

The Priory School Trust

Extraordinary Meeting of Board of Trustees
held at 6.30 pm on Tuesday 13th September 2016

MINUTES

Members:

Yvonne Rimmer (YR)	<i>Chair</i>	
Robert Adams (RA)		
Michael Barratt (MJB)	<i>Executive Principal</i>	
Nicola Bradley	<i>St Martins</i>	
Don Burgess (DB)		
Tim Jones (TJ)	<i>Chair, St Martins</i>	<i>(from item 7)</i>
Paul Kitchener (PK)		
Peter Pack		<i>(from item 7)</i>
David Sidaway (DS)		
Eric Stannard (ES)		
Lisa Twidale (LT)		

In attendance:

Adrian Burns (AB)	<i>Clerk</i>
Duncan Wright (DW)	<i>Business Manager</i>

- 1 Apologies for absence and Welcome** *action:*
Apologies for absence had been received from Nicola Bradley, Tim Jones and David Sidaway. The Chair welcomed new Trustees to their first meeting.
- 2 Declarations of interest**
There were no declarations of interest in the business of the meeting. The Clerk would circulate the Register of Business Interests for completion by members. *AB*
- 3 Election of Vice Chair**
The Chair thanked ES for his many years as a governor and Vice Chair of the Priory School. In the absence of some members, the meeting considered whether to defer a decision to a later date, but it was agreed that this was undesirable. PK was willing to take on the role, and on the proposal of RA, seconded by ES, he was appointed Vice Chair.
- 4 Minutes of previous meeting**
The minutes of the meeting held on 20th July 2016 were approved.

5 **Matters arising** (not appearing elsewhere in the agenda)

(Minute 6 of 20th July and Minutes 9 to 11 of FGB meeting of 12th July):

The Chair reported that, after interview, Michael Barratt had been appointed Executive Principal and Duncan Wright Finance Director. Other appointments had been made in accordance with the proposals. A fifth post on the Senior Leadership Team had been created to provide extra capacity. After advice from David James, certain staff had been invited to apply for the post, which had been ring fenced to staff currently on higher TLR allowances. References to flexibility had been removed from the Job Descriptions and an additional Pupil Premium Incentive responsibility had been added. A decision would be made within ten days. PK asked about the fact that no additional time was being made available, since he was concerned that the two most senior candidates also had significant roles in supporting St Martins, as well as being heads of major departments at the Priory School. After discussion, the Executive Principal suggested that, since both departments had young people with ambition, a TLR allowance could be split to give shared leadership. Some of the roles could be divided but the line of accountability would remain the same. In the salary scale the term "indicative" had been included so as not to add another TLR to the cost structure.

DS had raised at the previous meeting the issue of giving all teachers in Maths and English the opportunity to apply for the post. The Executive Principal would include in the person specification the level of responsibility that applied. The appointment would be for a fixed term, to the end of the current academic year, and would be on a different range on the leadership scale from the other Assistant Principals.

The Priory School LGB was due to have two staff representative governors where the previous governing body had had three. Tim Goodwright would continue to be the support staff governor. Sarah Goodwright or Paul Kitchener could be the teacher governor. The Chair undertook to contact them in order to determine who should be the teacher governor.

YR

The Clerk was asked to investigate DBS checking requirements for the Chair and other Trustees and to obtain final versions of the Trust's legal documents from Veale Wasbrough Vizards (VWV).

AB

6 **Scheme of Governance**

.1 The Scheme of Governance drafted by VWV was adopted. The Business Manager would investigate the risk management reporting requirements which applied to the Trust in accordance with paragraph 4.11 of the Scheme.

DW

.2 The Clerk would arrange for signature of the Trustee Declaration (Appendix 3 of Scheme of Governance) by all trustees.

AB

It was noted that Trustees should be familiar with the Scheme, the Schedule of Delegation and the Governance Handbook. A self audit was needed for Trustees to identify relevant skills and training needs, which MJB would incorporate into a workplan for governors.

MJB

7 **Strategy Document**

The Executive Principal introduced his paper on vision, mission and values, which he had prepared for the Trust as a whole, allowing for growth and

effective engagement with schools.

In discussion, the Chair asked about involving parents as partners in the strategy. ES commented that the objective of improving governance must include communication with parents. It was noted that St Martins did not currently have a strategy document. The Executive Principal pointed out that each school's LGB had a responsibility to involve parents, with the Trustees having responsibility for the size of the Trust. After discussion, and on the recommendation of the Chair and DB that parents should be involved in the Trust's strategy, it was agreed that they would be included in the mission statement.

MJB

PP and TJ arrived at this point.

ES commented that the Trust should seek only to accept schools that would fit within its strategy. In reply to his question whether the Trust could approach other schools, the Executive Principal advised that he believed it to be more appropriate that the initiative should come from the other school, or from the LA, as in the case of St Martins.

The Strategy document was approved subject to minor typographical corrections.

MJB

The guidance document on characteristics of successful multi-academy trusts ("Successful MATS v1") was noted.

8 Terms of Reference

The proposed Terms of Reference and agenda setting schedules prepared by the Executive Principal for the Board and Local Governing Bodies were adopted. He explained that the documents came from VWV's drafting, but he had clarified that approval of changes to budget were the responsibility of the Board, not the LGBs.

The Clerk would ensure that St Martins' Clerk had the relevant documents. The Executive Principal would brief her on the procedure for appointment of Chair and Vice-Chair at the first meeting.

AB

Communications between the Board and the LGBs were discussed. It was agreed that there should be a summary of recommendations to the Board from each LGB meeting and that feedback to the LGBs from the Board should be by minutes of Board meetings and by reports from the Executive Principal. Chairs of LGBs could be present as observers at Board meetings. PK commented that agenda items for LGB meetings might arise as a result of Board decisions.

TJ observed that mutual trust would be of vital importance to the effectiveness of the Board. Both Board and LGBs must have confidence that actions had been taken according to the requests and decisions made.

The Executive Principal would arrange for Terms of Reference for the Finance Committee to be extracted from the Scheme of Governance. The Business Manager would consult Whittingham Riddell about good practice.

MJB

It was agreed that a Pay Committee (of three members) would receive performance management reports from the Headteachers. In the case of the Executive Principal, a report by an external adviser would be sought.

Performance management would be delegated to the LGBs this year. During the year, the Executive Principal would develop a timeline that was consistent

for both schools.

MJB

9 **Policies**

The meeting considered trust wide policies that required Board approval:

Risk Management: Operational, Financial, External & Regulatory Risks; Contingency and Business Continuity Plan; Fraud Policy, Whistleblower Policy

and the status of other trust wide policies:

Procurement, Curriculum, Religious Education & Collective Worship, SEN & Disability Discrimination Act, Safeguarding & Child Protection, School Trips, Behaviour, Exclusions, Admissions, Complaints, Data Protection, Staff Policies & Procedures, Health & Safety, Lettings.

It was agreed that the Executive Principal would allocate policies to Board members to consider out of meeting and to bring confirmation that discussion had taken place. The current policies of the two schools would need to be harmonised, with the Individual schools drawing up their own school-specific procedures. Child Protection and Behaviour policies would be reviewed by LT, who would bring a recommendation to the Board.

MJB

It was agreed that the Executive Principal would obtain commercially prepared policies for academies and amend them where appropriate to the Trust. In meantime the schools would continue to use their existing policies, with harmonisation taking place within a year. The Executive Principal would review the current policies to ensure there were no conflicts.

10 **Reporting**

It was agreed that the Clerk would liaise with St. Martins Clerk over the format and arrangements for reporting from committees to the Board.

AB

11 **Trustees' roles and Training**

The meeting reviewed the role of the trustee, as set out in the Scheme of Governance, and considered training needs.

In response to a question by the Chair, the Business Manager confirmed that the Sundry budget included an allowance for governor training. It was agreed that membership of a governors' advisory service was desirable. The Key and the National Governors' Association were suggested. The Executive Principal was asked to decide which service to use, in conjunction with the Business Manager.

MJB / DW

The Chair commented that she hoped the service would lead to a good skills audit being carried out, which would enable an effective training plan to be put into place.

12 **Delegation of Budgets**

Delegation of budgets to Local Governing Bodies was discussed.

The Business Manager advised that St Martins' budget required approval, which would need to follow a recommendation by the LGB to the Board.

DW

DB asked about the status of the final LA accounts for St Martins. The

Business Manager said they were in course of preparation.

13 **Job Descriptions**

The Job Description of the Executive Principal was approved.

Revised versions of the Job Descriptions of the Business Manager and Finance Director would be brought to the next meeting. *MJB / DW*

14 **Performance Management of Executive Principal & Company Secretary**

The Executive Principal would review the list of meetings for the Board for arrangements for performance management of himself and the Company Secretary. *MJB*

15 **St Martins Support**

The Principal's proposals for adaptation of the School Development Plan with respect to the work of The Priory School were noted.

He and the Finance Director had met St Martins staff on a PD day. He had undertaken a learning walk of the Primary section and discussed interventions with the Head of Primary. The learning walk had also revealed issues related to performance management. He had spoken at a Year 10 assembly. He would report actions back to the Board.

The Finance Director reported that the finance system was live and he was reviewing St Martins' catering arrangements.

16 **Any other urgent business**

TJ encouraged members of the Board to visit other schools in the Trust and suggested organising a special day or event. He would ask St Martins Headteacher for suggestions. *TJ*

17 **Dates of future meetings**

The calendar of future meetings was noted, including the date of the next meeting of the Board on Thursday 20th October at 6.30 pm.

Summary of actions arising:

Item	Action	Owner
2	Register of Business Interests to be completed by Board members	<i>AB</i>
5	Chair to contact candidates for teacher governor role	<i>YR</i>
	Clerk to investigate DBS checking and final legal documents	<i>AB</i>
6.1	Business Manager to investigate risk management reporting requirements	<i>DW</i>
6.2	Clerk to arrange for signature of Trustee declarations	<i>AB</i>
	EP to arrange incorporation of outcome of self audit into workplan	<i>MJB</i>
7	EP to include parents in mission statement and to arrange correction of minor errors	<i>MJB</i>
8	Clerk to provide relevant governance documents to St Martins' Clerk	<i>AB</i>
	EP to arrange for Finance ToRs to be extracted from Scheme of Governance	<i>MJB</i>
9	EP to allocate policies to Board members	<i>MJB</i>
10	Clerk to liaise with St Martins' Clerk re format and reporting arrangements from Committee to Board	<i>AB</i>
11	EP with Business Manager to decide on governor advisory service	<i>MJB / DW</i>
12	Business Manager to arrange for approval of St Martins budget by the Board	<i>DW</i>
13	Revised JDs for Business Manager and Finance Director to be brought to next meeting.	<i>MJB / DW</i>
16	Encourage governors to attend other schools in Trust	<i>TJ</i>