



# Pathfinder

Multi Academy Trust

**PATHFINDER MULTI-ACADEMY TRUST**  
**Minutes of the Meeting of the Board**  
**held on Thursday 20<sup>th</sup> October 2016 at 7.00pm**  
**at Archbishop Holgate's School**

**Present:**

Revd Richard Battersby

Dr Andrew Clarke

Mr Andrew Daly (*until 9.20pm*)

Mr Ian Dolben

Mr Paul Durham

Mr John Hattam

Mr Stuart Outram

Revd Tim Robinson (*from 7.05pm*)

Mr John Sharpe

Ms Alison Smith

**In attendance:** Mr Glen Duxbury (Finance Director)

Mrs Barbara Kybett (Governor Support Officer – Clerk)

**ACTION**

**1. Welcome, Apologies and Consents**

John Hattam welcomed everyone to the first meeting of the Pathfinder MAT Board. There were no apologies for absence.

**2. Declarations of interest**

John Hattam declared an interest as he had been appointed an additional governor at St Lawrence's Primary, a role which was remunerated.

Alison Smith declared an interest as a director on the Ebor Academy Trust MAT Board and as a governor at Archbishop Sentamu Academy in Hull.

*(Tim Robinson arrived at 7.05pm)*

**2.1 Completion of Business Interest forms (*tabled*)**

Directors checked and signed business interest forms which were returned to the Clerk.

**3. Election of Chair and Vice-Chair**

The Clerk reported that three nominations had been received for John Hattam to stand as Chair. John left the meeting whilst directors discussed his nomination and agreed to elect him as Chair for a term of one year.

**Proposed: Andrew Daly**

**Seconded: Paul Durham**

**Approved: unanimously**

John re-joined the meeting and thanked directors for their support. He outlined his vision for the Board, supported by a graphic to show the main characteristics of effective teams:

- a unitary Board working for the good of all the schools in the MAT
- a forum for robust debate, noting the characteristics of effective teams
- its agenda would not be the same as that of LGCs
- LGCs in good or better schools had earned autonomy and would only be motivated and committed if they were left to do their job
- the primary focus of Board discussions should be "making the boat go faster".

As no nominations had been received for the position of Vice-Chair, it was agreed that this would be carried forward to the next meeting.

4. **Action Points and Matters Arising from the Minutes of the Meeting held 4<sup>th</sup> July 2016 (previously distributed)**

<i>Action</i>	<i>Agenda Item</i>	<i>Person(s) Responsible</i>	<i>Timescale</i>
1. Establish membership and terms of reference for a MAT Finance sub-committee.	9	John Hattam	On agenda: Item 13
2. Progress with Diocese specific support for Church schools around SIAMS inspection via the SLA .	9	Alison Smith	Complete
3. Draft letter to MAT schools' staff and parents ready to send on formation of MAT.	9	John Hattam	Complete
4. In collaboration with the Diocese and the LA, draft a statement re: St Lawrence's to be agreed by the Board.	10	HTs' Group	See note below
5. Complete and send version 3 of Scheme of Delegation to JH	12	HTs' Group	On agenda: item 12
6. Circulate version 3 of Scheme of Delegation.	12	Chair	Complete
7. Send comments on draft Balanced Scorecard to JH	13	All	On agenda: item 17
8. Investigate suitable auditors' templates for LGCs to report to MAT Board	14	Glen Duxbury	Carried forward as no response received from auditors to date

With reference to Action Point 2, Alison reported that the Church schools already within the MAT, and those due to join, were within the Diocesan SLA. She advised that the Diocese were developing a MAT level SLA.

It was noted with reference to Action Point 4 that a press statement regarding St Lawrence's Ofsted judgement had not been required. Instead, the school would be issuing a press release in January when the new headteacher took up her post.

There were no matters arising from the minutes. It was pleasing to see that all actions had been progressed.

5. **Correspondence Received**

The Chair reported that he had received correspondence regarding audit planning guidance which he had previously circulated.

He had also received letters from two of the Members, the Archbishop and the Dean of York Minster, offering their congratulations on the formation of the MAT.

6. **National Context – the changing educational landscape**

With the aid of a Powerpoint presentation, the Chair referred briefly to the constantly changing educational landscape and provided directors with the most recent statistics around academisation and the formation of MATs. He advised

that the MAT was accountable to the Regional Schools Commissioner and, ultimately, to the National Schools Commissioner. A new system for assessing MATs was being implemented along with a categorisation of MATs according to size. In addition, a new category of "Schools Causing Concern" had also been established.

The Chair agreed to circulate the Powerpoint for information.

*Chair*

**7. Pathfinder MAT – purpose and rationale**

The Chair underlined the importance of focussing on the reasons behind the formation of the MAT and of communicating this purpose to others. He encouraged directors to visit the website <https://www.ted.com/> for further research. A director commented that a large number of schools in the MAT might dilute its purpose.

Challenge – The Chair challenged the group to ensure that they remained strategic at all times as well as the need to compartmentalise other roles as required.

**8. Update on Progress and Achievements so far**

With aid of a Powerpoint presentation, Andrew Daly reported that the Headteachers' Group was meeting every Thursday and he tabled a recent agenda and set of minutes for information, noting that challenge was a focus for the meetings. In addition to the four headteachers, the meeting was also attended by Glen Duxbury, Kate Sowter and Jo Sheen.

Andrew highlighted the following achievements:

- the MAT brochure which reflected Pathfinder's ethos and values, and which had been well received
- the website, which although successfully up and running, was still in need of further populating
- the Pathfinder branding which had been added to all the schools' onsite signs
- the recent launch event for all staff employed by Pathfinder which had fostered a positive community spirit.

Challenge – To ensure that the website is fully compliant as soon as possible.

Response – Headteachers' group are progressing and are aware of all the additions needed.

Andrew advised that the Headteachers' Group aimed to provide reports from each school to the Board, which would include a summary of its vision and values. The main focus of the Group was school improvement. With this in mind, the primary schools had coordinated their assessments for ease of comparison, external evaluations had been arranged and the School on a Page exercise had been completed.

Andrew reported that the Headteacher's Group had spent considerable time on planning and implementing support for St Lawrence's. Other items on the agendas had included:

- HR and Performance Management
- MAT Services including Finance
- future partners
- Scheme of Delegation
- development plan
- and securing capacity.

**9. High Performing MATs – some research**

The Chair showed a Powerpoint graphic which listed some characteristics of high performing MATs and their sources: Simon Rea (ISOS), Sutton Trust, Sir David

Carter – National Schools Commissioner and Sir Michael Wilshaw.

A director noted a common theme of a shared culture within high performing MATs and that measuring this would involve ensuring that the views of individual schools were taken into account.

**10. Update on Potential New Applicants**

*The following item is recorded as a confidential minute*

**11. Authorisation of Existing LGCs**

The Chair explained that there was a requirement that existing LGCs should be authorised by the Board, but that under the earned autonomy of good or better schools, he would expect them to function as they had done previously with no need for specific terms of reference to be agreed, as the Scheme of Delegation would serve this purpose.

**The Pathfinder MAT Board formally authorised the composition, structures and people on each of the Local Governing Committees to continue as agreed.**

**Proposed: Andrew Clarke**

**Seconded: John Sharpe**

**Agreed: unanimously**

**12. Scheme of Delegation (tabled)**

Andrew Daly referred directors to the updated Scheme of Delegation. He explained that many of the amendments were to recognise the greater influence of the Headteachers' Group.

The Chair suggested that directors be given opportunity to comment on the revised version and a deadline of Friday 11<sup>th</sup> November was set. The Clerk agreed to collate the comments.

*All  
directors/  
Clerk*

A director queried whether there were specific references to the requirements of the Church schools. Andrew agreed that there were but that any comments on this aspect would be welcomed.

Richard remarked that the Scheme was a very good document for the Board and the Headteachers' Group but questioned whether it was as helpful for governors on LGCs. He suggested that it might be formatted differently for their use. It was noted that Hempland governors had already done this and Paul Durham offered to send a copy to Richard for information. The Chair added that the SoD could be re-formatted for LGCs if that would be useful.

*PD*

It was agreed that as part of the due diligence process, it would be valuable for LGBs to appoint a representative to scrutinise the SoD.

**13. MAT Board Governance Framework**

The Chair reminded directors that they sat on the board of a limited company and therefore had a duty to ensure that the appropriate structures for governance were in place. He reported that he had met with Richard Battersby to discuss the following areas.

**13.1 Board reporting and monitoring**

The Chair suggested that it would be helpful to work towards a Board pack of information containing:

- school on a page
- finance overview
- risks and risk profile
- project updates
- strategic development
- agreed template on compliance.

The Chair invited suggestions. It was agreed that the pack should be headed with the MATs ethos and values.

A director suggested that it would be useful to synthesise the "school on a page" documents into a "MAT on a page". It was noted that information regarding school progress data would be included in the "school on a page" document. A director observed that members of the Board would need some guidance as to how to interpret the information contained within the pack.

### **13.2 Board sub committees**

The Chair suggested that the Board should have one sub committee for Finance and Risk, with a composition of Richard Battersby as Chair, Glen Duxbury as Finance Officer, Andrew Daly and at least two others. He advised that, with directors' approval, he intended to approach Alan Rowlinson, who had recently resigned from Archbishop Holgate School LGC, and who had a wealth of experience as a director in industry. He invited nominations for further committee members from the primary schools with the relevant skills.

Richard Battersby agreed that the committee needed at least two more members who were financially and risk conversant. He advised that senior leaders in school would need to be educated in how to manage risk.

A director highlighted the need for a better gender balance both at Board and sub committee level. The Chair agreed and advised that in the future the Board might expand to twelve, and that addressing the gender balance would be a priority.

The Chair suggested some basic terms of reference for the committee and asked that nominations for further members should be sent to him by the next meeting, so that the committee could meet early in 2017. Glen advised that the accounts would need to be approved before then. It was agreed that Andrew Daly, Richard Battersby and Glen Duxbury would meet to discuss how this would be managed without the need for an extra Board meeting.

*All directors*

*AD/RB/GD*

### **13.3 Roles and Responsibilities**

With the aid of a Powerpoint graphic, the Chair gave a brief summary of the structure of governance and accountability in the MAT.

### **13.4 Risk Management**

The management of risk would come under the remit of the Finance and Risk sub-committee.

### **13.5 Delegated Powers**

This would be covered by the Scheme of Delegation.

## **14. MAT Structure – operational roles and responsibilities, proposed changes**

Andrew Daly tabled papers illustrating a draft structure for the MAT from September 2017, income and expenditure for 15/16 and 16/17, and future top-slice options.

Andrew advised that the proposed structure would work for the MAT with a membership of up to eight schools. He highlighted the following:

- a new post of Director of Primary Education who would work for three days a week supporting the primary headteachers
- additional staff reporting directly to the MAT which would include managers of HR, finance, facilities, catering and cleaning, as well as personnel for IT support.

He reported that the 0.4 FTE contract for the current HR manager, Jo Sheen, was not sufficient for the amount of work and that increasingly, Glen Duxbury was working for the MAT rather than AHS. He highlighted the need for a facilities manager to oversee health and safety.

Andrew concluded that the proposed structure would give the best value at a cost of £300k per annum. He reported that the £77 per pupil which was top sliced from each school would not support this and recommended an increased top slice of 3% of income. In this model, schools would retain the £77 per pupil and, with the cost savings from centralised services, the primary schools would make net gains.

Andrew asked for permission in principle to alter the top slice amount to 3% with immediate effect for new schools joining the MAT, and for those already in the MAT, from September 2017.

The Chair referred to the figure of £254,653, which was the total of a 3% top slice from four schools, and noted that this was less than the £300k which Andrew had proposed was necessary to fund the structure. Andrew advised that the income received from St Lawrence's when they joined the MAT would make up the shortfall.

Richard Battersby recommended the funding change to directors, although he observed that there were still some costs to be confirmed, for example those of the grounds maintenance contracts. He remarked that the next challenge would be to create a team for school adoption.

A director queried whether a 3% top slice would be enough to sustain the structure, and whether 4% would be a safer option. Andrew conceded that the figure might have to change in the long term but that at present 3% would be sufficient.

A director suggested that in the longer term, if the financial outlook became more uncertain, it might be prudent to employ someone to fundraise for the MAT. Andrew agreed that this was a good idea, although income through bids and economies of scale would need to be investigated first. He noted that the structure did not include expensive roles, such as that of a Chief Operating Officer.

It was reported that the creation of the new role of a Director of Primary Education had been well received by the headteachers, but he expressed some concern that there was no obvious support for Andrew Daly in his Executive Head role in the structure. It was noted however that the new Director of Primary Education would in fact free up a significant amount of time for Andrew to concentrate on his own role.

A director queried the structure, should the MAT expand beyond eight schools. Andrew confirmed that it would need to be re-examined and changes would need to be made. It was noted, however, that any staff appointments made at this stage would be permanent. Another director suggested that a financial forecast would be helpful.

Excellent challenge and response throughout this debate.

**Directors authorised the expenditure to finance the proposed structure.**  
**Proposed: Richard Battersby                      Seconded: John Sharpe**  
**Agreed: unanimously.**

**15. Consolidated profit and loss account**

It was agreed that this would be deferred until the next meeting, and would be accompanied by a financial forecast based on the new structure.

*Agenda*

**16. Update on St Lawrence's and formal consideration of approval to join the MAT as a sponsored academy**

Stuart Outram gave an update on St Lawrence's and highlighted the following:

- Pathfinder TSA had been commissioned in July by the LA to provide support for St Lawrence's
- the headteacher had left her post on 31<sup>st</sup> July
- temporary leadership had been put in place with an Executive Headteacher, Nick Long from Aspin Park Primary, in school for three days a week and Helen Coles from Hempland as acting headteacher on the other two days
- John Hattam had joined the Governing Body as an additional governor and had been elected Chair
- one new governor had joined and three had left the Governing Body which was now working well as a team
- Kate Sowter was working with the school on behalf of Pathfinder
- every teacher in the school had been provided with a career development pathway which supported the Ofsted action plan
- a new headteacher, Helen Coles, had been appointed via a rigorous process, and would take up her post in January
- support would continue to be provided to the school up to and beyond that date.

The Chair also reported that:

- the staff at the school were keen to move forward
- the children's behaviour was good
- parental engagement was improving as a result of measures already in place
- a possible restructure had been discussed to increase accountability and had been approved by the GB to take forward a detailed consultation with staff and unions at the school
- he was confident that pupil outcomes could be improved rapidly.

A director questioned what the position with Ofsted. The Chair advised that the SIP had been submitted to Ofsted and had been agreed. In addition, Ofsted were unlikely to be making their usual monitoring visit as the school was due to convert to academy and join the MAT.

**Directors agreed to accept St Lawrence's Primary School into the MAT on 1<sup>st</sup> January 2017.**

**Proposed: Richard Battersby**

**Seconded: Ian Dolben**

**Approved: unanimously**

**17. "School on a Page"**

Directors were asked to take time to consider the "School on a Page" documents which were tabled, with any comments brought to the next meeting.

*Agenda*

**18. MAT Development Plan**

This item was deferred to the next meeting.

*Agenda*

**19. AOB**

The Chair advised directors of items which were still to be added to the website.

*The following discussions are recorded as a confidential minute.*

**20. Determination of Confidential Items**

It was agreed that Item 10 and the second and third discussions under Item 20 should be recorded as confidential minutes.

**21. Dates of Next Meetings – all on Thursdays at 7pm**

- \* December 15<sup>th</sup> 2016
- \* February 16<sup>th</sup> 2017
- \* March 30<sup>th</sup> 2017
- \* May 25<sup>th</sup> 2017
- \* July 20<sup>th</sup> 2017

The meeting closed at 9.25pm.



Mr John Hattam  
Chair

15/12/16

Date

**PATHFINDER MAT  
ACTION PLAN FOLLOWING THE MEETING OF THE BOARD ON  
THURSDAY 20<sup>TH</sup> OCTOBER 2016 AT 7.00PM**

Action	Agenda Item	Person(s) Responsible	Timescale
1. Contact auditors again re: suitable templates for LGCs to report to MAT Board	4	Glen Duxbury	By next meeting
2. Circulate PP presentation	6	Chair	ASAP
3. Send any comments on revised version of SoD to Clerk	12	All directors/clerk	11/11/16
4. Send Hempland version of SoD for LGCs to Richard Battersby	12	Paul Durham	ASAP
5. Send nominations for Finance and Risk Committee to Chair	13.2	All directors	By next meeting
6. Meet to discuss approval of accounts	13.2	AD/RB/GD	ASAP

**Items for next agenda:**

- Election of Vice-Chair
- Profit and loss account and financial forecast
- School on a Page
- MAT Development Plan
- Challenge in LGC minutes