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 Waterton Academy Trust  
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## Waterton Academy Trust

### Minutes of a Trust Board Extraordinary Meeting

**DATE:**

3 March 2020

**TIME:**

6pm

**LOCATION:**

Trust Central Offices

#### Attendees

**Chair:** S Johnson (for this meeting)

**Trustees** S Bates D Dickinson (CEO)

P Beaman J Shaw

B Cook

**Clerk:** L Clark (MAT Governance Officer)

**Apologies:**

#### ITEM

#### ACTION

**1. Welcome**

The Chair of the Trust Board, B Cook, had notified Trustees in advance of her delayed train and her possible apologies for the meeting. Trustees unanimously appointed S Johnson to Chair the meeting in B Cook's absence.

S Johnson welcomed all to the meeting including A Goudie who had been invited to observe the meeting following his expression of interest to join the Trust Board. The Chair asked A Goudie to leave the meeting whilst his expression of interest was considered.

*(A Goudie left at 6.03pm)*

Trustees commented on A Goudie's commitment to Wrenthorpe academy and to the Hub Board as their representative, his passion for the Trust, and the wealth of business expertise he would bring to the role. All were in agreement that his appointment should be recommended to the Members.

Resolved: To recommend to the Members of the Trust, A Goudie's appointment as a Trustee.

*(A Goudie returned at 6:07pm to observe the meeting)*

LC

**2. Apologies for Absence**

It had already been accepted that B Cook would be delayed to the meeting. There were no further apologies.

**3. Declarations of Interest**

The standing register of declarations of interest was noted.

ITEM	ACTION
<p><b>4. Minutes of the previous meetings and matters arising;</b></p> <ul style="list-style-type: none"> <li>• 1 October 2019</li> <li>• 11 December 2019 – AGM</li> <li>• 28 January 2020</li> </ul>	
<p>Trustees reviewed and approved the three sets of minutes, and these were signed by the Chair.</p> <p>Actions from the meetings had been undertaken and it was agreed that all had been completed in a timely manner.</p>	
<p><b>5. Conditions of Care Update</b></p>	
<p>Trustees reviewed the report and were in agreement that the Conditions of Care have been met to date.</p>	
<p><b>6. Risk Register</b></p>	
<p>The CEO updated Trustees on the additional risks which have been added to the risk register and the control measures which are in place to mitigate against such risks. All were in agreement that these risks should be included, commenting that the public health incident was timely and appropriate. It was emphasised by all that should the public health situation escalate business continuity plans should be in place and communications to stakeholders must be strong, and all DfE guidance followed.</p>	
<p><b>7. Strategic Plan Discussion</b></p>	
<p>The update on the strategic plan following the additional meeting held on 28<sup>th</sup> January was discussed. Trustees agreed the mission statement which had been produced following work with Trustees outside of the meeting, and the key cornerstones were considered and agreed. The next steps will involve Headteachers and will further shape the strategic plan. This will be brought to the next Trust Board meeting to progress.</p>	
<p><b>8. Budget Discussion</b></p>	
<p>The CEO and Hub Board Chairs (S Johnson and S Bates) provided a summary of the finance discussions which had taken place at the recent Resources Committee meetings of the East and West Hub Boards. Both committees had engaged in detailed, robust and open discussions relating to the funding arrangements within Waterton Academy Trust, and potential modelling of a range of option proposals.</p> <p>S Johnson summarised that five potential options had been set out in the reports and discussed at length by the Resources Committees including the range of positives and negatives. Both Hubs had concluded that option two and five were the most favourable in terms of the positives outweighing any possible negatives. In response to a question it was confirmed that each Hub also includes Headteacher representatives so their views have also been taken into account and they too were in agreement about the preferred options. It was noted that continuing using the same model (option one) was not viable or sustainable, option three (annual percentage contribution) risked a significant reputational risk, and option four (traded services and core GAG) was overly complicated. Therefore these options were agreed to be not viable or worthy of further modelling.</p>	

ITEM	ACTION
<p>The Trust Board considered in further detail the options preferred by the Hub Boards. Option two; variable GAG contribution would mean a higher GAG contribution, no SLA recharges. The GAG may decrease where there is growth of the trust. A key positive of this is an 'all in it together' ethos and it is logistically simpler, however, there is a possible barrier to growth and a potential reputational risk. The CEO confirmed that this model is used by other MATs and the rationale can be clearly communicated. Option five (GAG pooling) which is the proposal that GAG funding is pooled and appropriate budgets agreed and delivered to locality according to need is the ESFA favoured model. It offers opportunities for shared resources development and allows for accurate forecasting, as well as a sharper budget focus on teaching and learning. Trustees discussed the negatives which include that it would be a change to the entry agreement and possible reputational risk.</p> <p>In response to questions from Trustees the CEO explained the process by which schools currently set their budget and the role of the Academy Finance Officers. Budgets are reviewed by the Trust SLT and the detail is considered at Hub Board level and recommendations made to the Trust Board. The Trust Board review and approve. The potential reputational risk and possible political backlash was discussed, but the CEO confirmed that other MATs operate this model and it is an overarching trust strategy whereby every child within the trust has the same opportunities. Trustees commented that from a business perspective, option five, makes the most sense as it is efficient, ensures the business function is completely centralised, and has control measures in place across all schools within the trust. In response to a question the CEO confirmed that it is the ESFA favoured model for this reason. A query was raised about what would happen should a school object to the change, and the CEO confirmed that any change would apply to all schools within the trust. It was particularly notable that all options other than option 1 were a change to the entry agreement, and include a range of positives and potential negatives including reputational risk. Some options may also pose potential barriers to growth. Trustees noted that from their point of view the most vulnerable schools were not necessarily currently receiving all the benefits of being part of a trust.</p> <p>Following further robust and detailed discussions, questions to the CEO, and further feedback from the Chairs of the East Hub (S Bates) and West Hub (S Johnson), the Trust Board were in agreement that option five (GAG pooling) was the preferred option, and requested further detailed modelling of this proposal. It was agreed to model a number of schools using this option and outline a process and criteria for how the budget would be set. It was agreed by all that this option focussed on outcomes for all children across the trust.</p>	
<p><b>9. Trust Officers Headline reports</b></p>	
<p><b>CEO Report</b> The CEO provided a brief summary of the report, including the governance work which has been undertaken and that each ASC (Academy Standards Committee) will be appointing a link Governor for the disadvantaged strategy work (training has been scheduled for Governors facilitated by Darren Dickinson who carried out the Trust wide review). It was also noted that the parent ban has now been resolved.</p> <p><b>CFO Report</b></p>	

ITEM	ACTION
<p>The CEO referred Trustees to the report and synopsis of the position for each school. It was noted that CTA (Cherry Tree Academy) have been through a turbulent time and this will impact on the budget outturn. An update on the alternative provision (Coverdale) was also provided to Trustees as this has been reviewed – the setting was found to be not appropriate and requires reshaping. Some new ECHPs are being put in place, with some children integrating back to CTA or moving to alternative settings as appropriate.</p> <p>The CFO and finance team are continuing to work closely with WPA (Walton Primary Academy) to address financial challenges. Additional funding from the LA has been claimed due to the high number of SEND pupils.</p> <p>A return to surplus for SCS (Sharlston) is projected in 2021/22 – capital works completed last summer have been met by this year’s budget, but an Access to Reserves has been approved to allow the school to repay over three years to ensure cash flow to meet to the cost of payroll is available.</p> <p>In response to a question, the staffing structure at LBIS (Lee Brigg Infant School) was discussed. All teaching staff at the school have reached the upper pay scale (UPS) and as a result staff costs are high. It was confirmed by the CEO that opportunities are currently being explored across the Trust in its entirety to create savings, and part of this is the review and continuing re-structure of the School Improvement team to create strong collaboration and improvements. An update will be provided to the Trust Board on the progression of this.</p> <p>Trustees were provided with an update on the changes under the 2019 Academy’s Financial Handbook regarding the requirement for Trusts to report a summary of its internal scrutiny. The work completed by an external consultant and submitted with the accounts to the ESFA was discussed, and it was agreed by Trustees that this, plus any matters identified by the external auditors within their letters of comment should be used as part of the scope of the work undertaken.</p> <p>The Trust Board were also updated on the work of the procurement team and the significant savings achieved to date, and the impact of the pensions liability on the Trust balance sheet. In response to questions, it was confirmed that although contributions are increasing there is no additional payment to be made towards the recovery of the deficit. The Annual Accounts Return was submitted to the ESFA in accordance with the deadline and reporting requirements.</p> <p><b>CEO Standards Report</b></p> <p>The CEO provided a summary of academy classifications commenting that the Trust are in a strong position. Ofsted judgments had been positive, with only one RI (requires improvement) and this had been on the cusp of Good (SKA (South Kirkby Academy)). There have been challenges with CTA but direction of travel is now a positive one, and the new SLT are making significant gains. WA (Wrenthorpe) have an Ofsted inspection happening today.</p> <p>There are challenges in the East Hub with regards to attendance. Trustees asked questions and discussed the range of initiatives which are in place across the Trust to</p>	

ITEM	ACTION
<p>address this. The CEO has met with the EWO (educational welfare officer) and an action plan has been put in place.</p> <p>Trustees were also updated on the current positions, including; those who are purely KS1 settings are in a very strong position; KMA (Kings Meadow) have been identified as insecure, but they have made significant improvements and a more secure position will be reported for the next meetings; CTA and SKA are receiving significant input and there is confidence that the position will strengthen.</p> <p>An update on exclusions was given and Trustees noted the challenges ahead with regards to the alternative provision at CTA, the cohort at NJA (Normanton Junior Academy), and the potential of reaching the threshold for three pupils resulting in permanent exclusion.</p> <p>Trustees considered and noted the School Improvement Team (SI) update and the significant work which is being undertaken by the team.</p> <p><b>COO Report</b></p> <p>As outlined within the report, progress with the HR system has been restricted due to a significant number of issues with the system which does not deliver to the expected standard or with the required support. Therefore, legal advice has now been sought to extract the Trust from the contract and to seek compensation. A question was asked about the process of the procurement of the software and whether it had been robust enough? The CEO confirmed that a tender process had been undertaken, and that functionality had been investigated, and that the Trust are already using the finance software provided by the same company (with good feedback) and there had been plans to integrate with HR. Trustees asked further questions with regards to the time and money spent on the system to date and the likelihood of compensation. The CEO confirmed that there have been some benefits of the work completed to date as the Trust now have complete workforce data held in a central database. A trial period with a new company is being put in place at no cost until the Trust have tested the software in practice and are happy with its functionality and technical support offering. Trustees were assured that these issues were being effectively addressed and asked for further updates on the matter.</p> <p>Trustees were also provided with an update on GDPR, SLA compliance and the Safeguarding Pilot. Following a request from the Headteachers' Board options for safeguarding support had been explored, as outlined within the report, and the favoured option for the quality of support provided and the price was to use a private provider – this was discussed in more detail and agreed by the Trust Board. A clear declaration of interest would be in place and subject to review by the Trust Board.</p> <p>Trustees thanked Trust Officers for their Headline reports and the comprehensive update which it provided.</p>	
<p><b>10. Policy Review</b></p>	
<p>It was noted that all policies had been uploaded to WES and were available to Trustees in advance of the meeting. The Hub Boards had reviewed and ratified for recommendation to the Trust Board at their recent meeting.</p>	

ITEM	ACTION
<p>Trustees confirmed that had read the policies, noted the revisions, and were in agreement. All policies as outlined in the report were approved by the Trust Board.</p> <p><i>(B Cook joined the meeting at 7:20pm – it was agreed that S Johnson would continue to Chair the meeting)</i></p>	
<p><b>11. DCEO Update</b></p> <p>The CEO provided a verbal update on the response to the recent advert for a Deputy CEO for the Trust. The calibre of the candidates and their ability to evidence delivery of outstanding education had not been as evident as hoped, and therefore the decision had been made not to progress applications. Trustees approved this, but asked a number of questions about succession planning; capacity and capability of the SLT; continuation of recruitment but with a different focus or in a different area; review / reshape the role description with a shift away from an educationalist towards more of a business role; current workload of the CEO and the need to enhance the SI team; reshaping of the SLT; internal candidates for promotion or reshaped roles.</p> <p>There was a detailed and robust discussion covering the range of questions asked, and it was agreed that the duties of the DCEO role required further consideration based on the needs of the Trust. There were a number of ways to shape and focus the role and the balance of these and how the role fits with the current SLT roles was crucial to the success of the role. The CEO and Trustees agreed to give this further thought and share ideas and then progressed in line with this and with Trustee approval.</p>	<p>CEO / Trustees</p>
<p><b>12. Any other business</b></p> <p><b>Internal scrutiny</b> It was noted that this had been covered under the CFO report.</p> <p><b>Job re-evaluations</b> The CEO summarised the job re-evaluations which had taken place within the central team with the support of external HR who had undertaken the original job evaluations. A robust and comprehensive process had been carried out. Key changes include, there has been a reorganisation of the HR team which allows for a more focussed approach; the line management of school caretakers has been brought within the remit of the Estates Manager. In response to questions it was confirmed that there will be support, training and guidance in place for staff who have moved to line management roles. Trustees also confirmed that the MAT Governance Officer take on the role of Company Secretary from the COO.</p>	
<p><b>13. Feedback to / from Hub Board and ASCs – Questions, Concerns, Comments</b></p>	
<p>The Hub Board Chairs confirmed that they would provide a summary of the meeting to the Hub Boards at their next meeting, in particular the discussion of the budget options and the approval of Trustees to progress with financial modelling of their agreed proposal.</p>	
<p><b>14. Identification of Confidential Items</b></p>	
<p>None.</p>	

ITEM	ACTION
<b>15. Confirmation of Date and Time of Next Meeting</b>	
<p>Tuesday 14<sup>th</sup> July 2020 – 6pm</p> <p>The date of the Governors' Conference was discussed as due to the rearranging of the Waterton music event which is no longer being held at Wakefield Theatre, it is likely that this will be scheduled for Saturday 20<sup>th</sup> June. Diaries were considered, and it was agreed to schedule the Governors' Conference for Saturday 6<sup>th</sup> June (9am – 1pm). The Clerk to communicate this to all Governors.</p>	Clerk

**MEETING CLOSED 7:45pm**

**SIGNATURE:**

**DATE:**

**Actions from the Trust Board meeting held on 18 July 2019**

Agenda Item N <sup>o</sup>	Summary of Action	Who?	When?
1	Communication with Members regarding recommendation of appointment of AG	Clerk	asap
11	Further work on the DCEO role description	CEO / Trustees	ongoing
15	Communicate the date of the Governors' Conference to all Governors.	Clerk	asap