

**BOARD OF DIRECTORS****Minutes of the meeting held on 12 December 2024**

<b>Directors</b>	<b>Office</b>	<b>Term</b>
* Gary Benn		31/08/2025
Lilly Barker	Chair	16/11/2026
* Catherine Blostone		10/09/2028
* Paul Gray		10/02/2026
Wazz Mughal	Vice-Chair	03/09/2027
Sarah Mitchell	Executive Headteacher [EHT]	Ex-Officio
Kate Porch		19/09/2027
<i>In attendance:</i>		
Tom Bennett	Clerk	
Helen Edwards	Trust Finance Manager	
* indicates absence		

**51/24 Welcome and apologies for absence**

Apologies were received and accepted from Gary Benn, Catherine Blostone and Paul Gray.

**52/24 Notification of AoB**

- Social Event

**53/24 Notification of business interests/ Self Declaration**

No director declared a potential conflict of interest on any matters to be discussed at the meeting or that they had received or given hospitality or a gift that could be perceived to compromise their impartiality when dealing with matters for the Trust.

**54/24 Minutes**

The minutes of the meeting held on 11 September 2024 were approved as an accurate and true record of the meeting.

**55/24 Matters Arising**

No actions arising from the last meeting other than those covered on the agenda were reported.

**MAIN BUSINESS****56/24 Governance****a) Articles of Association**

The meeting received and noted the draft amended Articles of Association that followed the new model articles issued by the Department for Education [DfE]. The main purpose of the new draft was to amend Article 12 regarding the number and appointment of the members of GOMAT. This was due to concerns raised by the auditors for the need to be a clearer separation of the roles of the Members and the Directors and to follow guidance from the Academies Trust Handbook.

A question was raised as to whether Article 12(c) should be amended to include one person appointed by the Diocesan Corporate Member who was on the Parish Church Council electoral roll of All Saints Church Great Chesterford **and/or St Mary the Virgin and All Saints Church Debden.**

**Action**

The Chair reported an inconsistency on the number of Directors in that Article 45 stated “The number of Directors shall be not less than three.....” and Article 50 stated “The Members may appoint by ordinary resolution up to a minimum of five Directors.”

The EHT highlighted that under the amended articles, the Trust had to obtain approval from the Diocese when appointing all directors that involved providing details on each prospective directors’ Christian ethos and values, specifically indicating how they would uphold the distinctive Christian vision/ethos of the Trust and its Church Schools for the Diocese. This had increased the challenge in appointing directors to provide the Board with the breadth and depth of skills and expertise necessary to manage the Trust.

It was felt there shouldn’t be the need for the Diocese to approve the appointment of all directors when the Articles included a provision that all directors appointed had to provide a written undertaking to the Diocese that they will uphold the objects of the Trust including that “....Church of England Academies, designated as such, which shall be conducted in accordance with the principles, practices and tenets of the Church of England both generally and in particular in relation to arranging for religious education and daily acts of worship”.

It was also felt there may be a potential conflict with the Equality Act 2010, and the Trust’s Equality and diversity policy.

It was **agreed** to share the points raised and challenges in recruiting Directors with the Diocese early in 2025 to seek support in resolving the issues raised.

The Chair reported that under article 99 of the draft articles, the Chair would be required to sign the approved minutes of a Board meeting. It was agreed that these would be held on Teams.

#### b) **Membership**

The meeting noted the current membership of the Board and that it had agreed at its last meeting to recruit a new director with finance and corporate governance experience and skills to fill the vacancy following Paul Gray’s decision to stand down at the end of the current academic year.

The Chair reported she had contacted a person living in Debden who had expressed an interest in becoming a director that she was following up.

#### c) **GCPA LGB**

It was **agreed** to ratify the Chair’s action in appointing the following governors to the GCPA LGB.

<b>Governor</b>	<b>Type</b>	<b>Term</b>
Rachel Thackray	General Member	18/09/2028
Ros Woodcock	General Member	16/09/2028

#### d) **DPA LGB**

The meeting received and noted the pen-portraits of three individuals who had expressed an interest in becoming governors on the DPA Local Governing Board.

It was **agreed** to appoint the following governors:

<b>Governor</b>	<b>Type</b>	<b>Term</b>
Rev. Lynda Sebbage	Foundation [Incumbent]	Ex-Officio
Rebecca Beach	General Member	11/12/2028
Jamie Millership	General Member	11/12/2028

**Chair/  
EHT**

**EHT**

**EHT**

a) **Development of the MAT**

The EHT reported the new government had put the programme for schools to academise on hold to allow time to review its education priorities going forward.

This had provided the MAT the time to review its infrastructure and its back-office services such as finance and to implement any agreed changes necessary to facilitate expansion of the Trust.

The meeting noted that all Church of England [CoE] schools converting to an academy could now only join Church majority Trusts of which there were few in the Eastern region, one being GOMAT. One CoE Academy in Essex had expressed an interest in joining GOMAT on the basis of its ethos and the way the schools were managed within the Trust but decided not to proceed given geographical location.

b) **2024-25 School Development Plans for each Academy**

The meeting received and noted the actions taken by each academy and the progress being made during the Autumn term to achieve the agreed school priorities for the year.

The Chair noted that each school presented its attainment and progress data differently and asked whether there would be any value in using the same format.

It was **agreed** to review this with each school and report back.

c) **Risk Register**

The meeting received and noted the changes to the risk registers for each Academy and the Trust as a whole.

The EHT reported the Audit and Risk Committee had reviewed the risk registers and had noted the increased pressures from the growing numbers of SEND pupils at both schools, and the long delays with seeking EHCP applications and additional financial support, which was now impacting DPA as well as GCPA.

With these pressures and the risk of them escalating further the Committee had agreed to raise the risk scores to likelihood 4 and potential impact 4 on the risk register.

The meeting noted all schools were required to fund £6,000 support for each pupil eligible for an EHCP from core funds, which was putting pressure on other priorities and impacting on staff morale and overall pupil performance.

The EHT reported that Essex had not increased its level of funding EHCPs for many years while staff and other costs had risen annually and that there was a lack of specialist school provision in Uttlesford for pupils with complex education and health needs.

58/24 **EHT Report**

The EHT presented her termly report and highlighted the following:

Attendance at both GCPA and DPA has been positive, exceeding national primary school averages.

Performance Management Reviews of teaching staff across the Trust has been carried out. The Headteacher and EHT performance management reviews had been conducted and completed by the deadline of 31 December 2024, coordinated by the Trust's external education advisor.

Teacher Upper Pay Scale applications. *[Refer to confidential minutes]*

The EHT reported the Autumn term had been an incredibly positive term despite a challenging start with staff off sick at the beginning of term at DPA, and a damaged water pipe at GCPA. Both schools had been successful when recruiting new teaching and support staff with good numbers applying for each vacancy. Both schools had received positive feedback following church visits.

EHT

Both schools were making good progress on delivering their school development priorities, and there had been good examples of both schools working together and high levels of governor monitoring across the Trust.

#### **59/24 GDPR**

The Board received and noted the findings of the annual GDPR audit and that both school's compliance remained at good since the last audit.

#### **60/24 Policies**

##### **a) Pay Policy**

The meeting received and noted the Pay Policy, which was based on the DfE and Essex CC guidance that had been updated to reflect the latest national pay scales and Teachers Pay and Conditions including changes to performance related pay provisions.

It was **agreed** to approve the updated Pay Policy.

##### **b) Pay Policy Appendix – Executive Pay Policy**

The meeting received and noted the Pay Policy Appendix – Executive Pay Policy that had been updated to align it with the latest version of the Academy Financial Handbook.

It was **agreed** to approve the Pay Policy Appendix – Executive Pay Policy

##### **c) Finance Regulations**

The meeting received and noted the amended Financial Regulations.

The EHT reported the regulations had been updated to include changes to the Trust's purchasing and procurement proceedings including providing improved clarity on the raising of purchase orders, updated expenditure approval limits and the number of quotes required.

It was noted the expenditure limits for when three competitive quotes were required had been increased from £2,000 to £5,000

A lot of administrative time had been spent in the past seeking three competitive quotes for projects with many firms not making the effort to provide one.

Increasing the expenditure limits to £5,000 would ease the pressure on administrative time. This did not prohibit an attempt being made to seek three quotes, if available.

The EHT reported the procedures for raising purchase orders had been reviewed by the Trust's Finance Manager and updated to provide better clarity on when purchase orders were required, who and the authorisation limits for raising them. Training was being provided to those responsible for raising purchase orders, to strengthen the systems, and internal budgetary controls.

It was **agreed to:**

- Amend Appendix A - Authorisation and Monetary Limits – “....were approved by the Directors of Great Oak Multi Academy Trust on ~~11~~ 12.12.2024”
- Amend Appendix A - Authorisation and Monetary Limits - Ordering Procedures – “Current Cost and alternative comparison £2,000 - ~~£4,999~~ £5,000.

#### **61/24 Finance**

##### **a) The Audit Findings Report to Trustees following the audit to 31 August 2024**

The meeting received and noted the Audit Findings Report to the Trustees following the audit to 31 August 2024.

The Trust Finance Manager reported the auditors had been very thorough during the audit and had reviewed a number of areas in great depth.

EHT

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EHT

No regularity assurance issues had been raised for the attention of the Directors and the auditors had confirmed that they would be issuing an unmodified and unqualified audit report for the year, following the satisfactory clearance of a few outstanding, unresolved matters.

The auditors had made a number of suggestions to improve and strengthen the Trust's governance and accounting systems and internal financial controls.

The Trust Finance Manager had drawn up a plan to address the suggestions made that had been circulated with the auditors' findings.

The plan covered addressing:

- Monthly management accounts formats and the inclusion of Key Performance Indicators.
- Consolidated management account reporting.
- Accounting system development

The Chair thanked and congratulated the EHT and Trust Finance Manager for all the work in completing a successful audit.

**b) The draft audited Annual Report and Financial Statements for the year to 31 August 2024**

The meeting received and noted the draft audited Annual Report and Financial Statements for the year to 31 August 2024.

It was **agreed** to:

- Approve the draft audited Annual Report and Financial Statements for the year to 31 August 2024.
- Approve the Value for Money Statement included in the Annual Report and Financial Statements.

**c) Requests for expenditure above EHT approval limit**

The meeting received a proposal from DPA to apply for funding from the DfE's Condition Improvement Fund [CIF] to install a new electrical wiring and installation system that would cost in the region of £256K.

The EHT highlighted a full electrical condition survey had been carried out on 26th November 2024 that had identified potential risks of electrical failure that could create a potential fire risk due to the age of the electrical equipment and wiring.

It was reported that to improve the chance of success of the bid, it was being proposed the school would contribute up to 5% of the total cost from its reserves.

The Trust Finance Manager confirmed DPA's reserves were as:

	£'000s
Restricted Reserves	47
Unrestricted Reserves	16
Total Reserves	63

The proposal included employing Eddisons [Chartered Surveyors] to assist with the bid and to manage the project, should the bid be successful. Eddisons had been successful with past bids, in particular when bidding for CIF funding to replace the heating and hot water systems at DPA.

Kate Porch asked whether other Chartered Surveyors had been approached for quotes.

EHT

The EHT reported the Trust had considered other companies that could both manage the projects as well as draw up a compelling bid and what each would charge as a percentage of the total cost.

Eddisons fees were competitive, and they had experience of submitting bids and managing projects for the Trust in the past.

It was noted that if the Trust was unsuccessful, the work would be carried out as a series of smaller projects funded from the school's available reserves.

It was **agreed** to go ahead with the CIF bid.

EHT

## **ROUTINE BUSINESS**

### **62/24 Chair's action**

The Chair reported that as well as approving the appointment of governors already noted, she had approved the annual increase in the pay for all Support Staff that was in line with the National Joint Council pay award for 2024/25 agreed in October.

It was **agreed** to ratify the Chair's Action.

*[Refer to confidential minutes]*

### **63/24 Correspondence**

No correspondence had been received for the attention of the Directors since the last meeting.

### **64/24 Committee Reports**

#### **a) GCPA**

The meeting received and noted the minutes of the GCPA LGB meetings held on 24 September 2024 and 12 November 2024.

#### **b) DPA**

The meeting received and noted the minutes of the DPA LGB meetings held on 19 September 2024 and 28 November 2024.

#### **c) Audit & Risk Committee**

The meeting received and noted the minutes of the Audit & Risk Committee meeting held on 11 December 2024.

### **65/24 Any other business**

#### **• Social Event**

Wazz Mughal reported he had discussed with the Chair of the DPA LGB holding a joint governors and staff event with GCPA. The DPA governors and staff were in favour of joining the event, being a good opportunity to build up relations at all levels between the two schools.

Wazz Mughal extended the invitation to the Directors present who expressed an interest in joining.

It was **agreed** to publish the date of the social event as soon as it had been agreed.

WM

### **66/24 Date/time of future meetings**

- Thursday 24/04/2025
- Thursday 17/07/2025

All meeting to commence at 19:45 hrs

**Approved by the Board on 24 April 2025**