



## **Meeting of the Board of Trustees**

**25<sup>th</sup> September 2017, 5.30 – 7.30pm**

### **Present:**

**Trustees:** Chris Batstone (CB), Anders Bohea (AB), Alan Cufley (AC), Derek Good (DG) Chair, Lucy Sinnott (LS), Sara Spivey (SS), Tessa Webber (TW), Lucy Wilby (LW)

**In attendance:** Marion Hallsworth (MH) Company Secretary

1. **Apologies** were accepted from: Sharon Brueton (SB).

2. Quoracy was confirmed.

All Trustees have completed a Declaration of Business Interests form for the academic year 2017-8. There were no declarations of interest in addition to those already made.

Any Other Business: Review of the honorarium paid to the Interim Financial Co-ordinator. It was agreed this would be taken at the end of the meeting.

### **3. Election of Chair for 2017 -18.**

MH asked for nominations for the role of chair 2017-18. AC nominated Derek Good and was seconded by SS. Sharon Breuton was unable to attend the meeting but had emailed MH saying she wished to stand. TW seconded this proposal. Derek Good left the meeting and Trustees considered written statements from both candidates.

A lengthy debate took place, followed by an open vote.

Initially 4 Trustees voted for Derek Good. 3 Trustees did not vote. There were no votes against.

Votes for Sharon Breuton were then cast as follows: 3 in favour; 4 Trustees did not vote.

There were no votes against.

One Trustee then said they wanted to withdraw their vote in favour of Derek Good and change it to abstain on that vote. This change of vote was accepted. The votes for Derek Good were amended to read 3 in favour with 4 Trustees not voting, meaning the final vote produced a tied result.

MH said she would check the De Curci Trust Articles of Association and Scheme of Governance for action to be taken in these circumstances and email Trustees with what would happen next. Meanwhile both Derek and Sharon would continue in their current roles as Chair and Vice-Chair and Derek would chair this meeting.

### **4. Minutes of the last meeting.**

The minutes of the meeting held on 28/6/17 were agreed as a true record and signed by the chair. There were no matters arising.

The minutes of the meeting held on 26/7/17 were agreed as a true record and signed by the chair. There were no matters arising.

### **5. Update on 'tenancy at will'**

Lucy Wilby received an email from VWV on 25<sup>th</sup> July confirming that the tenancy at will had gone through and the piece of land was officially part of the Solent School lease.

## **6. FMGS Self Evaluation Validation visit.**

Sara Spivey received an email from the EFSA during the first week of term informing her that the Trust has been randomly selected for a FMGS self- evaluation validation visit. This has involved staff collating and sending off a large volume of information by a deadline and we now await notification of the visit date.

### **Site contingency plan- disaster/catastrophe**

DG and SS met to consider this. Both Springfield and Solent schools have measures in place but under a different name. SS has obtained information from VWV and work is ongoing. VWV have stated that 'suspect the DFE would work with the LA to establish whether pupils could go to other sites' alternatively, 'the ESFA and LA would need to work together to find an alternative site...in recognition of the LA's duty to provide places.'. Solent school has booked into training with PCC on 6<sup>th</sup> November.

## **7. Human Resources committee report**

Trustees noted the minutes of the meeting on 11/9/17 and AC drew attention to the Trustee composition of the sub-committee for appraisal of the CEO: Tessa Webber, Alan Cufley and Chris Batstone. The appraisal has been arranged for 1<sup>st</sup> December.

The 'three step process' and consequent CEO pay determination will be made explicit in the 17/18 Pay policy when it is reviewed later this term. Training by VWV on governance and legal responsibilities will take place at Springfield School, 7 to 9 pm on Monday 16<sup>th</sup> October. Members, Trustees, governors and senior staff have been invited to attend.

Trustees noted the results of the recent skills audit. Once the one outstanding questionnaire is received a full picture of the skills set and training needs will emerge.

Trustees will complete a skills audit annually.

### **Chief Financial and Operating Officer**

Nathan Waites has been appointed as CFOO and will start on 1<sup>st</sup> January 2018.

### **Education Improvement Partners**

Job descriptions have been previously approved and the roles are now advertised on the website. SS and LW are approaching possible candidates.

## **8. Terms of Reference Finance and Audit committee**

These were examined by the Finance and Audit committee who recommended their approval. MH drew attention to the paragraph defining the voting rights of the CEO and Executive Head Teacher. As ex-officio members, both the Chief Executive Officer and the Executive Head Teacher count towards the quorum and have voting rights for Finance matters, but they do not have voting rights and do not count towards the quorum for Audit matters. A Trustee suggested amending the quorum for audit matters. This was discussed and it was decided to leave the quorum size as it is.

**The board approved the terms of reference without change.**

## **9. Health and Safety policy**

DG presented the policy and Trustees examined it. DG proposed its approval and was seconded by TW. **The board voted unanimously in favour of approval of the policy with a review date of autumn 2019.**

### **Whistle blowing policy**

TW presented the policy and Trustees examined it. It was agreed that at 1.5 'our schools Code of Conduct' should be changed to 'the relevant school's Code of Conduct'. TW proposed its approval and was seconded by AB. **The board voted unanimously in favour of approval of the policy with a review date of summer 2019**

There was a discussion on the schools' Codes of Conduct and it was decided consideration should be given to combining them into a DCT policy.

A Trustee asked if a link to the policy would appear on both school websites and SS confirmed it would.

### **Admissions policy**

TW presented the policy and Trustees examined it. It was agreed that a footnote should be added explaining Springfield's PAN will rise to 240 subject to satisfactory completion of agreed expansion work as specified in the grant agreement.

TW proposed its approval and was seconded by AB. **The board voted unanimously in favour of approval of the policy which has to be reviewed annually and referred to the local authority**

Trustees discussed issues surrounding the schools' catchment areas. Trustees felt consideration should be given to the re-drawing of catchment areas. It was agreed that TW would write on behalf of the Trust to PCC requesting a review of the catchment areas of Solent Infant and Junior schools to bring cohesion and unity to them.

Trustees examined the draft policy schedule and it was decided that a DCT Complaints policy would be considered at the next meeting. SS and MH will populate the policy schedule.

### **10. Academies Financial Handbook**

Trustees have received the latest version, published in September 2017. Trustees agreed to ensure that they were familiar with the expectations of the AFH and ensure that they had noted the changes in the revised edition.

### **11. Training on corporate governance, compliance and legal issues.**

VWV will deliver this at Springfield school 7 – 9pm on Monday 16<sup>th</sup> October.

### **12. Minutes of the Solent schools' LGB meeting 24<sup>th</sup> May.**

TW drew attention to the fact that all governor vacancies have now been filled. The role of Executive Head Teacher has been made permanent. The school has bought into governor services training with Hampshire County Council. A local governors 'skills audit has been carried out and the results are being analysed.

#### **Minutes of Springfield school's LGB meeting 24<sup>th</sup> May.**

An independent risk assessment has been carried out for Legionella work. The work on B block went well and finished on time. Work on the pool was delayed but should start soon.

#### **Minutes of the DCT Members' meeting 17<sup>th</sup> July**

DG drew attention to item 3 which confirmed the appointment of Trustees. At the meeting Members confirmed the appointment of HWB Accountants as auditors for the Trust.

### **13 Moodle**

Trustees noted the content of the Moodle. Arrangements will be made for Trustees to have individual access to the Moodle.

### **14. Review of the honorarium paid to the Interim Financial Co-ordinator.**

SS proposed extending the honorarium paid to the interim Financial Controller by 8 weeks from the end of October to cover the period until the CFOO can start. **Trustees unanimously approved the proposal.**

Items for next meeting:

DCT Code of Conduct

DCT Complaints policy

**ACTION POINT SUMMARY**

Action	Person responsible	To be completed by
<p style="text-align: center;"><b>Item 3</b></p> <p>Check the De Curci Trust Articles of Association and Scheme of Governance for action to be taken on tied vote and email Trustees with what would happen next.</p>	MH	ASAP
<p style="text-align: center;"><b>Item 9</b></p> <p>Consider the schools' Codes of Conduct with a view to combining them into a DCT policy.</p>	SS and LW	Next meeting
<p style="text-align: center;"><b>Item 9</b></p> <p>Write on behalf of the Trust to PCC requesting a review of the catchment areas of Solent Infant and Junior schools to bring cohesion and unity to them.</p>	TW	Next meeting
<p style="text-align: center;"><b>Item 9</b></p> <p>Create a DCT Complaints policy</p>	SS and LW	Next meeting
<p style="text-align: center;"><b>Item 9</b></p> <p>Populate the policy schedule.</p>	SS and MH	Next meeting
<p style="text-align: center;"><b>Item 13</b></p> <p>Arrange for Trustees to access Moodle</p>	MH	ASAP