

**Directors (ie trustees) meeting
Meeting held on 19th Dec 2024 at 5 pm,
at Brixington Primary Academy,
Draft Part I Minutes**

Present: in person: A Walmsley (chair), P Walker (CEO), A Denner, C Bromfield, and M Williams
virtually: P Wimsett and R Shaw

In attendance in person: I Candy (C Sec) and A Gavin (DoPO)
Virtually: C Fegan (DSI), K Powell (DoI), and R Warwick (candidate to the role of trustee)

Quorum: the meeting was quorate

Circulation: Directors and members (through GovernorHub), Dioceses (EDEN and SDBE via GovernorHub), schools & public (through Federation website)

	Decision		Action due
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1. Welcome, introductions and apologies		
<p>Introductions took place. Apologies were received from M Platten (DoF) (illness). The meeting went into Part II to bring to the board attention an urgent matter that had affected one of the Trust schools. The meeting went back into Part I.</p>		
2. Prayer		
Led by P Wimsett.		
3. Declaration of Conflict of Interests		
<p>Declarations of conflict of interests were invited by the chair. None was made. I Candy will make contact with R Warwick in due course to ensure the required declaration of interests form is completed.</p>		I Candy
4. Minutes of the last meetings		
4.1. To approve the minutes of the last meeting (held on 19 Sep 2024)		
<p>[P Walker joined the meeting at this point]. The draft minutes of the previous meeting were circulated ahead of the meeting. These were agreed to be an accurate record of the meeting and signed by the chair.</p>		
4.2. To review matters arising not otherwise on the agenda		
<p>The list of matters arising and the reports from the lead safeguarding trustee were circulated ahead of the meeting. <u>Safeguarding lead trustee reports:</u> R Shaw highlighted that:</p> <ul style="list-style-type: none"> • From her visits to two schools, she had been able to evidence the Trust systems in place in two different settings. • She had reported some non-safeguarding related issues noticed during her visits to the standards committee. • The Trust safeguarding lead would report further on the LA safeguarding audits at the Jan 2025 meeting which the Trust safeguarding lead was due to report to and attend to answer questions. 		Appendices 1 - 2

<p><u>Matters arising not otherwise on the agenda:</u></p> <ul style="list-style-type: none"> Central team structure document: P Walker verbally updated the board, because some staff who had transferred from Acorn centra team had now secured new positions elsewhere and the structure document therefore needed to be updated again to reflect this. The board queried whether these staff leaving was a cause for concern. They were believed to have secured positions with more pay and/or responsibility, and therefore their leaving was not a cause for concern. Sidmouth MUGA invoice: A briefing paper about this had been added for information to the meeting folder on the day of the meeting to outline the process undertaken by SW Norse for the tender. The invoice needed approval in order to comply with the Trust finance policy, because its amount was above the threshold delegated to staff. The board approved payment of the invoice. The board commented that it was positive to hear that there had been a saving vs expected and that the project had been progressing. As the briefing paper had been circulated at short notice, the chair invited trustees to email any comments they had on it to the DoPO so they could be answered and/or followed up. 	Trustees
5. To receive the verbal feedback from the committee chairs	
<p><u>Education committee:</u> The chair of the committee (A Denner) reported that:</p> <ul style="list-style-type: none"> The new reporting format was really helpful for the committee to focus on schools causing concern and to see where improvements had been made, issues (including issues linked to the new joiners), and how these were addressed. The committee had looked in more detail at three schools which were causing concern. The Trust SI team capacity had been impacted by staff absence and having to support a high number of inspections. The committee wanted the board to note that progress had been made regardless. Pupil attendance was good overall across the Trust. The numbers of suspensions and of suspended children were low overall across the Trust. The behaviour of a small number of children with high needs may have had an impact on interventions to raise standards and the Trust was looking at technology to help mitigate this. <p><u>Strategic & Finance committee:</u> The chair of the committee (A Walmsley) reported that:</p> <ul style="list-style-type: none"> Management accounts were showing a deficit significantly above expected because the Trust had budgeted in good faith for the probability of successfully being granted part of its TCAF bid, but TCAF had been discontinued following the change in government. There were other financial pressure points which the Trust would be looking at managing. Acorn and Chickerell accounts were being signed off and the accounts showed balances were as expected. An initial combined budget had been presented to the committee. The committee had also dealt with some complex procurement issues and had to revisit the VOIP & Coms and the Managed Support Provider (MSP) bids because of those issues. <p>The meeting went into Part II to discuss this further (in order not to prejudice commercial interests). The meeting went back into Part I.</p> <p><u>Audit & risk committee:</u> The chair of the committee reported that the committee had:</p> <ul style="list-style-type: none"> Reviewed the Trust draft financial accounts and audit report, which was glowing and recommended the adoption of the accounts. 	

<ul style="list-style-type: none"> • Looked at website compliance and asked questions around how that can improve' • Looked at data protection report and the progress made. • Reviewed the Trust risk register and decided not to amend it. 	
6. Annual report for the year ended 31st Aug 24 for the First Federation Trust	
6.1. To review and adopt the annual report and financial statements for the Trust, as recommended by the audit committee	
<p>The final accounts for approval with highlighted changes were circulated ahead of the meeting, as were the accounts and audit information circulated to the audit & risk committee.</p> <p>In the DoF's absence, A Walmsley highlighted that:</p> <ul style="list-style-type: none"> • These documents had been presented to the audit & risk committee who had reviewed them. • The Trust had got a really positive audit report. • The DoF and his team had been thanked for their work which had resulted in only three minor management points. • The Trust in-year deficit for 2023-24 had been lower than expected and accounts were in line with the management accounts. • The only adjustments that were needed were linked to the valuation of premises at joiner schools and pension schemes; these were standard adjustments. • The committee and he had gone through the accounts in detail and recommended them to the board for approval. • The minor changes highlighted from the version reviewed by the audit & risk committee had been done in order to complete an unfinished sentence to say the finance policy had been updated to reflect the growth of the Trust, to reflect the current position of the Sidmouth project as of the time of accounts were being signed and the addition of a date to clarify the date the investment figure related to. <p>The board approved the annual report and financial statements for 2023-24.</p> <p>The board commented that the outcome of the external audit had been really positive, particularly in the context of several schools having just joined at the same time as the external audit had taken place.</p>	Appendix 3
6.2. To consider the audit outcome report and agree the response to the points raised	
<p>The audit & risk committee had recommended agreeing the proposed responses to the points raised in the audit outcome report.</p> <p>The board agreed the proposed responses to the points raised in the audit outcome report (aka KIDD).</p>	
6.3. To recommend the re-appointment of the auditors to the Members	
<p>The board discussed that the audit process had worked well and that it had been positive to have a new audit partner which brought a new perspective whilst still retaining knowledge of the Trust.</p> <p>The board noted that the ATH recommended that trusts should re-tender their audit contract at least every five years, and that the current auditors had completed their third year of audit.</p> <p>The board therefore agreed to recommend the re-appointment of the auditors (Bishop Fleming) to the Members.</p>	
7. To receive and discuss the CEO report	
<p>The CEO report and the final report for the recent inspection at Loders were circulated ahead of the meeting.</p> <p><u>Portesham academy committee:</u></p> <p>The meeting went into Part II to review the impact of the committee.</p> <p>The meeting went back into Part I.</p> <p><u>Growth:</u></p> <p>P Walker reported that:</p> <ul style="list-style-type: none"> • He had been invited by Devon CC to discuss the support provided by the Trust to Exeter Road. 	

<ul style="list-style-type: none"> The initial transition of the joiner schools had taken place. <p>The committee probed how the initial transition has gone.</p> <p>The operational transition was significant to start with, but systems were now in place. Schools were engaging well, were positive about the support of the Trust and it having a positive impact.</p> <p>The meeting went into Part II to discuss approaches from maintained schools.</p> <p>The meeting went back into Part I.</p> <p><u>Inspections:</u></p> <p>P Walker highlighted that:</p> <ul style="list-style-type: none"> The Trust had had six Ofsted and two SIAMS inspections during the Autumn term. The Trust was expecting three more Ofsted inspections next term at Sidmouth, Musbury and Hawkchurch, then Membury, St Budeaux and Portesham, plus possibly Salcombe and Aveton Gifford. Axminster may also be inspected because of the outcome of the recently concluded TRA case. The Trust was also expecting five SIAMS inspections, at Chudleigh Knighton, Mary Dean's, Rockbeare, St Andrew's and St Budeaux. <p>A trustee queried what actions had been taken in response to the concerns shared by R Earley about the SIAMS preparedness of Mary Deans.</p> <p>These had informed the support in place for the school. Christian distinctiveness formed part of the school Rapid Improvement Plan so that there were some clear, small improvement steps and more Trust support in school.</p> <p>In addition, Salisbury Diocese had been commissioned to do some work with the relevant Acorn schools because that was needed. This support would also include Portesham and Hawkchurch.</p> <p><u>Other matters:</u></p> <p>The board noted that a new SI Officer had been appointed to fill the vacancy left by C Fegan's promotion, as well as a new head for Salcombe who would be starting in February 2025.</p> <p>The board also noted the areas of focus suggested by the CEO for 2025.</p>	
<p>8. Governance matters</p>	
<p>8.1. To review the impact of Portesham Academy Committee and agree the actions proposed including the suspension of the committee</p>	
<p>This was discussed under agenda item 7.</p> <p>The board agreed to discontinue the committee and thanked the committee members for their work.</p> <p>The board agreed they would like to retain the expertise of the committee member who was not a trustee or hub board member if possible. For example, they could be a community member of the Dorset hub board.</p>	<p>I Candy</p>
<p>8.2. To consider and agree the changes in the terms of reference for Brixington academy committee (as requested by Brixington academy committee at their 3 Dec 2024 meeting)</p>	
<p>Proposed amended terms of reference were circulated ahead of the meeting, based on the recommendation from the academy committee which was established at the request of the school.</p> <p>The board agreed to adopt the proposed terms of reference.</p> <p>In response to a question from the chair of the East Hub board which has oversight of Brixington, I Candy reported that the committee had held their first meeting of the year this half term and that parent council members for the school had been reminded that they needed to attend the meetings of both the academy committee and the hub board.</p>	<p>Appendix 6</p>
<p>8.3. To agree to submit an application to extend the age range at Brixington Primary Academy (as recommended by the Strategic & Finance committee at their Oct 2024 meeting)</p>	
<p>The consultation letter and replies to the consultation about extending the age range at Brixington to include two years old were circulated ahead of the meeting.</p>	<p>Appendices 7 - 8</p>

<p>The board agreed to extend the age range at Brixington to include two years old, as recommended by the Strategic & Finance committee at the 10th Oct 2024 meeting of the committee.</p> <p>The following points were raised and discussed:</p> <ul style="list-style-type: none"> • The Trust had submitted an application for the new nursery capital grant for Brixington. • Such grant applications required the support from the LA. • Devon had not supported the application for Blackpool because they felt the local need was for all-year-round provision and for children from birth. However, an expression of interest had been submitted for the next round of application. • Plymouth would support a grant application for Mary Dean's as there was a local need. However, the school did not have any spare usable space and the current round did not allow new builds or extension, only repurposing existing spaces. The Trust had been given indications that this may be different in the next round of funding and had therefore submitted an expression of interest. • Dorset LA had not responded to communications about supporting Trust applications for some Dorset schools. • Devon felt that the local need in Dawlish was in the Gatehouse rather than Westcliff area. F Butler (Devon EY team) was due to visit both schools with trust representatives. 	
<p>8.4. To receive and note the updated structure, and current governance appointments and vacancies</p>	
<p>The updated structure and list of current governance appointments and vacancies were circulated ahead of the meeting.</p> <p>The Trust governance lead updated the board that the academy committee for Mrs Ethelston's had decided to disband.</p> <p>The board enquired why the board had reached that decision as they had initially seemed to be the most likely academy committee to continue.</p> <p>The head felt the committee was not needed and did not add anything, and the hub board members linked to the school felt that the hub board was the right structure to enable them to continue to support and challenge the school.</p> <p>The board queried whether the academy committee for Chickerell would continue now that the school had been inspected.</p> <p>This will be checked by I Candy. There is one parent who is a member of the academy committee who was willing to continue in a governance role and joined the Dorset hub board.</p>	<p>Appendix 9</p> <p>I Candy</p>
<p>9. To receive and discuss KPIs for complaints</p>	
<p>The Autumn term 2024 KPIs for complaints were circulated ahead of the meeting. The board noted that a complaint panel had taken place and members of the panel asked for their thanks to be passed onto the independent panel member.</p> <p>The meeting went into Part II to discuss the nature of the complaint and any follow up required.</p> <p>The meeting went back into Part I.</p> <p>The board noted that the number of complaints had not increased despite the increase in the Trust size.</p>	<p>Appendix 10</p> <p>R Shaw</p>
<p>10. Policies and compliance</p>	
<p>The policy and compliance report and the proposed policies were circulated ahead of the meeting.</p> <p>It was highlighted that the updated policies were an initial update to reflect the change in Trust structure / national pay structure, pending a more substantial update to ensure policies better reflect the Trust values and culture, particularly the HR policies.</p> <p>The board reminded staff that their preference was to have tracked changes for all policies as this made it easier for them to see what had been amended.</p> <p>The updated polities - Capability, Hybrid working, Pay, Probationary, Redundancy, Credit card, Debt recovery, Finance – were approved by the board.</p>	<p>Appendix</p>

It was reported for the board's information that M Platten's email address had been accidentally omitted from the list of contacts when the Whistleblowing Policy had last been updated and this had now been added to the policy.	
Thanks	
The chair thanked all trust leaders for what has been a particularly busy term with several joiner schools and numerous inspections. The board was appreciative of the work done to onboard joiner schools and how that process had gone smoothly, as well as to fill key staff absence where necessary. The chair also thanked fellow trustees who work well together and efficiently.	

Meeting start: 5 pm; meeting close: 7 pm

Date of the next meetings: SFC – 30 Jan 2025, EC – 13 Feb 2025, Directors – 30 Jan 2025, ARC – 20 Mar 2025

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

Signed:.....
Chair of Directors

Date:.....

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