

**AGM / Members meeting
Held on 23rd Jan 2025 at 6 pm via Teams
Draft Part I Minutes**

Present: A Walmsley (chair of trustees), C Mabin (EDEN), D Roberts (SDBE), and S Day (University of St Mark and St John) (until the penultimate agenda item discussed).

In attendance: T Wilkes (EDBW) and I Candy (C Sec)

Quorum (2): the meeting is quorate

Circulation: Directors, Members and Dioceses (through GovernorHub)

	Decision		Action due
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Note: agenda items were minuted in the order they were discussed rather than in the agenda order.

1. Welcome and apologies	
Apologies were given for A Allan who is on maternity leave and wishes to step down.	
2. Prayer	
Led by Christina Mabin	
3. Declaration of conflicts of interests	
Declaration of interests were invited by the chair, none was made.	
4. Minutes of the last Members meeting held on 1st Oct 2024)	
4.1. To agree the minutes of the last meeting	
The draft minutes of the last meeting were agreed to be an accurate record of the meeting and will be signed by the chair.	I Candy / A Walmsley
4.2. To review matters arising not otherwise on the agenda	
There were no matters arising not otherwise on the agenda. As membership appointment matters needed to be discussed, including the potential re-appointment of the University of Mark and St John, it was suggested and agreed to move agenda item 6 to the end of the meeting to avoid the potential conflict of interests around this.	
5. Annual report and financial statements for the year ended 31st Aug 2024 for the First Federation Trust	
5.1. To receive the annual report and financial statement for the Trust	
The annual report and financial statements for the year ended 31 st Aug 2024, as well as the external audit report, completed schedule of musts, draft financial summary, 2024 internal audit report and going concern report were circulated ahead of the meeting. A Walmsley reported that: <ul style="list-style-type: none"> This information had been presented by the Trust external auditors to the audit & risk committee initially, then shared with the whole trust board. The external audit report had been really positive, with only minor management points, no unexpected adjustments and a good end-of-year 	

<p>position. This was expected and also reassuring because of the change in key personnel from the CFOO to separate Director of Finance and Director of People & Operations roles.</p> <ul style="list-style-type: none"> The accounts were for the FFT before the former Acorn schools and Chickerell SAT had joined. <p>Members queried what the percentage of reserves vs income was.</p> <p>The FFT as of 31st Aug 2024 had £1.36M reserves and about £26M income, so the percentage of reserves vs income was just over 5%. Acorn brought approx. £244K worth of reserves and Chickerell about £60K, so this brought the FFT total reserves to about £1.6M to £1.7M in total. The FFT was now expecting an in-year deficit worth about £690K. This was significantly higher than initially expected due to the cancellation of TCAF funding. Because the DfE had recommended that the FFT apply for TCAF to help support the transfer for the former Acorn schools, the Trust had submitted a bid for approximately £720K and budgeted for only a proportion of it. Therefore, the predicted in-year deficit had increased by that proportion of the bid.</p> <p>Members confirmed they had received the accounts.</p>	
<p>5.2. To agree the re-appointment of the auditors</p>	
<p>A Walmsley reported that the Trust board recommended the re-appointment of the auditors. Although the Trust is in a three-year cycle, they have had a new audit partner this year following the retirement of the previous partner.</p> <p>I Candy pointed out that the Academy Trust Handbook recommended that auditors are re-tendered at least every 5 years and therefore the Trust is still within that recommendation.</p> <p>Members agreed to re-appoint Bishop Fleming as auditors.</p>	
<p>7. General update on the Trust</p>	
<p><u>Education standards and Church schools update:</u></p> <p>A Walmsley reported that:</p> <ul style="list-style-type: none"> The Trust board was not anticipating any growth this year. The highest risks for the Trust were improving pupil outcomes, followed by SEND and financial risks. The committee structures remained unchanged from last year at trust board level. The Trust had initially started the year with a local governing committee for each of the former Acorn schools, but their members had wished to suspend them as they felt the hub structure was working well. This was likely to reflect that the schools had a smooth onboarding. Brixington continued to have an academy committee to help with community matters and communication with stakeholders. Portesham initially continued to have an academy committee with a view to reinforce accountability, but its impact was being reviewed and it may not continue. Chickerell had asked for their previous board to be a local committee for one year and/or until the school was inspected by Ofsted to help support the transition and to complete statutory matters for the SAT entity. Hubs were set so that the joiner schools were distributed across several of the hubs to help model good governance and avoid silos. This had meant creating an additional hub board, in addition to the new one created last year. Many former Acorn local governors had transferred from their previous positions to hub board positions, especially foundation roles. This was really positive both in terms of support and to have the continuity of knowledge. <p>Members asked whether this meant that some hubs had large membership.</p>	

That may become an issue as new parent council members are appointed where there are vacancies but that is a more positive situation to manage than trying to recruit. In some schools, parent council members share the role and take turns to attend hub board meetings.

A Walmsley further reported that:

- After several years of active participation and support, Rev Matt Rowland would be leaving his position as foundation representative on the South Hub because he was moving to a different parish.
- All schools were bedding in well.
- He was still in touch with Brian Impey (chair of Acorn) around the Bestic Trust and their project to rebuild Mrs Ethelston's school. A meeting was arranged with the Trust and representatives from Exeter diocese and Devon LA.
- Acorn had had their AGM the week before this meeting.
- There are regular hub board chairs meetings with the trust chair.
- Hub board chairs initially were trustees but the Trust had been moving to a model where hub chairs come from the hubs and working towards complete separation between trustee and hub board roles.

Members queried how the Christian distinctiveness was monitored by the hub boards and then reported to the Trust board.

Hub board members are given guidance around questions to ask during visits. This includes Christian distinctiveness and other related matters. Visits to schools get reported to the hubs. In addition, the Trust board receives regular church school reports and Trust ethos team minutes.

I Candy has been working with the Trust Church schools SI officer, R Earley, around what documentation could be provided about her support to Church schools. A Trust foundation representative network to share good practice has also just started. As part of the first meeting, R Earley had written guidance for parent council members and other roles which is being shared.

Members asked whether the relevant hub board was monitoring the SIAMS improvement plan at Salcombe.

R Earley has been supporting the school, as has P Wimsett. The new head was due to start about two weeks after the meeting.

Members enquired whether performance management clearly identified and reflected that Salcombe was a Church school.

There is accountability around the school being a Church school. At the FFT, the performance management of heads is not the responsibility of trustees. There is a performance management committee to performance manage the CEO. Executive directors are jointly performance managed by the CEO and the chair of the Trust board. Heads are performance managed by the executive director linked to their school.

Christian distinctiveness is part of the SIP for Salcombe. The head of Aveton Gifford is supporting the transition towards the new head.

Members probed whether there were any other schools that were vulnerable.

There was one school causing concern around SIAMS, Mary Dean's, which the chair would be going back to.

A Walmsley further reported that:

- There was a vacancy at trustee level for an SDBE appointment, following the resignation of a trustee due to work pressures just before the start of the year, in addition to an EDEN appointment vacancy.
- The Trust had found a new potential trustee who is the CEO of Aspire Trust in Cornwall, a larger primary mixed MAT and Trust leaders had met with their equivalent at Aspire to share practice and ideas.

- The CEO and he were meeting with the DfE RD termly, continuing on from regular contacts around Acorn.
- There was also have a cycle of diocesan meetings with Exeter and Salisbury.
- Historically, the Trust had always had close connections with Exeter Diocese, then had developed stronger links with Salisbury Diocese and had seen an increased number of schools in Salisbury diocese join the FFT, including several of the former Acorn schools.
- Arrangements will need to be reviewed to include Bath & Wells with the transfer of Thorncombe.

A Walmsley praised the day held by Salisbury Diocese around the five advantages of MATs, attended by C Fegan (director of SI) and himself.

A Walmsley further reported that:

- The Trusts leadership structures had changed slightly last year. The Trust had recruited a director of inclusion, K Powell, who works part-time.
- The Trust had absorbed most of the Acorn central team into the FFT central team.
- The Trust had used S Savory as external advisor for the CEO appraisal, and the committee was reviewing this as they had used the same person for several years.
- The board had reviewed the Trust growth strategy. The board was still looking at growth in the same geographical areas, but looking at consolidation after having several schools joined at the same time and also in trustees' view in order to focus on improving outcomes.
- The Trust was working with a primary school in Exmouth, Exeter Road, under a management partnership, and had seconded a head to the school. The partnership was successful, but the school financial position was challenging, and trustees did not wish to accept the school with its current deficit.

Members asked what the board view was about schools joining following the removal of the conversion grants, as this would have a detrimental impact financially.

The board felt it was unfortunate that the grant had been stopped and that there was also a different message from the DfE around academisation. In addition, the board was aware that the conversion fees for church schools were higher due to additional diocesan fees. Their view was that, for the right school, the Trust should be able to manage the financial implication, and it was not a blocker. The change was not welcome in the sector generally as it was not helpful.

In particular, Exeter Road was working on their budget and staffing structure, so it became more sustainable. They may be looking at applying to join the FFT in the next academic year.

A Walmsley added that:

- There were no other growth plans currently. The Trust had had a few very preliminary approaches by schools that were at very early stages of looking at the option of joining a MAT.
- Chickerell had embedded well.
- The Trust had had ten Ofsted inspections since the last AGM, and six since Sep. Westcliff was the first school inspected during the current academic year and had been rated Requires Improvement across all areas, having been previously rated good. This was dismaying but not unexpected.

Members queried whether this had come as a surprise to the Trust board.

It was not a surprise. Westcliff a challenging school, with a history of not doing well (the same as Gatehouse and Brixington). The first head following sponsorship left for family reasons and was replaced by her deputy. He was popular but struggled

during the last academic year, and outcomes were poor for two years in a row. The Trust was working with him to improve the school, he then gave notice in the Spring term. Other members of the school SLT left for unrelated reasons. The Trust was hoping that the inspection would take place later in year to give time to embed changes, but the inspection was very early in the year. In addition, the school was due an ungraded inspection, but the inspection was converted to a graded inspection. The Trust felt that the outcome of the inspection was fair.

A Walmsley further reported on Ofsted inspections:

- Colyton had been rated as a strong good by Ofsted, having joined rated as inadequate. This was achieved keeping much of the same staff.
- Mary Dean's that had joined as a declining good was rated as Requires Improvement for quality of education and leadership & management. The inspector had made clear in their feedback that the Trust support was strong but she was concerned about the capacity for improvement of the school, particularly its leaders. The acting head was appointed as substantive head by the former governing body before the school joined the Trust, without involvement from the diocese or LA or the Trust. Trustees have been holding to account Trust leaders around the performance of leaders, balancing accountability and support appropriately.
- Loders had an ungraded, one day inspection, with a very positive feedback. It was clear that the inspector really liked the approach of the head.
- Chickerell had an ungraded inspection, and retained its grading as Good. It was the same inspector as at Loders, who had already met with trustees. However, the style of the inspection was different because the circumstances of the schools were different.
- Lady Seaward's had a graded inspection, having had an ungraded inspection with a declining outstanding outcome. It was rated as good in all aspects with the exception of personal development that was rated as outstanding. This was expected.

A Walmsley then reported on SIAMS inspections:

- Following Salcombe inspection, P Wimsett (lead Christian distinctiveness trustee) and A Walmsley had met several times to discuss the outcome of their SIAMS inspection and lessons that could be learnt from it. The board knew that Salcombe was a risk of a judgement 2. It was clear that the head had struggled to articulate the theological underpinning of the school vision. The inspection also took place whilst the other experienced leader who had been present at the previous SIAMS was on maternity leave.
- Since the inspection at Salcombe, Aveton Gifford and Blackpool had both had their SIAMS inspection, which were both positive. This was expected, particularly at Aveton Gifford. At Blackpool, the culture and context had changed significantly over the past few years, with a significant increase in SEND pupils and more PP pupils. A new head started at the school last year and was leading on school improvement and working with R Earley around SIAMS aspects of it, having had no previous church school leadership experience.
- There were several other Trust schools due SIAMS this year. Within those, Mary Dean's was a concern because of the leadership ability to handle inspections. The Trust has been providing significant support around safeguarding and has also been supporting the school around SIAMS.

[S Day left the meeting at this point].

A Walmsley then reported that:

- The Trust has started working with Challenge Partners. This is so the Trust is involved in peer reviews with other trusts.
- The Trust had a very low level of complaints and suspensions, and no permanent exclusion.
- The Trust pupil attendance was good overall and was being closely monitored.

The meeting went into Part II to discuss matters causing concerns.

The meeting went back into Part I.

Finance & operations

A Walmsley reported that:

- The long standing CFOO, C Chapman, had retired last May. Due to growth, the role had been split into a Director of Finance (DoF), M Platten and a Director of People & Operations (DoPO), A Gavin. This was a new structure which was still embedding.
- The new DoF came from a larger trust with an accountancy background (when the previous CFOO has grown into the role from being a business manager).
- The DoPO came from the charity sector with an HR rather than operations background.
- The Trust had had positive external and internal audits.
- The auditors for FFT and Acorn were the same which was helpful in terms of sharing information e.g. around reserves,
- Audits evidenced that the Trust continued to have strong financial systems which continued to work well even with the changes in role and new joiners.
- The predicted in-year deficit for 2024-25 had increased to £692K from approximately £300K due to the loss of TCAF as discussed previously. The Trust had a three-year plan in place that should see it back to in-year surplus at the end of the three years.
- The Trust had planned for the reduction in pupil numbers due to demographics through temporary contracts.
- A few former Acorn employees had moved to new jobs after joining the FFT. This had been their personal choice and not influenced by the Trust.

Sidmouth project

A Walmsley reminded members that Sidmouth was a three site school which the Trust wanted to concentrate on two sites to generate ongoing premises cost savings and facilitate education and that the Trust had been granted funding to do this several years ago. However this funding had not been sufficient to cover the costs of the project post-Covid.

The latest update on the project was as follows:

- The project was progressing slowly to meet DfE requirements.
- New tenders had been done based on a lower specification to aim to be within the funding allocated
- A MUGA (i.e. multisport pitch) had been built.

A Walmsley also reported that:

- the Bestic Trust, a long-standing charity linked to Mrs Ethelston's, was aiming to raise funds in order to be able to build a new school building for the school.
- The Bestic Trust had benefitted from a one-off significant donation, and believed there were other generous local individuals and they would be able to secure a loan from a bank specialising in charitable activities.
- The Bestic Trust had successfully applied for planning permission, and had plans that could be built in modules e.g. starting with a hall that the school would benefit from, as well as a better playing field.

<ul style="list-style-type: none"> • The FFT had been working with the Bestic Trust, and other partners such as Exeter Diocese, Devon LA and the DfE. • The FFT needed to work closely with the Bestic Trust to ensure any building done was suitable for the school and the necessary consents had been obtained. • There are plans in place for representatives from the FFT to meet termly with representatives of the Bestic Trust and other parties as appropriate. <p><u>Trust challenges:</u> A Walmsley summarised the challenges faced by the FFT as follows:</p> <ul style="list-style-type: none"> • Improving pupil outcomes because they had not been sufficiently high over the past two years • Finance which was a sector issue due to demographics and low levels of funding • SEND due to issues with the sector nationally and locally, and more particularly in Devon where the government had allocated a safety valve and where there was a long backlog of EHCPs <p>Members queried whether there were any schools within the Trust that were so small that they were at risk of closure.</p> <p>That was a potential risk because of the financial implications of decreasing pupil numbers. The smallest school is Membury with currently 12 pupils, most of whom are not in catchment and have chosen a small school. However, the Trust does not have a culture of closing schools and has successfully grown schools before (e.g. Hawkchurch and Musbury).</p> <p>The Trust is also looking at the options of having more specialist bases.</p> <p><u>Ofsted investigation</u> A Walmsley reported that:</p> <ul style="list-style-type: none"> • There had been an Ofsted investigation at Axminster, linked to a previous head, in post over three years ago, who had been the subject of a TRA investigation that had concluded in Oct 2024. • The TRA investigation had not been disclosed by Acorn or by the DfE as part of the due diligence process. • The outcome of the TRA process had triggered the Ofsted investigation. • As chair of the Trust board, he had been asked about policies and procedures and changes made since the incidents. • The FFT has not received the report from Ofsted yet. • The Trust had supported the school and employees when the outcome of the TRA investigation has been made public and shared in the local press. 	
<p>6. Adoption of the updated Articles of Association</p>	
<p>6.1. To confirm the adoption of the updated Articles of Association</p>	
<p>I Candy reminded / informed Members that:</p> <ul style="list-style-type: none"> • the proposed articles had been circulated ahead of the meeting. • It had then been identified that the proposed articles contained clerical errors that needed to be corrected. • the Trust solicitors had indicated that the DfE would need be informed but should not need to approve the changes because they were to correct clerical errors. <p>Members agreed that the articles should be updated as outlined prior to the meeting.</p> <p>The discussion then moved onto the number of Members and how to retain a simple foundation majority.</p> <p>The following points were raised and discussed:</p> <ul style="list-style-type: none"> • Because there will be three dioceses as corporate Foundation Members, in order to have a simple foundation majority, the Trust would need to either have two other Members with a total of five Members. 	

<ul style="list-style-type: none"> • Alternatively, if Foundation Members agreed to appoint a fourth Foundation Members, the Trust would need to have 3 other Members to have a simple majority, bringing the number of Members to seven. • It was suggested that the University of St Mark and St John be appointed as a non-foundation member to retain the long standing connection the FFT has had with them. • Following A Allan's request to step down, A Walmsley had contacted the new head of Exeter Graduate School of Education who he already knew with a view to secure a replacement for A Allan. The new head had indicated she did not have the time capacity but may be able to find a colleague to take on the role. If that was not successfully, A Walmsley was then planning to approach Prof L E Major to source a suitable candidate. • If Exeter University could find a suitable member, then A Walmsley's suggestion would be that he stepped down a member but continued to attend Members meetings if Members wish him to. This would mean retaining a simple majority of foundation members without increasing the total number of Members and keeping the number of Members preferred by the DfE. In addition, not having the chair of trustees was believed to now be the preferred solution of the DfE • The appointment of an appropriate professional from Exeter University Graduate School of Education had to be an individual appointment not a corporate one, because the school was not a separate legal entity from the university. <p>Members agreed this approach. I Candy will circulate updated resolutions to that effect for Member to sign.</p>	I Candy
<p>6.2. To confirm the appointment of the University of St Mark and St John as Member</p>	
<p>This was discussed under agenda item 6.1 (see above).</p>	
<p>6.3. To re-confirm that appointment of Paul Walker as trustee</p>	
<p>I Candy explained that this was on the agenda because the articles state that the CEO is appointed as a trustee/director at the discretions of Members. Therefore, a change in Members linked to the adoption of new Articles required discussing whether current Members retained the view that the CEO should continue to be trustee/director.</p> <p>A Walmsley reported that this option would be the preference of the Trust board because it placed additional responsibilities in terms of company law on the CEO. It was also the view of the Trust solicitors that the CEO should be a trustee / director. P Walker had not recently been approached about this but from previous discussions was believed not to feel strongly either way and would not take offence if Members decided not to re-appoint him as trustee/director.</p> <p>D Roberts was aware of another trust that had appointed the CEO as trustee/director and now wished they had not. C Mabin added that she would not normally recommend the appointment of the CEO as a trustee/director due to a similar situation she was aware of.</p> <p>A Walmsley was aware of cases where when a Trust had appointed a new CEO, they had not been appointed as a trustee/director. However, given that P Walker was already a trustee/director, Members agreed to continue his appointment as trustee / director.</p>	

Meeting start: 6 pm, meeting close: 8.35 pm. Date of next meeting: to be confirmed.

These minutes are agreed by those present as being a true record.

Signed:.....
Chair

Date:.....