



<b>SALTERNS ACADEMY TRUST</b>
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**Minutes of the Salterns Academy Trust meeting held as follows:-**

- Date:** Wednesday 17 October 2018
- Time:** 6pm
- Venue:** Admiral Lord Nelson School, Dundas Lane, Portsmouth PO3 5XT
- Present:** Steven Labeledz, CEO  
Andy Cree, Chair and Independent  
Paul Hayes, Vice-Chair and Independent  
Amanda Barrett, Independent (items 6-16 inclusive)  
Tania Osborne, Chair of Admiral Lord Nelson School Local Governing Body (items 3e to 16 inclusive)  
Maria Phillips, Independent
- Also in attendance:** Louise Lake, Clerk to the Governors

## **1. Chair's welcome and introduction**

- 1.1 The Chair welcomed Directors to the meeting of the Trust and confirmed that the meeting was quorate.
- 1.2 The Chair welcomed the new clerk, Louise Lake.
- 1.3 The Chair noted the importance of the role of the Directors in providing strategic oversight and not being representative of schools. The importance of providing appropriate challenge was emphasised and also the importance of receiving clearly written, thorough reports in order to facilitate the role of Directors.

## **2. Apologies for absence**

- 2.1 The Trust noted that apologies had been received from Claire Copeland, Flick Drummond, Nys Hardingham, Mike Park and Sue Wilson.

## **3. Administration**

### **(a) Declaration of Members' interests;**

- 3.1 Directors declared there were no changes to the register.

### **(b) Terms of Office and membership of Salterns Academy Trust;**

- 3.2 There was some discussion about the appropriate terms of office for Directors and whilst the Articles of Association stated that Directors could be appointed for four year terms and then reappointed, this was in the gift of the Directors to amend if they so wished.
- 3.3 After discussion, it was agreed that the term of office for Directors should remain at four years for the time being.
- 3.4 The Trust noted that new advice from the Department for Education recommended that school headteachers should not be Directors of their Multi-AcademyTrust. It was decided to continue with the status quo in terms of constitution of the Trust but that this be revisited at the end of the year if no changes to the Trust were made.

### **(c) Appointment of governors to the Local Governing Bodies (LGB's);**

- 3.5 The Trust noted that the Trafalgar LGB were recommending the appointment of three new governors, two parent governors and the third co-

opted. The Trust noted the backgrounds of these individuals and agreed their appointments.

- 3.6 The Trust noted the resignations of Matt Stratton and James Mansfield. The Chair wished to place on record his thanks on behalf of the Trust for Matt's hard work and commitment as Chair of Trafalgar LGB, particularly over the last twelve months.
- 3.7 **The suggestion was made that consideration needed to be given to staggering the terms of office for governors and trustees so that their terms of office didn't come to an end at the same time thus resulting in a significant loss of expertise.**

**(d) Note the position of the Chair at the LGB's; and**

- 3.8 The Trust noted the appointment of Sue Wilson and Tania Osborne as Chair of Governors for Trafalgar and Admiral Lord Nelson School (ALNS) respectively. By virtue of these roles, they were now Directors of the Trust.

**(e) Correspondence**

- 3.9 The Trust noted receipt of two letters of significance, namely, one from Eileen Milner, Chief Executive of Education and Skills Funding Agency and the other, addressed to 'audit firms' from Lord Agnew.

[https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/740868/ESFA\\_letter\\_to\\_academy\\_trust\\_accounting\\_of\\_ficers\\_September\\_2018.pdf](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/740868/ESFA_letter_to_academy_trust_accounting_of_ficers_September_2018.pdf)

[https://www.gov.uk/government/uploads/system/uploads/attachment\\_data/file/716854/Letter\\_from\\_Lord\\_Agnew\\_to\\_academy\\_trust\\_auditors.pdf](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/716854/Letter_from_Lord_Agnew_to_academy_trust_auditors.pdf)

- 3.10 The Trust noted that these letters highlighted the fact that there would be greater financial control over MAT's and that there was an expectation of enhanced financial reporting and compliance.

18:30: Tania Osborne joined the meeting.

- 3.11 During discussion, the following points were made:-

- That it was important to ensure the Trust were not managing a deficit budget;
- The responsibility lay with the Trust to ensure that the schools were not misspending;

- The major change that Directors needed to be aware of was the new requirement for the Chair of Multi Academy Trusts to have sight of the management accounts on a monthly basis and the Directors six times per year;
- The Trust noted the importance of the 'Academies Financial Handbook' and requested that the Clerk circulate the link to all Directors;
- In response to a question regarding whether or not the changes to the Teachers' pension scheme would cause any issues for the Trust, the Directors noted that correspondence on the issue stated that this would be fully funded. However, confirmation of the mechanism for calculation need to be received before full assurance could be given since a commitment was made to fully fund teachers' pay and then the calculation was based on the number of pupils within a school.

**ACTION: Clerk to circulate link to the 'Academies Financial Handbook' to all Directors.**

#### **4. Minutes of the Salterns Academy Trust meeting held on 27 June 2018**

- 4.1 The Trust considered the minutes of the their meeting held 27 June 2018.
- 4.2 The Trust agreed the minutes as a correct record, and requested that they be signed by the Chair and placed on the website.

#### **5. Matters arising from the Salterns Academy Trust meeting held on 27 June 2018**

- 5.1 The Trust considered the matters arising from the Trust meeting held on 27 June 2018.
- 5.2 The Trustees noted the following:-
  - Many of the actions were covered on today's agenda;
  - With reference to the action "To investigate if an Information Asset Owner is a statutory requirement for the Trust," it was confirmed that this was not a requirement;
  - With reference to the action "To draft a letter of thanks on behalf of the Trust Board to Headteachers and LGBs," it was noted that this had not been done. However, it was agreed that the Chair would write to Headteachers and LGB's setting out the vision and objectives for 2018/19.

5.3 The Trust noted the actions detailed at the end of the minutes of that meeting.

## 6. Confirmation of representatives on committees

6.1 The Trust considered the constitution of the Trust.

6.2 During discussion, the following points were made:-

- Two of the Trust members had met in January 2018 for the Annual General meeting;
- **Concern was expressed that it was imperative to have an effective Trust membership to ensure that the Directors could be held to account. The members' role was of vital importance and amongst other things, they considered the annual report of the Trust;**
- It was noted that the advice received indicated it was not appropriate for individuals to hold the position of both member and Director of the Trust;
- It was agreed that the Chair and CEO should give consideration to the composition of the Trust members and then report back to the Trust.

**ACTION: Chair and CEO to consider the composition of the Trust members and then report back to the Trust.**

The Trust considered the composition of the Trust Committees as follows:-

### (a) Pay and Conditions Committee

6.3 **Concern was expressed that on the basis of how pay is discussed at local level, the proposed composition of the Committee meant that only one Director was completely independent.** It was agreed that greater independence was required and in order to achieve this, the Chairs of the LGB's should be removed from the Committee and an additional Director appointed. It was agreed that the composition as set out below would remain in place for the purpose of the meeting scheduled for 18 October 2018 but that changes to the composition would be made after that, with the independent Director being appointed at the next meeting of the Trust.

19:00: Amanda Barrett joined the meeting.

6.4 The Trust agreed the composition of the Pay and Conditions Committee up to and including 18 October 2018 as follows: Andy Cree (Chair), Claire Copeland, Nys Hardingham, Steven Labeledz, Tania Osborne and Sue Wilson.

**ACTION: To appoint a Committee member to Pay and Conditions Committee at the Trust meeting on 5 December 2018.**

**(b) Audit Committee**

- 6.5 The Trust agreed the composition of the Trust Audit Committee as follows: Paul Hayes (Chair), Amanda Barrett, Mike Park together with Adrian Parry, a co-opted non-Director.
- 6.6 It was agreed that the Chair would write to the new co-opted non-Director welcoming him on board.

**Proposed: Steve Labeledz Seconded: Maria Phillips All agreed**

**ACTION: Chair to write to the new co-opted non-Director welcoming him on board.**

**(c) Finance and Resources**

- 6.7 The Trust agreed the composition of the Trust Finance and Resources Committee as follows: Maria Phillips (Chair), Claire Copeland, Andy Cree, Flick Drummond, Nys Hardingham, Steven Labeledz.

**7. Update from ALNS Local Governing Body (LGB)**

- 7.1 The Trust considered a paper from the Clerk which set out three resolutions that had been sent to the Trust from the ALNS LGB held on Wednesday 19 September 2018.
- 7.2 The Trust noted the first resolution which expressed concern from the LGB about their ability to monitor the budget given the limitations of the accounting system.
- 7.3 There was considerable discussion on the issue and the following points were made:-
- That it was of vital importance for both the Trust and the LGB's that meaningful reports could be drawn from the accounting system to facilitate the oversight and scrutiny roles of the Trust and LGB's;
  - Consideration was currently being given to the alternative finance systems on the market and the plan was to present some options to the Trust Finance and Resources Committee meeting in November;
  - That the difficulties in extrapolating the requisite information from the accounting software may be partly down to the issue of both capacity and skills within the finance team;

- That in order to progress with this, it was important to understand the needs of the LGB's in terms of reporting;
- Given the enhanced requirement in terms of oversight of the management accounts, it was critical to ensure this issue is addressed;
- Whilst HWB performed well in terms of their audit function, the accounting support needed to be looked at;
- The suggestion was made that the finance manager should have some part-time support, preferably from an individual with an accountancy background, to assist in producing the relevant reports. However, any additional support needed to be cost neutral and so the arrangement with HWB would need to be reviewed.

7.4 The Directors agreed a course of action as follows:-

- Firstly, that the Chairs of the two LGB's together with Maria Phillips would sit with Karen Tyrell, Finance Manager and determine the reporting requirements. This would be done by the first week of November;
- That the CEO would present to the November Trust Finance and Resources Committee setting out the new finance system proposals;
- An advertisement to be placed in the relevant publications immediately to appoint an individual to assist the finance manager with reporting.

**ACTION: The Chairs of the two LGB's together with Maria Phillips would sit with Karen Tyrell, Finance Manager and determine the reporting requirements. This would be done by the first week of November.**

**ACTION: The CEO to present to the November Trust Finance and Resources Committee setting out the new finance system proposals.**

**ACTION: An advertisement to be placed in the relevant publications immediately to appoint an individual to assist the finance manager with reporting.**

**Proposed: Tania Osborne Seconded: Paul Hayes**

**All agreed**

7.5 The Trust gave consideration to the second resolution in relation to the astro turf. Concern was expressed at the loss of income should repairs or a replacement not be carried out. It was agreed that the criteria for the CIF bids would be looked at to see if a bid could be made. However, Directors

were in agreement that in the meantime, the option to extend the life of the pitch should be explored further.

**ACTION: Steve Johnson, Facilities and Community Manager, ALNS, to explore the option to extend the life of the astro pitch.**

- 7.6 The Trust noted, in relation to the third resolution regarding the school hall flooring, that the lower quote for the hall floor did not address the same specification as the higher quote (no waste disposal or coating of the laid floor) and so this had now been re-quoted. RPA (the insurance company) had been informed. The Trust were informed that they did not need to be too concerned about the insurance not covering the replacement floor cost, although authorisation from the Trust (delegated to CEO) was required in order that ALNS could proceed.
- 7.7 Directors were unsure whether RPA would cover the entire cost of replacing the floor or whether the Trust were still being asked to fund the difference between the insurance payout and the cost of the lowest quote and so it was agreed that clarification would be sought from the Headteacher of ALNS and this information would then be circulated to the Directors.

**ACTION: Clarification on the insurance pay out in relation to the ALNS school hall floor to be sought from the Headteacher of ALNS and then circulated to governors.**

## **8. External ALNS LGB review of governance**

- 8.1 The Trust received a paper from Tania Osborne, Chair of the ALNS LGB, setting out a proposal for an external review of governance for the ALNS LGB.
- 8.2 During the course of discussion, the following points were made:-
- That it was important to look at the Trust as a whole particularly given some of the governance issues highlighted by OFSTED were pertinent to both schools and the Trust;
  - There was an offering from the NGA of up to £2,000 pro bono work to review the governance arrangements of the Trust and the LGB's;
  - The Trust noted that whilst the ALNS LGB would have preferred a 'targeted' review, it would be sub-optimal not to take the NGA up on their offer of a review across the Trust as a whole. Therefore the suggestion was made that a strategic review be undertaken and if it was determined that a more targeted review of the LGB's was required, this could be commissioned at a later date.

**Proposed: Tania Osborne Seconded: Maria Phillips**

**All agreed**



## **9. Update from Trafalgar LGB**

9.1 The Trust noted that there was no update from Trafalgar LGB.

## **10. Approval to re-engage HWB as the Trust's Auditors**

10.1 The Trust received a verbal report from Steve Labeledz, CEO seeking approval for the re-engagement of HWB as the Trust's Auditors.

10.2 The Trust approved the appointment of HWB.

**Proposed: Andy Cree    Seconded: Paul Hayes**

**All agreed**

## **11. Headline Outcomes 2017 – 2018**

11.1 The Trust received a paper setting out provisional headline figures for October 2018 together with provisional headline figures by ability.

11.2 During the course of discussion, the following points were made:-

- The CEO summarized the outcomes for ALNS as above average attainment in all EBacc subjects and average progress for girls, below average for boys. The outcomes at Trafalgar School are generally below average for boys attainment and well below average (and below "floor") for progress;
- The English teams had produced strong results in both schools;
- The LGB's had each had a detailed analysis of the performance figures and in the case of ALNS, the Headteacher's objectives were set on the basis of these results;
- The performance figures in both schools highlighted that more work needed to be focused on the progress of boys and disadvantaged students;
- **Following a question from a Director, the Trust noted the success of the interventions carried out at ALNS to improve the results in mathematics together with the reasons as to why they believed the figures for mathematics had not been as strong previously;**

- The Directors expressed concern that the results showed that those in the lower ability bracket at Trafalgar School had showed greater progress when compared with those in the higher ability bracket;
- A view was expressed that it was important not to change teaching strategies based on one years' worth of data but instead, subjects and results needed to be looked at in the round;
- Directors noted the high proportion of disadvantaged children across the two schools;
- Directors noted that the two schools made independent decisions on which exam boards to use and that sometimes two exam boards had been used for one subject. If the subject leader believed this brought the best chances of success for students.

11.3 The Trust were keen to collaborate with other schools in the area to understand the strategies they had adopted to deal with issues highlighted by these headline outcomes. It was agreed that in the first instance, the Chair of the Trust would set up a meeting with Alison Jeffries to see if this was something that could be taken forward by the Portsmouth Education Partnership.

11.4 The Trust noted the update and the Chair requested that, on behalf of himself and the Board, thanks be placed on record to the teaching staff of both Trafalgar and ALNS for their hard work and commitment in delivering the results outlined.

11.5 The Trust requested that the predictions for outcomes of next year be placed on the Trust meeting agenda for 5 December 2018.

**ACTION: Chair of the Trust to set up a meeting with Alison Jeffries to consider collaboration with other Portsmouth Schools through the Portsmouth Education Partnership.**

**ACTION: The predictions for outcomes of next year be placed on the Trust meeting agenda for 5 December 2018.**

11.6 The Trust received a paper setting out the financial dashboard figures. Feedback was elicited to ensure that Directors agreed they were in receipt of a meaningful report. Subject to some minor suggestions including the inclusion of deficit versus budget figures, the Directors agreed the presentation of the performance dashboard.

11.7 Following a question from a Director, the Trust noted that the student/teacher ratio had changed so significantly at Trafalgar as a result of the new staffing structure. The Trust noted that the school could not afford to not have the leadership team not teaching although that would be the ideal position to move towards;

- 11.8 In response to a question from a Director, the Trust noted that the ESFA Finance adviser would be coming into the Trust in November.

## 12. Strategic Direction of the Trust

- 12.1 It was agreed that the documents relating to the 'Strategic Direction of the Trust' namely:-

- (a) Visions and Values;
- (b) Strategic Objectives 2018-2019;
- (c) Strategic Priorities 2018-2019; and
- (d) Strategic Plan 2018-2019.

be recirculated to all Directors so that they could have the opportunity to make proposed amendments to these documents. It was agreed that this needed to be done by no later than 23 October 2018.

- 12.2 The Directors noted that the leadership teams of both schools considered it important to include reference to 'resilience' within the vision and values document and so this would be incorporated.

- 12.3 The Directors were keen to ensure that the issue raised in relation to girls and their attainment in mathematics is addressed through these documents. After discussion, it was agreed that if the LGB's raised these as areas of concern then this needed to be reported to the Trust.

**ACTION: Clerk to circulate four strategic documents and seek any proposed amendments by no later than 23 October 2018**

**Proposed: Steve Labeledz    Seconded: Maria Phillips    All agreed**

## 13. Updates on Trust Capital Projects

- 13.1 The Trust received a verbal update from Steve Labeledz, CEO, in relation to the ongoing Trust Capital Projects.
- 13.2 The Directors emphasised the need to consider lessons learnt at the end of these capital projects.
- 13.3 The Trust noted the update.

## 14. Training

- 14.1 It was agreed that the following items would be considered at the next Trust board in December:
- (a) Appointment of Trust training Director

**(b) Trust Skills Audit; and**

- 14.2 It was noted that **(c) Performance Dashboards** had been covered under item 11 entitled “headline outcomes”.

**15. Any other business including agenda items for the next meeting**

**(a) Data Protection Policy**

- 15.1 The Trust noted that the Data Protection Policy needed to be approved and it was agreed that this should be sent out electronically and the Clerk notified if any amendments were required.

**ACTION: Clerk to recirculate the Data Protection Policy.**

**(b) Hampshire county Council Manual of Personnel Practice (MOPP)**

- 15.2 The Trust noted that their approval was required in order for the continued use of the Hampshire Manual of Personnel Practice. The Trust noted that should they wish to consider an alternative reference document for HR procedures, this would need to be negotiated with the Unions.
- 15.3 The Trust agreed to adopt the Hampshire county Council Manual of Personnel Practice (MOPP).

**Proposed: Steve Labedz      Seconded: Maria Phillips      All agreed**

**(c) Schools’ benchmarking website**

- 15.4 The Trust were shown a demonstration of the website:-  
<https://schools-financial-benchmarking.service.gov.uk/>
- 15.5 The Directors noted that the website facilitated comparisons between the income and expenditure of schools in England.
- 15.6 The Chair agreed that this was a useful website and requested that the Clerk circulate details to all Directors.

**ACTIONS: Clerk to circulate details of schools’ benchmarking website to all Directors.**

**16. Date and time of next Trust meeting**

16.1 The Trust noted the date of the next meeting as follows:- Wednesday 5th December at 6pm to be held at Trafalgar School, London Rd, Portsmouth PO2 9RJ

There being no further business the meeting closed at 9.00pm

**Signed:**

**Chair:.....dated:.....**

**Summary of Actions:**

<b>Agenda Item</b>	<b>Action</b>	<b>Responsible</b>	<b>Notes</b>
<b>3. Administration</b> <b>(e) Correspondence</b>	ACTION: Clerk to circulate link to the 'Academies Financial Handbook' to all Directors.	Clerk	To be undertaken immediately after meeting.
<b>6. Confirmation of representatives on committees</b>	ACTION: Chair and CEO to consider the composition of the Trust members and then report back to the Trust.	Chair and CEO	In advance of meeting on 5 December 18.
<b>6. Confirmation of representatives on committees</b>	ACTION: To appoint Committee member to Pay and Conditions Committee at the Trust meeting on 5 December 2018.	Clerk	To be placed on 5 December 18 meeting agenda.
<b>6. Confirmation of representatives on committees</b>	ACTION: Chair to write to the new co-opted non-Director welcoming him on board the Trust Audit Committee.	Chair	As soon as practicable after the meeting.
<b>7. Update from ALNS LGB</b>	ACTION: the Chairs of the two LGB's together with Maria Phillips would sit with Karen Tyrell, Finance Manager and determine the reporting requirements. This would be done by the first week of November.	TO/SW/MP and KT	By end of first week of November.

<b>7. Update from ALNS LGB</b>	ACTION: The CEO to present to the November Trust Finance and Resources Committee setting out the new finance system proposals.	CEO	F and R meeting on 28 November 2018
<b>7. Update from ALNS LGB</b>	ACTION: An advertisement to be placed in the relevant publications immediately to appoint an individual to assist the finance manager with reporting.	CEO	Immediately
<b>7. Update from ALNS LGB</b>	ACTION: Steve Johnson, Facilities and Community Manager, ALNS, to explore the option to extend the life of the astro pitch.	Steve Johnson, ALNS	As soon as possible
<b>7. Update from ALNS LGB</b>	ACTION: Clarification on the insurance pay out in relation to the ALNS school hall floor to be sought from the Headteacher of ALNS and then circulated to governors.	Headteacher, ALNS	
<b>11. Headline Outcomes 2017 – 2018</b>	ACTION: Chair of the Trust to set up a meeting with Alison Jeffries to consider collaboration with other Portsmouth Schools through the Portsmouth Education Partnership.	Chair	As soon as possible
<b>11. Headline Outcomes 2017 – 2018</b>	ACTION: The predictions for outcomes of next year be placed on the Trust meeting agenda for 5 December 2018.	Clerk	5 December 2018
<b>12. Strategic Direction of the Trust</b>	ACTION: Clerk to circulate four strategic documents and seek any proposed amendments by no later than 23 October 2018	Clerk and Directors	23 October 2018

<p><b>15. Any other business including agenda items for the next meeting</b></p> <p><b>(a) Data Protection Policy</b></p>	<p>ACTION: Clerk to recirculate the Data Protection Policy.</p>	<p>Clerk</p>	<p>As soon as possible</p>
<p><b>15. Any other business including agenda items for the next meeting</b></p> <p><b>(c) Schools' benchmarking website</b></p>	<p>ACTIONS: Clerk to circulate details of schools' benchmarking website.</p>	<p>Clerk</p>	<p>As soon as possible</p>