



**Minutes of the Board of Directors' meeting**  
**Thursday 7 December 2023**  
**Held at John Kyrle High School, Ross on Wye, Herefordshire**

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

**In attendance:** Sallyanne Griffiths (Chief Finance Officer)  
Andrea Marshall (Director of Improvement)  
Linda Watkins (Director of Governance)  
Anthea McIntyre (Chair of Governors, John Kyrle High School)

The Chair thanked Anthea McIntyre, Chair of JKHS Local Governing Body, for hosting the meeting. He commented that the tour of the school was interesting and enjoyable with appreciation recorded to the Deputy Heads for facilitating this.

**1. Apologies for absence**

Apologies were received from Craig Holden.

**2. Opening standing items**

- I. There were no declarations of interest.
- II. Items deemed to be confidential would be identified during the meeting.
- III. There was no urgent business to be transacted at the meeting.

**3. Chair's Report**

The Chair reminded Governors that there would be a confidential item at the end of the meeting, some of the items discussed during the meeting may be recorded in a confidential minute.

**4. Minutes of the last meeting**

- I. The Board agreed to approve the minutes of the meeting held on 12 October 2023.

Matters arising were discussed agreeing to amend the Curriculum and Quality Committee's terms of reference to add "Receive reports evidencing that the curriculum planned and taught is balanced, broadly based, and promotes the spiritual, moral, cultural, mental and physical development of pupils at the school and of society (including

**Action**

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promoting British Values, and preparing students for the opportunities, responsibilities and experiences of later life.”

- II. An action list was provided evidencing progress.
- III. Notes from the MAT conference held on 18 November 2023 were provided.

## 5. CEO's Report

The CEO presented his report for discussion. The senior team will draw together an outline for Directors' consideration for the new strategic plan 2024-27. The Trust will discuss and offer input into the Trust's draft SAR at the next meeting.

The national pay deal had been resolved. The capital projects at WSFC and HSFC are complete and occupied; users have shared their appreciation for the facilities. The Chair commented that JKHS's refurbishment of the science block was impressive; this had been open about 3 years.

At this point a Director enquired if the Trust has a lockdown policy noting that there is an overarching Trust policy with individual lockdown procedures embedded in each academy. There was discussion about policies in general agreeing that the Trust Board needs to be satisfied that policies are robust and embedded. The Trust is continually reviewing, updating and developing policies which are tested to ensure they address compliance and maintain safety throughout the Trust. Mechanisms include audits conducted by the internal auditors, Health and Safety Coordinator and quality assurance audits. A Director stressed the importance to ensure that the governance structure is appropriate within the Trust and its continual review, particularly as compliance is crucial. In general, some overarching policies have been standardised, such as safeguarding, health and safety, HR and IT related policies. Academies have autonomy in education and can set their own policies; however, there has been support from the executive group, comprising Principals and Headteachers, to have Trust-wide policies in some areas. Discussion progressed to the Trust's central team concluding that strong leadership is essential with an appropriately skilled team. The Trust currently has a small central team which may need to expand in future to accommodate growth, ensure compliance, central procurement and create savings. Modelling needs to accommodate growth including the central charge cost from academies. The significant workload created by the two schools joining the Trust was recognised. A Director enquired if the risk of a member of the senior team being unable to work was included in the risk register which was confirmed and being mitigated with development and training.

The CEO attended a network meeting hosted by Worcester University providing networking opportunities with other Trusts.

[Some items discussed were deemed confidential and recorded in a confidential minute]

## 6. Summary from Committees and reports from Committee Chairs

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

- I. Audit and Risk Committee: In the absence of the Chair, Marion Hawkins, summarised key points. The audited accounts and supporting

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reports were the main focus of the meeting. The auditors have given a clean audit opinion and regularity audit acknowledging the support from the CFO and her team. The audited accounts and Audit Committee's annual report will be submitted to ESFA, the accounts filed with Companies House and published on the Trust's website. Positive internal audit reports were presented from audits at KEVI and JKHS who have accepted recommendations. There was a question about the advisory audit report regarding environmental, social and governance (ethical) referring to the high priority recommendation. This report included recommendations to implement a gender pay gap report, sustainability policy and human trafficking statement which have all been implemented.

The Members' Annual report (part of the audited accounts) was prepared using a standard model. In addition, the Trust is preparing an annual report in a user friendly style which can be used to publicise the Trust.

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

- a. TIAA's internal audit scrutiny annual report 2022/23
- b. Audit Committee's annual report year ending 31 August 2023
- c. Annual accounts to 31 August 2023 prepared by Thorne Widgery
- d. Letters of representation (audit and regularity)
- e. Going concern assessment
- f. To thank the CFO and her team for their hard work in the annual audit process.

- II. Finance and Resources Committee: Shirley Tully, Chair of the Committee, highlighted key points including discussion about the October 2023 finance report. This had not included the two schools which had joined the Trust; these will be included in the December 2023 report when all financial information has been received from the schools. To date, accounts have not been completed in schools which was hindered by staff who are employed on term time contracts. In future, an early audit and Board meeting will be required by schools joining the Trust.

£450k underspend will be used to fund the backdated staff pay award. The forecast had not changed since the last meeting. The Committee considered the financial statements and confirmed the Trust is a going concern based on the assessment for the following year. A Director commented that the going concern assessment is based on the previous 12 months which did not take account of the two schools which have joined the Trust or give an accurate view of the following year. This is similar to an MOT but had included a review of the budget and forecasts for the following year to form this decision. It was confirmed that the Trust completed due diligence on the schools before they joined the Trust in September 2023.

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

- a. Staff pay award of 6.5%. It was confirmed that Chair’s action had been taken which was ratified, to implement the award which had been budgeted. This ensured that staff received the pay award before December 2023).
- b. Modern Slavery and Human Trafficking Statement which will be published.

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A Director asked about the process to embed policies throughout the Trust. The Policy Coordinator undertakes this role. He has recently started making videos for the senior teams in schools and colleges outlining policy changes and new policies. The video will be forwarded to Directors. Each LGB monitor policies and academies ensures these are implemented. This is also evidenced by quality assurance visits, health and safety audits and audits the Trust has commissioned to the internal auditors.

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- III. Curriculum and Quality Committee: Daniel Pearce-Higgins, Chair of the Committee, reported that the Committee had considered attendance, retention, results and the safeguarding report. There had been discussion about extra curricula activities in colleges and schools which will be reported to the Committee in future. It was noted that the General Studies and Critical Thinking agenda had changed in colleges with qualifications removed; funding restrictions limit provision offered. The Virtual College is exploring options to enrich students’ experience. Participation by some students in schools is often limited if students are reliant on travel by bus.
- IV. Search and Governance Committee: no meeting.

**7. Items for information**

The following items had been discussed by Committees and were presented for information.

- I. Audit & Risk Committee:
  - a. Risk Register
- II. Finance & Resources Committee:
  - a. Finance report October 2023
  - b. Health and safety report
  - c. Estates report
- III. Curriculum & Quality Committee:
  - a. Safeguarding report
  - b. College Self Assessment Reports and School Development Plans
  - c. Advanced British Standards Post-16 reform
- IV. Summary from LGB meetings
  - a. WSFC 29 November 2023. Directors’ attention was drawn to the active travel corridor proposal for a bridleway on the border with WSFC which, if agreed, would be funded by Worcester County Council. This would require the Trust to donate approximately a meter width of land to Worcester County Council which would

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<p>require approval by the DfE. Details of the proposal and maps would be issued to Director for comments and approval before the Trust could seek approval from DfE regarding transactions to donate the land.</p> <ul style="list-style-type: none"> <li>b. HSFC 26 October 2023</li> <li>c. KEVI 22 November 2023</li> <li>d. The Chantry School 1 December 2023: The summary would be forwarded once available.</li> <li>e. JKHS 25 September 2023</li> </ul>	L Watkins
<p><b>8. Any other business</b> There was a suggestion that the Trust should celebrate improvements to schools gained from being part of the Trust which was fully supported.</p>	All
<p><b>9. Date of Next Meeting</b> <b>Thursday 1 February 2024</b> commencing at 6.00 pm at The Chantry, Worcester (revised dated) AGM: <b>Thursday 21 December 2023</b> at 1.30 pm on Teams (revised date).</p>	