



**TRANSFORMING FUTURES TRUST
BOARD OF TRUSTEES MEETING
7TH OCTOBER 2020
MINUTES**

MEETING DETAILS

Time: **17.00**
Venue: **Teams meeting**

Trustees:

Dr Karen Deeny
Mr Peter McDonnell
Mr Denis Parsons **Acting Chair of the Board of Trustees**
Dr Tim Searle
Mr Tim Thexton

Attendees:

Mr Gavin Gracie CEO
Ms Josie Medforth Interim COO
Mrs Hannah Smart Head teacher Tiverton (by invitation)
Mr Matt Bindon Head teacher ACE Schools (by invitation)
Mrs Andrea Chick Clerk to Trustees

Introduction, Declarations and Previous Minutes	
Item	
1.	<u>Welcome and attendance.</u> Apologies: Mr Peter Cubbon, Trustee. Mr Lee Earnshaw, Head Teacher Courtlands.
2.	<u>Declarations of Business Interests.</u> There were no additional declarations received. The declaration of interests noted.
3.	<u>Approval of the Minutes of the 15th July and 28th July 2020.</u> It was RESOLVED that the minutes of the meetings of the Board of Trustees held on the 15 th July 2020 are confirmed as a true and accurate record. The minutes of 28 July 2020 had been approved by round robin email.
4.	<u>Matters Arising and Actions.</u> i. Meeting on 15 th July 2020:

	<ul style="list-style-type: none"> a) Action 5. Governance Handbook: To be reviewed at the Executive Committee meeting and redrafted for approval. b) Item 8v. Covid-19 related claims for costs: A claim for full costs was submitted, only a small amount of money was received. A further tranche of money is being made available and is being followed up. c) Item 13. Board of Trustees Individual and Committee Evaluations: The Trust is recruiting new Trustees; this item will be removed from the agenda going forward. <p>ii. Meeting on 28th July 2020:</p> <ul style="list-style-type: none"> a) Item 7. Related Parties and Procurement/Purchasing Policies: The Related Parties policy no longer applies. The Procurement/Purchasing policy was recommended for approval by the Finance and Audit committee on the 23rd September 2020 and is an agenda item for Board approval. This policy will be incorporated into the Financial Handbook and the Credit Card and Expenses policies combined into one policy.
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Monitoring

5.	<p><u>CEO Report.</u></p> <ul style="list-style-type: none"> i. The Trust has not received final approval from the ESFA to commence a new operating arrangement with Delt (planned for the 1st September 2020). GG reported that as a result of staff turnover at the ESFA, the paperwork sent to them in September 2019, including documents on the Safeguarding Audit, has been mislaid; The documents have been re-sent. DP spoke with the ESFA on the 2nd October who questioned him on the Boards reasoning for not joining with another MAT. DP had explained this was the best value option to improving teaching capabilities for pupils. ii. The impact of implementing management controls within departments has resulted in 2 members of staff within the TFT and IT teams leaving. Workloads are being managed on a daily basis and staff for the first-time are being held to account. iii. Management of the Taurus contract is continuing to cause issues; and are being managed by the Delt IT team on a daily basis. The contract with Taurus is under review and early withdrawal on the grounds of non-performance is being explored. A bug in the Microsoft platform is causing issues, patches have been installed. However problems continue across the Trust with printing. A “fix” is urgently being worked on.
6.	<p><u>Project Blaze – Delt Report.</u></p> <p>The ESFA have voiced concerns regarding the “shareholder” element of the Delt Joint Venture proposal. The Trust is re-negotiating a contract that removes the shareholder agreement element, for a 12-month period with an option to “roll-over” the contract for a further 12 months. The Board noted that this would involve a new procurement process.</p> <p>PM queried if there would be an additional cost element for this extra strand of work. GG responded that it would be in terms of the additional time required.</p> <p>TS commented that whilst the Trust continually looks for value for money, the ESFA by their objections are requiring the Trust to spend more money; therefore, it is important the Trust keeps a “tally” of additional hours spent on re-negotiating the contract.</p> <p>In response to a question from PM on the ESFA’s views of the new agreement, GG responded that this contract approved by the Trustee’s, reduces the cost base for the MAT and is the right way forward for the Trust.</p> <p>It was RESOLVED to commence a procurement process that removes the shareholder agreement option, for a 12-month period with an option to “roll-over” the contract for a further 12 months. Trustee’s noted that:</p> <ul style="list-style-type: none"> i. The Trustees having read and understood the requirements in the Academies Financial Handbook (AFH).

	<ul style="list-style-type: none"> ii. The Trustees having read and understood the auditor’s opinion and do not consider this new transaction to be a “novel” transaction under 5.5 of the AFH. iii. The procurement process as recommended by the DfE is followed.
7.	<p><u>Finance and Audit Committee Meeting 23rd September 2020 Report.</u></p> <ul style="list-style-type: none"> i. Amendments to the Credit Card and Expenses policies is outstanding due to a resource issue. ii. The Procurement policy will be amended to an authorising limit of £10K for the CEO. <p>ACTION: JM to circulate the new Procurement policy and agreement by round robin email for approval.</p> <p>The Board NOTED the Finance and Audit Committee report.</p>
8.	<p><u>Education and Safeguarding Committee Meeting 1st October 2020 Report.</u></p> <p>TS requested clarity on the new Scheme of Delegation particularly where responsibilities “sit”. This will provide a better understanding of the “roadmap” and give further clarity on how the School Improvement Plans are reviewed at Cluster level and at the E&S committee, ensuring that SIPs are being actioned. JM is putting together a Governance Handbook outlining the process/roles and responsibilities of the Clusters viz a viz the E&S Committee. This will be an agenda item at the next Executive Committee.</p> <p>The Board NOTED the Education and Safeguarding Committee report.</p>
For Acceptance/Approval	
9.	<p><u>Project Blaze – Service Contract.</u></p> <p>Discussed under agenda item 6.</p>
10.	<p><u>Scheme of Delegation.</u></p> <p>The Scheme of Delegation (SoD) was reviewed on the 1 October 2020 by the Education and Safeguarding Committee and brought to this Board meeting for final approval. In response to TT ‘s comments, JM confirmed that the changes agreed at the Finance and Audit committee on the 23rd September 2020 would be included and the revised SoD circulated via round robin email for sign off.</p> <p>ACTION: JM to update the SoD and circulate for agreement by round robin email.</p>
11.	<p><u>Risk Register and Risk Management Policy.</u></p> <ul style="list-style-type: none"> i. The Risk Register and Risk Management Policy were reviewed in detail at the F&A committee meeting on 1 October 2020. A new policy schedule is currently being developed, which will show which registers the committees/clusters are responsible for. The Academy’s Risk Registers are reviewed weekly by the Executive and risks above 12 transferred to the Trust Risk Register, assessed and mitigating actions taken. Residual risk above 15 is highlighted to the Board for assessment/appropriate action. Risk level 10 and under is owned at school level and reviewed by the Clusters, whose role is to appropriately challenge/hold the leadership teams to account. ii. KD highlighted the importance of capturing a “horizontal” view of medium/low risk across all three sites and putting actions in place to identify cumulative, pattern and size of emerging risk. iii. The risk registers will be available to Trustees on SharePoint.

	<p>It was agreed that the Trust Risk Register would be reviewed by the Board at each meeting and that any risk above 15, immediately flagged to the Board via “round robin” email.</p> <p>TT requested that where a risk moves up/down this is clearly shown on the risk register.</p>
12.	<p><u>Procurement and Competitive Tendering Policy.</u> JM will be circulating as per item 7ii.</p>
13.	<p><u>Supply Agency Procurement.</u> The level of agency spend is a key risk for the Trust. The current system is non-compliant and service levels provided are inadequate. Due to the high levels of spend on agency staff, a review of the commissioning model has been undertaken. The following recommendation will provide compliancy and passes the value for money test and ultimately a better service for pupils in the future.</p> <p>DP asked that a mechanism is put in place to monitor the new supply agency procurement, and to build in a review period to ensure the new system is “fit for purpose”.</p> <p>JM confirmed that she would be working closely with the heads during the mobilization/implementation phase of the procurement.</p> <p>The Board approved the proposal to procure a supply register, the managed service solution through the direct award option under the CPC framework, a legally compliant solution in accordance with EU procurement regulations.</p>
14.	<p><u>People Focused Proposal.</u> The paper was taken as read. KD outlined the purpose of the paper; to provide a rationale/recommendation for the development of a MAT work stream to systematically promote and assure staff well-being; acknowledging that the Trust’s necessary focus has been on financial/organisational aspects of the Trust; now is the time to further promote staff well-being.</p> <p>The NGA recently carried out a national staff well-being survey, producing a report and audit tool. It was noted that the importance of staff well-being becomes a higher priority in the context of trauma informed practice, and it is recognized that trauma affects staff, students, families and the wider community.</p> <p>KD asked the Board to consider/approve the following recommendations:</p> <ul style="list-style-type: none"> • Consider the content of the paper; • Support the adoption, implementation of the NGA guidance and evaluation tool for staff well-being; • Support the establishment of a small working group to review outcomes of the audit tool and develop a MAT wide approach to systematically promote and assure staff well-being; • The Board to receive regular reports and to oversee the development/progress and implementation of a workstream. <p>KD reinforced the importance of not “doing to” but “doing with” which brings about engagement.</p> <p>DP responded that staff welfare is led from the top and must be included in senior leaders/managers objectives, workable across the organization. Staff well-being must not preclude those “courageous conversations” if needed.</p>

Currently there is no system wide approach in place; working towards staff well-being/engagement is “the golden thread” that runs through organisations. The Board agreed the NGA audit tool should be the starting point for staff well-being which would establish a base line for the Board to review, providing an indication of areas of strengths/areas requiring additional work. In addition, the working group will review alternative options/resources available with a view to developing a more bespoke solution.

KD will be supported by the HR Manager with additional involvement/input from XCom SLTs, teachers and non-pupil facing staff. Getting engagement, over speed of implementation is key, it is important to hear those “quiet” voices too. Input will not be role specific.

KD and **GG** to attend an NGA (virtual) conference with the focus this year on wellbeing.

HS commented that staff well-being is unique and needs to be tailored to different roles within the organisation.

MB reporting that academies are sensitive to strategy launches, based on previous poor experiences. He asked that a sensitive, inclusive approach is adopted, to gain maximum “buy” in from staff. **GG** adding that the fundamental principle of the proposal is to facilitate staff well-being from the “ground” up.

The Board noted the pressure on staff time, acknowledging the relevance of past issues and the importance of ensuring people feel valued and their time is being used efficiently. Board noted the importance of engaging trade union representatives.

It was agreed that a staff well-being report would be an agenda item at every Board meeting.

ACTION: AC to include as a standing agenda item.

It was **RESOLVED** to:

- i. Accept the recommendation for a Wellbeing Strategy.
- ii. To form a working party as outlined above.

ACTION: KD to lead on forming a working party to develop/implement a Staff Well-being Strategy.

For Information

15. Reports on School Visits.
KD visited all three schools she thanked heads for their generous time. The visits were informative and gave an insight into the people, sites and challenges.

It was agreed that after the appointment of a new Chair of Trustees, focus would be given to developing a systematic approach for Trustees to work together that enables increased visibility/engagement at school/cluster level with a standard recording format developed for visits. The Board agreed that this is an opportunity to put more emphasis and clear focus on visits, ensuring Trustees and Clusters work more closely together.

Currently Covid 19 is preventing visits in person; virtual visits can be arranged instead.

GG welcomed the suggestion, recommending that the process starts in 6 months giving time for induction and a settling in period for new Trustees. Trustee visits will continue to concentrate on staff well-being and the risk register; Clusters to focus on SIPs and the curriculum, avoiding duplication of work.

It was **AGREED** to carry forward to the next meeting.

ACTION: GG to work with the Trustees and Clusters on school visit plans.

Any Other Urgent Business/Part 2

- i. Approval of the minutes of Part 2 15th July 2020.

It was **RESOLVED** that the Part 2 minutes of the meetings of the Board of Trustees held on the 15th July 2020 be confirmed and signed as a correct record.

DP thanked **GG** for driving through changes that enable everyone to access documents through Teams.

JM, LE, HS and **AC** left the meeting.

Dates of next meetings

16th December 2020 – Full Board and AGM – Time TBC.

10th February 2021 – 17.00.

31st March 2021 – 17.00.

9th June 2021 – 17.00.

14th July 2021 – 17.00.

The meeting finished at 18.25.

Signed:

Date: 1 January 2021



Acting Chair

ACTIONS TRANSFORMING FUTURES MAT BOARD OF TRUSTEES MEETING 7TH OCTOBER 2020

Minute Number	Action	Who	Date to be completed by
7.	<p><u>Finance and Audit Committee Meeting 23rd September 2020 Report:</u></p> <p>ACTION: JM to circulate the new Procurement policy and agreement to be made by round robin email.</p>	JM	ASAP
10.	<p><u>Scheme of Delegation:</u></p> <p>ACTION: JM to highlight the changes to the SoD and circulate for agreement by round robin email.</p>	JM	ASAP
14.	<p><u>People Focus Proposal:</u></p> <p>ACTION: KD to bring together a working party to implement the Wellbeing Strategy.</p>	KD	ASAP
15.	<p><u>Reports on School Visits:</u></p> <p>ACTION: GG to work with the Trustees and Clusters on school visit plans.</p>	GG	When new Trustees are appointed and inducted.