



Full Board Meeting Minutes

Monday 22nd July 2019

Present:

Vic Millard (VM)– Chair
 Katy Quinn (KQ)– CEO/Principal, ML
 Jon Newman (JN)– CFO
 Scott Deeming (SDe)– Trust Clerk/COO

Pat Henchie (PM)
 Chantelle Mashiter (CM)
 Val Jeffries (GUEST)

Meeting opened at 10.01

<p>22.07.01 VM welcomed the Trust board. First meeting as the Osprey Learning Trust. Introductions: VM, PH, JN, SDe, KQ, VJ (Guest) CM.</p>	
<p>22.07.02 Apologies given by Andrew Flanagan – notified VM</p>	
<p>22.07.03 Declarations of Interest: None</p>	
<p>22.07.04 SDe AGM minutes 23.05 approved. EGM minutes 13.06 approved.</p>	
<p>22.07.05 Board Committee Structure: KQ referred to SoD – Discussion on committee structure for OLT Board. Currently few in number at the moment, and due to the expansion of MAT, KQ proposed that we operate as a single board for a time bound period until we grow. In time, separate committees will have named board members once the number of board members increase. Finance and Audit Committee – amendment to the SofD to reflect the above (KQ). Structure will grow into 4 committees: Standards, Resources, F+A and Safeguarding. VM could not chair F+A committee, as Chair of the Board. PH – explore different avenues for representation. AF? KQ – draw attention to Finance and Audit as one committee – this needs to be explained to the Auditor. JN – to explore with Francis Clark (External Auditor) and Thompson Jenner (newly appointed as Internal Auditors to OLT) – Not functioned as a separate Audit committee previously when TLT – operate as before. Moving forward the Trust need to establish the matters of business of each and be clear about their purpose. Recognise when you are changing functions from Finance to Audit. KQ – Scope out the work of the Audit committee. JN - Finance and LGB</p>	<p>KQ/JN</p>

<p>functions/monitoring. KQ – Hold the Finance/Audit committee after the Trust board. CM – KQ will amend the SofD to reflect the above for the time being. PH proposed, KQ seconded. Vote carried. Chair of Finance and Audit for OLT. KQ discussed the structure of reporting in the above committee structure.</p>	<p>KQ</p>
<p>22.07.06 Monitoring of LGB minutes: K/K/C – KQ to speak with Heads to request minutes need to be added to the portal in advance, agreed this time of the year is busy and inherited meeting dates. From September, meetings are now aligned after meeting with the LGB clerks for TCS, K/K and C. KQ: Remind them of the cycle. Apologies - from NT at Cockwood and LA at KK. KQ – raised appraisal cycle and agreed the structure/documents for the schools within the OLT – Adopt for year 1. Process of appraisal explained, and the representations needed to support the appraisal process of Executive Staff of the Trust and Head Teachers and Principals. September booked in for ELT and Heads/Principals. VM – External educational professional to support appraisal of CEO – Kevin Freedman used historically. VM proposed the use of KF for the CEO appraisal. PH seconded. Agreed. KQ appraisal – hybrid appraisal, Trust board recognise this as KQ has two roles within the Trust. VM and a local LGB rep will work on the Principal appraisal for KQ’s other responsibilities.</p>	<p>KQ</p> <p>VM</p>
<p>22.07.07 CEO Report: Kieran Hassler – Benchmarking Review of the Trust has taken place. One more visit in September. (RSC) – 6th form numbers and class sizes, Leadership non-contact time at ER (KQ to revisit with JPC) and ALIVE (JN/SDe to revisit at start of new academic year). Scott Deeming appointed as the Chief Operating Officer as of 01/07/2019 for OLT. Jo Hussain appointed as Communications Officer from 01/09/2019. LGB for TCS appointed. Recruitment of Directors – VM/KQ has met with a number of individuals who have expressed an interest to join the OLT Board. Revisit initial meetings and feedback (VM/KQ). LGB and Director training booked in on 23rd September 2019 with TW from the Diocese. SCR update Training 18th September with Jon Galling from Babcock Safeguarding Team – all Personnel Officers from Trust schools to attend. Site Walks with COO booked in for Summer/early September. Policy review, appraisal and pay discussed and actioned. KQ has reviewed and allocated to Central Team to update accordingly. Ensure a consistent approach for all schools within the Trust. VM – how do we ratify the policies? How many are there? KQ – use the existing way for updates. Only major changes/complete rewrites to be ratified at Board. VM – add to portal for consistency. Skills training for SIMS – joining schools training session in September. Updates to Policy. AFH changes. Company Clerk, Estate Management and Internal Audit. KSCIE updates and new SRE guidance for schools from September 2019. KQ – Vision of the Trust. Vision, Core Purpose and Core Values. Board agreed. VM – GiAS. Need to develop the central functions for the DfE.</p>	<p>KQ/JN/SDe</p> <p>VM/KQ</p> <p>KQ/JN/SDe</p>

(KQ/JN/SDe progress update at next board)	
<p>22.07.08 OLT Board times and dates: Agreed between Trust board that daytime was preferable. Suggestion Mondays at 10am, following a 1,3,6 pattern to meeting cycle for half terms to allow times for minutes and actions from LGBs to be shared. (SDe: Review through the year with LGB clerks)</p>	<p>SDe</p>
<p>22.07.09 Approval of Annual Budgets: JN – Presented Trust figures. VM – Protection of reserves/carry forward for each school. JN – figures will need to arrive from DCC. Awaiting the final figure for each school. KK reserves/carry forward are combined. Cockwood separate. Precise figure will arrive early part of the new academic year (JN to update exact figures at next board meeting). KQ – advice going forward from Auditors – surplus is held within the Central funds but allocated to individual schools as and when. LGBs agreed their budgets. Trust income of £9.3 million. £7.7 is ER/ML. Balanced budget has been set. Services and buy back from LA set until 31st August after meeting with Babcock KQ – Cockwood budget? Deficit budget, use of reserves to set. JN – Knew they had a significant reserve. Cost savings? (JN: look into reasons for the deficit in Cockwood and report at next board) KQ – Discussion on future planning. JN – Income from external sources at Cockwood – is it costed? VM – queried -12K on Trust figures. JN – Reserves can cover it, small amount. VM – Setting a deficit budget? JN- £200,000 reserves. PH, CM seconded. Passed. Budget agreed. VM – Reserves Policy. Needs to be agreed, mentioned at the LGB for TCS. Now we have a wider Trust and how we approach the Reserves Policy. KQ/JN: Agree a target for reserves for the Trust JN – free money needed to manage cash flow and unexpected events. Month costs (JN to look into the figure and report at next board) KQ – Expressed a concern that we now have more staff employed with the Trust and more buildings, that have a range of facilities and repairs and maintenance concerns. The Trust held a healthy reserves previously – but used to support the growth. VM – Need to find the balance for both. PH – reserves give opportunity in a pro active fashion. VM – TCS 200k optimum Reserves policy. JN – New schools total £100k at point of conversion. VM - £200k on £7 million? % proportion. JN – Agreed with VM. VM - £300k reserves for the new expanded Trust. VM – Internal audit. KQ – Looked into new internal auditors for the Trust. Thomson Jenner, health check audit. FC sensible option on the 3 months of new expanded Trust. VM – Internal audit report to the board not the Executive Leadership Team. Move forward with Thomson Jenner. VM- Risk Register? Needs to be live. KQ – part of the internal audit. On conversion a new one was written. JN has worked with RW during his last visit for internal audit and will fit into the scheme of works. JN – a central driver. (KQ – Changes added from working with the Diocese)</p>	<p>JN</p> <p>JN</p> <p>KQ/JN</p> <p>JN</p> <p>KQ</p>

22.07.10 Directors Training: Agreed to be held on 23 rd September (KQ: Circulate time/venue to Trust LGB Clerks)	KQ
22.07.11 Chair's Remarks: VM – work is needed to clarify the roles and responsibilities between the Trust board and LGB. Conscious that both do not duplicate work. Move forward on this. KQ – can discuss more during the training on the 23 rd September. VM – Expressed how things have moved forward in the recent weeks since conversion.	
22.07.12 Date and time of next meeting. KQ to circulate to Trust Board	KQ

Meeting closed at 12.04