

Hope Learning Trust Board of Trustees' Meeting

Minutes of the meeting held on Wednesday 10th January 2018 at 5.30pm

Present:

Mr Brian Crosby (CEO)

Mr Ian Thomson

Mr Tony Myers (Chair)

Ms Katherine Sinclair

Mrs Karen Osborne

In Attendance:

Mrs Allyson Buckton (Principal, Forest of Galtres Primary Academy) [from 5.45pm]

Mr Simon Barber (Principal, Manor CE Academy)
Mr Simon Bryan-Smith (Finance Director, HLTY)
Mrs Emma Lawer (HR Director, HLTY) [from 6.10pm]

Mrs Jess Swarbrick (Governance Advisor - Clerk to the Board)

		Action
1.	Opening Prayer	
	The meeting opened with a prayer led by the Chair.	
2.	Welcome, Apologies for Absence and Declarations of Interest	
	The Chair welcomed everyone to the meeting. Apologies were received, with consent, from Mike Ferguson, Katherine Humpleby, Mark Bennett, David Judson, Andrew Simpkin and Jacqueline Doyle-Brett.	-
	Late apologies were also received, with consent, from Allyson Buckton.	
	lan Thomson raised a point relating to item 7.2, discussion on the structure of the Central Team. He stated that he had a long standing friendship with the Finance Director of many years, and was sensitive to the perception of his involvement in any discussion relating to the Finance Director's remuneration. The Clerk advised that there was no legal issue with Mr Thomson's involvement in any discussions, as he would not stand to gain from any decision either directly or indirectly. However, Trustees thanked Mr Thomson for raising this as a potential concern, in the interests of transparency and clarity. It was noted that executive staff would be asked to leave the meeting during any discussions directly related to their position.	
3.	Minutes of the meeting held on 13 th December 2017 Previously distributed. The minutes were agreed to be a true and accurate record and were signed by the Chair.	
	With reference to the Action Plan: 1. It was noted that the Reserves Policy would be discussed at the next Resources Committee meeting in February 2018.	
	2. Completed. The Clerk confirmed that all LGCs would receive a copy of the Scheme of Delegation with their next agenda pack.	
	3. Completed. The Clerk confirmed that all LGCs would receive a copy of the Complaints and Appraisal policies with their next agenda pack.	
	There were no matters arising.	

Committee Updates	
4.1 Resources Committee	
The minutes of the meeting held on 27 th November 2017 had been circulated and discussed	
at the Full Board meeting on 13 th December 2017.	
[Allyson Bushton is irod the mosting at 5 45 nm]	
[Allyson Buckton joined the meeting at 5.45pm]	
 4.2 Standards Committee	
Trustees noted the minutes of the meeting held on 4 th December 2017, which had been	
previously distributed.	
previously distributed.	
Karen Osborne advised that following a report from Shan Brough-Jones, Primary Advisor, the	
committee had agreed to contact the chair of Poppleton Ousebank Local Governing	
Committee regarding support from the Board on a number of challenges around standards.	
Trustees agreed that this was an appropriate action to take, and noted that further updates	
would be provided as appropriate from the Standards Committee.	
would be provided as appropriate from the standards committee.	
It was noted that the meeting had included presentations from the headteacher of Burton	
Green and the prinicipal of Vale of York, which had been very informative. Trustees noted	
that other headteachers from across the Trust would be invited to future meetings, but	
limited to one per meeting in order to ensure enough time for a full discussion.	
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Trustees had also discussed co-opting an educational expert onto the committee, in order to	
allow for more informed discussions. It was noted that voting rights would still remain with	
those members of the committee who were Trustees, though this could potentially extend to	
advisors as well if agreed by the Board. The CEO stated that one of the Members had made a	
recommendation regarding one of his congregation who may fit this remit and who was keen	
to get involved in governance. In addition, it was noted that the Diocese may be able to	вс
recommend potential candidates. The CEO agreed to follow up these lines of enquiry and	50
report back.	
Trustees approved the updated Standards Committee terms of reference, which had been	
previously distributed.	
4.3 Church Schools Scrutiny Committee	
Trustees noted the minutes of the meeting held on 21 st November 2017, which had been	
previously distributed.	
With reference to the terms of reference, which had also been circulated prior to the	
meeting, it was noted that an amendment was needed on points 2.1 and 2.2 regarding	
committee membership, to clarify that foundation LGC governors and church school	
headteachers/principals would be in attendance only. The Clerk agreed to update the terms	Clerk
of reference to reflect this.	
It was noted that the small number of Trustees on this committee was also an issue. It was	
suggested that as with the Standards Committee, the Trust should look at potentially inviting	
advisors to attend meetings and inform discussion.	
The Chair adviced that the structure of the torms of reference and recombership would be	
The Chair advised that the structure of the terms of reference and membership would be	
addressed as part of the wider review which was planned for this term.	
 4.4 Chairs' Committee	
There was no meeting to report.	
There was no meeting to report.	

4.5 Headteacher / Principal Update

The minutes of the meeting held on 12th December 2017 had been previously distributed, along with an update from Allyson Buckton on behalf of all headteachers and principals. Two points had been raised for consideration:

Clarification on the breakdown of the 5% topslice

Trustees asked the Finance Director if it was possible to provide further clarification on the 5% topslice. The Finance Director advised that the central services within the Trust were run not just on the 5% from academies but from other grants coming in, meaning that it was a complex structure to try and break down.

Trustees asked whether there was a framework which could be used to report back to schools. The Finance Director stated that there was a breakdown of costs and expenditure for the previous year, but this may not provide the information required by the schools, as this was constantly flexing and changing.

Ms Buckton noted that LGCs were used to seeing the exact costs of support services within their budget, and there was some concern that the same transparency was not available. Mr Barber noted that there was also a feeling that the schools within the Trust were frontloading its establishment, though in time the benefits of this would become stronger. Trustees agreed with this, but agreed there was clearly an issue for LGCs on how the detail of service costs was communicated.

Trustees suggested a narrative around the work which was being done which was not tangible, which was covered by the topslice, as well as those services which could be measured. Trustees asked the Finance Director to produce something which would set this out, which could be sent to the academies. The Chair agreed to provide input into this if required, and Trustees also requested to see a copy of the paper when it was sent out, in order to be able to provide a consistent message to schools.

SBS / BC

The Finance Director noted that the budget reports were being developed to provide a clearer breakdown of costs where possible.

[Emma Lawer joined the meeting at 6.10pm]

Staff appointed since September 2017 (possibly earlier for some schools) have still not received contracts of employment from Hope.

It was noted that this was an issue for HR to address, and the HR Director agreed to investigate and respond accordingly.

EL

4.6 Trustee Academy Visit Reports

Trustees noted the visit reports from Barlby, Forest of Galtres, Poppleton Ousebank and Vale of York, which had been previously distributed. It was noted that a number of questions had been raised within these reports for consideration and response by the CEO.

Trustees who had been involved in the visits noted that they had been very positive and rewarding, providing a real sense of the life of each of the schools through talking to staff and pupils. Trustees agreed that it was important to ensure that the visits continued on a regular, annual basis.

It was further agreed that a review should be undertaken at the end of the spring term, to look at whether progress had been made against the recommendations within the reports.

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5. Updates from Local Governing Committees

5.1 Minutes from Cycle 2 meetings and items raised for the Trust Board's attentionTrustees noted the LGC minutes which had been previously distributed along with a separate summary of actions and items from each LGC to raise with the Trust Board.

Vale of York Academy

The LGC again wished to raise the lack of financial clarity with the MAT Board

The Finance Director reported that the situation here was improving, though there had been extensive work to unpick the original budget and transfer this to the Trust's system.

Trustees asked the Finance Director if he believed that the work which had been done addressed this issue, or whether a formal response from the Board was required. The Finance Director advised that there was an element of clarity which could not be given, particularly relating to the school to school support budget. However, he advised that he felt that the fundamental elements of the budget, income and outgoings, shutdown and accruals, were all now solid.

Trustees agreed it would be helpful to have a clearer indication from the LGC about what clarity was needed and where it was felt this was not already in place.

SBS

Manor CE Academy

MAT Board to circulate the finalised policies that had been approved It was noted that this was the responsibility of the Central Team, and was now being done.

How would the MAT Board like to receive minutes and evidence of scrutiny from the LGC's Resources and Standards groups?

The Clerk advised that she had discussed this with Manor's Governance Support Officer, and had suggested including a clear summary of all key points from the working groups within the LGC minutes, which would then be circulated to the Board.

Burton Green

Risk Register template to be provided to the Headteacher, to provide clarity on what is needed from the school

Trustees referred this action to the Central Team for completion.

WM

Are the MAT Board progressing the appointment of a new Chief Operations Officer? It was noted that progress on this would be discussed in more detail later in the meeting.

It was noted that the minutes from Burton Green referred to the transfer of the nursery to the school. The Chair advised that the Board of Trustees had discussed this in the summer term 2017, but had requested a business case before making a final decision, which had not yet been received. It was further noted that as this would represent a significant change to the school, it was understood that RSC approval would also be required.

Forest of Galtres Primary Academy

The Finance Manager to provide a breakdown of the 5% central charges It was noted that this had been discussed under item 4.5

The Resources Committee to confirm if the MAT Board are to apply the 5% topslice to the preschool provision and if so when would the charge start

The Finance Director advised that currently, the 5% topslice applied to the school budget share, and did not include any funding for Pupil Premium or school voluntary income. It was agreed, however, that this should be discussed in more detail at the next Resources Committee.

Barlby High School Decision required on how to proceed regarding issues with the swimming pool lighting and It was noted that the LGC minutes stated a paper would be submitted to the Trust Board from the School Business Manager, outlining the details of the issues, but this had not yet been received. Continuing concerns around finances and the lack of transparency in terms of budget monitoring. The Finance Director advised that the school was only two months into its conversion, and work was ongoing to ensure a transition to the Trust's central systems. The Finance Director further advised that the finance team had been working closely with the academy throughout this to support them. Trustees asked the Finance Director to contact the school and ask SBS whether these concerns had now been resolved, and if not, whether further clarity could be provided in order to address them. Poppleton Ousebank Primary Academy No issues were raised for the Trust Board. **5.2 Ratification of Governor Appointments** A summary of LGC appointments for ratification had been previously distributed. The following appointments were approved: Burton Green Primary Academy: Mervin Bradish, trust appointed governor Manor CE Academy: Debbie Cooper, LA governor Forest of Galtres Primary Academy: Gemma Taylor, trust appointed governor The following appointments were also noted: Manor CE Academy: Simon King appointed as foundation governor Burton Green Primary Academy: Tom Button elected as parent governor **Diocesan Update** 6. Trustees noted the update from Katherine Humpleby on behalf of the Diocese of York, which had been previously distributed. 7. **Staffing Structure Proposals** 7.1 School Improvement Team Appointments The CEO presented a number of proposals regarding appointments to a trust-wide School Improvement Team. A paper outlining the details of these proposals had been previously distributed, and the CEO also tabled a further updated version. The CEO advised that the support work at the two Scarborough schools (George Pindar School and The Graham School) which had been proposed at the start of the autumn term, had been approved by the RSC Headteachers' Board on 14th December 2017. As a result of this confirmation, the CEO advised that a number of school improvement team appointments needed to be addressed as a matter of urgency. He advised that if the schedule was to continue towards a potential conversion date of 1st September 2018 for the two schools, then these key appointments needed to be made as soon as possible. The CEO advised that the strategy for school support as set out in the paper had been signed off by the RSC as part of the project. He stated that this strategy was split into provision for secondary and primary schools within the Trust, both of which needed to be discussed. The CEO advised that the paper also outlined how schools would be held to account through the work of the Standards Committee. Finally, the paper set out the existing capacity within all the Trust's schools, where this was strong and where there was a need for improvement and

additional support.

Trustees noted the proposed staffing structure model which was included in the paper. The CEO advised that the model included those posts already in place, as well as proposed new positions to be appointed before September 2018. The CEO advised that these posts would be funded through the Scarborough project and other Central Team grants.

The CEO advised that the model included additional capacity for support services, including an HR Officer, Purchase Ledger Clerk and Finance Manager for the Scarborough schools. It was noted that the proposal was to appoint to these positions after Easter 2018.

Trustees asked what support services resource was already in place in the Scarborough schools. The Finance Director advised that as part of the due diligence process, the Trust would look at whether existing resources could be re-organised into the proposed model.

The CEO advised that a decision was needed tonight on the initial appointments to the School Improvement Team. He advised that the Trust had already been allocated conversion grants of around £300,000 for the Scarborough project, and a bid had been put in for a MIDF (MAT Development and Improvement Fund) grant of £550,000. It was noted that it was not yet confirmed how much of this bid would be awarded, though a decision was expected before the end of January. The CEO advised that the RSC had indicated they would support the bid.

The CEO advised that at present, it was estimated that around 30% of academies' topslice funding was being put into school improvement, with the remaining 70% going towards back office functions. It was noted that the Trust currently received a £45,000 grant from the LA for Vale of York Academy, to provide specialist support in SEND, Maths and English, though this would decrease over time.

The CEO outlined the proposals for the next phase of development:

Executive Lead, Scarborough Schools

Helen Dowds, Principal at Vale of York Academy, had transferred her support as Executive Headteacher at Barlby High School to the Scarborough schools for one day per week from 8th January 2018. It was noted that she would be working as Executive Lead, not Executive Headteacher in Scarborough, and would not line manage the current headteachers but represent the Trust in terms of the drive for rapid educational change. The CEO advised that it was expected that this role would need to be increased to two days per week after February half term for the rest of the academic year.

Trustees agreed that it was important for Ms Dowds to maintain oversight at Vale of York Academy, to ensure stability. It was also agreed that Vale of York still needed to remain a priority in terms of school improvement within the Trust.

Appointment of a full time Secondary School Improvement Lead

The CEO advised that this would be a key role, co-ordinating all secondary school improvement work through the subject directors (initially in English, Maths, Behaviour and SEND). He advised that the role would also be responsible for producing reports to the Standards Committee going forward, as well as liaising with the Teaching School in terms of recruitment, overseeing performance management and implementing quality assurance across the Trust.

The CEO advised that he would like to advertise for this role as soon as possible, with a view to appointing within the next month. Trustees agreed that this should be an external recruitment, though it should also be made widely known within the existing schools in the Trust.

Further school improvement appointments

It was noted that once this Secondary Lead was in place, the proposal was then to appoint four directors: three full-time (English, Maths and Behaviour) and one part-time (SEND). It was noted that the SEND role was already in post, though the other three roles would need to be recruited to as they had been changed from part-time to full-time.

The CEO asked for Trustees' direction on where a national advert was required, and where posts could be advertised within the Trust only. Trustees agreed that the full-time director roles should be advertised internally across the Trust, so that all staff had the same opportunity to apply. It was agreed that as the roles were already there, albeit part-time rather than full-time, there was not the same need to advertise nationally. The HR Director confirmed that this consistent and fair process was essential, though raised a question regarding how this information would be circulated to all schools, as the Trust did not currently have an intranet in place. Trustees agreed that it was important to ensure there was no perception of automatic appointment to any of these posts.

The CEO advised that he would like these appointments in place by Easter 2018. Selection would be undertaken by himself, the Executive Lead and the Secondary School Improvement Lead.

With reference to funding, the CEO provided assurance that the funding from the support work in Scarborough would cover these appointments in the short term. He advised that if the Scarborough schools were to join the Trust, this would bring around £400,000 in additional topslice per year, which would provide an ongoing commitment to school improvement going forward, with at least half of this figure being used for this purpose.

The Finance Director advised that if the Trust Board decided against conversion of the Scarborough schools, this funding would not continue. He advised that it was important to be aware that if a permanent appointment was made and conversion did not take place, there would be re-organisational costs to get back to a balanced budget. The Finance Director advised that with the current level of reserves this was not a concern at this point, but it was important to be aware of this potential risk, as the conversion of the Scarborough schools was not a certainty.

The CEO advised that the Trust also had £50,000 additional capacity grant for SLE support through other organisations, including the Ebor Hope TSA and the Yorkshire TSA. This would cover 150 days' specialist support for Scarborough across all areas.

Trustees agreed that it was important to ensure that money was invested to support all schools in the Trust. The CEO noted that the funding set out in the paper was base level only.

In summary, the CEO advised that he was seeking approval for the following:

- Helen Dowds to be Executive Lead for the Scarborough project (initially one day per week increasing to two days after half term)
- Appoint a full-time Secondary School Improvement Lead as a matter of urgency
- Appoint at least the first three or four subject directors as soon as possible from internal recruitment. It was noted that these appointments would be linked to the success of the MIDF bid.

With reference to funding, Trustees agreed there was a need for assurance that the commitment in taking on staff into years three to five would not create a problem for the Trust when the funding ended. The CEO advised that one way of mitigating this risk would be to appoint the director posts as secondments. However, Trustees noted that it was also

important to remember that as the Trust grew, these staff would be needed across other areas. Trustees asked what the impact of secondment was on leadership in schools. Mr Barber advised that it was easier to have a straightforward appointment, in order to avoid the need to backfill roles on a temporary basis. The HR Director noted, however, that any fixed term appointments of over two years would still be entitled to redundancy, meaning that the Trust would not be risk free from that perspective either.

Trustees agreed all proposed appointments in principle, though it was noted that some discussion was still required as to whether the director posts should be fixed term, permanent or seconded. Trustees agreed that they were happy for a decision on this to be made by the CEO and HR Director.

Primary School Improvement

The CEO advised that it was also important to look at strengthening school improvement in the primary sector. He proposed increasing the role of Shan Brough-Jones, who was currently working as external advisor for the primary academies. He advised that he would like approval to appoint Ms Brough-Jones as Primary School Improvement Lead on a part time basis, 0.3 FTE rising to 0.5 FTE as more primaries came into the Trust.

Trustees approved the proposal, noting that although there was not direct funding linked to this role, it was a risk not having this support in place, even though it was not within the current budget.

The Chair noted that consideration was also needed as to whether a Deputy CEO was needed, in order to release the CEO to work more in Scarborough. The Chair noted that this was not necessarily a full-time permanent position, but could be an opportunity to try out this structure. Trustees agreed that further discussion was needed on this matter, and noted that the Chair and CEO would consider it in more detail and bring a proposal back to the Board.

Chair / CEO

7.2 Interim Structure of the Central Team

The CEO presented a paper on the Central Team structure, which had been previously distributed. He noted that following the resignation of the COO in August 2017, this role had been covered by existing members of the Central Team for the autumn term as an interim measure. He advised that the Finance Director had taken on an enhanced role, whilst due diligence and other operational work had been covered by Wendy Munro (Business Manager at Vale of York Academy) and Karen Forrester (Business Manager at Manor CE Academy).

The CEO advised that a decision was needed now on whether a COO should be recruited, meaning that these individuals would revert to their previous roles, or whether the Trust should look at a different structure. He advised that the proposal would be to run the support services with three directors – Finance, Operations and HR – with a team underneath them. It was noted that the Finance Director and HR Director roles were already in place, and the proposal would be for Wendy Munro to take the Operations Director role on a permanent basis.

Trustees noted that the paper included two phases, with the initial structure of three directors up to 31st August 2018, and a further potential for a COO to be appointed from September 2018.

Trustees asked for clarification regarding funding for this proposal. The CEO advised that the money put into the budget for the COO role was being used for the enhanced roles at present. If Trustees agreed to also appoint a COO from September, this would need to be either incorporated into one of the director roles, or would need additional funding to cover it. Trustees requested further clarification, and asked whether the proposal suggested a need

for a separate COO role, or a team leader amongst the existing three director roles. The CEO confirmed that the proposal suggested the latter, that there was not necessarily a need to appoint a COO in addition to the three directors.

The HR Director further clarified that the paper set out the proposal for three directors but no COO role at present. She advised that there was a significant gap within current Central Team structure in terms of operations. The HR Director advised that not having someone in that post represented a significant risk to the Trust. She further advised, however, that whether Trustees appointed an existing member of staff or opened it up to an advert was a further question.

The CEO advised that he was extremely confident in the considerable skill set within the colleagues who were currently in post. He advised that he felt it would be possible to consider a team leader role from amongst these by the end of the year.

It was noted that Ms Munro was currently filling the role of Operations Director on a fixed-term temporary basis, and had brought a considerable amount of expertise and knowledge to the role. Trustees unanimously agreed that they were happy to approve the appointment on a permanent basis.

The Chair noted that a separate discussion was needed regarding pay levels, though this was not appropriate at this meeting. Trustees agreed to delegated authority to discuss this matter to the Chair and CEO.

8. Talent Management

It was agreed that this item should be carried forward to the next meeting.

9. CEO Report

Trustees noted the CEO Report, which had been previously distributed.

10. Baldersby St James – decision on bringing into the Hope Learning Trust York

A report had been presented to the Trustees in advance of the meeting. Trustees had also had the opportunity to look in more detail at the findings from the due diligence process during a meeting on 11th December 2017.

A question was raised as to whether the acceptance of Baldersby St James was in line with the strategic direction of the Trust. In particular, a concern was raised regarding the geographical location of the school, and whether there was capacity to manage the school with the current resources in the Central Team.

The CEO advised that he would strongly recommend the acceptance of the school into the Trust. He advised that there were a number of opportunities to welcoming Baldersby St James to the Trust, in terms of expansion into North Yorkshire and driving school improvement, building on the work that Ms Buckton was undertaking with another primary school in the area. In addition, the CEO advised that the headteacher at Baldersby St James had also been working in the local area on leadership and school improvement, and would bring this strength to the Trust. The CEO also noted that as a church school, it was fitting with the ethos of the Trust that the school be welcomed.

Trustees asked whether the Trust had the management capacity to be able to manage another primary coming in at the same time as the work which was being done on school improvement in Scarborough. The CEO advised that the due diligence process was working well, and the Central Team were working on the land transfer work. He noted that due to the size of the school there would be some services which would need to be bespoke, for example the catering contract, which would not be able to be applied due to the number of

pupils. The Finance Director advised that the school currently had a small reserve in its budget, and a sensible ongoing surplus given its size. It was noted that the Diocese of York were also very keen for the Trust to welcome the Baldersby St James, as it was a church school with limited options. The CEO advised that this could also potentially lead to further growth from other church schools nearby. Trustees noted that the Board had agreed in summer 2017 to proceed with the due diligence process, and that the recommendation from this process was to make a formal resolution to accept Baldersby St James into the Trust. Trustees were satisfied that the admission of the school would not expose the Trust to any undue or new risk, though it would not add significantly in terms of asset value. Trustees unanimously approved the formal resolution to accept Baldersby St James CE Primary School into the Hope Learning Trust York. The Clerk agreed to update the formal resolution document with this discussion and decision, Clerk and to email those Trustees not present at the meeting to advise them of the resolution. 11. **Any Other Business** 11.1 Update on Manor CE Academy Admissions Policy It was noted that no comments had been received during the admissions policy consultation. 12. Confidentiality The Chair reminded Trustees that all discussions should be treated in a confidential manner. 13. Dates of Next Meetings (all 5.30pm): Wednesday 7th March 2018 Wednesday 23rd May 2018 Wednesday 11th July 2018

The meeting closed at 7.45pm

Signed:		Date: 7/3/18
	Mr Tony Myers (Chair)	

Action Points from the Hope Learning Trust Board meeting held on 10th January 2018

	ACTION	AGEND A ITEM	WHO	WHEN
1	Investigate potential additional members for the Standards and Church Schools Scrutiny Committees	4.2	Brian Crosby	March 2018
2	Update to Church Schools Scrutiny Committee terms of reference	4.3	Clerk	Completed
3	Paper to academies clarifying 5% topslice expenditure (cc Trustees)	4.5	Simon Bryan-Smith / Brian Crosby	ASAP
4	Response to issue raised regarding staff contracts	4.5	Emma Lawer	ASAP
5	Review of recommendations within trustee visit reports	4.6	Karen Osborne / Ian Thomson	23/03/18
6	Request further information on where lack of clarity needs to be addressed in financial reporting (VoY and Barlby)	5.1	Simon Bryan-Smith	07/03/18
7	Risk register template to headteacher at Burton Green	5.1	Wendy Munro	07/03/18
8	Consideration of a Deputy CEO role	7.1	Tony Myers / Brian Crosby	07/03/18
9	Update formal resolution document for Baldersby and advise Trustees not present of the decision	10	Clerk	Completed

Items for the next agenda:

- LGC Updates (including minutes of any meetings available)
- Talent Management

Future agenda items:

- Admissions numbers and potential increases
- Stakeholder feedback
- Teaching School presentation
- Reserves Policy recommendations from Resources Committee
- Scheme of Delegation Matrix review (July 2018)
- Governance Action Plan update
- HLTY Development Plan

