



Pathfinder

Multi Academy Trust

**PATHFINDER MULTI-ACADEMY TRUST
Minutes of the Meeting of the Board of Directors
held on Thursday 24th May 2018 at 6.30pm
at Acomb Primary School**

Present:

Dr Andrew Clarke
Mr Jake Drummond
Mr John Hattam (Chair)
Mrs Sandara Holmes
Dr Samantha Pugh

Mr Derek Scott
Mr John Sharpe
Ms Alison Smith
Mrs Claire Theyers

In attendance:

Mr Andrew Daly – Executive Head
Mr Stuart Outram – Head of Primary Education
Mr Lee Haynes – Headteacher, Acomb Primary School
Mr Glen Duxbury – Finance Director
Mrs Michelle Bowling – Operations Manager (*until 7.40pm*)
Mr Chris Warnett – Estates and Facilities Manager (*until 7.10pm*)
Mr Jon Deamer – Communications Officer (*until 7.40pm*)
Mrs Barbara Kybett – Governance Advisor – Clerk

ACTION

1. Welcome, Apologies and Consents

The Chair welcomed everyone to the meeting and introduced Chris Warnett, Michelle Bowling and Jon Deamer.

Apologies for absence were received from Richard Battersby.

The Chair reported that Paul Durham had resigned from the Board; further details would be given under Item 6.4.

2. Declarations of interest

Alison Smith declared an interest as she was now a trustee of the STAR Multi Academy Trust which had formed on 1st May. John Hattam reminded directors that he had previously declared an interest as a Member of the newly formed STAR MAT.

3. Minutes of the Meeting held 22nd March 2018, Action Points and Matters Arising (previously distributed)

The main minutes from the meeting held on 22nd March 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.	Send all local governors a PDF version of MAT handbook for information and upload latest version to MinutePad	6	Clerk	Complete
2.	Circulate slide deck from report	8	Chair	Complete
3.	Seek further information if required from Richard Battersby and Andy Clarke, as Chairs of MAT Board Committees	8	Sandara Holmes, Samantha Pugh, Derek Scott	Closed
4.	Invite Lisa Beadle/ RSC to July Board meeting	8	Chair	Complete
5.	Investigate provision of free nursery places at St Lawrence's	10	Glen Duxbury	Carried forward

With reference to Action Point 3, Sandara reported that she had expressed an interest in joining the Standards Committee.

It was noted that Alan Rowlinson had resigned from the Finance and Resources Committee with effect from the end of the academic year. The Clerk was tasked with contacting Richard Battersby, Chair of the Committee, to seek his views on whether further committee members were needed.

Clerk

With regard to Action Point 4, the Executive Head reported that Lisa Beadle had intended to attend the meeting but had regretfully been advised to give her apologies, as her attendance at any Board meeting of a specific MAT might give rise to a lack of clarity regarding her lines of accountability to the RSC, DfE and Ofsted.

There were no matters arising from the minutes.

***9.2 Estates Strategy (previously distributed)**
It was agreed that this item would be taken next.

The Executive Head framed the context of the newly developed Estates Strategy as part of the excellent work of the central Operations Team. The strategy was presented by Chris Warnett, Estates and Facilities Manager.

Chris began by explaining that the MAT was now large enough in terms of pupil numbers to receive School Condition Allocations (SCA) funding and therefore a strategy was needed to ensure that the funds were allocated fairly and transparently. As a basic standard, school buildings had to be compliant, safe, warm and dry. SCA funding would be allocated by the MAT but each school would also have its own small pot of capital funding (Devolved Formula Capital or DFC).

Chris guided directors through the Estates Strategy, highlighting the following:

- the different types of funding available including SCA, DFC, and an emergency fund held by the MAT (equivalent to 10% of the SCA funding)
- the levels of priority for the allocation of SCA funding which would be determined by outsourced condition surveys, local intelligence and the capacity of schools to fund the works
- details of priority levels of identified works and grading of defects
- a rolling programme of general maintenance and redecoration to be developed by the MAT which would support schools to implement this

- the procurement for and management of school maintenance and development works which would be kept in house as far as possible and the project management costs of 10-15% would be recharged to schools if outsourced; in emergency situations, where there was not time to convene a Finance and Resources committee meeting, Chris would work with John Sharpe to address the issue and allocate appropriate funding
- the roles and responsibilities of the Finance and Resources Committee, the MAT's central team and schools, noting the particular responsibility of schools to manage their budget with future works in mind and to regularly review their rolling programmes of routine repair and maintenance.

The Chair invited questions.

A director queried whether the MAT now had for the first time a reliable overview of the state of its school buildings. Chris agreed, noting that information received from the LA had been incomplete and a number of issues had been uncovered since schools joined the MAT. However, Chris agreed with the Executive Head that overall the MAT's estate was in good condition.

As director with responsibility for Estates, Jake Drummond commented that the Strategy was an excellent document, capturing everything that the Trust would need. He queried where the responsibility would lie for asbestos and legionella. Chris confirmed that this would be with the schools but that the Central team would support site staff and ensure that relevant training was undertaken. He advised that he was developing guidance for site management. Jake observed that the Strategy dovetailed with the MAT Handbook and would feed into the MAT development plan. The Executive Head agreed and advised that next year's development plan was in its early stages. He reported that the Finance and Resources committee had already scrutinised the Strategy and approved it.

It was noted that Health and Safety Audit reports were still sent to chairs of LGCs. Chris and Michelle confirmed that they also had sight of these reports.

A director questioned who would be the main contact in schools for Chris. He responded that he would liaise with the headteacher and the site manager. It was noted that the roles and responsibilities of site managers currently varied widely between schools.

A director suggested that opportunities for economies of scale might be lost if schools were acting independently to maintain their own buildings. Chris noted that LA services would still be used across the MAT as the MAT did not have enough buying power to receive discounts from large contractors. However, he would continue to monitor the services being used for best value. He agreed with a director that the main priority was compliance.

The Chair asked whether the estate priorities for each school could be costed and a metric produced which could be monitored by the Board, to track whether overall spending on the MAT's estate was increasing or decreasing. Chris confirmed that this could be produced and would be used in the development of a 5 year plan.

The Chair questioned who would ensure that schools were carrying out routine repairs and maintenance. The Executive Head explained that the spending of each school's devolved capital funding would be monitored by Chris and the Finance and Resources committee.

Directors thanked Chris for his work on the Estates Strategy and his

informative presentation.

(Chris left the meeting at 7.10pm).

***7. GDPR**

It was agreed that this item would be taken next.

Michelle Bowling advised that she had been working with others to ensure that the MAT was ready for the new GDPR. She reminded directors that it was vital that they were aware of GDPR and its implications for the MAT, as the Board held ultimate responsibility.

With the aid of a Powerpoint presentation, Michelle and Jon Deamer drew attention to the following:

- the personal data held by the MAT and its schools was that of pupils, parents, staff and governors; schools were continuously processing this data
- a new data protection culture needed to be developed: awareness of GDPR should be at the same level as awareness of safeguarding
- procedures needed to be tightened to ensure compliance
- data audits had taken place in all the MAT's schools to identify what data was held and why
- schools had a lawful basis for processing most of their data, a legal obligation to hold it under Education regulations and could share a limited amount of data under "vital interests" (for example, a medical issue such as a child's nut allergy)
- consent to hold data and share data within the organisation was only required under a minimal number of circumstances; consent was required for certain photos and videos, and use of text and emails for communication
- everyone connected with the MAT needed to be aware of GDPR as it was most likely that a breach would occur from the mishandling of data; training videos, staff updates, and regular training sessions were being used to ensure awareness (directors were shown one of the training videos)
- examples of data breaches and threats
- the duty to notify breaches where the volume of data breached was large or in a special category, or where there was a risk to the rights and freedoms of an individual
- breaches had to be reported within 72 hours of the organisation becoming aware of the breach
- procedures for reporting breaches were being developed; data breaches would become an element of staff disciplinary procedures
- compliance would be evidenced by staff training, audit trails, record keeping
- the MAT had subcontracted Veritau to act as Data Protection Officer as there was already a working relationship with the company in place; the contract would be reviewed after the first year
- the role of directors: their responsibility for monitoring compliance, understanding of the key changes, review of policies and procedures
- the Operations team would report to the Board and would expect challenge
- compliance with GDPR was still a work in progress but data audits, privacy notices, and new pupil registration forms had already been completed
- the next steps were to continue to embed new procedures, to work with the DPO, to report to Board at least once a term, and to continue to work through the action plan.

The Chair congratulated Michelle and Jon on their progress towards compliance

with GDPR, particularly as anecdotal evidence suggested that the MAT was well advanced compared to others in implementing the changes.

Directors' questions were invited.

A director queried where the responsibility lay for ensuring GDPR compliance in terms of the Scheme of Delegation. Michelle responded that day to day compliance would be delegated to schools but the MAT was the legal entity which would be held accountable. She explained that the central MAT Operations team would hold the schools to account and the Board should hold the Operations Team to account.

Directors discussed at what level the Board should monitor compliance. It was agreed that Sandara Holmes, as link director for compliance, would liaise with Michelle to progress further what form reports to the Board might take. It was noted that breaches would be reported to the Board and that relevant policies should also be approved at Board level.

SH

A director raised a concern that staff may be reluctant to report breaches if this might result in a disciplinary process. Michelle explained that an accidental breach would be dealt with differently to a breach which had occurred as a result of wilful noncompliance with established protocol.

In response to a director's question, Michelle confirmed that consent forms returned by parents were being tracked. She explained that these did not have to be in place on May 25th, when GDPR came into effect. The start of the new academic year would be a sensible time to collect this consent.

Finally, Michelle advised that Veritau had been used for resources for GDPR compliance, as well as others found on the internet. However, in general, there was still much uncertainty around compliance which would only be clarified once case law had begun to be established.

Directors thanked Michelle and Jon and they left the meeting at 7.40pm.

The meeting returned to the agenda and the Chair introduced Lee Haynes, Headteacher of Acomb Primary.

4. Correspondence Received

The Chair reported that he had received a letter from Julian Sturdy, MP for York Outer, regarding an issue at Clifton with Rawcliffe Primary. The Chair advised that the headteacher, Andy Herbert, had been supported to resolve the issue, and the Chair had responded to Julian with this information. The matter was now closed.

5. Executive Head's Report (previously distributed)

Directors received the previously distributed Executive Head's report. The Executive Head encouraged directors to read and take note of the reports from all the headteachers which embodied the individuality of the member schools. The Executive Head guided directors through his report.

School Improvement

The overview of schools was tabled. The Executive Head reported that no major amendments had been made since the last meeting although there may be changes to make after the SATs results were published in July.

The previously distributed MAT internal capacity document was evidence of the progress made in ensuring that support for the MAT schools could be supplied internally. An agreement had been reached on internal payment system. Some staff had capacity to work outside the MAT as a potential source of income.

The Executive Head explained that Badger Hill were not yet in a position to offer support as their focus would be on developing their own new leaders. In addition to this internal support, it was planned that a deputy head from each primary school would sit, in attendance, on another school's LGC for a year both for their own CPD and to support another school's LGC.

The Executive Head commented that he had been preoccupied of late as to how to measure the "worth" of the MAT, not just in financial terms but in the value it was adding to schools. Undoubtedly, small schools were currently benefiting more than larger schools. The Executive Head requested that this be a discussion point at the next meeting.

Agenda

Updates from the Heads' Group, the Operations team, the Standards and the Finance and Resources Committees were contained within the report.

LGCs

The Executive Head drew attention to the newly drafted Terms of Reference and procedures for LGCs, and the successful governor training sessions which were well attended. Next year's training sessions had already been identified, beginning with governors' role in Ofsted inspections and ending with training on the role of link governors.

The Executive Head observed that the Headteachers' Group needed no persuasion about the value of being part of the MAT, but it seemed that local governors were less clear about the benefits. One way to address this would be to draft a paper for LGCs on the work of the MAT's committees but further work was needed to ensure effective communication.

MAT development plan

The Executive Head reported that every section of the plan had been revisited. Directors were encouraged to challenge on the likelihood and impact of the risks.

Careers Pathways

The Executive Head spent some time guiding directors through the previously distributed Career Pathways document, noting that one for support staff was also being developed. He explained that the aim behind it was to recruit, develop and retain the best staff by providing them at every level with CPD opportunities which would interest and engage them. The Executive Head gave details of some minor amendments which had been made to the document. He advised that the Career Pathways would dovetail with performance management procedures which were currently being reviewed by a working group.

The Executive Head highlighted the phases of career development identified on the Career Pathways document, noting that staff who successfully reached the next phase would be guaranteed interviews for suitable posts within the MAT:

- ITT: five ITT students from the Teaching School had been appointed to MAT primary schools this year; all the primary ITT students had been guaranteed an interview in a MAT school
- NQT: all NQTs began with a six month probation period and would need to be securely "good" to be offered a permanent contract; the end of the NQT year was celebrated by an organised event
- the effective teacher programme (for RQTs): this would last for two to three years and would link into performance management; effective teachers would be expected to develop into:
 - excellent teachers; teachers reaching the top of mainscale would have much clearer evidence from Career Pathways to support their applications to move to the upper payscale
 - middle leader programme: this might begin in the second or third year

- of being an effective teacher
- senior leader programme: senior leaders should be excellent teachers but it had been acknowledged in the Heads' Group that this would be difficult to evidence where non-teaching deputies were still in post; there was no requirement for senior leaders to aspire to be headteachers
- new and developing headteacher programme: there were no specific requirements around teaching or non-teaching roles; this phase would last for two years
- established headteachers: would be expected to be outward facing, leading change in other schools
- executive head/CEO: some aspects of this programme would be generic and some would be specific to the MAT.

The Executive Head reported that the Heads Group' had discussed the document and would be giving it further consideration. He emphasised the importance of the Teaching School in delivering the programme.

A director queried the rationale in changing the terms good and outstanding to effective and excellent. The Executive Head replied that this reflected moves that Ofsted were making away from these terms.

A director observed that there did not seem to be a future in the MAT for teachers at M2 or M3 who did not progress to being judged excellent and questioned what support might be put in place for such colleagues. The Executive Head responded that all teachers were extremely well supported to achieve this outcome during the first four years of their teaching career and that the bar should be set high for the benefit of the children who were the MAT's ultimate responsibility. New staff's contracts would reflect these higher expectations.

A director suggested that provision should be made in the leadership phases to equip teachers to lead Church schools. The Executive Head agreed to respond to this challenge by suggesting changes to the document.

EHT

The Chair thanked the Executive Head for his report and directors for their questions and challenges.

6. Chair's Report

6.1 Directors' link roles

The Chair advised that not all link director roles were noted on the MAT website and the Clerk was tasked with ensuring that all link roles were specified.

Clerk

Jake Drummond agreed that Health and Safety fell within his remit as link director for estates.

The Chair reported that he had met with some directors regarding their link roles, which had been useful. He requested that directors submit a paragraph for website about their roles before the start of the new academic year.

Directors with link roles

6.2 SIAMS training

The Chair reported that he had attended the recent training for trustees on the new SIAMS framework which had been very thought provoking. He would give further details at a future meeting.

Agenda

***6.4 Director resignation**

As previously indicated, the Chair reported that Paul Durham had regretfully resigned from the Board, due to work commitments. The Chair wished to record his gratitude to Paul on behalf of the Board. As a founder director of the MAT and Chair of Hempland Primary LGC, Paul had contributed considerable

time and effort to the MAT's formation, in which he had been instrumental. The Chair advised that a replacement for Paul would be recruited on a skills basis. The Clerk was tasked with circulating the relevant skills audit which directors were asked to complete.

**Clerk
All dirs**

***6.5 Chairs' meeting held 23 April**

Directors received the minutes from this meeting.

***6.3 UK MAT overview and best practice**

The Chair showed Powerpoint graphics indicating the MAT's position in relation to other MATs according to a number of different metrics. He noted that there was a range of approaches for funding MATs which the Finance and Resources Committee should consider. A table of key metrics for MATs nationally was delegated to the committee to fill in the details.

**F&R
Comm
Agenda**

***12. Applicants' Status Update**

This item was taken next and is recorded as a confidential minute.

Committee Reports

8. Standards Committee

8.1 Draft minutes of the meeting held 19th April 2018 (previously distributed)

Directors received the draft minutes of the meeting held 19th April 2018.

9. Finance and Resources Committee

9.1 Draft minutes of the meeting held 17th April 2018 (previously distributed)

Directors received the draft minutes of the meeting held 17th April 2018.

i) Resolutions agreed (previously distributed)

Directors noted the resolutions which had been agreed subsequent to the meeting of 17th April.

Dates of future Finance and Resources Committee meetings:

- Tuesday 3rd July time 6.30pm

9.2 Estates Strategy

Taken after Item 3.

9.3 Financial Scheme of Delegation (previously distributed)

Directors noted the Financial Scheme of Delegation which had been previously approved by the Finance and Resources Committee.

9.4 Summary of consolidated accounts and variances (previously distributed)

Directors noted the latest budget figures.

10. MAT Development Plan (previously distributed)

Covered under Item 5.

11. Approvals Required

11.1 LGC Procedures

Directors approved the LGC procedures and PMAT guidance on the election of parent and staff governors.

Proposed: John Sharpe

Seconded: Andy Clarke

Approved: unanimously

13. Matters for delegation/communication to LGCs

- LGC procedures.
- GDPR - it was noted that this had already been added to LGC agendas.

14. Training to report

Carried forward.

Agenda

15. Health and Safety

Jake Drummond suggested that health and safety should be considered under every item on the Board's agenda rather than be limited to a separate standalone item. The Chair asked Jake to agree with the Operations Team on how best to report health and safety matters to the Board.

JD

Samantha Pugh and Sandara Holmes were also asked to speak to the relevant Operations Team colleagues and to report back.

SP/SH

16. AOB

There was no other business.

17. Determination of Confidential Items

Directors delegated the determination of confidential items to the Chair and the Clerk.


18. Dates of next meetings

- 19th July 2018 at 6.30pm at Heworth Primary (tbc)

19. Dates of meetings 2018/19 - all on Thursdays at 6.30pm

- 18th October 2018
- 13th December 2018
- 21st February 2019
- 11th April 2019
- 23rd May 2019
- 18th July 2019

The meeting closed at 9.05pm.



John Hattam
Chair

19/7/18

Date

**PATHFINDER MAT
ACTION PLAN FOLLOWING THE MEETING OF THE BOARD ON
THURSDAY 24TH MAY 2018 AT 6.30PM**

Action	Agenda Item	Person(s) Responsible	Timescale
1. Investigate provision of free nursery places at St Lawrence's	3	Glen Duxbury	For next meeting
2. Contact Richard Battersby to seek his views on whether further F&R committee members are needed	3	Clerk	ASAP
3. Liaise with Michelle Bowling to progress further what form GDPR reports to the Board might take	7	Sandara Holmes	Before next meeting

4.	Suggest changes to Career Pathways document to equip future leaders of Church schools	5	Exec Head	By next meeting
5.	Ensuring that all director link roles are specified on MAT website	6.1	Clerk	ASAP
6.	Submit a paragraph for website to Clerk re link roles	6.1	All link directors	By 31.8.18
7.	Circulate skills audit	6.4	Clerk	ASAP
8.	Complete skills audit	6.4	All directors	When received
9.	Work with colleagues in the Operations team to establish reporting mechanism for link roles	15	Jake Drummond/ Samantha Pugh/ Sandara Holmes	

Standing Items:

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

Items for next agenda:

- Board self-evaluation
- What value is the MAT adding to its schools?

Items for future agendas:

- Discussion on increasing income to secure sustainability of MAT Central
- Report on SIAMS training

Items for Finance & Resources Committee agenda:

- Provision of financial information to support modelling of staffing structures
- Consideration of post of Chief Operating Officer
- Complete missing figures from table comparing MATs

Items for Standards Committee agenda

- SACRE

Academy LGC Agendas:

- LGC procedures