

INSPIRE PARTNERSHIP MULTI ACADEMY TRUST



TRUST BOARD MEETING MINUTES

DATE:

Tuesday, 9 January 2018

TIME:

4.30 pm

LOCATION:

Maypole Centre, Gawthorpe

PRESENT

Chair:	Mr J North	
CEO:	Mrs S Vickerman	
Trustees:	Mr P Arundel	Mrs T Jackson
	Mrs M Kay-Brook	Mr P Owen
	Mr R Ruffler	Mr S Tottles
In Attendance:	Mrs T Fallon (COO)	Mrs H Hill (CFO)
	Mrs M Pickles (Deputy CEO)	
Clerk:	Mr P Taylor	
Apologies:	Mr C Gray	Mrs S Lewis

ITEM	ACTION
<p>1. WELCOME AND INTRODUCTIONS</p> <p>All in attendance were welcomed to the meeting.</p> <p>MAT Governance</p> <p>The Chair shared his thoughts on governance for the MAT. He shared a document that he had produced outlining his thoughts, which he provided commentary. Trustees briefly discussed some of the points noted in the document and additional thoughts were raised around budget monitoring at different governance levels within the MAT, consistent reporting to ensure review and challenge is taking place and the structure of Local Governing Bodies.</p> <p>Trustees were aware of ongoing work taking place with a National Leader of Governance looking at improving governance of the MAT. Trustees were reminded that they were invited to attend a session on 24 January 2018 on this matter, which would be attended by representatives of all levels of governance within the MAT.</p>	
<p>2. APOLOGIES FOR ABSENCE</p> <p>Apologies for absence were noted.</p>	
<p>3. MINUTES OF THE MEETING HELD ON 26 SEPTEMBER 2017 AND MATTERS ARISING</p> <p>Resolved 12</p> <p><i>That the minutes of the meeting held on 26 September 2017, be agreed as a correct record.</i></p>	

ITEM	ACTION
<p>The Chair commented on the poor attendance at the last meeting and the need for Trustees to try to ensure they do all they can to make arrangements to be able to attend pre-planned meetings.</p>	
<p>4. DECLARATIONS OF INTEREST</p>	
<p>There were no declarations of interest with respect to the meeting agenda.</p> <p>Trustees were asked to ensure they had completed a declaration of interests form for the MAT's register.</p>	<p>ALL</p>
<p>5. NEW TRUSTEE FORMS</p>	
<p>New Trustees were asked to complete relevant forms required for their election to the Board, if they had not already done so.</p>	<p>New Trustees</p>
<p>6. ELECTION OF VICE-CHAIR OF THE BOARD</p>	
<p>Mrs Kay-Brook was nominated and seconded for the position of Vice-Chair. Resolved 13 <i>That Mrs M Kay-Brook be elected Vice-Chair of the Trust Board.</i></p>	
<p>7. MEMBERSHIP OF FINANCE AND AUDIT COMMITTEE</p>	
<p>It was noted that there was a need to increase the membership of the Finance and Audit Committee. Resolved 14 <i>That Mr J North and Mr P Owen be appointed to the Finance and Audit Committee.</i></p>	
<p>8. GOVERNANCE HANDBOOK, COMPETENCY FRAMEWORK AND 2017 ACADEMIES FINANCIAL HANDBOOK</p>	
<p>Copies of the Governance Handbook, Competency Framework for Governance and 2017 Academies Financial Handbook had been circulated for new Trustees' reference.</p> <p>The Chair commented on the Competency Framework for Governance, in particular information about accountability of Trustees. Trustees discussed the areas of accountability noted in the Competency Framework and agreed that it would be useful to consider allocating individual Trustees to areas of responsibility. Resolved 15 <i>That "Accountability for Educational Standards and Financial Performance – Trustee Responsibilities" be an item on the agenda of the next meeting of the Trust Board.</i></p>	
<p>9. MAT DEVELOPMENT PLAN</p>	
<p>Mrs Pickles presented the proposed MAT Development Plan and guided Trustees through the document. The plan had been formulated with 3 main priorities:</p> <ol style="list-style-type: none"> 1. Increase standards across all Trust schools. 2. Develop strategic leadership across the MAT. 3. Increase Inspire Partnership Multi Academy Trust from 6 schools to 8/10 schools. 	

ITEM	ACTION
<p>Trustees reviewed the milestones linked to each priority which, if the plan was agreed, they would have responsibility for monitoring. It was noted that the December milestones relating to priorities 1 and 2 had been fully achieved. The December milestone relating to priority 3 was only partly achieved due to unforeseen delays in the approval process for the conversion of the seventh school.</p> <p>In relation to priority 3, a new Trustee queried what the overall aim of the MAT was and how large it might become. It was advised that the aim was to get to 8 to 10 schools in order to ensure that the MAT was viable and sustainable; beyond that it would be up to the Members and Trustees to consider any future aim with the MAT Senior Leaders.</p> <p>In respect of priority 3, it was confirmed that the seventh school was in place to join the MAT with the conversion date set as 1 May 2018. Additionally, Mrs Hill reported that an apprentice had been appointed to support the central team.</p> <p>Trustees discussed the July milestones for priority 1 and Mrs Pickles explained that the milestones had been taken directly from each school's Development Plan. Trustees further discussed the monitoring and challenge needed at both Local Governing Body and Trust Board levels.</p> <p>Trustees thanked Mrs Pickles for her work on the MAT Development Plan.</p> <p>Resolved 16 <i>That the MAT Development Plan for 2017/18 be agreed; and</i> <i>That "MAT Development Plan" be included as an item on the agenda of one Trust Board meeting per term.</i></p>	
<p>10. DUE DILIGENCE REPORTS</p>	
<p>Trustees noted the content of the Due Diligence Reports, which had been circulated in advance of the meeting, relating to:</p> <p>South Hiendley J,I & EY School; Towngate Primary Academy; Half Acres Primary Academy.</p> <p>The CEO provided an overview of the main strengths and weaknesses that had been identified and were detailed within the reports. The Senior Leaders of the MAT were very pleased with the positive pace of actions being taken in response to the due diligence.</p> <p>Q. Are we utilising the expertise from schools within the MAT to support and develop work in the other schools? A. Yes definitely. We also have network meetings taking place for SENCOs and year group teachers to allow them to discuss issues and share best practice.</p>	
<p>11. MAT POLICY REGISTER</p>	
<p>Mrs Fallon reported on the MAT Policy Register which had been shared with Trustees. She explained the content of the document and advised that it was a work in progress. Trustees thanked Mrs Fallon for putting the register in place.</p>	

ITEM	ACTION
<p>12. REVIEW OF POLICIES</p> <p>Trustees had received the following policies and documents, in advance of the meeting, for review and agreement where required:</p> <ul style="list-style-type: none"> • Pay Policy (adopted from WMDC) • Scheme of Delegation (Brought forward from last meeting – agreed to defer again to next meeting until after review of Governance) • Anti-Fraud and Corruption Policy • Charging and Remissions Policy • Financial Management Governance Policy • Investment Policy • Members, Trustees and Governors Expenses and Payments Policy • Statement of Accounting Policies • Travel and Subsistence Policy • DBS and Vetting Policy (adopted from Fusion) • Recruitment and Vetting Policy (adopted from Fusion) <p>Mrs Fallon and Mrs Hill commented on the policies that had been prepared/reviewed. Trustees had no issues with any of the policies presented.</p> <p>Resolved 17 <i>That the Pay Policy, Anti-Fraud and Corruption Policy, Charging and Remissions Policy, Financial Management Governance Policy, Investment Policy, Members, Trustees and Governors Expenses and Payments Policy, Statement of Accounting Policies, Travel and Subsistence Policy, DBS and Vetting Policy, and Recruitment and Vetting Policy be approved; and That the Scheme of Delegation be reviewed further at the next meeting of the Trust Board.</i></p>	
<p>13. MANAGEMENT LETTER</p> <p>Trustees noted details of the Management Letter for the Year Ended 31 August 2017 from the auditors. Mrs Hill commented on the findings; three issues had been identified, two medium risk and one low risk.</p> <p>Mrs Hill reported that one of the issues raised was around the consistency and content, or lack thereof, of schools' Fixed asset registers. A potential solution for this was to use asset management software for all schools to use to record assets. A quote had been obtained from HCSS Education, who provided the MAT's Financial Management system, for their asset module and the cost was £2,800. Mrs Hill advised that if Trustees agreed to proceed, she would obtain two further quotes for similar software to determine best value. Trustees considered whether it was felt it was necessary to address the risk by purchasing appropriate software and it was agreed that it was in the best interests of the MAT to do so.</p> <p>Resolved 18 <i>That Trustees approve the purchase of asset management software to support the production of consistent Fixed asset registers across the MAT.</i></p>	
<p>14. PREDICTIONS FOR 2017-18</p> <p>Trustees noted the prediction data for each school, which had been circulated with the meeting papers. There were some inconsistencies in the way the data was presented by each school and Trustees requested that a consistent approach be followed in future.</p>	

ITEM	ACTION
<p>The CEO reported on the predictions and commented on areas that were very positive along with the key areas being targeted for improvement.</p>	
<p>15. UPDATED BANKING DETAILS</p>	
<p>Mrs Hill advised that the banking mandate had been updated to replace the previous Chair of Trustees with the new Chair.</p>	
<p>16. SETTLEMENT AGREEMENTS</p>	
<p>The CEO reported that there was currently a matter being dealt with and advice was being taken from Fusion HR in respect of this. She stated that it had raised the question of how the MAT should deal with settlement agreements and she asked Trustees to consider this. Trustees discussed the matter and consider what was best for the MAT. It was agreed that each case would need to be reviewed on an individual basis but that generally settlements would be a maximum of the contract notice period.</p> <p>Resolved 19 <i>That approval be given for the CEO to agree settlement agreement payments up to a maximum of the contract notice period (not exceeding 3 months); and That any proposed settlement figure exceeding the contract notice period requires signing off by a Trustee.</i></p>	
<p>17. ANY OTHER BUSINESS</p>	
<p>Safeguarding Audits The CEO informed Trustees that safeguarding self-audits had been completed by Heads of each school and that these were checked off by herself and the Deputy CEO. However, she felt that it would be very beneficial to have a full external safeguarding audit of each school undertaken to ensure that nothing had been missed and the schools were fully compliant. This had been discussed with the Heads who also felt that it would be good and provide them with reassurance. Trustees discussed the matter and considered whether the checks already taking place were adequate enough. They noted the complexities involved with safeguarding and the ever-changing requirements and expectations. Trustees agreed that external audits would be useful and they considered the possible frequency, agreeing that it would not need to be done annually.</p> <p>Resolved 20 <i>That Trustees give approval to the CEO to pursue external safeguarding audits for each school.</i></p> <p>General Data Protection Regulation (GDPR) Mrs Fallon reported on the GDPR which was to be introduced in May 2018. She advised that this brought a lot of implications with it moving forward. Trustees noted that arrangements were being made to get things in place and Mrs Fallon was looking at what needed to be done. Further updates would be provided at future meetings.</p> <p>Resolution for the Conversion of South Hiendley Junior, Infant and Early Years School and Resolution for Authorising Academy Conversions Trustees noted details of the resolution for the Conversion of South Hiendley Junior, Infant and Early Years School, which they were asked to agree.</p>	

ITEM	ACTION
<p>Furthermore, it was noted that a resolution had been drawn up which, if agreed, would give authority for one Trustee to negotiate, approve and sign documents on a conversion on behalf of the MAT, without the documents being seen and reviewed by the whole board. There were no issues with the resolutions.</p> <p>Resolved 21 <i>That the resolution for the conversion of South Hiendley Junior, Infant and Early Years School be approved and signed by the Chair of Trustees; and That the Resolution for Authorising Academy Conversions, as detailed in appendix A to the minutes, be approved and signed by the Chair of Trustees.</i></p>	
<p>18. CONFIRMATION OF DATE AND TIME OF NEXT MEETING</p>	
<p>The next full meeting of the Trust Board was scheduled to be held on Thursday, 19 April 2018 at 4.30 pm.</p>	

MEETING CLOSE TIME: 6.40 pm

Signed below as a true and Correct Record

Signature 

Print Name John North

APPENDIX A

1. AUTHORISING ACADEMY CONVERSIONS

- 1.1 The directors considered the following resolutions, which relate to the conversion of various schools (referred to as the "**Schools**" and reference to "School" shall include any of them) to academy status, pursuant to which their assets and liabilities will transfer to Inspire Partnership Multi Academy Trust ("**the Company**") and the Company will become responsible for their operation and management ("**Conversion**").
- 1.2 The purpose of the resolutions is to consider and, if thought fit, approve and authorise certain transactions and matters relating to a Conversion, and to authorise certain individuals to negotiate, approve, execute, sign and deliver the related documentation, where the directors have already discussed and agreed in principle to proceed with that Conversion.
- 1.3 It is proposed that the Schools shall convert on the dates set for Conversion as agreed from time to time with the Department for Education, or as soon after that date as the Documents shall be completed (the "**Conversion Date**")
- 1.4 The directors are reminded of the need to consider their general duties, including those contained in the Companies Act 2006, in considering the matters to be dealt with by these resolutions and pursuant to section 177 of the Companies Act 2006 and the articles of association of the Company, to declare the nature and extent of their interests in the matters to be dealt with prior to agreeing the resolutions and prior to any Conversion completing. This is a continuing obligation on each director.

2. CONVERSION DOCUMENTS

It is acknowledged that the Conversion of a School requires a number of documents to be negotiated, approved and signed on behalf of the Company. The standard documents on a Conversion include some or all of the following, where relevant to the particular requirements of the Conversion:

- 2.1 Master Funding Agreement to be made between (1) the Secretary of State for Education and (2) the Company in relation to the Company's status as a multi-academy trust, entitled to receive future academy funding;
- 2.2 Supplemental Funding Agreement to be made between (1) the Secretary of State for Education and (2) the Company in relation to the Conversion and funding of the School;
- 2.3 Commercial Transfer Agreement, in relation to the transfer of assets and liabilities of the School to the Company pursuant to the Conversion, between (1) the relevant local authority (2) the governing body of the School and (3) the Company;
- 2.4 Land transfers or leases relating to all or part of the School site and made between (1) the relevant local authority and (2) the Company;
- 2.5 Sub-leases relating to the occupation of any part of a School site by third parties;
- 2.6 Principal Agreement to be made between the (1) the Secretary of State for Education, (2) the relevant local authority and (3) the Company in relation to the obligations of that local

authority in relation to any public finance initiative ("PFI") obligations relating to the Conversion of a PFI School;

- 2.7 School Agreement to be made between (1) the relevant local authority and (2) the Company in respect of the management of a PFI Agreement relating to any PFI School which is to convert to academy status as part of the Company;
- 2.8 A Church Supplemental Agreement, being a licence from the Diocese in which the school is situated relating to occupation by the Company for the purpose of providing the School on all or part of the School site which shall be in the ownership of the Diocese; and
- 2.9 A side letter to authorise the Company to be a member of the Department for Education's Risk Protection Arrangement scheme in place of traditional insurance requirements under any lease or church supplemental agreement,

(together the "**Documents**").

3. APPROVALS

- 3.1 The directors have carefully considered the position and potential risks of delegating authority to one or more directors to negotiate, approve and sign the Documents on a Conversion on behalf of the Company, without the Documents being seen and reviewed by the whole board. In all the circumstances, particularly noting the statutory functions of the other parties and the relationships with the parties, **IT IS RESOLVED THAT** any risk is low.
- 3.2 After due and careful consideration, **IT IS RESOLVED** that any one director be and is hereby authorised to:
 - 3.2.1 negotiate, approve, sign, execute and deliver the Documents to which the Company is a party in relation to the Conversion of any School on behalf of the Company; and
 - 3.2.2 authorise, negotiate and agree any further documents or arrangements as may be necessary to facilitate each Conversion,

provided in each case that:
 - 3.2.3 no director may negotiate, approve, sign, execute and deliver Documents relating to a Conversion in which that director has a direct personal financial or other interest unless that interest has been declared and the board have expressly and in writing (which may include a relevant minute) authorised that director to so act;
 - 3.2.4 the directors of the Company (or a majority of them) have previously discussed and have resolved to proceed with the Conversion of that School;
 - 3.2.5 any matters which may have a material and adverse or exceptional financial and/or reputational impact for the Company ("**Exceptional Matter**") are reported to the board of directors at the earliest opportunity and in any event prior to signature of the Documents and prior to actual Conversion. Further resolution of the board may identify what is to be deemed as an Exceptional Matter, but at the date of this resolution shall include:

- 3.2.5.1 a School has an in-year budget deficit;
- 3.2.5.2 there is a proposal for restructuring, including any redundancy at the School, either prior to or within 12 months of the Conversion Date;
- 3.2.5.3 there is any dispute (or potential dispute) with any trade union which relates to that School;
- 3.2.6 a resolution of a majority of the board of directors at that time is sought to approve any Exceptional Matters, if the authorised director thinks appropriate (in his or her sole discretion); and
- 3.2.7 the authorised director informs the other directors of completion of each Conversion as soon as reasonably possible, following such completion,

and it is noted in any event that the board may by resolution at any time revoke or amend this authority (in whole or in part) provided that no such resolution shall invalidate any acts done prior to the date of such resolution.