

Company Number: 10561094
 Board of Directors Meeting 02.03.21

Minutes of a meeting of the Board of Directors

DATE: Tuesday 2 March 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 02.03.21: 10. Directors present on 04.02.21: 8/9. 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>Apologies for absence Apologies had been received from Steve Beharall (who subsequently joined the meeting) and Nichola Brannen, which were accepted.</p>
2	<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>
3	<p>Agree any items of urgent business not on the agenda It was confirmed that a replacement agenda had been circulated in advance to confirm that Item 9 would be now include proposed new Articles of Association, in addition to the other legal documents circulated in advance.</p>
4	<p>Minutes of previous meeting held on 4 February 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 amended minutes at the next available opportunity.</p> <p>There were no matters arising that were not included on the agenda.</p>

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5	<p>Update action grid from previous board meetings</p> <p>The following update was 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 his discussion with Microsoft had been rearranged for mid-March, after which he would contact the CEO. The Chair thanked him for the support provided to the trust for remote learning.
6	<p>Extension of terms of office of parent governors on the trust's Local Governing Committees</p> <p>The Clerk reported that the national lockdown from January had caused difficulties in holding elections for parent governors, both for vacant roles and those where the incumbent's term of office was shortly due to end. It was proposed that the board agree to extend the terms of office of those parent governors whose terms were due to end imminently to allow time for elections to be held following the return of pupils from 8 March. This was supported by the LGC Chairs.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To extend the terms of office of those parent governors whose terms of office are due to end imminently to 31.05.21, subject to the individual's agreement.
7	<p>Membership of Board of Directors</p> <p>(a) Membership of nomination panel for two non-executive director vacancies</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To appoint Roger Alston, Nadia Iftkhar and Andrew Lister as the nomination panel to recruit to the two non-executive director vacancies. <p>(b) Membership of CEO appraisal panel</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To appoint Sue Ormerod to join Roger Alston and Nadia Iftkhar as the CEO's appraisal panel in time for the mid-year appraisal review due to take back place on 18.03.21.
8	<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 04.02.21. This focused on the planned return of all pupils from 8 March and the development of a bridging curriculum.</p> <p>A director asked whether there was clarity within the trust about what "good" would look like in this context, given that there would be a lower proportion of pupils achieving the previous age related expectations. The CEO agreed that national standards will have declined, however within the trust there was clarity about core expectations (e.g. at the end of Key Stage 2 in readiness for secondary) and confidence about the assessment of learners. The bridging curriculum was planned to continue throughout 2021-22 and, if there was no disruption, it was expected to return to the original curriculum model in 2022-23.</p>

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9	<p>Approval of legal documents for sponsorship of St Hild's Church of England School, Hartlepool</p> <p>Part 1 – proposed Articles of Association</p> <p>The Clerk drew attention to the briefing note that had been circulated in advance, which confirmed that the DfE's position had finally been clarified on 22 February: the reason for requiring the trust to adopt the new model articles applicable for a mixed MAT with a majority of Church members was due to the position of the Church's National Education Office. Discussions had taken place between the Chair, Executive Team and the Diocese, with the support of the trust's lawyers, to explore the implications of this in more detail. Representations had been made to the Church's National Education Office to amend specific aspects of the model articles to enable the board of directors to maintain a similar level of control over decision-making as under the current articles, which had been agreed.</p> <p><i>SB joined the meeting at 18:30.</i></p> <p>The Clerk highlighted, by sharing a copy of the draft proposed articles on the screen, particular articles regarding the composition of the trust's members and the board of directors and how the model had been adapted to maintain the current membership. It was also clarified that the proposed articles would enable the board to achieve its objective that the CEO's position as a director/trustee would no longer be ex-officio, however the articles did not have retrospective effect and it was intended that the CEO would wait until the end of the summer term to resign.</p> <p>The Chair assured the directors that he believed all issues had been resolved and he was content with the proposed version put forward. He clarified that no concerns remained and he was satisfied that the Diocese would support the trust to make the new arrangements work, particularly where the Diocesan Corporate Member needed to be consulted. The Clerk confirmed that discussions with the Diocese had been consensual and there had been appreciation that the trust's current arrangements should continue where practicable.</p> <p>The proposed resolution to be put forward to the members was shared. It was also confirmed that it was intended to also review the trust's Members' Agreement in due course.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To agree the proposed Articles of Association, subject to consent from the DfE, and recommend their adoption to the members via written resolution. <p>Part 2 – Remaining legal documents</p> <p>The COFO summarised the additional measures that had been identified during the TUPE consultation process, discussions with trade union representatives and meetings with staff. The CEO clarified that the measure regarding the change to the reporting relationship for St Hild's Headteacher was necessary as the Interim Executive Board would be dissolved when the school joined the trust.</p> <p>The CEO and COFO confirmed they had no concerns about progressing with the legal process for St Hild's to join the trust.</p>
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	<p>The board went on to consider the following documents, which had been circulated in advance:</p> <ul style="list-style-type: none"> • the Master Funding Agreement; • the Supplemental Funding Agreement (including a clause added by the DfE, which was not of concern as it already featured in the trust's existing SFAs); • the Church Supplemental Agreement; • relevant leases; and • a draft version of the Commercial Transfer Agreement as negotiations were still continuing with Hartlepool Borough Council and the school's Interim Executive Board, which it was suggested could be delegated to the CEO to finalise on its behalf. <p>The COFO noted that the warranties provided by the Interim Executive Board were of limited practical effect as it would no longer exist post-transfer. It was confirmed that discussions were ongoing with the local authority regarding the treatment of the school funds: despite the school deficit standing at £1.8m, Hartlepool had proposed to share the current in-year surplus with the trust 50:50.</p> <p>There were questions regarding the transfer of assets and the provision of equality monitoring data, which the COFO and Clerk responded to.</p> <p>The directors concluded that they had understanding of the effect and implications for the trust of proceeding with the proposed transfer of the assets of St Hild's to the trust; and entering into the Commercial Transfer Agreement.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To confirm the board's approval to sponsor St Hild's Church of England School and join the trust on 1 April 2021, subject to the conclusion of the legal process, on the basis that the educational objects of the trust would be best furthered by the transfer, and that the proposed transfer is in the trust's best interests. • To delegate signing the legal documents and the final negotiations regarding the Commercial Transfer Agreement to the CEO on behalf of the board.
10	<p>Trade union recognition agreement</p> <p>The COFO explained the context to the proposed agreement: the trust does not currently have an agreement whereas the current Hartlepool Borough Council agreement (which was not suitable for a multi-academy trust) will transfer to the trust when St Hild joins. The proposed agreement is based on the model TUC version and any party can give six months' notice of termination.</p> <p>The board agreed that the proposal was a positive step to formalise and provide clarity about the current arrangements.</p> <p>Resolved:</p> <ul style="list-style-type: none"> • To approve the proposed trade union recognition agreement as the basis of negotiation with the recognised trade unions and delegate agreeing the final version of the agreement to the CEO on behalf of the board.
11	<p>Feedback from Mission, Vision and Strategy Review Project Team</p>

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	<p>The CEO summarised the work undertaken by the trust's senior leaders representing schools and services so far including the planned engagement with stakeholders, which was expected to be ready to share at the start of the Summer Term.</p> <p>There was discussion about some of the areas that the review needed to consider including growth aspirations and the trust's values. A director emphasised the importance of feeding in the perceptions of stakeholders and data about performance before developing the future vision or priorities.</p> <p>There was discussion about the board's own involvement in the process and it was concluded that the directors needed to have their own opportunity to consider the trust's future vision and priorities, as well as contributing directly to the discussions with senior leaders. The following dates were agreed:</p> <ul style="list-style-type: none"> • Board workshop – Thursday 29 April at 6pm • Joint workshop with trust senior leaders – Thursday 13 May at 4.30pm (immediately before board meeting at 6pm)
12	<p>Receive reports from NEAT Active Ltd Board of Directors, Committees and Executive Team</p> <p>The following reports were received:</p> <ol style="list-style-type: none"> a) Report from the Annual General Meeting on 08.02.21 b) Report from the Audit and Risk Committee Meeting on 02.03.21 (verbal report) including the appointment of Veritau for three terms as the trust's internal assurance provider and the decision not to proceed with the dark fibre proposal from Newcastle City Council c) Any decisions since the last Board meeting on 04.02.21 delegated to the Chair on behalf of the Board: <ul style="list-style-type: none"> - 09.02.21: Appointment of Alex Burdon as trust governor at Walkergate Community School d) Any urgent decisions since the last Board meeting on 04.02.21 taken by the Chair on behalf of the Board: <ul style="list-style-type: none"> - 26.02.21: Membership of Appointment Committee for Deputy Headteacher vacancy at Benfield School as Roger Alston, Debi Bailey and Steve Leggetter plus Gail Rochester and Phil Anderson from Benfield LGC; to be chaired by Roger Alston
13	<p>Any urgent business</p> <p>There was no urgent business to consider.</p>

Meeting concluded at 19:45.

Signed.......... Date.....29/04/21.....