

PATHFINDER MULTI-ACADEMY TRUST
Minutes of the Meeting of the Board
held on Thursday 21st December 2017 at 6.30pm
at Clifton with Rawcliffe Primary School

Present:

Dr Andrew Clarke
Mr John Hattam (Chair)
Ms Alison Smith
Mrs Claire Theyers

In attendance:

Mr Andrew Daly - Executive Head
Mr Stuart Outram – Head of Primary Education
Mr Andy Herbert – Headteacher, Clifton with Rawcliffe Primary School
Mr Glen Duxbury - Finance Director
Mrs Barbara Kybett – Governance Advisor – Clerk

ACTION

1. Welcome, Apologies and Consents

The Chair welcomed everyone to the meeting, with a particular welcome to Andy Herbert.

Apologies were received, with consent, from Richard Battersby, Paul Durham and John Sharpe.

The Chair reported that Tim Robinson had regretfully tendered his resignation to the Board. It was noted that the meeting was still quorate, as only three directors out of the seven currently in post were required for a quorum.

2. Declarations of interest

There were no new declarations of interest.

3. Minutes of the Meeting held 26th October 2017, Action Points and Matters (previously distributed)

The main minutes were agreed to be a true and accurate record of the meeting and were signed by the Chair.

Proposed: Andy Clarke Seconded: Claire Theyers Approved: unanimously

Action Points - Main set

Action	Agenda Item	Person(s) Responsible	Timescale
1. Assessing skills set of current directors with a view to identifying particular gaps and draft letter to be sent to parents seeking expressions of interest to join the Board	5	Chair	Complete – on agenda
2. Approach chair of CwR LGC with a view to seeking her assistance to set up a Chairs' Forum	16	Chair	Complete – Chairs' Forum scheduled

				for 17/1/18
3.	Consider Action Areas 1 and 2 of the MAT Development Plan	14	All directors	On agenda

The confidential minutes were agreed to be a true and accurate record of the meeting and were signed by the Chair.

Proposed: Alison Smith Seconded: Claire Theyers Approved: unanimously

4. **Correspondence Received** (previously distributed)

Directors noted the previously distributed letter from the new CEO of the ESFA regarding a change to academy trust compliance with financial returns. Glen Duxbury confirmed that the Trust had thus far been compliant with all returns.

The Chair drew attention to the previously distributed letter from the Diocese inviting directors to training on the new SIAMS framework. The Clerk was tasked with circulating the date of the training to all directors.

Clerk

5. **Chair's Report**

5.1 Executive Head appraisal

The Chair reminded directors that the Executive Head was currently remunerated separately for his part-time role for the MAT, and should be subject to performance management for this post. There were two options for this process: to replicate the usual school model of a panel of directors meeting to conduct an appraisal and set targets, or to adopt a business model whereby the Executive Head would be appraised by the Chair of the Board. The Executive Head agreed that his performance management should be independent of that of his substantive post as headteacher of AHS and that ideally the process would take place early in the academic year so that MAT priorities could form the basis of all headteachers' targets.

With input from the Clerk, directors spent some time discussing the most appropriate course of action, taking into account directors' workload on other committees, balanced with the necessity of ensuring a fair and robust process. The Chair emphasised that the Executive's Head pay would be agreed by the full Board whichever method of performance management was followed.

Directors agreed that the Executive Head's performance management would be conducted by the Chair and the Vice Chair of the Board, with their recommendations for pay progression being brought to a Board meeting. This would be completed as soon as a new Vice Chair had been elected.

5.2 CPD

The Chair expressed the view that whilst local governors and headteachers had access to suitable training, directors were less well served and would need to seek out appropriate CPD opportunities. He had therefore identified the following CPD for himself:

- Attendance at Diocesan training for directors and chairs
- a meeting with the Chair of a MAT Board in another area
- a meeting with Alan Rowlinson, member of the Finance and Resources Committee and a trustee of the Ebor Academy Trust
- a meeting with Chris Billington of Wrigleys Solicitors with a view to formulating specific training around the best practice the company had observed in their work with MATs.

It was agreed that there was a need for specific training for directors. The Executive Head observed that the priorities were around data analysis, finance, compliance and upholding the vision and values. He proposed that once the Board was at full strength, directors should be appointed with specific

responsibilities for safeguarding and health and safety.

It was noted that the NGA website offered useful advice for trustees and that there were specific online training modules, for example around safeguarding which might prove useful. It was agreed that training should become a standing item on all future Board agendas.

5.3 DfE Update

Nothing to report.

5.4 New trustees (previously distributed)

The Chair reported that a letter had been distributed to all MAT parents and carers inviting applications to join the Board. Responses were being returned to a central mailbox; one had been received to date. The Executive Head added that the letter had been accompanied by a new MAT information booklet which had been designed with all stakeholders in mind. The design had been completed in house which had resulted in a cost saving.

5.5 Letter to Acomb colleagues (previously distributed)

The letter sent by the Chair to staff at Acomb Primary was noted.

5.6 Chairs' meeting 17th January 2018

It was noted that an informal meeting of all the LGC Chairs had been organised for 17th January 2018.

6. Executive Head's Report (previously distributed)

The Executive Head presented his report and highlighted the following:

- the previously distributed MAT Development Plan, updated with the latest progress information, which would help to quality assure the work of the MAT
- updates from all the schools which reflected their individual identities
- the previously distributed templates produced by the Diocese which would support communication with the Members
- the work which had been undertaken by the Headteachers' Group and the Operations Team to revise the Scheme of Delegation; this would be discussed at LGC level with senior leaders from the MAT in attendance to provide an appropriate context before being agreed by the Board in the Spring Term
- bespoke training had been arranged, with support from the Governance Support and Development Service, for Pathfinder MAT governors which directors were welcome to attend
- MAT Committees for Standards and Finance & Resources had met twice in the autumn term: challenge at the Finance & Resources Committee had been robust; the Standards Committee was working to identify the optimum level of detail needed although the outcomes of both meetings had been positive.

Stuart Outram provided a brief overview of his work as Head of Primary Education, noting that a full report had been presented to the Standards Committee. He outlined his priorities, noting that increasing capacity to support schools was central. The Chair queried whether the performance management process for the HOPE had been agreed; Stuart responded that this was under discussion and would be led by the Executive Head.

The Executive Head concluded his report with a potential partner update: Acomb Primary was scheduled to join the MAT on January 1st 2018 and meetings had been held with representatives from Clifton Green and Dringhouses Primaries and Snaith Secondary School.

The Executive Head invited questions.

The Chair advised that the Executive Head's capacity had been increased and that he would now allocate Wednesday mornings, as well as every Thursday, to the MAT, with the aim of restoring some work life balance.

7. Scheme of Delegation (previously distributed)

The Executive Head set the context for the draft revised Scheme of Delegation, noting that whilst it was crucial that LGCs continued to have a major role in managing their schools, it had proved too simplistic to delegate levels of authority to them on the basis of an Ofsted grading which might not be a reflection of the school's current position. He advised that the Headteachers' Group had scrutinised the Scheme and had made some amendments which were incorporated. The Chair noted that the Scheme was an evolving document and was subject to annual review by the Board.

The Executive Head advised that LGCs would be given the opportunity to review the Scheme and provide comment at their first meetings of 2018. He invited directors also to feedback by 9th February so that in principal the revised Scheme of Delegation could be approved by the Board at their meeting on 22nd March 2018.

All

8. MAT Development Plan (previously distributed)

The Executive Head reminded directors that only Action Areas 1 and 2 were reviewed by the Board, with the other areas being delegated to the Board's Committees or staff teams. He explained the colour coded progress updates to the Plan and guided directors through them.

With reference to Action Area 1d *Effective collaboration and partnership working with external partners*, the Chair challenged the Executive Head to identify external partners with greater rigour, as some may have been excluded. The Executive Head advised that the following external partners had been identified: the Diocese, YSAP, the Teaching School, the RSC and the DfE. Directors discussed how communication with stakeholders could be improved and it was noted that this was a separate action area of the Development Plan.

The risk ratings for Area 1 *Vision and Values* were considered. It was noted that the RSC had allocated specific officers to each MAT to monitor school improvement. The Executive Head advised that the KS2, KS4 and KS5 results in the summer would be key to retaining the confidence of the RSC.

Directors agreed that no changes were the risk ratings for Action Area 1 were needed.

Moving to Action Area 2 *Leadership*, the Executive Head highlighted the lack of capacity at Board and LGC level. The Clerk was tasked with providing the Chair and the Executive Head with details of the current complements of the LGCs. The Executive Head emphasised that the senior leadership of all the schools in the MAT was strong. He reported that the Facilities Manager, Jake Drummond, would be leaving the MAT for a new post; a recruitment process for his replacement had already been initiated.

Clerk

The Executive Head commented that more clarity was needed around MAT wide policies and that a target had been set to address this by the end of January.

The risk ratings for Area 2 were considered, particularly the risk around governance succession planning and building capacity which was judged to be high. Directors discussed how this might be mitigated, noting that a high performing MAT would be less likely to attract scrutiny of its governance structures.

The Chair remarked that the Board would need to see more detail around how

risks were being mitigated and would expect to see the scores decrease over time.

9. Standards Committee

9.1 Minutes of the meeting held Monday 4th December 2017 (previously distributed)

Directors received the minutes of the meeting of the Standards Committee held on 4th December 2017.

The issue of community schools relationship with SACRE was raised and Alison agreed to investigate further with a view to delegating this to the Standards Committee if appropriate.

AS

10. Finance and Resources Committee

10.1 Minutes of the meeting held Tuesday 5th December 2017 (previously distributed)

Directors received the minutes of the meeting of the Finance and Resources Committee held on 5th December 2017.

10.2 Approval of Final Accounts for year ending 31/08/2017 (previously distributed)

Glen reported that the final accounts had been scrutinised by the Finance and Resources Committee and agreed by the auditors. He highlighted the following:

- the MAT was in a good position overall with AHS the only school carrying a deficit
- some final figures were yet to be inserted but these would be completed in time for the accounts to be submitted by the deadline
- the auditors had made no significant recommendations.

The Chair queried whether the previous issues around VAT had been addressed. Glen confirmed that as the AHS Services Limited company had been wound up and the accounts consolidated with those of AHS, there would be no further VAT issues.

The Chair noted that it was the responsibility of the Members to approve the accounts, but in recognition of the statutory deadline for submission being 31st December and the difficulty of scheduling an AGM in December, he recommended that the Board approve the accounts, subject to the Members' final approval.

Directors approved the final accounts for the year ending 31/08/2017, subject to the Members' formal approval.

Proposed: John Hattam Seconded: Alison Smith Agreed: unanimously

Glen was thanked for his work on the accounts.

10.3 Summary of consolidated accounts and variances (previously distributed)

Directors received a summary of the consolidated accounts and variances for Period 2. The Chair stressed the importance of the Board being kept informed and it was agreed that an up to date summary of the MAT's finances would be included in the Executive Head's report, and would also be reported in the minutes from the Finance and Resources Committee meetings.

11. Approvals Required

There were no approvals required.

12. Applicants' Status Update

12.1 Clifton Green Due Diligence Report

The following discussion is recorded as a confidential minute.

13. AGM 23rd January 2018

The Chair requested that any items for the AGM agenda should be emailed to him.

14. Review of policies

Covered under Item 8.

15. Matters for delegation/communication to LGCs

The Chair reported that a governor at St Lawrence's Primary had suggested that risk management should be addressed at LGC level so that risks could be escalated to Board level if appropriate. It was noted that risks were identified on the SOAP document. The Executive Head advised that the SEF would also be an appropriate medium for this.

A request had also been made for a financial returns timetable; Glen agreed to devise one for LGC use. **GD**

16. AOB

There was no other business.

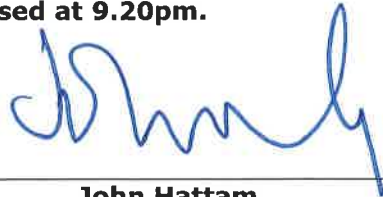
17. Determination of Confidential Items

It was agreed that Item 12.1 should be recorded as a confidential minute. Directors delegated the determination of any other confidential items to the Chair and the Clerk.

18. Dates of Meetings 2017/18 – all on Thursdays at 6.30pm

- 1st February 2018 at Tang Hall Primary
- 22nd March 2018 – venue tbc
- 24th May 2018 at Acomb Primary School (provisional)
- 19th July 2018 tbc

The meeting closed at 9.20pm.



**John Hattam
Chair**



Date

**PATHFINDER MAT
ACTION PLAN FOLLOWING THE MEETING OF THE BOARD ON
THURSDAY 21ST DECEMBER 2017 AT 6.30PM**

Action	Agenda Item	Person(s) Responsible	Timescale
1. Circulate the date of Diocesan training on the new SIAMS framework	4	Clerk	ASAP
2. Feedback on draft revised Scheme of Delegation	7	All directors	By 9 th Feb 2018

3.	Provide information on current complements of LGCs to Chair and EHT	8	Clerk	ASAP
4.	Investigate community schools relationship with SACRE	9.1	Alison Smith	For next meeting
5.	Devise financial returns timetable for LGC use	15	Glen Duxbury	ASAP

Standing Items:

- Executive Head's report
- Committee minutes
- MAT Development Plan – Action Areas 1 and 2
- Matters to be delegated/communicated to LGCs
- Training

Items for next agenda:

Items for Finance & Resources Committee agends:

- Provision of financial information to support modelling of staffing structures
- Consideration of post of Chief Operating Officer

Academy LGC Agendas:

- Review of draft Scheme of Delegation

