

Company Number: 10561094
 Board of Directors Meeting 21.07.21

Minutes of a meeting of the Board of Directors

DATE: Wednesday 21 July 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 1/3rd of Directors holding office on that date. Directors holding office on 21.07.21: 9. Directors present on 21.07.21: 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)
 Pam Slingsby (Chair of Governors, Purley Church of England Primary School - observer from the NGA Chair’s Development Programme)

1	Apologies for absence Apologies had been received from Nichola Brannen, which were accepted.
2	Declarations of potential conflict of interest in any agenda item <ul style="list-style-type: none"> 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. DB declared her interest in item 14 which concerned the future appraisal arrangements for the CEO. As she had participated in the review, she would not be required to withdraw from the meeting unless the Board considered this necessary during the discussion.
3	Agree any items of urgent business not on the agenda There were no items of urgent business to consider.
4	Minutes of previous meeting held on 14 June 2021 and matters arising The minutes were agreed as an accurate record of the meeting and there were no items classified as confidential. The Chair to sign the minutes at the next available

Company Number: 10561094

Board of Directors Meeting 21.07.21

	opportunity.
5	<p>Update action grid from previous board meetings</p> <p>There were no additional updates to those already noted on the action grid included with the papers.</p>
6	<p>Membership of Board of Directors and its Committees</p> <p>(a) The nomination panel had met on 16.06.21 and started a recruitment process for the three non-executive director positions. The Clerk reported that there had only been one expression of interest and the nomination panel had agreed that this person was unfortunately not suitable based on the skills sought by the Board. In accordance with the recruitment protocol, contact had been made with Academy Ambassadors and the Chair reported that he was due to have a telephone discussion on 10.08.21. In the meantime the timescale for the recruitment process had been extended to 15.09.21 and the vacancies remained live on the trust's website.</p> <p>There was discussion about the challenges of seeking non-executive directors in the current climate and a suggestions made to approach organisations within NE6 to support furthering their corporate social responsibility agenda. SO offered support from Nigel Wright Recruitment on a pro-bono basis, which they had recently undertaken for another charitable organisation. NI reported that she had contacted Inclusive Boards, which would undertake an end-to-end search and was awaiting costs.</p> <p>Actions:</p> <ul style="list-style-type: none"> • SO to contact the Clerk regarding support from Nigel Wright. • NI to contact the nomination panel when further information was received from Inclusive Boards. • RA to pursue support from Academy Ambassadors. • SH to continue to promote the vacancies via the trust's own communication channels. <p>(b) Resolved:</p> <p>It was agreed that SB and AM, in addition to the CEO, would form the Appointment Committee for the Deputy Headteacher vacancy at Central Walker Church of England Primary School, along with Claire Leith and Stuart Walker from the school's Local Governing Committee.</p>
7	<p>Review of Strategic Plan 2020-21</p> <p>The CEO summarised the end of year review, which concluded the third year of the three-year Strategic Plan for 2018-21.</p> <p>The directors questioned and received responses about the following:</p> <ul style="list-style-type: none"> • how recently staff feedback had been received to judge the safety of academies and workplaces as 'green', which the CEO confirmed was after May half-term but acknowledged that staff had felt incredibly stressed in the last few weeks of term due to the operational and personal impact of high levels of coronavirus infection/self-isolation amongst the school population; • how far behind pupils were as a result of the impact of the coronavirus pandemic, which the CEO explained was difficult to quantify as some year

Company Number: 10561094

Board of Directors Meeting 21.07.21

	<p>groups had been more impacted than others but she estimated an average of 20% behind age-related expectations;</p> <ul style="list-style-type: none"> the relative impact of the pandemic in disadvantaged areas, which research indicated had been more extensive with remote learning less successful, and the CEO agreed this had been compounded by higher levels of infection/low attendance in the north east and the lack of engagement by some parents. <p>The Co-Vice Chair suggested that thanks was expressed on behalf of the board to all staff for their contribution throughout 2020-21, which was supported by the remaining directors.</p>
8	<p>CEO's Termly Report</p> <p>The CEO summarised performance in relation to additional KPIs for 2020-21:</p> <ul style="list-style-type: none"> significant concerns about pupil attendance, especially related to the direct and indirect impact of coronavirus e.g. attendance w/e 16.07.21 was only 54%; the importance of retaining vulnerable learners admitted in-year with the use/impact of partial timetables being investigated; the positive impact of employing a School Counsellor, although the reporting of impact needed to be improved; the need for further understanding of destinations about Year 6 pupils; concern about the high level of fixed-term exclusions within both secondary schools as it was recognised that neither school had their provision right and the Lead for School Improvement – Secondary had worked with leaders to develop a new approach from September 2021; outcomes were significantly lower than previous years with analysis provided by year group. <p>The directors questioned and received responses about the following:</p> <ul style="list-style-type: none"> the need for data for 2018-19 to be provided to enable a comparison with pre-Covid levels e.g. for attendance; how levels of Covid-related staff absence translated into working days lost, which the CEO confirmed was being sought from schools by year group/classes to assess the impact and would need to form part of a case study for Ofsted inspections; the human resource cost of transferring between face-to-face and remote learning, which the CEO commented was also affecting relationships with families and staff due to the personal and professional impact; whether attendance was being consistently measured across the local authority, which the CEO confirmed was the case and comparative data would be available in due course; the need for engagement with families about their choice of secondary school to understand the reasons for those decisions; the relatively low level of permanent exclusions, which the CEO believed reflected an improving approach at Benfield to fixed-term exclusions and the impact of the Lead Professional – Vulnerable Learner helping some pupils to transfer to non-mainstream provision which would better meet their needs; the projected outcomes for 5+ English and Maths at St Hild's being higher than in previous years, which the CEO confirmed had been subject to the same moderation process as Benfield and was supported by evidence, although she was unsure about the reliability of the Key Stage 4 and 5 outcomes overall in comparison with previous years when public examinations had taken place;

Company Number: 10561094

Board of Directors Meeting 21.07.21

	<ul style="list-style-type: none"> concern about the progress and attainment data and whether similar data was available from other schools, which the CEO confirmed would be provided in the Autumn Term; the plans to improve progress and attainment, which the CEO clarified had been developed using the Education Endowment Foundation’s tiered response approach at each school: priority areas had been identified, quality first teaching and quality assessment for learning were key and would be supported by targeted interventions and wider strategies. <p>Actions:</p> <ul style="list-style-type: none"> Pupil data for 2018-19, days lost for staff sickness absence, comparative LA pupil attendance data and comparative LA pupil outcome data to be added to future reports.
9	<p>Proposed Mission, Vision and Strategy for 2021-26</p> <p>The CEO shared a presentation of the proposed shared purpose, vision and strategic priorities for 2021-26.</p> <p>There was discussion about whether there was sufficient clarity about the intended impact, the measures to assess the impact, the planned engagement with stakeholders and the milestones at the end of the year. It was also suggested that there was a missing connection between the references to diverse voices and stakeholder engagement. The CEO asked whether the board considered that the right priorities had been identified for 2021-22 to enable the vision to be achieved. It was suggested that the vision to “grow potential” needed to be strengthened for young people’s outcomes with identified measures.</p> <p>Action:</p> <ul style="list-style-type: none"> AM, AL, SL and NI to meet with the CEO to share thinking to enable a revised document to be brought forward to the next meeting in September.
10	<p>Financial reports</p> <p>(a) Management accounts for 2020-21 financial year</p> <p>The report and supporting papers for the period 10 management accounts were presented by the COFO. It was noted that pages 2-4 of the supporting papers were missing so this were corrected and re-circulated during the meeting. The following points were discussed:</p> <ul style="list-style-type: none"> there would be a surplus balance from Hartlepool Borough Council for St Hild’s, which was still to be confirmed; overall, there was a very positive position with every budget centre’s income and expenditure account in surplus with an overall year to date surplus of £1m compared with the expected position of £200k. <p>Overall, there were no additional actions identified by the board to maintain financial viability of the trust on this occasion.</p> <p>(b) Proposed consolidated budget for NEAT and NEAT Active Ltd for 2021-22 and forecasts for 2022-23 and 2023-24 financial years</p> <p>The COFO presented the paper and draft budget circulated in advance for consideration. The directors queried the following:</p> <ul style="list-style-type: none"> the high spend on IT for St Hild’s and why this need had not been highlighted during the due diligence process, although it was

Company Number: 10561094

Board of Directors Meeting 21.07.21

	<p>acknowledged that this would probably have been identified at the time if the Head of Digital Resources and Delivery had been in post;</p> <ul style="list-style-type: none"> the risks associated with NEAT Active’s financial position, which the COFO confirmed had been considered by the NEAT Active Board who were satisfied that there was currently no risk of insolvency and the company had to date mitigated the trading risks linked to the coronavirus pandemic well; whether any costs associated with the infrastructure at Benfield Sports Centre had been built in: the COFO clarified that the possibility of funding to replace the swimming pool air handling plant was being discussed with the City Council and the 3G pitch was in good condition with monies already built up in the sinking fund (although no further contribution would be made in 2020-21 as the pitch had not generated any surplus income). <p>The COFO drew the Board’s attention to the positive forecast for 2022-23, which mainly reflected increased pupil numbers at Benfield in 2021 leading to increased income in 2022-23. However, the lower than expected intake at St Hild’s in 2021 was of concern as the financial position would deteriorate without action being taken. This was demonstrated by the forecast for 2023-24, which showed a deteriorating financial position if no action was taken as inflationary increases had been included.</p> <p>It was explained that the School Condition Allocation (SCA) funding, which the trust would receive from April 2022, would make a significant difference to the trust’s finances. However the trust would then have full responsibility for its sites so an estates plan was essential as priority spend had not yet been identified other than for IT.</p> <p>Resolved:</p> <ul style="list-style-type: none"> To approve the proposed budget for 2021-22 and two year forecast. <p>(c) Budget forecast return 2021</p> <p>It was confirmed that the BFR to the Education and Skills Funding Agency would be based on the budget and two-year forecast approved under (b).</p>
11	<p>Annual review of risk register</p> <p>The DBS presented the risks identified as having an inherent risk score of 4 or 5 i.e. major and extreme risks and provided a brief commentary about each one.</p> <p>There was discussion about:</p> <ul style="list-style-type: none"> risks associated with health and safety and whether these were reviewed by the Audit and Risk Committee, which it was confirmed was not the case currently. The COFO explained that there would be termly review and monitoring of health and safety through the new SLA with North Yorkshire County Council from September, which would be a source of internal assurance for the Audit and Risk Committee to consider; the difficulty in the Board understanding the progress with risks over time due to the current reporting format. The Chair of Audit and Risk Committee confirmed it was intended to implement a new approach in the Autumn; the work being undertaken by the trust’s internal assurance provider to review gaps in evidence and priorities for assurance work, which would enable the

Company Number: 10561094

Board of Directors Meeting 21.07.21

	<p>Audit and Risk Committee to set a programme of work in September.</p> <p>Action:</p> <ul style="list-style-type: none"> • SL to provide advice and support to the DBS regarding the proposed approach to risk management. <p>Resolved:</p> <ul style="list-style-type: none"> • To appoint Steve Leggetter to the vacancy on the Audit and Risk Committee in light of his expertise in risk management, pending the appointment of new non-executive directors.
12	<p>Proposed Members' Agreement</p> <p>The Clerk presented the paper and draft Members' Agreement circulated in advance. The Members' Agreement was brought forward for approval to ensure consistency with the new Articles of Association agreed in March 2021 and to provide clarity about how the role assigned to the Diocesan Corporate Member would be carried out.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To approve the Members' Agreement as a party to the agreement. <p>Action:</p> <ul style="list-style-type: none"> • Clerk to seek the agreement of each individual Member to the revised Members' Agreement approved by the Board.
13	<p>Review of trust-wide governance arrangements</p> <p>(a) The Board received the draft action plan from the external review of governance, which was a working document as some actions still needed to be discussed with the owners and timescales agreed. There were no comments at this stage.</p> <p>(b) The Board considered the draft terms of reference of a Board-led working group to take forward some of the actions in the external review of governance plan, including the role and responsibilities of the board and its committees. The group would include the Chair and Co-Vice Chair as well as representatives from each Local Governing Committee and the Central Team.</p> <p>Action:</p> <ul style="list-style-type: none"> • Thoughts on proposed changes to the governance arrangements for 2021-22 to be forwarded to the Clerk to be taken into account by the Governance Working Group. <p>(c) It was noted that the revised statutory Admissions Code from September 2021 enabled boards to delegate admissions under the Fair Access Protocol to an individual and that the Covid-19 Scheme of Delegation had been due for review in March 2021.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To approve an amendment to the NEAT Standard and Bespoke Schemes of Delegation to delegate admissions under the Fair Access Protocol to the Headteacher, unless the Headteacher proposed to refuse admission in which case the decision would be made by the CEO. • To retain the NEAT Covid-19 Scheme of Delegation approved in June 2020 in light of the ongoing impact of the coronavirus pandemic and set a new review date of July 2022.

Company Number: 10561094

Board of Directors Meeting 21.07.21

14	<p>Review of CEO appraisal arrangements</p> <p>The Chair summarised the recommendations made by the external consultant including that there would be more frequent discussions and the CEO would be a partner in the process. The CEO confirmed she welcomed the recommendations.</p> <p>A director asked if this would have an impact on the appraisal process for Headteachers. The CEO confirmed that a values-based approach to appraisal had already been piloted and was being rolled out across the trust in 2021-22. One of the directors involved in the CEO's appraisal commented that the intention was to bring the CEO's appraisal more in line with the core principles and values within the trust.</p> <p>Action:</p> <ul style="list-style-type: none"> • Chair to develop a protocol for the CEO's appraisal process based on the external consultant's recommendations.
15	<p>Proposed updates to policies</p> <p>The COFO presented a revised Reserves and Investment Policy, which reflected discussions with the Audit and Risk Committee on 05.07.21. The proposed approach was to pool all reserves across the trust to enable the Board to hold the reserves and allocate these to identified priorities.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To approve a revised Reserves and Investment Policy.
16	<p>Proposed non-working day in lieu of Queen's Platinum Jubilee on 4 June 2022</p> <p>The Clerk provided a verbal explanation of the context for this decision.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To approve the non-working day in lieu of the additional bank holiday for the Queen's Platinum Jubilee on 4 June 2022 as Friday 8 April 2022 for Newcastle schools. (Note: Friday 3 September 2021 had already been agreed for St Hild's via Chair's action on 27.05 to take into account feeder schools in Hartlepool.)
17	<p>Proposed arrangements for meetings from September 2021</p> <p>(a) There was discussion in light of the National Governance Association's guidance about the pros and cons of face-to-face, virtual and blended meetings about the directors' preferences from September. There were varied views based on what was considered to be effective, personal circumstances and the likely experience for participants and the chair. It was agreed to revisit the proposed approach for 2021-22 once the agenda plans for meetings was developed to identify when face-to-face or virtual meetings may be most appropriate and to evaluate blended meetings. <i>NI left the meeting at 20:08.</i></p> <p>Action:</p> <ul style="list-style-type: none"> • Proposed approach for meetings to be reviewed in light of 2021-22 agenda plans. <p>(b) The date of the first meeting in 2021-22 was agreed as Wednesday 29.09.21 at 6pm. This meeting would be designated as face-to-face (to also provide an opportunity to visit the new NEAT Head Office), however any director unable to attend could attend virtually.</p>

Company Number: 10561094

Board of Directors Meeting 21.07.21

18	<p>Receive reports from NEAT Active Ltd Board of Directors, Committees and Executive Team</p> <p>The following reports were received:</p> <ul style="list-style-type: none"> a) Written report from NEAT Active Ltd Board Meeting on 02.07.21 b) Written report from Audit and Risk Committee Meeting on 05.07.21 c) Written reports from Local Governing Committee Meetings held 01-20.07.21 d) Verbal report from Remuneration Committee Meeting held on 21.07.21: SB reported that the Committee had met to agree the extension of a temporary payment for additional responsibilities until 31.08.22 e) Written report from St Hild's Monitoring Committee on 14.07.21 f) Decisions since the last Board meeting on 14.06.21 delegated to the Chair on behalf of the Board: <ul style="list-style-type: none"> - 30.06.21: Following consideration of public consultation responses, decision to proceed with application to the DfE to increase the number of Additionally Resourced Provision (ARP) places at Benfield School from September 2021 - 01.07.21: Approval of membership of permanent exclusion governor panel at St Hild's C of E School - 06.07.21: Approval of appointment of Sarah Clasper as a parent governor at St Hild's C of E School in the absence of any nominations during the parent governor election process that concluded on 28.05.21 - 12.07.21: Reappointment of Rebecca Nicholson, Gail Rochester and Angie Birt as Benfield School Local Governing Committee Members for a further four-year term of office - 16.07.21: Appointment of Father Graeme Buttery as St Hild's Local Governing Committee Members for a four-year term of office - 20.07.21: Approval of NEAT Group Flexible Working Policy (under transition arrangements established in 2017) to replace six separate school policies transferred under TUPE Note: Approval had also been given by the Chair of the NEAT Active Ltd Board of Directors. g) Any urgent decisions since the last Board meeting on 14.06.21 taken by the Chair on behalf of the Board: <ul style="list-style-type: none"> - 01.07.21: Approval of an amendment to St Hild's Bespoke Scheme of Delegation to widen the membership from which a governor panel to review pupil exclusions can be drawn in the absence of sufficient Monitoring Committee or Local Governing Committee members h) Report of policy amendments approved by Executive Team on behalf of the Board since the last Board meeting on 14.06.21: The Clerk confirmed that the various Admissions Policies for 2021-22 and 2022-23 had been amended in light of the new statutory Admissions Code applicable from September 2021 and an updated Appraisal Policy had been approved for 2021-22. Updates to the Accounting Policies and Charging and Remissions Policy had been deferred to the Autumn Term.
19	<p>Any urgent business</p> <p>There were no items of urgent business to consider.</p>
20	<p>Concluding remarks from the Chair</p> <p>The Chair thanked everyone for their attendance and contribution during 2020-21.</p>

Meeting concluded at 20:15.

Signed  Date 29.09.21