

**Trustees Board Minutes**

<b>Meeting</b>	Trustees Board Meeting	<b>Date</b>	Tuesday, 22 <sup>nd</sup> September 2020
<b>Location</b>	Virtual meeting via Teams	<b>Time</b>	2 pm
<b>Membership</b>	Tammy Michell (CEO), Jonathan Clarke (Chair), Graham Razey (GR), Peter Troke (PT), Chris Legg (CL), Hannah Tudor (HT), Summer Macer (SM), Paul Wilson (PW), Bernadette Lax (BL), Peter Goldsack (PG)		
<b>In Attendance</b>	Jonathan Cresswell, Chief Financial Officer (CFO) Sharon Hollingsworth, Director of Governance (DoG), Claire Edgeworth (CE) - Notetaker		

*\*Italics denotes absence*

	<b>ITEM</b>	<b>COMMENTS</b>	<b>ACTION</b>
<b>1</b>	<b>Appointment of the Trustees Board Chair and Vice-Chair</b>	<p>The Director of Governance (DoG) opened the meeting.</p> <p>The first item on the agenda was to elect the Chair and Vice Chair of the Trustees Board. The DoG noted that a nomination process to elect the Chair and Vice Chair took place earlier in the month. The DoG noted that all Trustees were comfortable with the continuation of the existing Chair and Vice-Chair arrangements.</p> <p>Jonathan Clarke was elected as Chair of the Trustees and Graham Razey was elected as Vice-Chair for the 2020/2021 school year.</p> <p>The Director of Governance handed over to the Chair.</p>	
<b>2</b>	<b>Welcome and apologies for absence</b>	<p>The Chair welcomed everyone to the meeting.</p> <p>There was no apologies for absence .</p>	

3	Declarations of Interest	There were no additional declarations to the meeting other than those declared as standing.	
4	Minutes of the meeting held 15 <sup>th</sup> July 2020, including any confidential minutes	<p>The minutes from the meeting held on 15<sup>th</sup> July 2020 had been circulated prior to the meeting. There were no confidential minutes from the last meeting. The minutes were reviewed and approved as an accurate record.</p> <p>The remote e-signing of the minutes will be undertaken by the Chair following the meeting</p>	
5	Matters arising not covered by this agenda	There were no matters arising not covered by the agenda	
6	<p>Proposed Trustee appointments - to formally note the Members recommendations following the Trustee interviews held on 15<sup>th</sup> September and agree any appointments to the Board.</p>	<p>The Director of Governance advised that at the last Board meeting it was identified that there were two Trustee vacancies. One vacancy was open for a local School Governor Trustee and one for an Independent Trustee. There was one applicant for the role of Independent Trustee and two for the role open to the local School Governors. Members conducted interviews on the 15<sup>th</sup> September and the outcome was that Peter Goldsack (PG) and Bernadette Lax (BL) were successful. The Trustees were asked to approve the two recommended appointments to the Trustee Board.</p> <p><b>APPROVED:</b> The Trustees agreed to approve the appointments of Bernadette Lax and Peter Goldsack as Trustees to the Trustee Board.</p> <p>Following the appointments, the new Trustees, Peter Goldsack and Bernadette Lax joined the meeting</p> <p>The Director of Governance advised that following the new appointments, the membership of the Finance Committee and the Risk and Audit Compliance Committee might benefit from being realigned to benefit from Trustee skill sets and suggested that the matter is discussed later in the meeting under Agenda item 10.</p>	
7	CEO's Papers	<p>The CEO explained that the Trust business cycle had been set up for the September meeting to be business heavy agenda including ratification of policies and procedures.</p> <p><u>Trust Strategic Improvement Plan 2020-2021</u></p> <p>The Trust Improvement Plan was circulated to Trustees prior to the meeting.</p> <p>The CEO commented that the Trust Improvement Plan identified 6 areas of improvement that all the schools should concentrate on over the next 12 months and this has been aligned with the new Inspection Framework around four key areas, including supporting schools across the MAT, strategy,</p>	

establishing EKC Schools Trust links to EKC Group and work that needs to happen to align our new services to embed some visions from the Trust. The CEO advised that given everything that has happened post conversion around lockdown, there has been huge progress made but there is still work to be undertaken around embedding systems, policies and links with the EKC Group.

At the last meeting the CEO highlighted attendance as an area that needed improvement and brought it back to the Trustees meeting today. Although Covid has played a large part in attendance, the CEO advised the Trustees that this needed to be an area that they concentrate on, to see if any impact had been made. The CEO invited questions from the Trustees.

The Trustees questioned how the quality of education and attitude would be measured and reported back to the Trustees. The CEO advised that she would be interrogating all the information presented to her from the schools and would then complete a detailed report for each Trustee meeting. The Trustees agreed it would be good to see how the schools are measuring what information they are presenting but queried if the CEO had capacity in her dual role to handle this. The CEO confirmed this was sustainable, and a new Director of Operations is being appointed to assist the CEO. The CEO stressed that none of the schools were vulnerable schools and none required her daily contact. The CEO has the capacity for six visits per school per year. The schools are strong and will undertake the required work, and the Local Governing Board will oversee the schools as per the scheme of delegation. The CEO will receive the minutes from the Local Governing Boards, and these will include key information and data to enable the Trustees to examine the detail to gain assurance.

Trustees queried whether the schools had been instrumental in helping to develop the priorities; whether they were linking into the EKC School Trust Improvement Plan and following the same format and including these in their own school planning. The CEO advised that in July the CEO met with the Head Teachers and they gave a brief overview of what their key priorities would be and the priorities were then agreed between them and these were then aligned with the EKC School Trust priorities. GR advised that in his role as CEO of EKC Group, he wanted to reassure the Trustees that he has on-going conversations with the CEO around balance and growth and are putting in more resources to support the CEO in order that she can move towards working more with the Regional Schools Commissioner and concentrate on growth.

One Trustee expressed concern around the lack of data driven targets in some areas of priority and how we can show that we have completed them. The CEO advised that for some aspects of the strategic plan there were not clearly defined data outcomes that could be measured and whilst this is a preferred way of providing Trustees with reassurances, certain aspects of improvement work do not have ongoing milestones. Attendance is an area that will be monitored from set targets but with Covid this is currently nonsensical.

The Trustees agreed that if we do not get the attendance right, then we will not get the attainment right.

The Trustees queried what our aspirations are during these difficult times for schools to join the Trust and the CEO advised that it is mixed and the vast majority of the Head Teachers are just surviving with the current situation. Most Head Teachers do not currently have any strategic time, however there were a number of Head Teachers who had contacted the CEO looking for guidance and from this we are exploring one potential school to join us.  
Trustees reviewed the priorities and discussed the plan.

**AGREED: The Trustees were in agreement to take the Trust Strategic Improvement Plan 2020-2021 forward.**

Trust Leadership Development Programme 2020-2021

The Trust Leadership Development Programme was circulated to Trustees prior to the meeting. The paper gave an overview of development activities at every level from Trustees to Support Staff and how to improve. The CEO asked the Trustees if they had seen any areas that had been missed.

The CEO explained that this way of working was different for the schools. The schools are usually responsive to their training needs; however, the CEO feels that we have a number of skilled experts and professionals within the organisation and we need to share good practice across the schools.

One Trustee queried why there was no mention of Teacher Training and how we will factor this in and how we build for them to develop practice. The CEO advised that we currently have Queenborough Teaching School in the Trust and they will not reapply to be a hub under the new ways of working for teaching schools, but are looking to use their expertise to lead on Early Career Development and we will be submitting an interest bid. The CEO is also meeting with EKC Group Teaching Academy and how the Trust can develop even stronger links. This has not been included on the plan as this is not yet an official strategy.

The Trustees queried the section around Trust Support and the reciprocal visits from strong Academies and the CEO advised she has been working with the Galaxy Trust in Dartford. This Trust has been picked as they are not only a strong Trust but are not in East or South Kent and are also in a disadvantaged area. There is a meeting planned in termly and initially this will be CEO to CEO due to COVID, however this will be reviewed over the year in the hope to provide greater impact across school to school visits and a report submitted to Trustees as time goes on.

The Chair queried if under the current circumstances this was deliverable and we can work around it. The CEO advised that there had been several training events held already and development is progressing and we are looking at bespoke training, online learning options, digital meetings and planning some events for later in the year.

8	Pay arrangements for the Trust and the Trust Pay Policy	<p>The CEO produced a paper for the meeting today to update the Trustees on the Term Time Contracts and the Pay Policy and asked for the Trustees to make a decision to the way forward.</p> <p>The CEO explained that support staff were transferred over to the Trust on their existing pay and conditions and are currently on the Local Authority Kent Range Scheme for Schools, and we are not in a position to move away from this. The Local Authority have made the decision to remove the lowest pay range and this will have a financial impact and the CFO has more information about what this means for each school.</p> <p>The Teacher pay award has just been agreed following the Government announcing that that there would be a large pay award for teachers. This will impact on school's budgets and many schools will be looking at redundancies.</p> <p><u>Term Time Only Contracts</u></p> <p>The CEO issued a paper which the Trustees felt was very clear and highlighted the complexities. The CEO advised that the Trustees needed to reach a decision on how the EKC Schools Trust wished to take this forward. The Unions are contacting the CEO weekly and are calling for a change in the Pay Policy around the term time only contract.</p> <p>The Trustees discussed whether as this was still in the final appeals process whether it was the right time to make a decision and whether we wait to see the outcome. A Trustee queried that there was already £25k included in the budget regarding this, and the CEO acknowledged this had been included at budget setting so we would not be adversely affected, however if backdated for 6 years this could have implications. The Trustees queried that the budgets being submitted were based around some unknown factors and the CFO advised we have had to make a decision to put in at this stage but we can remove it at a later date if this does not materialise.</p> <p>The CEO advised she was a member of the MAT Association and six out of ten Associations have amended their pay calculations this tax year and their staff are under new rules, but others are waiting for the outcome of the Court case. The Local Authority have also changed their pay and Greenwich have reached a settlement. The CEO acknowledged there was a risk in waiting, however there was a possible reputational risk if we went ahead and then the case was not upheld and we needed to get any money paid out returned. There has been no date announced for the Court case.</p> <p><b>AGREED: The Trustees were all in agreement that they wished to wait for the outcome of the Court case, before making a decision regarding Term Time Only Contracts.</b></p>	
9	Trust Growth Plan	This item was considered confidential and will form Part A confidential minutes.	

10	Director of Governance Report	<p>The Director of Governance had circulated her paper prior to the meeting.</p> <p>Following the appointment of two new Trustees, the Director of Governance advised that Trustees should consider the membership of the Finance Committee and the Risk, Audit and Compliance Committee to ensure they remain fit for purpose. Trustees agreed that given the strong Audit and Risk Management background of Peter Goldsack, the two committee should be realigned. The Trustees agreed that PG would strengthen the membership of the RAC Committee and PW would fit well into the membership of the Finance Committee. The two Trustees were in agreement and this will be carried forward. The Director of Governance will confirm the change to the Trustees following the meeting and shall circulate committee meeting dates.</p> <p>A Finance Committee Meeting was held on the 20th August 2020 and the minutes were circulated. The temporary chair is CL following the resignation of DB. The budget forecast had been a key feature and had been looked at carefully and the CFO had explained how the process works.</p> <p>The Director of Governance had sent round a Service Level Agreement between Briary and the EKC Group to support Briary with the Local Governing Board clerking and this will be reviewed annually.</p> <p style="text-align: center;"><b>NOTED: Trustees noted the Service Level Agreement between EKC Trust, Briary School and EKC Group.</b></p> <p>The latest update of Keeping Children Safe in Education was issued on the 4<sup>th</sup> September and underpins safeguarding across the EKC School Trust. All the Trustees are required to read it and the Director of Governance will circulate. All Trustees to confirm that they have read it so we can update our records.</p> <p>The Annual Cycle of Business had been circulated prior to the meeting which sets out key business items and reporting frameworks. The CEO, DoG and CFO have reviewed the document to make sure timescales are met. A Trustee advised that as the Annual Cycle of Business has certain points that Trustee have to approve, we need to make sure the cycle of meetings aligns with it. The Director of Governance advised that CEO, CFO and DoG had all discussed this and believe the Annual Cycle of Business is fit for purpose at the moment. The CEO advised that some dates had been delayed due to Covid which is why some of the dates had moved outside of this Cycle.</p> <p>One of the Trustees, who is a Chair of a Local Governing Board, raised a query regarding the Finance Committee minutes dated 20<sup>th</sup> August on behalf of his school, and it was agreed that the Trustee and CEO would meet outside of the meeting to discuss it.</p>	<p>DoG to send dates.</p> <p>All Trustees to confirm they have read Keeping Children Safe in Education.</p>
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11	Finance Papers	<p><u>ESFA Budget Forecast 3 Year Return</u></p> <p>The ESFA Budget Forecast 3 Year Return had been discussed in detail during the Finance Committee meeting on 20<sup>th</sup> August and the Trustees were asked if they had any questions. Nobody raised any queries.</p> <p>The CFO explained that he had met with the Business Managers to pull together their individual budgets and he had collated these onto the relevant document. The CFO reported that at the Finance Committee Meeting there was a deficit showing but following a meeting with the Business Managers, this has been reduced and we are budgeting a deficit for 2021 of about £99k which is within the retained surplus we are predicting at the end of 2020.</p> <p>The Trustees queried that, as the forecast includes salaries at the current level and this includes the £25k potential cost pressure that had been discussed earlier in the meeting, this was a notional deficit to budget for. The CEO advised that this problem occurs every year and maintained schools set their budgets in April with the pay awards being awarded in September so are adrift for a longer period of time.</p> <p>The Trustees questioned if we could do anything different to get an agreed budget in place and to meet the cycle of business timings. The CFO advised that he will look at timings for getting the budget together as this had been a longer process than expected and will work with the Business Manager to agree timings. The CEO advised that in terms of pay awards there was nothing we could do as the conditions are set out nationally. The figures are released in the summer but they have to go to consultation and released end of September. The money had been set aside but Government had advised of a pay award due to Covid but had not set out who would receive this. The CEO will be bringing a recommendation to the Trustee Board later in the year to try to put the support staff on a less complicated pay system.</p> <p>The Trustees advised they had no more questions.</p> <p>The Chair asked if the Trustees were happy for the ESFA Budget Forecast 3 Year Return could be submitted to the ESFA.</p>	

		<p><b>APPROVED:</b> Trustees agreed the presented ESFA Budget Forecast 3 Year Return to be submitted to the ESFA.</p> <p><u>Financial Regulations</u></p> <p>The Finance Regulations had been agreed in March 2020 but the CFO had updated them to show that the internal auditor can no longer be the same as the external auditor and this has been updated in the Finance Regulations and there had been some changes to the terminology.</p> <p><b>APPROVED:</b> The Trustees all agreed to ratify the Finance Regulations.</p> <p><u>Procurement Policy &amp; Procedures</u></p> <p>This document is an appendix to the Financial regulations.</p> <p><b>APPROVED:</b> The Trustees all agreed to ratify the Procurement Policy and Procurement Procedures.</p>	
12	Policy Report	<ul style="list-style-type: none"> <li>• Admission Policy</li> <li>• Charges and Remission Policy</li> <li>• Staff Code of Conduct</li> <li>• Complaints Policy</li> <li>• Data Protection Policy</li> <li>• Disciplinary Policy</li> <li>• Equality and Diversity Policy</li> <li>• Grievance Policy</li> <li>• Health and Safety &amp; Premises Policy</li> <li>• Return to Work After Lockdown Policy</li> <li>• Safeguarding Policy including addendum to Safeguarding in response to Covid 19</li> <li>• Whistle Blowing Policy</li> <li>• Pay Policy (draft)</li> <li>• Risk Management Policy</li> </ul> <p>The CEO advised that these policies were ratified in March 2020 but had been sent to the Trustees over the summer with updates. The Trustees had sent back amendments/queries and these had been implemented and the Chair asked if Trustees had any final comments</p> <p>The CEO advised the Pay Policy has not been finalised and had been submitted for information only and will come back to the Trustees when finalised via email for the Trustees agreement.</p>	

		<b>APPROVED: The Trustees all agreed to ratify all the above policies apart from the Pay Policy.</b>	Pay Policy to be sent when finalised.
13	Any other business	<ul style="list-style-type: none"> <li>The CEO wanted to thank the schools formally for their incredible work over lockdown and around Covid. The CEO had received a number of messages from parents complimenting the staff. The Trustees all wished to convey their appreciation to the schools.</li> <li>Holywell have received a gold accreditation from UNICEF, one of the only Primary schools in Kent.</li> <li>Queenborough received a music mark awarded.</li> <li>Bysing-Wood have been selected to be an early adopter for early year foundation stage new curriculum.</li> <li>Briary are opening the new Lidl in Herne Bay.</li> </ul> <p>The CEO advised given the current circumstances these had all been incredible achievements</p> <ul style="list-style-type: none"> <li>The CEO explained that EKC Schools Trust have been selected to have an EFSA Monitoring visit and the CEO is waiting for confirmation of the date. The CEO will feedback when she has more information.</li> </ul>	
14	Matters considered confidential	item 9 – Trust Growth Plan	
15	Date of next meeting	<p>The next Trustees meeting is scheduled for the 17<sup>th</sup> November 2020.</p> <p>The Annual General Meeting (AGM) of the Trust is also scheduled for the 17<sup>th</sup> November. The AGM will be followed by the Trustee Meeting and a Strategy Event. If we cannot hold these meetings face to face, the Strategy Event will be postponed.</p>	

There being no further business the meeting closed at 15.55

Signed:  ..... Print: JONATHAN CLARKE .....

Dated: 19th November 2020