



MINUTES OF THE FEDERATION TRUST MEETING

Thursday 10 December 2020, 8.15am
via Microsoft Teams

Present

Ian Dodd, Emma Gautrey, Judith Gilboy, Rob Guthrie, Sam Hearth, Andrew Holt, (Chair), Laurence Howard, Sally Kirkby, Martyn Rhowbotham, Stuart Williams (Executive Principal).

In Attendance

John Harrison, Kelly Jackson, Mark Jackson (Auditor for Azets), Guy Magrath, Natalie Ray, Sheryl Wilson (Clerk).

1. Welcome introductions and apologies for absence

Andrew Holt welcomed everyone to the meeting. Apologies for absence were received from Alex Mould and Rob Mulvey and were accepted by the committee.

2. Presentation of Annual Accounts

Mark Jackson presented the annual accounts to trustees for the year ending 31 August 2020. The available funds had not differed substantially since last year. (£932,743 August 2020, compared to £936,114 August 2019). The pension deficit relates to non-teaching staff.

Question: The average teacher costs outlined for the primary is £46,000, and the secondary average figure is £52,000. Is this an area of concern?

Natalie Ray advised most teachers at Catmose Primary are main scale, whereas Catmose College have a number of staff with senior and middle managers paid responsibilities, inflating the average pay cost. A more detailed report will be available later in the year.

Question: Are we confident that the average teacher cost at Harington School is correct at £82,955?

As there a number of staff at the top of scale, this figure is correct.

Mark Jackson advised that the core income was up by £300,000, as the Federation received an additional £300,000 grant for the teachers' pay awards. Expenditure is also up by £600,000 due to salary costs. £650,000 mirrors the teachers' pay and pensions grant awards. £115,000 relates to the Local Government Pension Scheme deficit. Debtors and creditors are down on last years' figures, due to there being less trips and activities due to Covid-19. Cash in hand stands at £1.4m, with £500,000 owed to creditors. This current year is also expected to break even, with the Federation maintaining sufficient reserves.

The trustees' report was also discussed. Trustees were informed that the narrative details and acknowledges their responsibilities. Any relationships between trustees and

employees are noted in the report. Notes will also be made where any trustees have a family member who has received payment for work they have done at the Federation. Mark Jackson confirmed that these details are also published on the website, under trustees/governors register of business interests.

Trustees congratulated the College on the 98% attendance figure as at 26 August 2020.

Question: Are details of the employer pension contributions disclosed to the wider community, as a third party may be looking for clarity.

Mark Jackson advised that the subject of disclosure covers everything that has been disclosed. Most people will understand that the increase in pension contributions has been as a result of the increase in teacher pension costs. Academies should have a response ready in the event that they receive a query from the press.

Mark Jackson highlighted that the ESFA's preference is that Academies have at least 5 Members, who are also not Trustees. (The governance structure of the Rutland and District Schools' Federation was discussed later in the meeting).

Question: Trustees noted that where companies are asset rich, businesses can be open to fraud. Does the Federation have an asset register?

Stuart Williams confirmed that there is an asset register, which can be discussed in further detail at an Audit Scrutiny Panel meeting.

Mark Jackson confirmed that the accounts were clean. Stuart Williams congratulated Natalie Ray and the Finance team for their hard work and efforts throughout the year.

3. Declarations of Personal Interest and Pecuniary Interest

Andrew Holt declared an interest in agenda item 4, as he is father to Matthew Holt.

4. Clerk's Business

The clerk confirmed that legal advice had recently been taken in regards to the terms of reference (TOR) for each of the schools within the Federation. The amended TOR will be issued at the next Trust meeting for Trustees to ratify. In the meantime, Trustees agreed that the Resources TOR membership could increase from 8 to 10 to allow for experienced trustees with a specialised skillset to join the committee.

The following trustees were re-appointed to the Resources committee for another 4-year term:

- Andrew Holt
- Judith Gilboy
- Sam Hearth
- Rob Guthrie
- Martyn Rhowbotham

Martyn Rhowbotham and Judith Gilboy were also re-appointed as Trustees for another 4-year term.

With reference to the current Harington School Local Governing Body (LGB) Terms of Reference, as detailed in section 3:

- Composition of the Local Governing Body:
- (i) Others as appointed by the Company,

Andreas Menzies was previously a parent governor whose term came to an end in May 2020. Following a proposal from Harington LGB, the Trust agreed that he could join the LGB as 'Appointed by the Company', which will take effect from 10 December 2020.

Rob Guthrie (Chair of Harington School LGB), Dyl Powell and Liz Birchall's term of office ended in May 2020; they were originally appointed by the Trust and were willing to stand again for another 4-year term, these appointments are minuted in the Harington LGB minutes of 21 May 2020.

Andrew Holt left the meeting whilst trustees discussed the appointment of Matthew Holt to the Harington School Local Governing Body. Matthew Holt's CV and letter of application had been shared with trustees prior to the meeting. Trustees approved the recommendation by Harington LGB to appoint Matthew Holt. He is therefore appointed by the company, with effect from 10 December 2020 for a 4-year term.

Andrew Holt re-joined the meeting.

Question: Can Members appoint Trustees?

With reference to Article 50, Members may appoint by ordinary resolution up to 3 trustees to include individuals with relevant skills including (without limitation), finance, business, HR, education and or school improvement.

Article 58 - Co-opted Trustees - states that the Trustees may appoint Co-opted Trustees, which means a person who is appointed to be a Trustee by being Co-opted by Trustees who have not themselves been so appointed.

Members can appoint Members and this can be done in writing.

Guy Magrath introduced himself and explained that he is an independent consultant for digital transformation, with a long-standing career as a Chief Digital Officer. Prior to the Trust meeting, his CV and letter of application had been shared on the portal. Guy Magrath left the meeting whilst trustees discussed his appointment. It was noted that Guy Magrath's spouse is employed by the Federation. Trustees unanimously agreed to appoint Guy Magrath as a Co-opted Trustee, he will also join the Resources committee, with a term of 4 years.

Guy Magrath re-joined the meeting.

The new appointments of Guy Magrath and Matthew Holt will be part of a trial induction programme to the role of governor and trustee.

Stuart Williams advised he had spoken with The Right Reverend Tim Stevens regarding the role of an Independent Member. Trustees confirmed that from their knowledge of him, he would be a tremendous asset.

Trustees further discussed the role of a Member, in the sense of being 'eyes on, hands off'. A Trustee observed that Members can remove Members. Role descriptions of a Member, Trustee and Governor were shared with trustees and they agreed for them to be circulated with the Local Governing Bodies, together with a revised Code of Conduct for Trustees and Governors.

A discussion was held regarding the existing Terms of Reference for Harington School, with the membership currently comprising of:

- a. the Executive Principal;
- b. the Head of School;
- c. two appointed by Catmose College LGB;
- d. two appointed by Oakham School;
- e. two appointed by Uppingham Community College;
- f. one staff member;
- g. one appointed by Leicester University;
- h. two parents of Harington School students;
- i. others as appointed by the Company.

The total membership shall be not less than 3 and not more than 19.

The above represents a greater influence on appointments by foundation sponsors. The proposal to amend the foundation sponsors from two to one, for each of the three schools – Catmose College LGB, Oakham School and Uppingham Community College, was agreed by trustees as this would give more discretion to Harington School's LGB with the LGB able to appoint up to 3 members.

Action: the new Terms of Reference for each of the schools within the Federation will be amended and discussed at the next Trust meeting in March.

5. Minutes of the meeting held on Thursday 2 July 2020

It was noted that agenda item 7 should refer to Members rather than Trustees, with reference to the separation of the two roles.

6. Matters arising from previous minutes

There was a question at the last meeting relating to Members being able to assist as a volunteer/mentor, it was confirmed that advice had been sought and Members could volunteer within the Federation.

7. Review Terms of Reference

Legal advice had been sought on the following questions:

- a. What can our Members do as per our Articles of Association and where are we at odds with the DfE guidance.
- b. What do our Articles say regarding the appointment of a Trustee as a Member and Independent Members who are not Trustees.

The notes taken between Stuart Williams, Sheryl Wilson (clerk), John Harrison, Emma Gautrey and Roger Inman (Stone King) were shared prior to the meeting which included the answers to the above questions. In summary, if the Trust wants to conform with the DfE policy, they should work to the majority of Members not being trustees and having 5 Members. However, the Articles do not require a majority of Independent Members, and there is currently no need to change the articles.

The clerk will update the governance structure on the website which will include governors, trustees and members attendance at meetings, business interests, and when and how they were appointed to a committee. This information is currently on the website, however, the format could be simpler.

8. Governance Structure

Trustees agreed it would be beneficial to try and recruit another Independent Member. Members would then include: Laurence Howard (Independent Member), Andrew Holt (Chair of the Trust), and potentially The Right Reverend Tim Stevens, (if he is agreeable). A review of the existing members who are also trustees would be completed, with the intent that some trustees would resign from their position as a member. The Members would then include: three independent members, the Chair of the Trust, and another trustee dependant on their skill set.

From a legal position, the Trust is fully compliant, however, the aim is to be in a position whereby there are 3 Independent Members.

9. Transformation Plan

The Rutland and District Schools' Transformation Plan was shared with trustees, which guides the work of the support teams, such as IT, Finance, Admin, Catering and Site. Each support manager writes a review of the previous academic year which analyses the student, staff and parent surveys and helps to form the key priorities for the new academic year. The largest budget item is IT and this section in the Transformation Plan is broken down into more detail.

Laurence Howard left the meeting at 9.50am.

Stuart Williams reported that even through the pandemic, a new telephone system had been rolled out across the Federation, plus a new Management Information System and CPOMS which logs behaviour and safeguarding incidents. The support teams had used the time effectively to drive things forward.

Catmose College is currently in discussions with the local authority to grow the College to a 240 PAN, which will require an additional building. The terms of reference are in the process of being agreed with the local authority. It was agreed that Emma Gautrey and Guy Magrath will be the trustees to lead on the project.

Trustees commented that it was good to see that the Transformation Plan is robust and the objectives are being applied in all three schools. The way in which the students respect the facilities is exemplary and the Site team do an excellent job in maintaining the buildings. The charts also indicate very few red areas. Stuart Williams acknowledged that the pandemic has helped staff, parents and students to appreciate how well looked after everyone is and that is reflected in the survey responses.

Ian Dodd will lead on the Audit Scrutiny Panel.

Action: Clerk to distribute the Risk Register.

10. Policies

The following policies were ratified by Trustees:

- Federation Working from Home Policy – this is a new policy and staff were consulted.
- Federation Safer Care Code of Conduct Policy.

11. Date of Next Meeting

Thursday 25 March 2021, 3.30pm.