

BOARD OF DIRECTORS

Minutes of the meeting held on 11 September 2024

Directors	Office	Term
* 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	
* indicates absence		

35/24 Apologies for absence

Apologies for absence were received from Gary Benn and Paul Gray and were accepted.

[The Clerk took the Chair]

36/24 Chair

The meeting noted Lilly Barker had expressed an interest in being re-elected as the Chair of the Board for 2024-25

Nobody else had notified the clerk that they would also like to be considered for the position.

Lilly Barker was unanimously elected as Chair for 2024-2025.

[Lilly Barker took over the Chair]

37/24 Vice-Chair

The Clerk reported that Wazz Mughal had expressed an interest in being nominated as the Vice-Chair of the Board.

Nobody else had notified the clerk that they would like to be nominated for the position.

Wazz Mughal was unanimously nominated and elected as Vice-Chair for 2024-2025.

38/24 Notification of AoB

- BFR

39/24 Notification of business interests/ self-declaration

a) 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.

b) It was **agreed** that all Directors should complete and send to the Clerk, if they had not already done so, the annual of Pecuniary and Personal interest Declaration to update the business interest register and the HMRC Self Declaration of being Fit and Proper Person to be a Director/ Trustee.

Actions

All

40/24 Governance

a) Board Membership

The meeting noted the current membership of the Board, and that Paul Gray had advised he would be standing down as a director and Chair of the Audit and Risk Committee at the end of 2024-25.

It was **agreed** to recruit a new director with finance and corporate governance experience and skills.

EHT

b) Code of Conduct for Directors 2024

The Code of Conduct for Directors followed best practice as set out by the National Governance Association (NGA), the membership organisation for governors, trustees, and clerks of schools in England.

It was **agreed** to adopt the code for the new academic year with no further changes.

All

c) Code of Conduct for Academy Committee Members 2024

The meeting received, noted and **agreed** to adopt the new Code of Conduct for Academy Committee Members 2024.

EHT

d) Code of Conduct for the Local Governing Body 2024

The meeting received, noted and **agreed** to adopt the new Code of Conduct for Local Governing Body 2024. The code was based on guidance set out by the NGA on running effective LGBs for each academy.

EHT

e) Keeping Children Safe in Education (KCSIE) 2024

The meeting received and noted the updated statutory guidance Keeping Children Safe in Education 2024.

The EHT reported each Academy was currently reviewing and updating the relevant safeguarding policies to align with KCSIE (2024) for review and approval at the forthcoming LGB meetings this month.

The Trust's staff body had attended annual safeguarding training led by Pam Langmead from Essex Primary Headteachers Association [EPHA] on September 3rd. The EPHA safeguarding training video for governors and trustees would be circulated to all Directors by the EHT.

Directors should then complete, sign and return the declaration confirming they had reviewed the updated guidance on safeguarding following review of the listed safeguarding policies, resources and had completed the EPHA safeguarding training.

All

f) LGBs Scheme of Delegation

The meeting received and noted the Scheme of Delegation setting out the respective decision making and operational responsibilities of the Directors, the Local Governing Bodies [LGBs], the Executive Headteacher and Headteachers of each academy within the Trust.

It was noted that clause 5.1.1. stated "The number of people who shall sit on the LGB shall be not less than three subject to a maximum of 10 unless otherwise agreed by the Directors".

The number of members on the LGB of both GCPA and DPA was 11. It was noted the Directors had agreed, following a request in the past, to increase the number from 10 to 11 that had remained at that level of a number of years. It was **agreed** the total number of members on each LGB should be 11.

EHT

It was **agreed** that clause 5.1.2. should be amended such that the members of each LGB should include the Executive Headteacher as an ex-officio member.

EHT

It was reported that clause 1.3 of Appendix one stated “...nor a person who is at the time of election already a Director of the Company (except where such person is a Director by virtue of being the incumbent chairman) shall be eligible for election as vice-chairman” while a Director was eligible to appointed the Chair of the LGB.

EHT

It was **agreed** to contact the Trust’s legal advisors to discuss updating the Scheme of Delegation that had been published in 2017 and to ensure it was aligned to the Articles of Association currently being updated and finalised.

g) Audit & Risk Committee’s Terms of Reference

The meeting received and **approved** the Audit & Risk Committee’s Terms of Reference

EHT

h) Membership of the Audit and Risk Committee

It was agreed that the following directors would sit on the Audit and Risk Committee

- Paul (Director)
- Gary Benn (Director)
- Wazz Mughal (Director)

It was **agreed** to appoint the following independent members for a further two-year term

EHT

- Ursula Lyons (independent member)
- Sam Goldstone (independent member)

i) Chair for the Audit and Risk Committee 2024-2025

It was noted that Paul Gray had advised that he would be willing to be re-elected Chair for a further year. It was **agreed** to appoint Paul Gray as the Chair of the Audit and Risk Committee 2024-2025.

PG

j) Chair for the GCPA LGB for 2024-25

It was reported that all members of the GCPA LGB had been emailed and invited to express an interest in being considered and appointed as the LGB Chair for 2024-25. One member had expressed an interest, and it was **agreed** to appoint Wazz Mughal as the Chair for the GCPA LGB for 2024-25.

WM

k) Annual Programme of Business

The meeting noted and **approved** the Annual Programme of Business setting out the Board’s responsibilities set out in the Scheme of Delegation and at which meeting it was planned to address them.

EHT/
Clerk

l) School Development Priorities

The meeting received and noted the amended School Development Priorities [SDPs] for each academy.

The EHT reported that the quality of education priorities had been amended following the publication of the final assessment results for each school.

It was **agreed** to approve the amended 2024-25 SDPs for each academy.

EHT

41/24 Policies

The meeting noted the Trust’s policies, their review dates and the body responsible for reviewing and monitoring each policy and considered the following policies.

a) Charges and Remission Policy September 2024

The Charges and Remission Policy set out those activities where parental contributions were required. The policy had been reviewed, updated and cross referenced to the Academy Trust Handbook by the Executive Headteacher and MAT Finance Manager.

It was **agreed** to approve the Charges and Remissions Policy September 2024

EHT

b) Reserves Policy September, 2024

The EHT reported the Reserves Policy had been reviewed and approved by the Board at its meeting in July. Since then, the Trust's financial statements for the year to 30 August 2024 had been prepared and finalised and the reserves policy included in the financial statements had been amended to include an additional purpose for reserves being retained, namely the development of DPA and the potential need to fund an additional class should pupil numbers increase further

It was **agreed** to approve the amended Reserves Policy, September 2024.

EHT

c) Investment Policy, September 2024

The EHT reported that following the introduction of Trust cashflow reporting, the Trust was now able to invest funds in short-term interest-bearing accounts in accordance with the Trust's investment policy. The investment policy set out the requirements for ensuring investment risk was effectively managed, funds invested were well diversified and professional advice was taken, as appropriate.

It was **agreed** to approve the updated Investment Policy, September 2024.

EHT

d) Whistleblowing Policy, September 2024

The EHT reported the policy was based on the draft policy provided by Essex CC HR services for schools that the Trust used for all of its HR management guidance.

It was **agreed** to approve the Whistleblowing Policy, September 2024.

EHT

e) Procedures for Dealing with Safeguarding Allegations Against Adults in Schools, September 2024

The EHT reported that the policy was a new version based on Essex CC HR Services model and latest guidance and covered all staff and was linked to each Academy's Staff Code of Conduct.

It was **agreed** to approve the Procedures for Dealing with Safeguarding Allegations Against Adults in Schools, September 2024.

EHT

42/24 Risk Register

The meeting received the Trust's updated risk register and noted the following:

Strategic Risk - MAT Stability and Development – The mitigating action had been updated to reflect the Board's decision to recruit a new Director specifically to replace financial skills as part of succession planning.

Strategic Risk - Absence of Key Persons – It was **agreed** the Chair would take over the monitoring of the risk. Further mitigation was also removed following the removal of the HT's dual roles as the EHT and the joint HT for GCPA.

Chair

Strategic Risk - Governor inspections / Self-Assessment – It was **agreed** Kate Porch would take over the monitoring of the risk. The likelihood score had been reduced to 2 following accurate triangulation with external advisors and inspectors.

KP

Operational Risk – Staff Wellbeing – It was noted the mitigating control had been updated to extend the regular monitoring of staff well-being and increased challenges relating to SEND needs across the Trust.

Operational Risk - Governor Effectiveness – The Action had been updated to record that the Trust provided new governors and directors effective induction and appointed them to committees and to governor responsibilities that reflected their skill sets.

Operational Risk – Industrial Action – The impact score had been reduced to 2 given current situation and previous action taken.

Financial Risk – Financial Information Accuracy – The further mitigation was no longer required following successful induction of the new Trust Finance Manager (CFO).

Financial Risk – Funding Gap – The further mitigation was removed based on funding for 2024-2025.

It was **agreed** to record the date when a risk was updated rather than the review date to help users of the report identify changes made to the risks facing the Trust.

EHT

43/24 Minutes

The minutes of the meeting held on 18 July 2024 were **approved** as a true and accurate record of the meeting.

44/24 Matters Arising

- The meeting noted the Education and Schools Funding Agency [ESFA] Budget Financial Return 2024-25 approved at the Board's July meeting had been submitted within the statutory deadline.
- It was noted the five-year Capital Plan would be circulated after the meeting.

EHT

45/24 Chair's Action

The Chair reported she had appointed, on behalf of the Board, John Burwood as a Governor on GCPA LGB for a four-year term ending on 10 September 2028. John provided the Academy with extensive financial skills and expertise.

46/24 Finance

a) Requests for Expenditure Above EHT's Approval Limit

None.

b) Requests for Expenditure from LGBs

None.

47/24 Personnel

a) Staff Grievance Procedures

The meeting received and noted the updated policy - based on guidance from Essex HR Services who provided HR services to the Trust. It was **agreed** to approve the Staff Grievance Procedures, 2024.

EHT

b) Discipline Procedures

The meeting received and noted the updated policy - based on guidance from Essex HR Services who provided HR services to the Trust. It was **agreed** to approve the Discipline Procedures, 2024.

EHT

c) Probation Procedures

The meeting received and noted this new policy based on guidance from Essex HR Services who provided HR services to the Trust. It was **agreed** to approve the Probation Procedures, 2024.

EHT

d) Performance Management and Capability Procedures [draft versions enclosed for information]

It was noted that following changes to the Teachers Pay & Conditions Document, Essex CC HR had drafted model Performance Management and Capability Procedures. These were currently being consulted with Trade Unions and it was **agreed** the final policies would be shared with the Board later via email once consultations had concluded.

EHT

48/24 EHT and HT's Performance and Pay

It was **agreed** to re-appoint Craig Duncan as the trained external adviser to support the Trust and EHT in the EHT's and HT's Performance Review.

EHT

It was **agreed** to appoint Kate Poch and Lilly Barker as members of the panel to monitor and appraise the performance of the EHT and to recommend pay awards to the Board.

Chair/KP

It was **agreed** to appoint Kate Poch as a member of the panel to monitor and appraise the performance of the HT's and to recommend pay awards to the Board.

KP

49/24 Any other business

None.

50/24 Date/time of future meetings

- Thursday 12/12/2024
- Thursday 24/04/2025
- Thursday 17/07/2025

Approved by the Board on 12 December 2024