



**Minutes of the Board of Directors' meeting**  
**Thursday 12 October 2023**  
**Held at Hereford Sixth Form College**

**Present:** Sheila Boniface  
 Peter Cooper (Chief Executive Officer)  
 Marion Hawkins  
 Craig Holden  
 Ken Hopkins (Chair)  
 Peter Jackson  
 Daniel Pearce-Higgins  
 Rachel Salter  
 Shirley Tully

**In attendance:** Andrea Marshall (Director of Improvement)  
 Linda Watkins (Director of Governance)

	<b>Action</b>
<p><b>1. Appointment of Chair</b>            The Board <u>agreed</u> to appoint Ken Hopkins as Chair and Sheila Boniface as Vice Chair of the Trust.</p>	
<p><b>2. Apologies for absence</b>            Apologies were received from Jonathan Godfrey, Katie Jackson and Sallyanne Griffiths (CFO). Directors' thoughts were with Sallyanne Griffiths.</p>	
<p><b>3. Opening standing items</b></p> <ul style="list-style-type: none"> <li>I. Ken Hopkins and Sheila Boniface declared interests regarding their appointments as Chair and Vice Chair. Directors were requested to completed annual declarations of interest.</li> <li>II. Some discussion was deemed to be confidential during the meeting with a separate minute recorded.</li> <li>III. There was no urgent business to be transacted at the meeting.</li> </ul>	
<p><b>4. Minutes of meeting held on 22 June 2023, including confidential minute, and matters arising</b>            The Board <u>agreed</u> to approve the minutes and confidential minute of the meeting held on 22 June 2023.</p> <p>The Chair, Vice Chair and Marion Hawkins had attended the event to open the science extension at WSFC. There was an outstanding and inspiring speaker who was an alumna.</p>	
<p><b>5. Chair's Report</b>            The Chair gave a verbal update. A Members' meeting was held in September when Peter Jackson and Rachel Salter were appointed as Directors who were formally</p>	

welcomed to the Board; brief introductions followed. Toby Hooper had also been appointed as a Member of the Trust and Dan Peters was elected as Chair of Members. The Members agreed to become more involved in the Trust and meet more often; their role is to be guardians of governance ensuring it is effective and make appointments to the MAT Board. The Director of Governance will provide regular updates to Members throughout the year.

## 6. CEO's Report

The CEO presented his report for discussion which included some confidential items which were recorded in a separate minute.

The School Teachers' Review Body have agreed 6.5% pay award for all scales; this will be mostly funded for schools. 6.5% will drive the Sixth Form Colleges Associations negotiations with the National Joint Council (NJC). 6.5% is also anticipated for support staff.

Reinforced Autoclaved Aerated Concrete (RAAC), which had been identified as a key risk in a number of schools nationally, has been reviewed in each of the Trust's academies with appropriate channels and is not considered to be a risk.

The Curriculum and Quality Committee had reviewed exam results at each academy within the Trust. In summary, value added was positive at the Chantry School and JKHS who both joined the Trust in September 2023. Sixth form results were based on applicants' 2020/21 teacher Assessed Grades (TAG) and Centre Assessed Grades (CAG) as opposed to GCSE exam results. These showed an increase in the A\* profile despite a marginal decrease in some grades. Each academy is analysing results in detail to ascertain any actions which need to be taken.

Discussion progressed to retention which had decreased compared to pre-pandemic levels. There was a question as to whether support is in place for students; a new tutorial system has been implemented and there is an increase in counselling and mental health support for students. A Director asked about attendance levels which are based on FFT and comparable with national data. Attendance, persistent absences and exclusions will be reported to the Curriculum and Quality Committee. Retention would be discussed at a future meeting.

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A summary of key issues being addressed by the Executive Group was provided who ensure compliance across the Trust in all overarching areas. The percentage of pay creep was being monitored which will have a negative effect on pay as a percentage of income. There was discussion about attracting staff to the Trust; career progression afforded within the Trust in Herefordshire and Worcestershire is a selling point for staff recruitment. The Trust currently comprises three sixth form colleges, two secondary schools and has two associate schools which is likely to increase. A structure chart of the Trust including its committees and schools had been prepared, and a timeline, which would be forwarded to Directors for information. It was acknowledged that only top-level information from academies should be reported to the Board, particularly as the Trust expands.

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A programme of quality assurance visits had been completed with each academy to identify priorities for the year and any key focuses required. A working party is

reviewing MIS systems for schools with the intention to build an inhouse system similar to the system built for colleges previously.

[Discussion about growth of the Trust and potential schools who are interested in joining the Trust was recorded in a confidential minute]

#### **7. Strategic Plan 2021-24 progress update**

The Director of Improvement had prepared a progress update against the strategic plan. The process to prepare a new strategic plan for the Trust will commence at the MAT conference.

#### **8. Reports from Committee Chairs**

The following minutes were received with items approved by the Board as indicated.

- I. Audit & Risk Committee: Craig Holden, Chair of the Committee, summarised key points including the positive internal audit reports from TIAA. He referred to the external audit strategy memorandum which was presented for approval explaining that the Directors are responsible to ensure that the Trust continues to operate as a going concern. The risk register had been discussed including the new risk of RAAC, this had subsequently decreased based on enquiries with the local authorities. This had led to the Committee's discussion about the trust's risk appetite requesting the Board to discuss. The Board agreed to request for the auditors to outline levels of risk-taking to the Audit and Risk Committee to present a summary and proposal to the Board.

A report on cybersecurity and fraud showed that there had been two data protection near misses. The Trust's policy schedule was received with whistleblowing, anti-fraud and data protection/retention policies approved. Terms of reference were accepted.

The Board approved Thorne Widgery's external audit strategy memorandum and letter of engagement at the recommendation of the Committee.

- II. Finance and Resources Committee: Shirley Tully, Chair of the Committee, highlighted key points. She drew Directors' attention to the financial forecast 2023/24 which was recommended for approval; this had been revised based on actual student enrolments compared to applications. Pay awards and RAAC had been discussed which could impact on future revenue streams. The revised forecast has resulted in the EBITDA improving from a forecasted surplus of £336k to £1,299k. The deficit is forecast to increase next year. The position will be closely monitored with actions to reduce the deficit. Policies and strategies were discussed.

The Board approved the following at the recommendation of the Committee:

- a. Revised financial forecast 2023/24
- b. Communications and engagement strategy

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- c. Sustainability policy
- d. Accommodation strategy

- III. Curriculum and Quality Committee: Daniel Pearce-Higgins, Chair of the Committee, thanked Sheila Boniface for chairing at short notice due to a connectivity issue. He suggested an additional duty be added to the Committee's terms of reference regarding monitoring students' wellbeing which was agreed. A summary from LGBs regarding the learner/parent voice was also proposed.

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The Board approved the safeguarding and child protection policy for the Trust at the recommendation of the Committee.

- IV. Search and Governance Committee: Sheila Boniface, Chair of the Committee, summarised key points from the meeting. Directors were encouraged to sign up to attend at least one LGB meeting during the year; the Director of Governors will issue dates and request volunteers ensuring even attendance at meetings. It was noted that several Directors had already attended LGBs with appreciation recorded. Directors were reminded that they could claim expenses for travel to meetings; forms are available from the Director of Governance. An outline agenda was agreed for the MAT conference.

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The Board approved the following items at the recommendation of the Committee:

- a. Appointed JKHS and the Chantry School LGBs
- b. Appointed Directors to Committees
- c. Trust Governance procedures including amendment proposed by the C&Q Committee to its terms of reference
- d. Trust Scheme of delegation
- e. Governance procedures for LGBs
- f. Code of conduct

## 9. Items for information

The following items had been discussed by Committees and were presented for information. Outstanding summaries from LGB meetings would be forwarded once available.

- I. Audit & Risk Committee:
  - a. Risk Register
- II. Finance & Resources Committee:
  - a. Finance report August 2023
  - b. Financial regulations
  - c. HR report
- III. Curriculum & Quality Committee:
  - a. Examination results 2023
- IV. Search & Governance Committee:
  - a. Expenses policy

- b. Board of Directors' calendar of business 2023/24
- c. Governance Development Plan 2023/24

- V. Summary from LGB meetings
  - a. WSFC 13 September 2023
  - b. HSFC 14 September 2023
  - c. The Chantry School 14 September 2023 (to follow)
  - d. KEVI 20 September 2023
  - e. JKHS 25 September 2023 (to follow)

**10. Any other business**

The Director of Governance would arrange for the Remuneration Committee to meeting before the next Board meeting.

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**11. Date of Next Meeting**

**Thursday 7 December 2023** commencing at 6.00 pm at JKHS, Ross on Wye followed by the AGM.

MAT Conference: **17/18 November 2023** – The Feathers Hotel, Ledbury and HSFC, Hereford.