

Company Number: 10561094
Board of Directors Meeting 29.09.21

Minutes of a meeting of the Board of Directors (Public Version)

DATE: Wednesday 29 September 2021

TIME: 6.00pm

VENUE: Virtual meeting

Present:

Roger Alston (Director – RA, Chair), Debi Bailey (CEO and Director - DB), Nichola Brannen (Director – NB), 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 29.09.21: 9. Directors present on 29.09.21: 8. The meeting was quorate.

In attendance:

Suzanne Hendey (NEAT Head of Governance and Corporate Affairs - SH), Clerk
Charles Turvill (NEAT Chief Operating and Financial Officer – CT)
Gemma Gosden (Wyburns Primary School - observer from the NGA Chair's Development Programme)

The Clerk chaired the meeting during items 1-4a until the Chair for 2021-22 was elected.

PART 1 (Classified non-confidential)

Items discussed under Part 1 of this agenda will not be classified as confidential; consequently the minutes and supporting documents should be made available to any person wishing to inspect them.

1	<p>Welcome/Introductions/Protocol for meeting The Clerk welcomed all parties to the meeting and introduced Gemma Gosden as an observer. The Board was informed that items 13d (approval of Chair of St Hild's Local Governing Committee) and 21b (approval of 2022-23 term dates for St Hild's Church of England School) had been withdrawn and that Keeley Finlay, HR Manager would attend for item 18 (pay awards) only. The virtual meeting protocol would apply and those eligible to vote in the Chair and Vice Chair election process would need access to their NEAT Outlook accounts to participate in the electronic secret ballot.</p>
2	<p>Apologies for absence Apologies had been received from Steve Beharall, which were accepted.</p>
3	<p>Declarations of potential conflict of interest in any agenda item</p> <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

Company Number: 10561094
 Board of Directors Meeting 29.09.21

	<p>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> <ul style="list-style-type: none"> DB declared her interest in item 15 which concerned the future appraisal arrangements for the CEO and item 18 regarding teachers' pay award, although to no greater degree than any other employee with teachers' pay and conditions. 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.
4	<p>Procedure for election of Chair and Vice Chair of Board of Directors The Clerk advised that the procedure had been revised to enable voting to take place effectively in face-to-face, virtual or blended meetings.</p> <p>Resolved:</p> <ul style="list-style-type: none"> To approve the revised procedure for election of Board Chair and Vice Chair.
5	<p>Election of Chair and Vice Chair of Board of Directors for 2021-22 The Clerk confirmed that those eligible to vote would receive an email with a link to the electronic voting form and the outcome would be confirmed by the Clerk and the COFO. The Board considered the nomination forms provided by the candidates in advance and their attendance records for the previous 12 months.</p> <ul style="list-style-type: none"> Only one nomination had been received for the role of Chair from RA as a single candidate. RA was invited to speak in support of his self-nomination then left the meeting. All remaining directors were invited to vote anonymously via a secure electronic link, which was verified by the Clerk and the COFO. RA was re-elected as Chair and rejoined the meeting. <p><i>RA took the chair.</i></p> <ul style="list-style-type: none"> Only one nomination had been received for the role of Vice Chair from NI and AM as joint candidates. NI and AM were invited to speak in support of their self-nomination then left the meeting. All remaining directors were invited to vote anonymously via a secure electronic link, which was verified by the Clerk and COFO. One director voted by text to the Clerk due to technical difficulties, which was counted and noted on the electronic form response. NI and AM were re-elected as Co-Vice Chairs and rejoined the meeting.
6	<p>Agree any items of urgent business not on the agenda There were no items of urgent business to consider.</p>
7	<p>Minutes of previous meeting held on 21 July 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 opportunity.</p>
8	<p>Update action grid from previous board meetings There were no additional updates to those already noted on the action grid included with the papers.</p>

Company Number: 10561094

Board of Directors Meeting 29.09.21

9	<p>Receive reports from NEAT Active Ltd Board of Directors, Committees and Central Senior Leadership Team</p> <p>The following reports were received:</p> <ul style="list-style-type: none"> a) Verbal report by Clerk on behalf of SB, Chair of NEAT Appointment Committee CW DHT vacancy on 09.09.21: The vacancy was currently being advertised until 02.10.21 and the Committee was due to meet on 06.10.21 to shortlist and 11.10.21 to undertake the interview/assessment process. b) Written report from Audit and Risk Committee Meeting on 20.09.21 c) Verbal report from RA as Acting Chair of St Hild's Monitoring Committee Meeting on 28.09.21: It was reported that the Committee did not yet have a clear view of, for example, the quality of teaching and there was a need to sharpen the focus of future meetings. There was concern over the low pupil numbers in Year 7 and the impact on finances. d) Any decisions since the last Board meeting on 21.07.21 delegated to the Chair on behalf of the Board: <ul style="list-style-type: none"> - 27.07.21: Approval of re-appointment of Richard Carr as a trust LGC member at Walkergate Community School - 27.07.21: Appointment of Marie McIntosh and Cheryl Parker as trust (foundation) LGC members at St Hild's CofE School - 09.08.21: Appointment of Rev Roz Hall and Rev Steve Edge as trust (foundation) LGC members at St Hild's CofE School - 16.09.21: Approval of membership of permanent exclusion review governor panel at St Hild's Cof E School - 27.09.21: Approval of 2020 gender pay gap report e) Any urgent decisions since the last Board meeting on 21.07.21 taken by the Chair on behalf of the Board: <ul style="list-style-type: none"> - None f) Report of policy amendments approved by Executive Team on behalf of the Board since the last Board meeting on 21.07.21: <ul style="list-style-type: none"> - None
10	<p>CEO's initial report of 2021-22</p> <p>The CEO provided an overview since the last meeting including:</p> <ul style="list-style-type: none"> • appeals against 2021 centre assessed grades: Benfield had received three appeals (two related to minor admin errors, one a grade query) and had been able to evidence a robust process, St Hild's had received no appeals; • Covid testing was continuing in line with revised government guidance; • Tyneview had been inspected by Ofsted on 15/16.09.21 with a positive report expected; • Benfield and St Hild's were preparing for the roll-out of the Covid vaccination programme for 12-15 year olds; • attendance to date at Benfield and St Hild's was around 90% and at the primary schools an average of 94%, which was comparable with national averages but not as it should be; • there had been 14 and 12 fixed-term exclusions to date at Benfield and St Hild's respectively, compared with 13 and 17 for the equivalent period in 2019, with both schools reporting challenging behavior and trust-level support in place to identify underlying barriers to positive behaviour; • there was now a monthly Strategic Meeting with Headteachers to ensure a tighter focus on strategic priorities; • values-based appraisal continued to be rolled out across the trust; • there was a visit planned to a Leeds school linked to ensuring the approach to behaviour and exclusions aligned to the trust's vision and values;

Company Number: 10561094

Board of Directors Meeting 29.09.21

	<ul style="list-style-type: none"> both Central Walker and St Hild's would have their SIAMS inspection in 2021-22 and Benfield was awaiting its Ofsted monitoring visit. <p>The directors questioned and received responses about the following:</p> <ul style="list-style-type: none"> the extent to which Covid-related absence was affecting attendance, which the CEO explained was a mixed picture with Benfield and Walkergate experiencing the most impact from Covid, however there was a hardcore of persistent absentees in all schools and some impact from bad colds/sickness bugs; how the values-based appraisal approach related to the Christian core values for Church of England schools, which the CEO confirmed had been adapted to include spiritual characteristics.
11	<p>Proposed shared purpose, vision and strategic priorities for 2021-16 following Mission, Vision and Strategy review</p> <p>The CEO shared the latest version of the summary Strategic Plan, which had been reviewed to address the request for more measurable outcomes, although she noted that some were difficult to identify at this stage as a clear baseline needed to be established first. There also needed to be further conversations with the Board at a later date about how they would undertake quality assurance and provide support and challenge about the strategic priorities.</p> <p>The directors' views included whether the vision was sufficiently measurable, nervousness that there was still not sufficient clarity about the annual measures and expected outcomes and that equity and diversity were not sufficiently explicit within the "one trust" strand.</p> <p>Resolved:</p> <ul style="list-style-type: none"> To approve the trust's revised shared purpose, vision and strategic priorities for 2021-26, subject to further development of the associated measures and making equity and diversity more transparent. <p>Action:</p> <ul style="list-style-type: none"> RA, AM, SL and NI to engage with the CEO to further develop the plan.
12	<p>Proposed governance framework</p> <p>(a) The Board received a verbal update from AM as Chair of the Governance Working Group regarding the work undertaken to date, including representatives of the schools' Local Governing Committees, to review the governance framework.</p> <p>(b) The Head of Governance and Corporate Affairs reminded the Board that the aim of the review was to ensure that the business of the Board and its Committees was driven by the trust's vision and strategy and to address the stakeholder feedback from the external review of governance regarding role clarity and the relationship between the Board and its LGCs. Proposed changes to the governance structure (including the creation of an Achievement and Learning Committee and Link Director roles for Safeguarding, SEND and Strategic Priorities and an extended remit for Audit and Risk to become the Finance, Audit and Risk Committee), terms of reference of the Board and its Committees, the delegation of powers and functions and the delegation of policy approvals were intended to ensure a coherent and effective framework.</p>

Company Number: 10561094
 Board of Directors Meeting 29.09.21

It was clarified that one of the proposed changes for schools following the standard Scheme of Delegation was to delegate Deputy Headteacher appointments to the CEO (with the involvement of the Headteacher and Local Governing Committee members), rather than an Appointment Committee involving non-executive directors.

Resolved:

- To approve the Standard Scheme of Delegation.

The Head of Governance and Corporate Affairs explained that equivalent changes to the governance structure and terms of reference for the Board and its committees were proposed for St Hild's Church of England School to ensure consistency, however the St Hild's Monitoring Committee would be retained to provide greater oversight. It was noted that it was proposed to retain the provision for an Appointment Committee to make Deputy Headteacher appointments at St Hild's.

Resolved:

- To approve the Bespoke Scheme of Delegation for St Hild's Church of England School.

The Head of Governance and Corporate Affairs clarified that the procedures previously within the Scheme of Delegation had now been separated. Amendments were proposed to set out the constitution and membership of Committees to reflect the revised governance structure and the CEO's intention to resign from the Board. Procedural changes were also proposed to ensure consistency with the trust's recruitment protocols for governance volunteers.

Resolved:

- To approve the Standard Committee Procedures.

The Head of Governance and Corporate Affairs explained that equivalent changes were proposed to the procedures for St Hild's Church of England School. In addition, it was proposed to amend the constitution of the St Hild's Monitoring Committee to three (the Chair of the Trust Board, the trust's Church Ethos Director and the Diocesan Director of Education) and that the Board would retain the power to appoint the Chair of St Hild's LGC.

Resolved:

- To approve the Bespoke Committee Procedures for St Hild's Church of England School.

Proposed role descriptions were considered to reflect the revised governance framework. Feedback from the Governance Working Group had been received on some of these with consultation on the remainder continuing until 7 October.

Resolved:

- To approve the role descriptions for Non- Executive Director/Trustee, Board Chair, Board Vice Chair, Board Committee Chair, LGC Member, LGC Chair and LGC Vice Chair
- To delegate approval of the role descriptions for Safeguarding Link Director, Safeguarding Link Governor, SEND Link Director, SEND Link Governor and Careers Link Governor (Secondary schools) to the Chair following any further feedback at the Chairs and Vice Chairs Forum on 07.10.21.

Company Number: 10561094

Board of Directors Meeting 29.09.21

	<p>Action:</p> <ul style="list-style-type: none"> • To bring forward a proposed role description for the Strategic Priority Link Director role to the next Board meeting. <p>(c) Proposed trust-wide high level agenda plan</p> <p>(d) Proposed meeting planner These work in progress documents were shared with the Board to clarify the proposed frequency, sequence and timing of Board and Committee meetings to enable effective information sharing and accountability throughout the trust.</p> <p>(e) Proposed quality assurance process This work in progress document showed the intended process to enable the Board and its Committees to undertake quality assurance of the strategic priorities. It was noted that 2021-22 would be a transition year to establish appropriate information flows and reporting.</p> <p>(f) Further actions to continue the development and implementation of the revised governance framework A number of broad actions were identified and the Chair of the Governance Working Group would continue to work with the Clerk to prioritise and plan these.</p>
13	<p>Membership of Board and its Committees</p> <p>(a) The Chair reported that the recruitment process for the non-executive director vacancies was due to close on 08.10.21 and feedback was awaited from Academy Ambassadors, as well as the trust's own search process.</p> <p>(b) The Chair proposed an interim membership of Board Committees pending the above appointments, which was agreed after discussion as follows: Resolved:</p> <ul style="list-style-type: none"> • Membership of Achievement and Climate for Learning Committee: Roger Alston, Steve Beharall and Anne McNall with AM as Chair; • Steve Leggetter to join Remuneration Committee with Sue Ormerod appointed as Chair; • Steve Beharall appointed as Safeguarding Link Director; • Roger Alston appointed as SEND Link Director • Roger Alston to chair the St Hild's Monitoring Committee <p>(c) AM proposed that a new skills audit was developed based on the new NGA model, which provided criteria to guide self-assessment and prompts for learning activities. Action:</p> <ul style="list-style-type: none"> • Revised skills audit approach to be developed based on new NGA model to better identify development needs <p>(d) Withdrawn</p>
14	<p>Proposed recruitment protocols for non-executive directors and local governing committee members</p> <p>The Clerk advised these had been revised to ensure they more accurately described the relationship with re-appointments and the information that would be requested for applicants.</p>

Company Number: 10561094
Board of Directors Meeting 29.09.21

	<p>Resolved:</p> <ul style="list-style-type: none"> To approve revised recruitment protocols for non-executive directors/trustees and local governing committee members.
15	<p>Proposed CEO appraisal protocol The Chair advised that the CEO and the other two directors involved in the appraisal process had been consulted about the draft document following input from an external consultant.</p> <p>The Clerk queried two recommendations made in the external review of governance concerning the CEO's appraisal: the involvement of an external advisor and sharing the objectives with the Board. The Chair clarified that an external advisor would be involved this year, which would be kept under review, and he supported the Board being informed of the CEO's objectives, which would be added to the protocol.</p> <p>Resolved:</p> <ul style="list-style-type: none"> To approve a new protocol for the CEO appraisal process following input from an external consultant.
16	<p>Proposed admissions arrangements for 2023-24 The CEO outlined that 10-15 children from NEAT primary schools had been unable to gain places at Benfield School in 2021 due to the oversubscription criteria in the Admissions Policy which included distance from the school. Consideration was being given to propose to amend the oversubscription criteria for 2023-24 to favour pupils from NEAT primary schools, rather than geographical distance, but it was unclear whether the local authority would support this. The proposal would require public consultation, which would need to start no later than 30.11.21.</p> <p>Action:</p> <ul style="list-style-type: none"> CEO to explore possible changes to the oversubscription criteria for admissions in 2023-24 for NEAT Newcastle schools with the local authority. <p>The Clerk queried how the Board wished to proceed, given that the consultation would need to start prior to the next scheduled meeting in December.</p> <p>Resolved:</p> <ul style="list-style-type: none"> It was delegated to the CEO to decide whether to initiate public consultation on the proposal no later than 30.11.21.
17	<p>Management accounts/forecast outturn 2020-21 The report and supporting papers for the period 12 management accounts were presented by the COFO. The COFO reported that the overall position was more favourable than the budget and also than the forecast presented at the last meeting. This was principally because of higher than expected income (e.g. grant recovery from the DfE and the local authority) and it was accepted that some of this should have been identified earlier. There was also an underspend on IT equipment due to supplier issues, which would be carried forward into reserves and shown as capital expenditure in 2021-22. There was also a positive picture at individual school level with two schools showing a deficit position only after contributions to capital projects. It was anticipated that three areas would be subject to change on the balance sheet: depreciation on property improvements linked to the proposed change to the</p>

Company Number: 10561094

Board of Directors Meeting 29.09.21

	<p>Accounting Policies to be considered under item 19, DfE laptops and the valuation of land. The forecast for NEAT Active Ltd represented an unchanged provisional position, however it was hoped that the provisional deficit position would improve.</p> <p>Overall, there were no additional actions identified by the board to maintain financial viability of the trust on this occasion.</p>
19	<p>Proposed Accounting Policies</p> <p>The COFO presented a revised policy, which proposed to amend the depreciation period for property improvements from 50 to 5-30 years straight (with most items likely to be 10-20 years) and for freehold and long lease buildings to 50 years straight.</p> <p>The directors questioned the governance of exercising the available discretion and proposed that the same person should authorise the expenditure and agree the depreciation period.</p> <p><i>KF joined the meeting at 19:45.</i></p> <p>Resolved:</p> <ul style="list-style-type: none"> To approve revised Accounting Policies. <p>Action:</p> <ul style="list-style-type: none"> Authorisation of capital expenditure treatment where there is discretion within the Accounting Policies to be added to the NEAT Financial Handbook and brought forward to the Finance, Audit and Risk Committee for approval.
18	<p>Pay awards</p> <p>The HR Manager introduced the context for the pay awards for support staff effective 1 April 2021 and for teachers effective 1 September 2021. It was proposed to follow the nationally negotiated position in both cases, although the trust did have discretion to negotiate its own arrangements. However, this would result in different outcomes for the two groups of employees as the employers' side had offered 1.75% for support staff (which was currently subject to a vote by trades union members), whereas the government had decided there would be a 'pay pause' for the vast majority of teachers.</p> <p>There was significant discussion about the proposed approach to the teachers' pay award, particularly in light of the trust's vision, values and strategic priorities, however it was also recognised that moving away from the national position would be challenging in terms of capacity to negotiate with union officials and would complicate the position in future years. There was support to explore a wider package of benefits as an alternative, based on gaining an understanding of what employees would value and subject to ensuring any offer provided a menu of options that would be inclusive of a range of lifestyles.</p> <p>Resolved:</p> <ul style="list-style-type: none"> To agree to implement the provisions of the national School Teachers' Pay and Conditions Document 2021 effective from 1 September 2021 including a 'pay pause' for the vast majority of teachers (apart from progression up the payscale where relevant).

Company Number: 10561094
 Board of Directors Meeting 29.09.21

	<ul style="list-style-type: none"> To agree, in principle to implement the “cost of living” pay award for support staff as agreed by the National Employers and the National Joint Council (NJC) Trade Union Side, up to a maximum of 2% (as this reflected the budget provision previously made) and delegate the final decision within this limit to the Chair. <p>Action:</p> <ul style="list-style-type: none"> Employee benefit options to be explored in light of the ‘pay pause’ for teachers. <p><i>NI left the meeting at 20:10. The meeting remained quorate. KF left the meeting at 20:11.</i></p>
--	---

PART 2 (Classified confidential)

Matters discussed in this part of the agenda were classified as confidential and minuted as such. One aspect of this section of the minutes is classified as ‘Not for publication’.

20	<p>Appointment of external auditor The Chair of the Audit and Risk Committee introduced the confidential paper, which summarised the process and rationale for the selection of a preferred supplier for external audit services.</p> <p><i>RA left the meeting at 20:15. The meeting remained quorate and AM took the chair.</i></p> <p>Resolved:</p> <ul style="list-style-type: none"> To recommend to the Members at the next Annual General Meeting to appoint [REDACTED] as the trust’s external auditors.
----	--

PART 3 (Classified non-confidential)

Items discussed under Part 3 of this agenda will not be classified as confidential; consequently the minutes and supporting documents should be made available to any person wishing to inspect them.

21	<p>Proposed term dates for 2022-23 (a) The Clerk highlighted that, following consultation with headteachers, it was proposed that the Autumn Term would finish a day earlier and the Christmas holidays finish a day earlier for the five NEAT Newcastle School compared with term dates agreed by Newcastle City Council for its maintained schools.</p> <p>Resolved:</p> <ul style="list-style-type: none"> To approve the 2022-23 term dates for NEAT Newcastle schools including Autumn Term to finish on 22.12.22 and Spring Term to start on 06.01.23 <p>(b) Withdrawn</p>
22	<p>Any urgent business There were no items of urgent business to consider.</p>

Company Number: 10561094
Board of Directors Meeting 29.09.21

23	Reflection on meeting approach The Chair commented that it was intended that the next meeting would be face-to-face.
24	Concluding remarks from the Chair The Chair thanked Gemma Gosden for attending.

Meeting concluded at 20:20.

Signed..... R.T. Alston Date..... 15.12.21