

INCLUSIVE MULTI ACADEMY TRUST (IMAT)

TRUSTEES MEETING

HELD AT LAURANCE HAINES SCHOOL, VICARAGE ROAD, WATFORD

ON WEDNESDAY 25th JANUARY 2017 at 7:00pm

ATTENDEES	BILL GRIMWOOD (BG) BECKY BLACKSTAFFE (BB)	JAMES ROACH (JR) RICHARD JONES (RJ)	SHARON CARLYON (SC)
ABSENTEES	CHRISTOPHER GRIMWOOD (CG) ROGER GIBBS (RG) JONATHON HARTLEY (JH)		
GUESTS	LIZ LEEMAN (LL)		
IN ATTENDANCE	DENISE PLOCIENNIK (CLERK)		
DOCUMENTS CIRCULATED	<ul style="list-style-type: none"> • Agenda • Minutes of the Trustees Meeting held 16th November 2016 • Terms of Reference for IMAT Board Draft • Schedule of Delegation for IMAT Draft • Terms of Reference for the IMAT Resources Committee Draft • Accounting Policy Draft • Investment Management Policy Draft • Gifts and Hospitality Policy Draft • Expenses Policy Draft • Whistleblowing Policy Draft • Anti Fraud and Corruption Policy Draft • Financial Regulations Policy Draft • Reserves Policy Draft • Terms of Reference for IMAT Standards Committee Draft 		

ITEM	MINUTE	ACTION
	WELCOME & INTRODUCTIONS	
1. APOLOGIES	Apologies were received from Christopher Grimwood, Roger Gibbs and Jonathan Hartley. Trustees accepted the apologies, and in the absence of the Chair and the Vice Chair, Becky Blackstaffe agreed to Chair the meeting. The meeting was quorate, so it was agreed to go ahead and discuss and agree documents, if possible.	
2. DECLARATION OF CONFLICTS OF INTEREST	Trustees were asked to declare any conflicts of interest as they arise. No conflicts of interest were declared.	
3. MINUTES OF MEETING HELD ON 16TH NOVEMBER 2016	The Minutes of the first Trustees meeting were considered to be a true account.	DP to prepare minutes for signing, and for the website.
4. MATTERS	10.0 Becky Blackstaffe has been added as a Member of IMAT.	

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<p>ARISING FROM THOSE MINUTES</p>	<p>19. Documents needed for Safeguarding have been requested, all checks are in-hand.</p> <p>29. Policies are in-hand. Some are being discussed in the meeting and some will be looked at a future meeting.</p> <p>44. Actuaries Statement should be received in January.</p> <p>The auto-enrolment date will be 31 Jan 2018. SC will discuss with the accountant.</p> <p>Liz Leeman, a potential Trustee, arrived at the meeting at 19:10. Trustees introduced themselves to Liz.</p>	<p>SC to discuss auto-enrolment with accountant</p>
<p>5. SCHEDULE OF DELEGATION (SoD)</p>	<p>The document is adapted from a mixed SoD written by the National Governors' Association (NGA). SC advised that the document may need to be adapted as schools join the MAT. It provides for 'Good' schools joining the MAT as well as those which require support. Good schools will help to shape document which is expected to be ever-evolving.</p> <p>SC advised trustees that this document is subject to annual review. RJ suggested that the SoD is put on the agenda in September to review. Trustees agreed.</p> <p>RJ asked if there is a danger of misleading schools when presenting this mixed Scheme of Delegation. JR said that we need to be clear that autonomy will be delegated depending on the school's performance. The level of autonomy will be fluid. The aim is for school improvement across The Trust, and for there to be cohesiveness across the schools. BG agreed that it makes sense to tailor the scheme of delegation to the performance of the schools in the MAT. BB recapped that the aim is to move an underperforming school to a level to be able to then support another school.</p> <p>SC explained that the mixed SoD had not used the term "local governing body". This was recommended by the NGA who suggest using the terms 'council' and 'committee'. Good schools would be represented by a committee and those which need support would be represented by a council. The council would be more of a community advisory board.</p> <p>JR reiterated that good schools should have as much autonomy as possible, as it attracts other good schools to the MAT.</p> <p>Budget setting: This remains the responsibility of The Trust. SC commented that 'Good' schools may be reluctant to relinquish this control. SC/JR outlined that the Head of the school would still be involved with this process as much as possible. Re finance, JR believes that economies of scale are possible across schools.</p> <p>Staffing structures: The Trust must approve the structure, but schools can make employment decisions as long as the budget is not altered.</p> <p>JR noted that whilst the MAT does not have parents on the Trust Board, the parent voice is important from a local perspective. Parents will be represented within the Council and Committee structure.</p> <p>SC and JR had found it difficult to network locally; there are few local trusts in Herts. SC had found advice received from the NGA, SBM services and NASBM invaluable when compiling this document. Further advice can come from a Responsible Officer. The Trust still needs to make this appointment. This role will support the Trust in ensuring that the scheme is followed correctly.</p>	<p>DP to put Schedule of Delegation on September 2017 agenda</p>

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<p>6. TERMS OF REFERENCE FOR EACH COMMITTEE</p>	<p>SC issued policy documents she had compiled using models from the NGA, NASBM and SBM Services.</p> <p>It is clear within the Academies Financial Handbook that a MAT must have a Finance and Audit committee. For now, a Resources Committee has been established to perform this role as well as HR and Premises. In time, as the Trust grows, this committee may need to separate to cover its separate functions.</p> <p>LL suggested that the documents may need to have a consistency of terms, or a list of definitions of all the terms at the beginning/end of the document.</p> <p>RJ suggested that policies are delegated to a Trustee to go through to make all terms consistent.</p> <p>RJ questioned point 5.2 of the Trust Board ToR, and asked whether the election of the Chair and Vice Chair needed to be by a secret ballot, going forward. Trustees agreed to remove point 5.2 from the document so that The Board could choose at the time, whether to make the ballot secret or not.</p> <p>The ToR for the Resources Committee were accepted by the Trustees, but there was a request to add points 5.4, 5.5 and 6.4 of the Standards Committee ToR to this document to make them uniform.</p> <p>The Standards Committee ToR were then discussed. JR purposefully made reference to the National Curriculum so that the MAT could exercise freedom with its curriculum.</p> <p>Point 2.7: "Trust's" will be amended to "Academies"</p> <p>Points 2.7, 2.8 and 2.12 – amend the tense of the text</p> <p>Trustees confirmed that committee quorate would be ½ and Trust quorate would be 1/3.</p>	<p>SC to remove point 5.2 from the Trust Board ToR</p> <p>SC to add points 5.4, 5.5 and 6.4 of the Standards Committee ToR to the Resources Committee ToR document.</p> <p>SC: Point 2.7 of the Standard Committee ToR: "Trust's" will be amended to "Academies"</p> <p>SC - Points 2.7, 2.8 and 2.12 – amend the tense of the text</p>
<p>7. FINANCIAL REGULATIONS</p>	<p>SC had compiled this document using models from the NGA, NASBM and SBM Services. She felt that this document was more restricting than what LHS has in place at the moment.</p> <p>JH had emailed comments prior to the meeting. He felt that this document was too layered and SC also felt that more autonomy should be given to the CEO and Financial Officer.</p> <p>SC felt that there needed to be a streamlining of roles within the document. This had been difficult however given roles within the Trust had not yet been established. Trustees queried whether there would be a need for a SBM at each site if the structure allowed for centralised services, eg financial management. Options could be to have a business officer at each site, with a SBM overseeing three or four schools or a centralised team employed by the Trust.</p> <p>RJ did not feel that one SBM would have time to be able to cover 3 schools.</p> <p>SC reiterated that there are, potentially, many savings to be made from centralising, and that the model to adopt will depend on the strengths and weaknesses of the schools.</p> <p>LL contributed that an ideal structure could be skewed to keep good staff. SC</p>	<p>SC, RJ and JH will discuss Financial Scheme of Delegation, Reserves management and Investment management, amend document, and circulate for approval.</p> <p>SC to email current Financial Regulations Document to RJ and JH to use as a reference point.</p>

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	<p>agreed and said that an option would be to sub-contract good staff out to other schools, as a means to afford to keep all good staff.</p> <p>SC said that the model will need to be adapted to take into account affordability and the skills needed.</p> <p>JR added that SC will be needed to manage the academisation of schools coming into The Trust, and we may need to deputise SC's SBM role to enable this.</p> <p>It was agreed that SC, RJ and JH will revisit the Financial Scheme of Delegation in more detail and will tweak this document to suit the MAT's needs, and then circulate to Trustees for approval.</p> <p>SC will email current Financial Regulations Document to RJ and JH to use as a reference point.</p>	
<p>8. POLICIES FOR APPROVAL</p> <p>8.1 Accounting Policy 8.2 Financial Regulations 8.3 Bad Debt 8.4 Investment Management 8.5 Reserves Management (to include appeals process) 8.6 Gifts and Hospitality 8.7 Tendering 8.8 Anti fraud and corruption 8.9 Staff Expenses 8.10 Staff special payments 8.11 Lettings 8.12 Whistle Blowing</p>	<p>8.1 The Accounting Policy was sent to the Accountant prior to the meeting for approval. This policy was consistent with RJ's expectations.</p> <p>LL asked how assets coming into The Trust should be treated. SC explained that an evaluation of assets on conversion was carried out, using an Assets Register.</p> <p>BB asked what the purpose of the valuation of assets was. SC said that the value is added as an asset to the MAT upon conversion. The value goes on the Balance Sheet.</p> <p>The policy was ratified.</p> <p>8.2 Financial Regulations policy was discussed in point 7 above.</p> <p>8.3 Bad Debt policy is still to be looked at.</p> <p>8.4 Investment Management policy – JH emailed similar concerns as with the Financial Regulation policy. JH questioned whether the Head and Governing Body of a failing school should have the overall management of funds.</p> <p>Trustees agreed that SC, RJ and JH would review this policy with the Reserves Management Policy (8.5) and Financial Regulations and come back to Trustees.</p> <p>BB queried if one overall Trust policy could be written, with a paragraph for delegation to each school within the MAT. SC replied that budgets for each school would ultimately be approved by The Trust.</p> <p>8.6 Gifts and Hospitality item 2.2 – Hospitality – grammar corrections to be made.</p> <p>This policy was ratified.</p> <p>8.7 Tendering policy – this is covered in the Schedule of Delegation, and it was agreed that a separate policy was not necessary.</p> <p>8.8 Anti-Fraud and Corruption policy. JR explained that there has been a significant rise in fraudulent documents, hence the need for this policy.</p> <p>Trustees ratified the policy.</p>	<p>SC/DP to circulate the version of the Accounting Policy for signing and adopting</p> <p>DP to prepare policy for signing</p> <p>Add Bad Debt Policy to future agenda</p> <p>SC/DP to make changes to grammar in item 2.2 of the Gifts and Hospitality policy</p> <p>DP to prepare policy for signing</p>

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	<p>8.9 Staff Expenses Policy</p> <p>JR queried if Trustees are covered under the staff expenses policy. SC suggested a paragraph covering Trustee expenses could be added to the policy and have a general expenses policy.</p> <p>Trustees agreed to amend the meal allowance to £20, and change item 6.7 to a total of £40.</p> <p>The policy will be amended and presented to the Trustees for approval at the next meeting</p> <p>8.10 Staff Special Payments policy to follow at a later date</p> <p>8.11 Lettings policy to follow at a later date</p> <p>8.12 Whistleblowing Policy. This policy is in line with the Keeping Children Safe in Education document. JH's email queried how staff are notified of policies, for example, if they know to approach The Trust if they have a complaint about the Head Teacher. JR explained that Staff are emailed policies as they are updated. Policies are also available to view in hard copy in SC's office. Staff also sign to say that they have read and understood policies.</p> <p>RJ noticed that the policy needs to be personalised so to name the DSPs.</p> <p>The policy was ratified.</p>	<p>SC to add a paragraph to include Trustee expenses.</p> <p>Expense amounts to be changed to £20 for evening meal allowance and £40 in 6.7</p> <p>DP to prepare amended document for signing.</p> <p>Add Staff Special Payments policy to next agenda</p> <p>Add Lettings policy to next agenda</p> <p>SC/DP Add DSPs to policy</p> <p>DP to prepare policy for signing.</p>
<p>9. RISK ASSESSMENT REGISTER FOR APPROVAL</p>	<p>SC and JH had spent some time reviewing a Risk Register. All risks which The Trust is facing are considered. The level of risk is then quantified. The SBM Services Toolkit allows the risk to be entered and a probability and impact applied to the risk.</p> <p>Trustees agreed to delegate the task to JH and SC, who will present at the next Trustees meeting.</p>	<p>DP to add Risk Assessment Register to the next agenda</p>
<p>10. UPDATE ON POTENTIAL SCHOOLS TO JOIN MAT</p>	<p>Beechfield Governors will make their decision regarding whether or not to join the MAT at their next meeting on the 26th January 2017. JR feels that allowing Beechfield School to join the Trust brings a high level of risk, in terms of structure, operations and reputation. BG feels that if Beechfield School, under guidance, can keep showing progress, the risk will be lowered. JR is confident that with support, this is possible, but Beechfield School needs at least three years to begin to show improvement.</p> <p>RJ asked whether there is an option that Beechfield School will still receive JR's assistance as Head Teacher, without joining the MAT. JR said that this is a possibility, but there is a risk that there will be a drain on resources. SC added that the impact of support has been significant, and that it is not sustainable. Additional staff are needed to backfill JR and SC.</p> <p>RJ said that the Trust must fully assess this risk. SC replied that SC/JR were compiling a Due Diligence document for schools joining the Trust. Following Beechfield Governors decision tomorrow (26th Jan), a due diligence document will be drafted and a Trustee meeting will be called to take place on the 9th February 2017, following the LHS C&CC meeting, to fully review.</p>	

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	<p>Discussion turned to the recruitment of a third school. JR advised that this was a more viable option for the Trust. JR feels that the MAT should not expand past 4 schools until the MAT has proven itself.</p> <p>A local school Head, Deputy and Chair of Governors have approached JR re the benefits of academisation and joining a Trust. This school is a local 'Good' school and they have been very transparent with their staff about their interest in conversion and joining a MAT. JR/SC visited the school and felt that the other school has a similar ethos to Laurance Haines.</p> <p>BG asked "What's in it for them?" JR replied that this school's leadership have stated that they must collaborate to survive financially, and it will allow staff to focus on more on children, than non-teaching and learning roles.</p> <p>BG asked whether some of this school's governors would be likely to join the Trust Board. JR advised that this would need to be considered by the trustees. JR explained that this other local school needs to make a decision about conversion first, but their questions were very detailed and well considered.</p> <p>JR added that the other school were very interested in the business skills which could be offered by the Trust. JR and RG will visit the other school to speak to their governing body. BG feels that it would be useful if a governor with financial expertise should also visit, if that is what the other school is interested in.</p> <p>SC commented that the Trust needs to consider a fee structure for the schools joining the Trust. SC added that support will be significantly more for Beechfield than for the other local school and questioned whether the charging structure should reflect this different level of support.</p> <p>There are lots of different examples of charging policies, eg. SC mentioned that the MAT has an option to charge a joining fee, and this could be determined by the level of need of the school joining.</p> <p>Trustees questioned whether the conversion process would be straightforward for both schools. JR replied that Beechfield School have a children's centre on their property, so this may complicate the process. The other local school had land issues which were resolved as part of their expansion, so are less likely to have issues.</p> <p>Trustees questioned what would happen if Beechfield Governors chose not to proceed with conversion. JR stated that the level of support will stay at 2.5 days per week for the year as this was committed, but that not as many LHS staff will continue to support.</p> <p>A meeting to include vision/values and a skills/training audit will take place on 21st Feb at 7pm.</p> <p>BB has recently attended governors' vision and values training.</p> <p>The NGA skills audit document can be used.</p>	
<p>11. AOB</p>		
<p>12. DATE OF NEXT MEETING</p>	<p>9th February 2017 approx 8:15pm (following on from LHS C&CC meeting)</p>	

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Meeting to include Vision/Values and statement and Skills audit/Training requirements	21st February 2017 7pm – meeting to discuss Vision/Values and Skills Audit/Training Requirements	
TIME MEETING ENDED: 21:00		

Approved for signing

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