There has been an increase in pupil premium in all four schools and this is reflective of the current situation. The CEO highlighted that some families came forward when the shopping voucher scheme was announced and this will be monitored as 3 out of 4 schools are in significant deprivation areas. All schools are expected to be fully open from the 8th March 2021. All four schools have remained consistently open during the pandemic lockdown to vulnerable pupils and key worker children and there have been no Covid-19 cases reported and no bubble lockdowns. There have been between 20% - 25% of pupils attending in each school. It was agreed that where there were concerns about a child during the first lockdown, they would be encouraged to attend school. The national statistics of children attending primary schools for the end of January was 16%. Each school sent out a parental survey looking in particular at the handling of the Covid-19 situation. The Local Governing Boards will look at the results in more detail. The results have been very positive and one area of note was that parents were pleased with the level of communication which was particularly pleasing. The CEO advised that there was no further update regarding the Trust growth plan. Covid-19 has put a lot of pressure on Head Teachers and they do not feel in a position	

		to go through consultations at the moment so this has been paused, although the CEO is in regular contact with the schools that had expressed an interest in joining EKC Schools Trust. The CEO undertook a full review of remote learning across the Trust and each Local Governing Board has received a report, and the CEO created an overview for the Trustees. Across the board all the schools were fully compliant, there were some strong examples of a range of curriculum areas and ideas on engaging families and in particular those families who were not engaging in online provision. The CEO advised that her biggest anxiety is around SEND pupils particularly those with EHCP outside of ASD, as these pupils are likely to have made the least progress. Due to health implications, some SEND pupils could not attend school and they have struggled being online with 20 other pupils without their 1:1 support. Consideration needs to be given to how this is managed and in particular for those pupils who due to their health still cannot attend. The schools have good processes in place for disadvantaged children however SEND children need to be looked at. The annual phonics screen for pupils in Year 1 did not take place in June 2020 but the Government mandated that schools test their Year 2 pupils but will not be published. The data is low but this is reflective of where you would expect the children to be with only being in school for 6 months and missed 4-5 months of phonic lessons. The data shows the impact of in-school teaching on our disadvantaged pupils at our most disadvantaged schools. The CEO has reviewed the Strategic Plan and gave an update in her paper on the Service Level Agreement with EKC Group. The first Trust newsletter has been circulated and the CEO feels this captures what the Trust is doing. The Trustees felt that the phonic outcomes in the CEO report were similar to other primary schools outside the Trust.	

		The Trustees queried how much autonomy the schools will have with their recovery plan. The CEO advised that each school has produced an action plan and this was agreed by the Local Governing Boards. The CEO has reviewed the plans and they have been shared across the Trust and at Head Teacher meetings. These will be continued to be monitored to make sure that the plans have the desired impact. Three of the schools have agreed to work on a collaborative plan with an external consultant. Due to Covid-19 there has been no published data for 2 years and the Trustees questioned how the CEO would make sure that valuable data would be produced to ensure that the money has been usefully spent. The CEO advised that she did not want to capture data unless it was in the best interest of the child and that there is currently no data to compare anything to. The CEO would like there to be some formative assessment in September to set a new benchmark and this can be shared with the Trustees. The Trustees queried that the data for Bysing-Wood was not in-line with the other schools. The CEO has raised this with the Head Teacher but her hypothesis is that as the school has a large number of pupils with poor learning skills the gap is different whereas other schools will have a curve. The Trustees queried if the CEO was aware of any SEND pupils not returning next week and was there any mileage in 1:1 learning. The CEO has discussed this with the Head Teachers and although each school has a different model all schools will focus on SEND pupils. If a child is eligible for EHCP high needs funding, there are processes in place around contact and where some schools have technology they are going to stream some classroom lessons and have a virtual session afterwards. The CEO advised that remote learning would continue for those pupils who cannot attend and currently they have daily reading with the Teaching Assistant. Although the CEO cannot monitor how effective it is, the levels of engagement are significantly up. The Trustees acknowledged the impact this has on the staff.	

		The Trustees questioned what was being put in place for the older children who have a shorter time left in primary school. The CEO advised that she has been talking to leaders across the Trust to produce a Secondary Ready Plan. From the summer term, Year 6 pupils going into Year 7 will have a different curriculum looking at resilience and the skills set needed to get them ready to start secondary school. The Chair acknowledged that the collaboration and engagement from everyone has been exceptional during these difficult times and questioned whether the Trust had learned anything from the remote learning that can be used to engage pupils during lockdown . The CEO advised that in Head Teacher meetings they have been capturing the gains from a school perspective. One gain is that the system for coming in and leaving the school and the systems in place around lunchtime have helped with behaviour and this is going to be reviewed. Also, the Trust is looking at face to face meetings vs virtual which cuts down on travel time. The Trustees queried what is happening with the Kent Test. The CEO advised that she had received an update from David Adams and will share with Trustees after the meeting. The Chair advised that the newsletter was available online on the website.	CEO to share link.
7	Trust Leadership Development Plan 2020-2021 Mid-Year Review	The Development Plan was written by Summer Macer, Director of Operations, and circulated to Trustees prior to the meeting. The Trust to Trust visits have not been able to go ahead due to the pandemic. The CEO however remains in close contact with other Trust CEO's but this has been mainly focused on the response to Covid-19. During this period staff development has continued. The Chairs from the Local Governing Boards have given feedback that some Governors felt that the finance training they attended, was not relevant to them as they are not Finance Governors.	

		The CEO has advised that all Governors need this update and has asked the Chairs to feed this back. The Chair acknowledged that from the report the uptake appeared to be good and the percentage of staff using the training in their role was high. The CEO confirmed that anything above 25% attendance was good. The Trustees queried whether the Trustee training e.g. safeguarding, was available to the local Governors and the CEO advised she would enquire with the EKC Group to see if this resource could be shared. GR advised he could see no reason why this could not be used. **ACTION – CEO to discuss with Director of Corporate Services and Chief People Officer.**	**CEO to discuss with DoCS & CPO.**
8	Update on Term Time Only staff salaries	Summer Macer, Director of Operations circulated a briefing paper to Trustees prior to the meeting. The CEO asked the Trustees to look at the implications and risk around each recommendation that they were being asked to consider and pass a resolution. **Brazel vs Harpur** 1. Take action now to implement the current Court of Appeal judgement [Risk – the Supreme Court does not uphold the judgement] 2. Maintain a watching brief and await the Supreme Court's decision before taking any action **NJC/KCC** 1. Adopt the new NJC/KCC TTO annual leave, deciding on an effective date and work with KCC to settle back pay. 2. As above and settling any shortfall from KCC funding. 3. Do nothing and maintain current calculation [Risk – ET claims] The Trustees discussed the implications on the financial health of the Trust; staff losses; the implications if the case is not upheld; the legality of going back on any changes that are made to the contracts and full time workers having a case for discrimination if this is upheld.	

		The CEO advised that other Trusts in the KMA all obtained legal advice. Ten were advised not to move on the Brazel vs Harpur case and two were advised to settle. Most of the other Trusts had already moved over to the KCC calculation from April 2020 but the Trust had held off because the Supreme Court was due to rule in February this year and this would have allowed the Trust time to move things across afterwards. Unfortunately, due to the case now being heard in November, this has meant the Trustees need to make a decision before the findings are known. The CEO's recommendation is that the Trust aligns with KCC as financially it cannot do anything else but wait for the Brazel vs Harpur findings. The back pay from April 2020 would cost the Trust approximately £29,000. GR feels that if the Supreme Court upholds the findings the Government will need to find a way to support the public service, as this also involves all public services not just education. If the Supreme Court decided on the full 6 years back pay, this would have huge ramifications. The CEO advised the Trustees that as previously discussed, whilst the Trust would not want to change the terms and conditions for teachers, very few Trusts have kept KCC conditions for support staff. If the Trustees agreed to align with KCC, the Trust could at a later date review support staff terms and conditions. The change would not be looking at reducing terms and conditions but making sure if KCC change anything, the Trust do not have to align with them. The Trustees were asked to pass a resolution to adopt the KCC model for backpay. The cost to the Trust will be £29,000. **RESOLUTION – The Trustees agreed unanimously that EKC Schools Trust would realign themselves with the KCC model for back pay.**	
9	Health & Safety Compliance Report	A Health and Safety Compliance Report was produced by the Deputy Director of Estates, Stephen Whybrow (SW), and circulated to Trustees prior to the meeting. This paper will be taken to the Risk. Audit and Compliance Committee to be looked at in-depth and is for the Trustees information only so they know the visits went ahead. The Trustees highlighted that there was a lot of red on the report and the CEO advised that it was mainly due to Covid-19 as companies had been unable to attend for site	

		visits. The Risk, Audit and Compliance Committee will look at this and look at timescales.	
10	School Visits – Trustee guidance notes	Two Trustees, PT and PG, attended the virtual Queenborough school visit and PG attended the virtual Holywell school visit. Trustees were asked to complete the feedback forms and return to the DoG.	DoG to send forms to PT and PG
11	Director of Governance Report	The Director of Governance update report was circulated to Trustees prior to the meeting. **Trust and Committee Membership, Terms of Office** The DoG provided the Trustees with an update on Trust and Committee Membership and Trustees Terms of Office. There is currently one Trustee vacancy on the Board and one membership vacancy on the Risk, Audit and Compliance Committee (RAC). <u>Trustee position</u> Members of the Trust are specifically looking for someone with specific HR experience / background to fill the current skills gap on the Board and are also conscious that they need to manage the diversity of Trustees on the Board. Members are considering one potential candidate for the Trustee position currently. This candidate is strong on paper but it is unclear if they have HR experience. The CEO has reached out to a potential candidate and the DoG will follow this lead up. The CFO asked the Trustees if the new Director of Finance could join the Finance Committee and this was agreed. **AGREED: Trustees agreed that the newly appointed Director of Finance may attend future meetings of the Trust Board, as an Officer in Attendance.** <u>RAC Committee position</u> When a new Trustee is appointed it is proposed that they will serve on the RAC Committee, however in the meantime this leaves just two Trustees on this committee.	

		It was noted that the CEO cannot be a member of the Committee and Trustees cannot serve on both the Finance Committee and the RAC Committee. The remaining Trustees were asked if they would consider serving on the RAC Committee in the short term. GR agreed to undertake this on a temporary basis. **NOTED – GR to serve on the RAC Committee with immediate effect until a new Trustee is appointed.** **Trust Governance Calendar of Meeting Dates 2021/22** The Trust Governance Calendar of Meeting Dates has been produced in accordance with the Trust's cycle of business and includes the respective Board and Committee agenda setting meetings for the respective Chair. The list of meeting dates was circulated to Trustees as an appendix to the update report prior to the meeting for approval. Calendar meeting invites will be circulated following the meeting once agreed. The December Risk, Audit and Compliance Committee needs to be moved. This meeting currently sits back to back with the Finance Committee meeting and a suggestion was put forward to move both meetings to the 25th November 2021. The CFO advised that this would make finance deadlines tight and the DoG agreed to relook at this outside of the meeting. Trustees to contact DoG if they are unable to attend any of the meetings. **School resource management self-assessment tool** The Trust is required to submit an Annual Self-Assessment Return to the ESFA by 15th April. The DoG circulated the link to the Return prior to the meeting. The DoG asked the Trustees to give authority to the Finance Committee to approve the return at their meeting on the 30th March, as there will not be another Trustee meeting prior to this date. **NOTED – The Trustees agreed unanimously to give authority to the Finance Committee to approve the Annual Self-Assessment Return prior to its submission to the ESFA.** **Trustee Development Plan**	

		The Trustee's Development Plan was approved by the Board last November. The DoG provided an update on progress against the Plan, for information and this was circulated to Trustees prior to the meeting. <u>Visits to Schools</u> The Trustees had all identified visits to schools and the list was circulated. <u>Mandatory Training for Trustees update as at 22 February</u> The DoG circulated an update on the mandatory training prior to the meeting. **Sub-committee meetings of the Trust Board** The Risk, Audit and Compliance Committee met on the 11 January and the draft minutes were circulated as an appendix for information prior to the meeting.	
12	Management Accounts (including Financial KPIs)	The Management Accounts for December 2020 were circulated to Trustees prior to the meeting. The Q1 re-forecast has now been completed and is reported in full in the December Management Accounts. The CFO has met with all the schools and had a detailed discussion around the forecasted year-end out-turn. The forecast shows an improved financial position for all four schools. The initial budget showed a deficit of £86,000 but the re-forecast shows an improved position of £159,000 surplus. All four schools are performing ahead of budget. The depreciation for pension charges was not in the original budget and was an oversight. This is not a cash item so does not make a difference but the overall bottom line will look red, as it does at the moment at -£253,000. Performance in year budget was expected to show the Trust was spending more than it was earning, but the Trust is in a favourable position at +£234,000. This is due to some under spend on non-pay lines due to being closed plus one off grants that have been received. The Covid-19 claim has just been approved. The Trust is currently in a healthy financial position.	

		The Trustees queried whether the schools under KCC would have reported on the EBITDA position and the CEO advised this would not have been the case. Although KCC would have been required to report on it, the schools would have only seen the cashflow. The CFO advised that the schools only see a detailed profit and loss account that relates to their school and not all the other detail that the Trustees are receiving. The Trustees queried if any surplus would be clawed back if not spent. The CFO advised that there is nothing in the funding agreement to indicate that this would be the case. The Trustees queried if, as the schools develop, the Trustees would see a school by school financial report. The CFO advised that they have this currently but this is not reported to the Trustees. The Trustees felt this would be useful to understand any school-level variations. The CFO will provide a summary for each school at future Trust Board meetings. CA has recently joined the Trustee Board and requested a meeting with CL outside of the Trustee Meeting to look at the detail within the accounts. CA queried if the Trust holds reserves school by school or by the Trust. The CFO advised reserves are held as a Trust but sub-divided to the schools and the schools cannot spend another school's reserves. CA queried this and the CEO advised that the arrangement is that the Trust will not use one school's operating budget to rescue another school. The school receives money as per their pupil numbers, so the money should be kept in school for that pupil. CA queried what would happen if one school went into decline. The CEO advised that it is the role of the CFO to make sure each school is running within their budget and the CEO is working with schools to increase pupil numbers. The CFO advised that the Trust is aware of the risk but there are processes in place so the risk is minimised. The CFO has worked with the schools to set a realistic budget and if a problem is identified then the CFO will work with the schools to identify what they are going to do about it. GR advised that currently there is no top slicing for the current four schools, but the Group pays money into the Trust as a way to develop and build up the Trust. As the Trust expands then the Trustees will	DoG to set up the meeting

		need to look at how this will work as ultimately the risk is with the Trust if a school goes into decline. GR advised that future schools need to contribute so that the Trust can have some reserves. The Trustees agreed that the Trustees would need to look at the impact of future schools joining the Trust. The Trustees were in agreement that the local Governors on the Local Governing Board need finance training and felt it should be mandatory.	
13	Any other business	GR advised that the CEO mid-year appraisal had taken place and he was pleased to report that everything was going well.	
14	Matters considered confidential	There were no matters considered confidential.	
15	Date and time of next meeting:	Thursday, 15th July at 2.00 p.m.	

There being no further business the meeting closed at 3.40 p.m.

Signed: ..... Print JONATHAN CLARKE Dated: 15th July 2021.