

Minutes of a meeting of the Board of Directors

DATE: Thursday 4 February 2021

TIME: 6.00pm

VENUE: Virtual meeting

Present:

Roger Alston (Director – RA, Chair), Debi Bailey (CEO and Director - DB), Steve Beharall (Director – SB), Shaun Fooy (Director – SF), 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 1/3rd of Directors holding office on that date. Directors holding office on 04.02.21: 10. Directors present on 04.02.21: 9. The meeting was quorate.

In attendance:

Carol Davison (NEAT Lead for School Improvement-Secondary – CD) for item 1
Lisa Bilton (NEAT Head of Business Services – LB)
Suzanne Hendey (NEAT Head of Governance and Corporate Affairs - SH), Clerk
Janet Myers (National Governance Association Consultant – JM) for item 8
Charles Turvill (NEAT Chief Operating and Financial Officer – CT)

1	<p>Introduction to Carol Davison, Lead for School Improvement - Secondary CD joined the meeting to be welcomed by the directors following her recent appointment to the above role, summarising her professional background and initial engagement with Benfield and St Hild's.</p> <p><i>CD left the meeting at 18:10.</i></p>
2	<p>Apologies for absence Apologies had been received from Nichola Brannen, which were accepted. The Clerk agreed to send a card to NB on behalf of the Board to wish her well.</p>
3	<p>Declaration of potential conflict of interest in any agenda item 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>
4	<p>Agree any items of urgent business not on the agenda There were no urgent items to consider.</p>

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5	<p>Minutes of previous meeting held on 20 January 2021 and matters arising</p> <p>CT requested two minor amendments to page 4 of the draft minutes to correct one figure and a typo in relation to the item about the annual accounts. Otherwise 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>There were no matters arising that were not included on the agenda.</p> <p><i>SL joined the meeting at 18:20.</i></p>
6	<p>Update action grid from previous board meetings</p> <p>The following updates were provided in relation to items not included on the agenda:</p> <ul style="list-style-type: none"> • 22.10.20 Item 9: SL confirmed that discussions with Microsoft were progressing and he was waiting for their response. • 22.10.20 Item 12: The Chair to contact NI to discuss reviewing the CEO appraisal process. • 17.11.20 Item 8: DB proposed that, as the external of review governance report was relevant to the future of the role, not to imminently start this year's meetings but to discuss initial questions in light of priorities nearer the end of term. <p>SO suggested in relation to future board members that appointments could be made to a shadow board, as in the housing sector. NI welcomed this contribution to the future strategy for board recruitment and development.</p> <p><i>Janet Myers, NGA joined the meeting at 18:25</i></p>
7	<p>Approval of Chair elected by Local Governing Committee</p> <p>The Clerk confirmed that following the recent resignation of the longstanding Chair of Walkergate Community School's Local Governing Committee, the governors had appointed Nicola Cartwright as a new governor and now elected her as Chair. The Clerk summarised Ms Cartwright's professional and governance experience.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To approve Nicola Cartwright as the Chair of Walkergate Community School's LGC until the first meeting of the 2021-22 year.
8	<p>Initial feedback from the external review of governance conducted by NGA</p> <p>Janet Myers thanked everyone for their active engagement in the ERG process. She shared a presentation of findings, recommendations and proposed actions ahead of the final report, which was expected by late February, and confirmed that the decision about what to take forward and the relative priorities were at the discretion of the board.</p> <p>JM presented a summary of:</p> <ul style="list-style-type: none"> • the activities undertaken, which had included interviewing directors (bar one), LGC Chairs (bar one), the CEO, the COFO, all Headteachers and both Clerks • the results of the board's and the LGC's self-assessments • current strengths and next steps in relation to the three core functions of governing boards

	<ul style="list-style-type: none"> • current strengths and next steps in relation to the eight elements of good governance • recommendations and proposed timeline regarding three specific areas for improvement: vision and strategy, trust board development and communication with LGCs. <p>There was one question of clarification and one of the directors commented that the information presented was astute and well observed. The Chair thanked JM on behalf of the board for undertaking the review and looked forward to receiving the final report so that this could be considered and taken forward. JM offered to hold a debrief meeting once the final report was received.</p> <p>Action:</p> <ul style="list-style-type: none"> • The Chair, Co-Vice Chairs, CEO and Clerk to consider the final report when received and bring forward to a future board meeting to review the recommendations and agree an action plan. <p>JM also offered to take part in a debrief meeting once the final report was received.</p> <p><i>JM left the meeting at 19:05.</i></p>
9	<p>Membership of Board of Directors</p> <p>NI introduced the paper circulated in advance, which was in response to previous discussions about the composition of the board, the number of vacancies to be recruited to and the process to be followed to address the lack of diversity and representation on the board. The main proposals were summarised and there were no questions or comments arising.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To agree the composition of the board as 11 non-executive directors (plus the CEO as ex officio until a suitable opportunity arises to recommend an amendment of the articles to the Members). • To recruit to two non-executive director vacant positions: one to provide legal expertise and one to provide finance expertise. • To approve a set of recruitment principles for future governing board appointments to be reflected in protocols for non-executive director and local governor recruitment, which would enable a robust process using the widest possible range of networks. <p>Actions:</p> <ul style="list-style-type: none"> • Recruit to two non-executive director positions once the recruitment protocol and materials/networks developed.
10	<p>Progress report on sponsorship of St Hild’s Church of England School, Hartlepool</p> <p>The CEO and COFO presented the paper which had been circulated in advance, which provided a progress report on:</p> <ul style="list-style-type: none"> • school performance; • due diligence, highlighting potential risks around catering provision, IT assets and finance;

	<ul style="list-style-type: none"> • the TUPE consultation process including the measures identified so far and the Hartlepool Borough Council union recognition agreement that would transfer to the trust, which may make it advisable for the trust to consider negotiating its own agreement; • the legal process required including a summary of the legal documents the board would need to approve in order for St Hild’s to join the trust; • the articles of association, which was an area of concern as the DfE’s lawyers had still not confirmed the nature of the requested amendments in order for these to be considered by the board and potentially recommended to the members for approval. The Diocesan Director of Education was to follow this up as it could have an impact on the timescale for St Hild’s to join the trust; and • an updated risk analysis for St Hild’s. <p>The directors raised a number of issues:</p> <ul style="list-style-type: none"> • the reasons for Hartlepool Borough Council deciding not to continue to provide a catering service to St Hild’s after the end of the summer term and potential approaches to procuring an alternative service, although some of these were limited by the trust’s contractual arrangements with Newcastle City Council for its remaining schools; • the importance of reminding St Hild’s employees of the need to take action in relation to the proposed measure to amend their monthly pay date to avoid financial problems for individuals and reputational risk for the trust; • whether the evaluation of the safeguarding risks in the appendix should have been amended in light of the mitigating actions, which was agreed; • how the Central Team felt about their capacity to bring St Hild’s into the trust from 1 April – it was acknowledged that there were still tension points about capacity despite recent appointments, although the Lead for School Improvement – Secondary had personally benefited the CEO and was enabling school improvement to be taken forward more rapidly; • how the St Hild’s staff were feeling about joining the trust, which the CEO confirmed appeared to be positive from engagement with employees and unions and there had been an increase in applications for teaching roles at St Hild’s; and • whether moving to the new model articles was appropriate for a multi academy trust with a mixture of Church and non-Church schools. <p>Resolved:</p> <ul style="list-style-type: none"> • To continue working towards St Hild’s Church of England School joining the trust on 1 April 2021, subject to making a final decision and approval of the key legal documents at a further meeting. <p>Action:</p> <ul style="list-style-type: none"> • Legal documentation required for St Hild’s to join the trust to be brought forward to an additional meeting to be held on Tuesday 2 March 2021 at 6pm.
11	<p>Strategic priorities for 2020-21</p> <p>The CEO provided a brief verbal update on strategic priority 1, the trust’s management of and recovery from the Covid-19 pandemic, since the last meeting on 20.01.21. This included:</p> <ul style="list-style-type: none"> • the ongoing development of the remote learning offer with the Lead for School Improvement–Secondary now leading the strategic group and work underway

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	<p>on evaluating the quality of the offer using a framework published by the DfE: Mark Wilson was to provide a CPD session for local governors and directors on reviewing remote learning provision;</p> <ul style="list-style-type: none"> the trust-wide work being led by the Headteacher of Tyneview Primary School regarding vulnerable learners, which may lead to some referrals to social care for neglect; the potential date of 8 March for the return to school of pupils currently at home under lockdown 3.0 and starting to nudge leaders and staff to contemplate the prospect of this; the development of a bridging curriculum in recognition of the areas of the curriculum many pupils have missed due to the disruption caused by the pandemic; the award of £75k from Shine to continue work to develop and embed the windscreen including approaches to identification of need. <p>The Chair commented on the importance of staff being aware that the board understood the pressures in schools and recognised the positive response being made.</p> <p>Action:</p> <ul style="list-style-type: none"> The Clerk to arrange for a message from the Chair to be included in the next staff newsletter on 12.02.21.
12	<p>Feedback from Mission, Vision and Strategy Review Project Team</p> <p>AM reported that the Chair, Co-Vice Chairs, CEO and COFO had met, supported by the Clerk, to discuss taking forward the review using the framework previously shared with the board. Workshops with trust leaders were planned to start the 'Frame' stage, which would also identify ways to engage other stakeholders as it was important that there was also a "bottom up" approach involving staff, pupils and parents. This would also need to consider the challenges of the current situation e.g. lack of engagement of some pupils/parents, digital connectivity, appropriate language. There was also a need for the board to have protected time to have the strategic conversations required for the process to be successful, which would initially be to identify if the scope of the process involved the board recommitting to, refreshing or recreating the trust's strategy.</p> <p>The CEO commented that the Frame Stage would also involve revisiting the trust's common purpose and echoed the need for stakeholders to be engaged in the right way from the beginning of the process.</p>
13	<p>Reports received from NEAT Active Ltd Board of Directors, Committees and Executive Team</p> <p>The Clerk confirmed that there were no reports to consider or Chair's action to report since the last meeting on 20.01.21.</p>
14	<p>Any urgent business</p> <p>There was no urgent business to consider.</p>

Meeting concluded at 20:00.

Signed.......... Date.....02.03.21.....