

Company Number: 10561094  
 Board of Directors Meeting 31.03.21

## Minutes of a meeting of the Board of Directors

DATE: Wednesday 31 March 2021

TIME: 6.00pm

VENUE: Virtual meeting

### Present:

Roger Alston (Director – RA, Chair), Debi Bailey (CEO and Director - DB), Steve Beharall (Director – SB), Nadia Iftkhar (Director – NI), Steve Leggetter (Director – SL), Andrew Lister (Director – AL), Anne McNall (Director – AM), Sue Ormerod (Director – SO)

Required quorum: 3, or if greater 1/3<sup>rd</sup> of Directors holding office on that date. Directors holding office on 31.03.21: 10. Directors present on 31.03.21: 7/8. The meeting was quorate.

### In attendance:

Lisa Bilton (NEAT Head of Business Services – LB)  
 Suzanne Hendey (NEAT Head of Governance and Corporate Affairs - SH), Clerk  
 Charles Turvill (NEAT Chief Operating and Financial Officer – CT)

1	<p><b>Apologies for absence</b>          Apologies had been received from Nadia Iftkhar, which were accepted. No apologies had been received in advance of the meeting from Nichola Brannen or Shaun Fooy.</p>
2	<p><b>Declaration of potential conflict of interest in any agenda item</b>          CT declared his interest as a director of NEAT Active Ltd, the trust’s trading subsidiary company. It was noted by the Board that CT was in attendance at the meeting in his capacity as the trust’s Chief Operating and Financial Officer and was not entitled to vote as he was not a director of the academy trust. On that basis it was decided that CT would not withdraw from the meeting to ensure that he could fulfil his advisory role to the Board, which he would take care to ensure reflected the interests of the trust. This approach would be kept under review in case a specific matter in direct conflict with his role as a company director of NEAT Active Ltd arose, in which case he may be asked to withdraw from the meeting at that point.</p>
3	<p><b>Agree any items of urgent business not on the agenda</b>          There were no urgent items to consider.</p>
4	<p><b>Minutes of previous meeting held on 2 March 2021 and matters arising</b>          The minutes were agreed as an accurate record of the meeting and there were no items classified as confidential. The Chair to sign the amended minutes at the next available opportunity.</p> <p>The COFO confirmed that the trust’s Members had approved the revised Articles of Association discussed at the last meeting and that St Hild’s Church of England School would become a sponsored academy as planned on 1 April 2021.</p>

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5	<p><b>Update action grid from previous board meetings</b>  <i>AMcN joined the meeting at 18:10.</i>          The following updates were provided in relation to items not included on the agenda:</p> <ul style="list-style-type: none"> <li>• <b>17.11.20 Item 8:</b> The Chair proposed that the Link Director role remain suspended and reviewed for 2021-22.</li> <li>• <b>22.10.20 Item 9:</b> SL reported that he had met with Microsoft’s UK Head of Schools and he had sent details to the CEO for the trust to join the community of interest group. In due course there would be two approaches to pursue: (i) apply to join the list of incubator schools; (ii) CPD opportunity for 1/2 people in each school to go through the Microsoft accreditation programme from September.</li> <li>• <b>22.10.20 Item 12:</b> The Chair reported that he, NI and SO proposed to engage an external consultant to support the review of the CEO’s appraisal arrangements.</li> <li>• <b>16.12.20 Item 8:</b> The CEO clarified that there were limited national datasets available currently but this information would be added to future exception reports on an ongoing basis.</li> </ul>
6	<p><b>Membership of Board of Directors</b></p> <p><b>(a) Appointment of third non-executive director to St Hild’s Monitoring Committee</b>  <b>Resolved:</b></p> <ul style="list-style-type: none"> <li>• To appoint Shaun Fooy to the St Hild’s Monitoring Committee.</li> </ul> <p><b>(b) Appointment of Chair of St Hild’s Monitoring Committee</b>  <b>Resolved:</b></p> <ul style="list-style-type: none"> <li>• Nichola Brannen to chair the St Hild’s Monitoring Committee.</li> </ul> <p><b>(c) Review the requirement to appoint a Link Director for St Hild’s required under the school’s Bespoke Scheme of Delegation</b>  <b>Resolved:</b></p> <ul style="list-style-type: none"> <li>• On the basis that appointing a Link Director in addition to the Monitoring Committee and Local Governing Committee could lead to lack of role clarity for all parties, it was agreed to remove this requirement from the St Hild’s Scheme of Delegation.</li> </ul>
7	<p><b>CEO’s Term 2 Exception Report</b>          The CEO presented her report for the end of term 2 covering:</p> <ul style="list-style-type: none"> <li>• Strategic priorities for 2020-21</li> <li>• Additional KPIs</li> <li>• Secondary School Summary Information including from the Lead for School Improvement - Secondary</li> </ul> <p>The directors questioned a number of areas within the report including:</p> <ul style="list-style-type: none"> <li>• the relatively low proportion of Year 6 pupils from NEAT primary schools gaining admission to Benfield in September 2021, although the CEO confirmed that Benfield School would still be full in Year 7 and patterns of admissions were often historical and geographical;</li> <li>• the level of fixed term exclusions at Benfield School and their plans to address this;</li> <li>• the strategies to support vulnerable learners to make a successful transition into the trust’s schools</li> </ul>

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	<ul style="list-style-type: none"> <li>the relatively high level of staff absence at Central Walker, in comparison with the levels at Benfield and Tyneview in particular;</li> <li>the merits of the trust conducting a staff engagement survey, which the CEO confirmed did not happen although there was a termly wellbeing survey in schools.</li> </ul> <p><b>Actions:</b></p> <ul style="list-style-type: none"> <li>Plan to address level of pupil exclusions by Benfield School to be brought forward to next meeting.</li> <li>Summary of bid for early identification of vulnerable learners and transition to be provided for information.</li> <li>Feedback on impact of actions taken by Lead for School Improvement – Secondary to be provided in future reports.</li> </ul>
8	<p><b>External review of governance</b></p> <p><b>(a) Final report and results of board questionnaire</b></p> <p>The board received the final report and board questionnaire analysis from the review conducted by the NGA consultant. Various views were expressed:</p> <ul style="list-style-type: none"> <li>that there was a significant division in the views of the board about its effectiveness regarding the trust’s vision, ethos and strategy;</li> <li>that there had been less opportunity in the last year to have strategic discussions and more time was needed within meetings for various opinions to surface and potential conflicts to be resolved;</li> <li>that the board was too focused on operational matters and needed to identify meeting time to take forward the trust’s mission, vision and strategy;</li> <li>there was a lack of clear growth strategy and business plan.</li> </ul> <p>The Clerk reminded the board that they had already agreed at the last meeting to extra sessions on 29 April and 13 May to contribute to the mission, vision and strategy review. It was agreed to consider whether these sessions could be face-to-face and that relevant information (including results of the stakeholder engagement) and questions would be circulated in advance.</p> <p>The Chair drew attention to other areas within the ERG recommendations: relationship between the Board and the Local Governing Committees, board diversity and recruitment, 1:1 reviews, safeguarding lead etc.</p> <p><b>Action:</b></p> <ul style="list-style-type: none"> <li>Chair and Co-Vice Chairs to review recommendations and bring forward an action plan to the board.</li> </ul> <p><b>(b) Initial actions:</b> The board received an overview of the Chairs and Vice Chairs Forum following consultation with the LGC Chairs, which would replace the separate Heads and Chairs Forum and Chairs and Vice Chairs Briefings from the Summer Term.</p>
9	<p><b>Management accounts for 2020-21 financial year – period 6</b></p> <p>The COFO summarised key aspects of the accounts for the year to date and an update on capital projects, as set out in the papers circulated in advance. The</p>

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	<p>board's attention was drawn to the financial position of NEAT Active Ltd and the plan for reopening services at Benfield Sports Centre as lockdown restrictions ease.</p> <p>Overall, there were no additional actions identified by the board to maintain financial viability of the trust on this occasion.</p>
10	<p><b>Emerging financial position for 2021-22 financial year and proposed approach to allocation of resources</b></p> <p>The COFO highlighted key points within the report about the emerging financial position, which provided context for the draft budget to be shared at the May meeting and final budget to be presented for approval at the July meeting. The board's attention was drawn to the dashboards from the School Resource Management Self-Assessment, which would inform the budget-setting process.</p> <p>The COFO outlined the context for revising the approach to the allocation of the trust's resources for 2021-22 and that longer-term this would be informed by the ongoing review of mission, vision and strategy. The board discussed the cultural change required to successfully implement a new approach. There were also implications for the trust's growth strategy as this could be a barrier to schools joining the trust.</p> <p>The board supported the interim approach for 2021-22 to:</p> <ul style="list-style-type: none"> <li>• continue to share income to cover core central services</li> <li>• agree staffing and teaching resource budgets for each school</li> <li>• separate out expenditure not directly related to teaching and learning</li> <li>• operate flexibility about any in-year budget contingency</li> <li>• identify staff resourcing that can be used to support trust priorities</li> <li>• use reserves to support trust priorities that cannot be funded by in-year budgets.</li> </ul> <p><b>Action:</b></p> <ul style="list-style-type: none"> <li>• Reserves and Investment Policy to be reviewed to reflect the above approach.</li> </ul>
11	<p><b>Approval of updated policies</b></p> <p>The Clerk noted that the NEAT Active Ltd Board of Directors had also approved these NEAT Group policies by written resolution.</p> <p><b>Resolved:</b></p> <ul style="list-style-type: none"> <li>• To approve the revised Code of Conduct for Directors and Local Governors and Directors and Governors Expenses Policy.</li> </ul>
12	<p><b>Receive reports from NEAT Active Ltd Board of Directors, Committees and Executive Team</b></p> <p>The following reports were received:</p> <ol style="list-style-type: none"> <li>a) Report from the NEAT Active Board of Directors on 19.03.21 which highlighted the response to the difficult trading conditions</li> <li>b) Report from the Appointment Committee Meetings for Benfield Deputy Headteacher on 24.03.21 and 31.03.21: The Chair confirmed that a successful appointment had been made to this role from September</li> <li>c) Report from the Local Governing Committee Meetings held between 15-23.03.31</li> <li>d) Any decisions since the last Board meeting on 02.03.21 delegated to the Chair on behalf of the Board:             <ul style="list-style-type: none"> <li>- 11.03.21: Approval of trust-wide Capability, Disciplinary and Grievance Procedures</li> </ul> </li> </ol>

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	<ul style="list-style-type: none"> <li>- 17.03.21: Appointment of Carolyn Reay as trust governor at Benfield School and re-appointment of Donna Harrison as a trust governor at Walkergate Community School</li> <li>- 25.03.21: Appointment of Gary Hunter as trust governor and re-appointment of Andrew Donald as trust governor at Tyneview Primary School</li> </ul> <p>e) Any urgent decisions since the last Board meeting on 02.03.21 taken by the Chair on behalf of the Board: None</p> <p>f) Report of policy amendments approved by the Executive Team on behalf of the Board since the last meeting:</p>
13	<p><b>Any urgent business</b></p> <p>There was no urgent business to consider.</p>

Meeting concluded at 20:15.

Signed.......... Date.....13/05/21.....