



Epping Forest Schools Partnership Trust

Held on Monday 16th April 2018 at 6.30pm
at Limes Farm Infant School

MINUTES of the TRUSTEES MEETING

	<u>Trustees</u>		<u>Observers/Advisers</u>
*	Lee Batson	*	Peter Tidmarsh (CEO)
*	Lesley Duffin	*	Sharon Freeman (Trust Finance Manager)
*	Brenda Jarvis	*	Philip Cranwell (Cranwell Consultancy)
*	Gillea Rossetti	*	Elisabeth Nunn (Interim Clerk)
*	Sue Sunderland		
	Dee Wood		
*	James Wood		

* indicates attendance

(The meeting started at 6.30pm.)

	<u>ACTION</u>
<p>1 Apologies (and reasons for absence) Apologies for absence were received from Ms Wood (work commitments). The Clerk led the meeting until the Chair was appointed.</p>	
<p>2 Registration of Business Interests The Clerk agreed to circulate a business interests form to all Trustees, requesting that it is completed and emailed back to her by Monday April 23rd.</p>	Clerk to circulate business interests form to all Trustees; to be completed and returned by April 23 rd 2018
<p>3 Appointment of the Chair and Vice Chair There was a self-nomination for the role of Chair from Rev Batson for the remainder of 2017/2018. He left the meeting while this was discussed and a vote was held. Trustees were delighted to appoint Rev Batson as Chair for this period and</p>	



		<u>ACTION</u>
	<p>informed him of their unanimous decision on his return to the meeting.</p> <p>Mrs Sunderland had self-nominated to stand as Vice Chair for the remainder of 2017/2018. She left the meeting while this was discussed and a vote was held. Trustees were delighted to appoint Mrs Sunderland as Vice Chair for this period and informed her of their unanimous decision on her return to the meeting.</p>	
4	<p>To approve the Board of Trustees' Terms of Reference</p> <p>Trustees approved the Board of Trustees' Terms of Reference and agreed that any potential minor amendments or queries will be discussed at the next meeting in July. These should be circulated to all Trustees seven days in advance of the meeting.</p>	Trustees to circulate any queries on the Terms of Reference a week in advance of the July meeting
5	<p>To approve the Scheme of Delegation</p> <p>Mr Cranwell reported that a number of schools had fed back their comments on the draft Scheme of Delegation; these were discussed in detail by the Trustees and the following was agreed:</p> <ul style="list-style-type: none"> • 1.2 Approve MAT Board Terms of Reference. Alderton Infants suggested that the Leadership Group should propose the Terms of Reference. Trustees discussed this suggestion and <u>did not approve</u> it as they felt it shifted the Board's power. However, they agreed to review it in a year's time. • 1.12 Appoint Chair and Vice Chair of LGB. Hill House suggested that the Chair and Vice Chair of the LGB should be approved by the Trustees. Trustees felt this was not necessary and <u>did not approve</u> the change. • 1.13 Remove Chair or Vice Chair of LGB. Mr Cranwell suggested that the Trustees can remove the Chair or Vice Chair of LGB. Trustees <u>agreed</u> to this change. • 1.14/1.15 Appoint Trust Governors to the LGB/Remove LGB Members. Mr Cranwell suggested that the LGB recommends the Trust Governors to the Trustees for appointment and removal. Trustees <u>approved</u> this suggestion, noting that it is for the appointment/removal of Trust Governors only and so does not apply to Parents, Staff or Foundation Governors. 	



		<u>ACTION</u>
	<ul style="list-style-type: none"> • 1.19 <u>Appoint (and remove) Clerk to the LGB.</u> High Beech suggested that the Clerk is proposed by the LGB. Trustees <u>approved</u> this change, noting that the CEO recommends the Clerks for approval by the Trustees. • 2.1 <u>MAT Vision, Ethos & Values.</u> High Beech suggested inserting a task to allow any changes made to the MAT’s vision, ethos and values to be recommended by the Leadership Group and consulted with the LGB before being approved by the Trustees. The Trustees discussed this in detail. They agreed that any changes should be consulted with both the Leadership Group and the LGB before being approved by the Trustees. • 3.5 <u>Headteacher Performance Targets.</u> Mr Cranwell proposed that Trustees approve the targets of the Headteachers. Trustees <u>agreed</u> to this proposal. A discussion was held and it was noted that the CEO will present a document to the Trustees outlining the targets which have been considered by the LGBs. Trustees also queried whether Mr Tidmarsh would have enough capacity to be involved in the Headteachers’ PMR for all the schools. It was agreed that the performance management process will be an agenda item for the HR Committee meeting, noting that the process for year 1 may differ from future models. • 4.1. <u>CEO appointment.</u> Hill House suggested that the HR Committee consults on the CEO appointment, while High Beech suggested that the LGB consults on this. Trustees <u>did not approve</u> these suggestions as this is a task for all Trustees. • 4.10. <u>Return of CEO after suspension.</u> Hill House suggested that the HR Committee consults on the return of the CEO after suspension. Trustees <u>did not approve</u> this suggestion as this is a task for all Trustees. • 4.12. <u>Suspension of Headteacher.</u> Hill House suggested that the HR Committee is consulted and the CEO approves the suspension of Headteachers. Trustees <u>did not agree</u> with the HR Committee consulting (this is the task of all the Trustees), but they <u>did agree</u> with CEO approval. They also agreed that the LGB would recommend the suspension. In the event of the CEO being unavailable, the Chair of the Trustees would have approval. • 4.13. <u>Return of Headteacher after suspension.</u> Hill House recommended that both the HR Committee and the CEO 	<p style="text-align: center;">HR Committee to discuss the performance management process</p>



	<u>ACTION</u>
<p>are consulted. Trustees <u>did not approve</u> this, but agreed that the CEO can approve.</p> <ul style="list-style-type: none"> • 4.14. Dismissal of Headteacher. Hill House proposed that the CEO is consulted. The Trustees <u>did not approve</u> this, but agreed that the CEO recommends the implementation of any dismissal to the Trustees. • 4.17. Dismissal of teaching and support staff. Hill House recommended that the LGB is consulted on this task. The Trustees <u>agreed</u> to this recommendation and that it is implemented by the Headteacher. <p>It was agreed that tasks 4.14 – 4.18 will need to be discussed further by the HR Committee in terms of HR policies generally as well as disciplinary processes.</p> <ul style="list-style-type: none"> • 4.19. Redundancy of school staff. Hill House recommended that the CEO is consulted on this task. Trustees <u>approved</u> this recommendation. • 5.5 – 5.8. MAT 3 year Budget Plan/MAT 1 year Budget/ MAT services to schools/MAT Charges to schools. High Beech proposed that the LGBs should be consulted on these tasks. Alderton Infants proposed this change for MAT 3 year Budget Plan. Trustees <u>did not agree</u> to these changes as the Leadership Group will be working on these tasks. • 5.10. MAT interim year end accounts. Hill House proposed that the Trustees monitor this task. Trustees <u>did not approve</u> this. • 5.15. School 1 year Budget. Hill House proposed that the Leadership Group should not be consulted on this task. The Trustees <u>agreed</u> to this amendment. • 6.4. Expenditure over OJEU limit. High Beech proposed that the Headteacher makes a recommendation on this task. Trustees <u>agreed</u> to this change. • 7.13. Complaints Policy. High Beech recommended that the LGBs propose the policy. Trustees <u>did not agree</u> to this recommendation as it is the Trustees' responsibility. 	<p>HR Committee to discuss tasks 4.14 – 4.18 (disciplinary processes)</p>



		<u>ACTION</u>
	<ul style="list-style-type: none"> • 7.15. Admissions Policy. <i>Mr Cranwell recommended that the Trustees approve the Admissions Policy.</i> Trustees <u>agreed</u> to this recommendation as the schools' admissions authority is the Trust. • 7.16. Admissions allocation of places. <i>High Beech recommended that the Headteacher implements this task.</i> Trustees <u>approved</u> this recommendation. <p>A general discussion was held about the relevant checks and balances relating to the schools' prospectuses, websites, logos and uniform. It was noted that these areas form part of the schools' earned autonomy and that Trustees are keen not to make any changes to this local level of independence.</p> <p>Trustees approved the changes to the Scheme of Delegation. Mr Cranwell agreed to circulate to the LGBs for review.</p>	Mr Cranwell to circulate S of D to LGBs for review
6	<p>To appoint the Chief Executive Officer</p> <p>Trustees were reminded that a sub-group of the Members and Trustees working group undertook an appointment process pre-conversion and made a recommendation to appoint Peter Tidmarsh as Chief Executive Officer. Trustees approved this recommendation and Mr Tidmarsh was formally appointed as Trust CEO and Executive Headteacher.</p>	
7	<p>To appoint the Headteacher of each school</p> <p>Trustees approved the appointment of the following Headteachers:</p> <ul style="list-style-type: none"> • Chris Jarman as Interim Headteacher of St John's C of E Primary School • Sarah Hurwood as Headteacher of Epping Upland C of E Primary School • Sarah Noden as Headteacher of Lambourne Primary School • Julie Witteridge as Headteacher of White Bridge Primary School • Jonathan Furness as Headteacher of Ivy Chimneys Primary School 	
8	<p>To approve the Local Governing Body Terms of Reference</p> <p>Trustees approved the establishment of Local Governing Bodies for each of the following schools:</p>	



		<u>ACTION</u>
	<ul style="list-style-type: none"> • St John’s C of E Primary School • Epping Upland C of E Primary School. • Ivy Chimneys Primary School. • Lambourne Primary School. • White Bridge Primary School <p>It was agreed that Mr Tidmarsh will ensure the LGBs’ compositions match the requirements as detailed in the Terms of Reference, ensuring that each LGB has at least two Parent Governors.</p> <p>Trustees also approved the LGB Terms of Reference.</p>	
9	<p>To approve the Local Governing Body Composition & Membership</p> <p>It was agreed that Mr Tidmarsh will circulate to the Trustees a list of the Trust Governors for all the schools. Trustees will have seven days from receipt to comment on this information after which time the LGB composition and membership will automatically be approved.</p>	<p>CEO to circulate list of Trust Governors</p> <p>All Trustees have 7 days following receipt to make comments</p>
10	<p>Committee Structure & Membership</p> <p>Trustees agreed that two committees are to be established: Finance and Audit Committee; and HR Committee. The membership of the committees, until the end of this academic year, was agreed as follows:</p> <p><u>Finance and Audit:</u> Mr Tidmarsh Mr Wood Mrs Rossetti</p> <p><u>HR Committee:</u> Mr Tidmarsh Mrs Sunderland Mrs Duffin Mrs Jarvis</p>	



		<u>ACTION</u>
	<p>It was agreed that Rev Batson will contact Ms Wood to determine her committee preference; he will then decide which committee he wishes to join, although it was noted that as Chair he may prefer not to join either.</p> <p>Committee membership will be reallocated in September 2018.</p> <p>Trustees approved the Terms of Reference for both the Finance and Audit Committee and the HR Committee.</p> <p>The Chairs of the committees will be appointed at their first meeting; self-nominations should be sent to the Clerk 14 days in advance of the meeting.</p>	<p>Rev Batson to contact Ms Wood regarding committee membership</p> <p>Self-nominations for committee Chair roles to be sent to Clerk 14 days in advance of the meeting</p>
11	<p>Establishment of Leadership Group The Board delegated to the CEO the responsibility to establish and chair the Leadership Group. Trustees approved the draft Terms of Reference for the Leadership Group.</p>	
12	<p>Appointment of Accounting Officer Trustees appointed Mr Tidmarsh as Accounting Officer.</p>	
13	<p>Appointment of Chief Finance Officer (CFO) Trustees were reminded that a sub-group of the Members and Trustees working group undertook an appointment process pre-conversion and made a recommendation to appoint Sharon Freeman as Trust Finance Manager. Trustees approved this recommendation and appointed Mrs Freeman as Trust Finance Manager.</p>	
14	<p>Appointment of Company Secretary Mr Cranwell reported that it is not mandatory for the Trustees to appoint a Company Secretary, but that arrangements for the legal and regulatory functions need to be agreed.</p> <p>Trustees discussed how best to deliver these functions and agreed that these responsibilities should become the remit of the Clerk who will formally be appointed during the summer term.</p>	



		<u>ACTION</u>
15	<p>Academy Budget</p> <p>Mrs Freeman tabled the draft Trust budget for April 1st to August 31st 2018. She also tabled the budget forecast for 2018/2019 which will be discussed by the Finance and Audit Committee on 18th June 2018.</p> <p>Mrs Freeman reported that staff costs account for 87% of the budget; she added that the Trust needs to reduce these costs to around 85%.</p> <p>Mrs Freeman agreed to circulate to the Trustees the cashflow statement.</p> <p>Trustees noted the 2017/2018 budget figures and were concerned at the revenue deficit. Mrs Freeman reported that staffing costs are escalating and that these will increase again in 2018/2019 for support staff. The national pay review is currently being discussed by the LA and the unions.</p> <p>Mrs Freeman is to organise a budget-setting workshop with the Headteachers early in May to discuss cost-cutting exercises. Trustees stressed that the LGBs must be aware that it is the MAT's expectation for all schools to set an in-year balanced budget for 2018/2019. The CEO and Mrs Freeman will inform the LGBs and the Headteachers of this.</p> <p>Trustees approved the draft Trust budget for April 1st to August 31st 2018. They delegated authority to the CEO to submit a budget forecast to the ESFA within 6 weeks of conversion.</p> <p>A discussion was held about the need to purchase essential budgeting software. The Trustees delegated to Mrs Rossetti the authority to liaise with Mrs Freeman and approve the best package.</p>	<p>Mrs Freeman to circulate the cashflow statement</p> <p>CEO/CFO to let LGBs know that Trustees expect in-year balanced budgets</p> <p>Mrs Rossetti/CFO to source budgeting software</p>
16	<p>Financial Regulations</p> <p>Trustees instructed the Finance and Audit Committee to review and recommend the Trust's financial regulations, to be prepared by the CEO and CFO.</p> <p>Trustees also discussed and approved the use of commercial cards by each school. The following was agreed, subject to review by the Finance and Audit Committee:</p> <ul style="list-style-type: none"> • £1500 limit for Headteachers. • £1500 limit for the CEO. • £500 limit for site managers. 	<p>Finance and Audit Committee agenda item</p>



		<u>ACTION</u>
17	Appointment of auditors Trustees agreed to instruct the Finance and Audit Committee to commence the appointment of auditors for approval by the Board.	Finance and Audit Committee agenda item
18	Local Government Pension Scheme Trustees noted that the Essex Local Government Pension Scheme still wishes to treat the schools as separate entities for the purpose of valuation. Mr Cranwell reported that this approach could cost the Trust an unnecessary £26,000. Trustees approved a delay to valuation to allow for further negotiation with Essex LGPS.	
19	Policies The Trustees approved in principle the following model Essex policies: Pay Policy, Complaints Policy, Whistleblowing Policy and Child Protection Policy. Mr Cranwell agreed to circulate the model policies along with the policy matrix. It was agreed that the two committees will review the policies at their next meetings.	Mr Cranwell to circulate policies and policy matrix Agenda items for both committees
20	Risk management A discussion was held about how the Board is to manage risk going forward. Mr Cranwell agreed to circulate a sample risk register. It was agreed that there will be a regular agenda item for Trustees to track schools' headline risks. The Chair and the CEO will meet to discuss this further and circulate to the Trustees their recommendations for going forward.	Mr Cranwell to circulate a risk register Regular agenda item Chair/CEO to circulate their recommendations
21	Business Continuity Plan Trustees approved the adoption of the schools' Business Continuity Plans until a revised plan is developed by the CEO. Mr Tidmarsh agreed to inform the schools that their plans are now accountable to the Trust and not Essex.	



		<u>ACTION</u>												
22	<p>Transition Tasks The Trustees noted the following:</p> <ol style="list-style-type: none"> <u>Union and Professional Associations Recognition Agreement</u>: Mr Tidmarsh reported that he is working with Tula Smith from Essex HR regarding the setting up of a Joint Consultative Committee in the autumn term. <u>Trust contract of employment for new staff</u>: Mr Tidmarsh reported that Essex HR are producing contracts for the MAT central staff and that contracts will be discussed further by the HR Committee. <u>Trust website</u>: It was agreed that the framework for the MAT's website will be discussed further at the next meeting. 	<p>HR Committee agenda item</p> <p>July Trustees meeting agenda item</p>												
23	<p>AOB</p> <p>a) <u>Associate membership for schools</u>: A discussion was held about a number of schools who have not joined the MAT, but who are now showing potential interest. Mr Tidmarsh reported that some would like access to the Headteacher meetings (there will be a financial charge). The Trustees agreed that this is a good idea in principle although it needs to be explored more before a formal discussion is held.</p> <p>b) <u>School visits</u>: Trustees felt it would be a good idea to visit the schools during the daytime in 2018/2019; this will be discussed further at the start of the new academic year.</p>	<p>July Trustee meeting agenda item</p> <p>Trustee meeting agenda item September 2018</p>												
24	<p>Meeting Dates The following dates were agreed:</p> <table border="1"> <thead> <tr> <th><u>Meeting</u></th> <th><u>Date</u></th> <th><u>Venue</u></th> </tr> </thead> <tbody> <tr> <td>Finance and Audit Committee</td> <td>Monday 18th June 2018 at 6.30pm</td> <td>To be agreed</td> </tr> <tr> <td>HR Committee</td> <td>Tuesday 26th June 2018 at 2.00pm</td> <td>To be agreed</td> </tr> <tr> <td>Trustees Meeting</td> <td>Tuesday 10th July 2018 at 6.30pm</td> <td>To be agreed</td> </tr> </tbody> </table> <p>Mr Tidmarsh agreed to liaise with the Chair regarding venues for the meetings; he will also discuss this with the Headteachers.</p>	<u>Meeting</u>	<u>Date</u>	<u>Venue</u>	Finance and Audit Committee	Monday 18 th June 2018 at 6.30pm	To be agreed	HR Committee	Tuesday 26 th June 2018 at 2.00pm	To be agreed	Trustees Meeting	Tuesday 10 th July 2018 at 6.30pm	To be agreed	<p>CEO to discuss venues with Chair and Headteachers</p>
<u>Meeting</u>	<u>Date</u>	<u>Venue</u>												
Finance and Audit Committee	Monday 18 th June 2018 at 6.30pm	To be agreed												
HR Committee	Tuesday 26 th June 2018 at 2.00pm	To be agreed												
Trustees Meeting	Tuesday 10 th July 2018 at 6.30pm	To be agreed												
	The meeting ended at 8.42pm.													