

Minutes of the Board of Trustees Meeting of Cedars Academy on Thursday, 13th October 2022 at 5.00pm

Governors Present: Gill Morton (Chair), Martin Flowers (Chief Executive), Jamie Cairns, Pamela Finn, Paul Hills, Naomi Kelly, Rachel Lane, Andrew Thompson

Others Present: Michelle O'Reilly (Observer), Julie Vincent (Observer), Joe McCabe (Observer), Keith Vincent (Observer)

Clerk: Kim Ashford

The meeting started at 5.08pm and was quorate.

The meeting was opened by the current Chair, Gill Morton, until item 3, when a new Chair was elected.

1. Apologies for absence

- Apologies were received from Cllr Maria Hall and Gordon Neale. Consent was given for their absence.
- No apologies were received from Stuart Kay. Consent was given for his absence.

2. Declarations of interest in any items on the agenda

- There were no declarations of interest.

3. Link Inspector - SIR

- It was noted that the Link Inspector's School Improvement Report (SIR) will be deferred to the Spring term. **Action: Clerk.**
- The Chief Executive stated that the School Improvement Partner (SIP) had visited the academy within the last month and had provided positive feedback.

4. Election of Chair

- The current Chair nominated Andrew Thompson to be the new Chair. The Trustees **agreed unanimously** to **elect** Andrew as Chair for a term of 1 year.
- The Chief Executive explained that over a period of many years Gill has helped lead the Academy through some challenging periods and massive changes, and has done so with unrelenting determination and integrity. Her contribution to the improvement of Cedars and the difference she has made to the lives of so many is truly exceptional.

5. Election of Vice-Chair

- Gordon Neale was not present at the meeting but had expressed that he was happy to be re-elected as Vice-Chair, should no one else wish to put themselves forward. The Trustees **agreed unanimously** to **re-elect** Gordon as Vice-Chair for a further term of 1 year.

6. Articles of Association, Deed of Variation and Funding Agreement

Trustees received the following documents for reference:

- 6.1. Articles of Association
- 6.2. Revised Deed of Variation
- 6.3. Special Supplemental Funding Agreement

- Julie Vincent stated that the above documents have been amended in conjunction with the ESFA, in order to avoid receiving a financial notice to improve.
- All the above documents have now been approved and signed off by the ESFA.

Julie gave the following response to a query from a Governor:

- *The Revised Deed of Variation states that there are 225 places at Cedars Academy, but there are actually 229 students on role. Does this need to be updated?* No. We can go up to 50% above, before the Deed of Variation needs to be renewed.
- Trustees **adopted** the above documents.

7. Minutes of the last Governing Body meeting held on Monday, 20 June 2022

7.1 Approval of the minutes

- Governors received the minutes of the last Board of Trustees meeting on Monday, 20 June 2022, as circulated with the agenda by email prior to the meeting. The minutes were **approved** as a correct record.

7.2 Matters arising

- Item 2 – Presentation by Kathryn Wilkinson (NLG):
It was noted that the Academy did not agree with many aspects of Kathryn's report. The Chief Executive and SLG will re-write part of the report, which will then be submitted to the Chair & Vice Chair for approval. **Action: Chief Executive.**

8. Minutes of the last Board of Trustees meeting held on Tuesday, 12 July 2022

8.1 Approval of the minutes

- Governors received the minutes of the last Board of Trustees meeting on Tuesday, 12 July 2022, as circulated with the agenda by email prior to the meeting. The minutes were **approved** as a correct record.

8.2 Matters arising

- Items 2.2.1 and 2.2.3
Key documents were sent out to Trustees regarding the skills audit, and Trustees were asked to complete these again.
Action: A Trustees/Members Governance group will meet to address this and other matters, raised at this meeting. (Reference to 2.2.4, 2.2.4.2, 2.2.6, 2.2.7, 2.2.8, 2.2.9). Andrew Thompson to convene the group within the next few weeks.
- Item 2.2.4
It was noted that following the observation that more Members were needed in the Constitution. Membership has increased and now comprises the following:
 - Gordon Neale OBE
 - Rachel Miller (Smile Through Sport)
 - Cllr Maria Hall (Gateshead LA)
 - Ian Smith (Facility Integrity Services Ltd, FIS)
 - Gill Morton (to become a Member when she ceases to be a Trustee, on 4/11/2022).
- Item 2.2.4.2
It was noted that Trustees agreed/voted to retain Staff Trustees.
- Item 2.2.6
The role of the Governance Professional/Company Secretary will be discussed at the future Working Group meeting. It is likely that this role will be undertaken in-house by a member of staff. All Trustees will be involved in the Working Party.
- Item 2.2.9
All Key Actions have either been undertaken or will be undertaken shortly through the Governance Working Group.

9. Trust Board

9.1 Register of Interests

- The Register of Interests was passed to Julie Vincent in the meeting. Trustees were asked to email Julie to let her know whether or not they have any interests to

declare. Julie **agreed** that she will then update the Register with all Trustees' declarations, and will retain the Register of Business Interests in school. **Action: Trustees, Julie Vincent.**

9.2 Governing Body membership and vacancies

- Governors received the Membership and Vacancies report, as circulated by email prior to the meeting. It was noted that:
 - Gill Morton **resigned** as Chair and Co-opted Trustee, as she is now a Member.
 - Cllr Maria Hall **resigned** as Co-opted Trustee, as she is now a Member.
 - Naomi Kelly was **appointed** Co-opted Trustee.
 - A Parent Trustee election will be held to fill the existing Parent Trustee vacancy. **Action: MF**
 - A Staff Trustee election will be held for Staff Trustees, as Rachel Lane's term of office is coming to an end on 4/11/2022 and Joe MacCabe's office terminated last term. **Action: MF**

9.3 Trust Board meeting attendance

- Trustees received the Trust Board Meeting attendance report, as circulated with the agenda by email, prior to the meeting.
- It was noted that Naomi Kelly had attended the Trust Board meeting on 12/7/2022 as an Observer. **Action: Clerk.**

9.4 Trustee training and development

- Trustees received the Trustee training and development report, as circulated with the agenda by email, prior to the meeting.
- It was noted that the Working Party will consider how to report training which takes place outside the Local Authority. **Action: Governance Working Party.**

9.5 Link Trustee roles list

- Trustees received and noted the Link Trustee roles list provided by the clerk, as circulated with the agenda by email, prior to the meeting.
- Trustees received and noted the Staff/Trustee Leadership Structure provided by the Chief Executive, as circulated with the agenda by email, prior to the meeting.
- It was noted that Pamela Finn agreed to be the Link Trustee for Safeguarding. **Action: Clerk.**
- It was noted that Naomi Kelly agreed to be Link Trustee for Student Experience. **Action: Clerk.**

9.5 Link Trustee visit reports

- Trustees **agreed** to submit visit reports to the clerk in time to be submitted to the next Trust Board meeting on 28/2/2022. **Action: Trustees, Clerk.**

- Michelle O'Reilly **agreed** to send out a proforma document to all Trustees to enable them to compile their visit reports. **Action: Michelle O'Reilly.**

10. Committees

10.1 Committee membership

- Trustees received the Committee membership report, as circulated with the agenda by email, prior to the meeting.
- Trustees **agreed** the following:
 - Pamela Finn to be removed from the Finance and Staffing Committee and to join the Pay Appeal Committee. **Action: Clerk.**
 - Jamie Cairns to be removed from the Finance and Staffing Committee and to join the Pay Appeal Committee. **Action: Clerk.**
 - Naomi Kelly to join the Pay Appeal Committee. **Action: Clerk.**
 - All non-staff members to join the First and Second Committees. **Action: Clerk.**
 - Andrew Thompson to become Chair of the Finance and Staffing Committee. **Action: Clerk.**
 - Jamie Cairns to become Chair of the Curriculum and Pupils Committee. **Action: Clerk.**

10.2 Committee meeting attendance

- Trustees received and noted the Committee meeting attendance report, as circulated with the agenda by email, prior to the meeting.

10.3 Committee meeting minutes

Curriculum and Pupils

- Trustees were asked to review the papers that had been circulated for the cancelled Curriculum and Pupils Committee meeting, and to let the Chief Executive know if they have any questions or if a rescheduled meeting is needed, before 21st October. **Action: Trustees.**

Finance and Staffing

- Trustees received the minutes of the Finance and Staffing Committee meeting that took place on Thursday, 6/10/2022.
- **Item 1.1.1**
Going forward, the Chair of Trustees will meet with Inspire Financial Management to assess how the accounts can be best presented. Inspire Financial Management will then address Trustees on how the accounts will be presented. The accounts will be sent to all Trustees on a monthly basis.
- **Item 2.2.1**

Pamela Finn created a report in an attempt to develop the understanding of the Trustees on the local SEN picture and how this could be impacting on the existing and future cohort of pupils at the academy.

Agreed: This will provide further context for the Trustee/Members Governance Group.

Action: Keith Vincent continue to raise with Danny Meek & Commissioning Michelle O'Reilly (Chair of SHIP)/Julie Vincent (Secretary to SHIP) to raise with SHIP (Special Head Teachers in Partnership (Gateshead)).

The SLG will have more up-to-date information to enable better understanding, and will share this with Trustees. **Action:** Keith Vincent, Michelle O'Reilly, Julie Vincent.

- **Items 3.2.2, 3.3.1 and 3.3.2**

Agreed: The process and salary scale implications need further discussion. This will include a full review of the Pay Policy. A working group has been established to provide a details proposal by end of October 2022.

Pay Review Working Group: Pam Finn, Paul Hills and SLG to meet on Monday 17th October for their first meeting.

- **Item 3.3.3**

It was noted that performance management for teaching staff has been processed and all Trustees were in agreement that all teaching staff will move through in accordance with the Pay Policy.

- **Item 4**

It was noted that succession planning in relation to the Chief Executive's role needed to be discussed. It was agreed that the Working Party (mentioned earlier in these minutes, under Matters Arising from the Minutes of the Trust Board meeting on 12 July) would address this matter. A date and time for the Working Party to meet will be discussed outside of this meeting.

11. Audit and Risk Committee update

11.1 Internal scrutiny

- It was noted that a report was received from Inspire Financial Management, and the Academy scored very well on this.

Main findings:

The overall opinion based on the work performed is that the financial and non-financial controls are strong. The risk management process in place is also considered strong. Previously, there were several areas which required improvement. These areas were addressed and have led to stronger internal controls for the whole of the year.

Grades: (1 weakest – 5 strongest)

Grade 5(No recommendations to note): Cash & Bank, Procurement, Monthly Financial Closedown, Payroll, Budgeting, Fraud, Whistleblowing, Data & IT Security

Grade 4: Governance

11.2 External scrutiny

Process details:

- Clive Owen will be the external auditors, as of 31 October 2022
- Draft report to SLG/Chair week beginning 14th November
- Final Report and sign off Accounts at the AGM scheduled for Monday 12th December, 4pm
- The Audit, Strategy and Planning Memorandum is on the Academy website.

11.3 Annual report from the Committee to Members/Trust Board

- The report will go to Members at the AGM on 12 December 2022.

12. Academy Trust Handbook

- The Chief Executive confirmed that Trustees meet the key requirements of the Academy Trust Handbook.

13. Chief Executive's written report

- Trustees received the Chief Executive's written report, as circulated by email prior to the meeting.
- The Chief Executive asked Trustees to email any queries to him and he will provide responses. **Action: Trustees.**
- It was noted that the Chief Executive's report will be published on the school website. **Action: Chief Executive.**
- It was noted that the Academy Development Plan was adopted by Trustees, subject to any queries that Trustees may have. Any queries are to be submitted to the Chief Executive by Friday 21 October 2022. **Action: Trustees.**
- It was noted that all staff have received safeguarding training and that all have read at least part 1 of the latest Keeping Children Safe in Education document.

14. Information to publish on a school website

- The Chief Executive confirmed that the school website was compliant.

15. Single Central Record of Recruitment and Vetting checks

- The Chief Executive confirmed that the school's Single Central Record is compliant and up to date.

16. Self-review of the Governing Body

16.1. NGA Governing Body self-evaluation questions

- It was agreed that Trustees will complete the questions and submit to the Chief Executive in time for the next Trust Board meeting. **Action: Trustees.**

16.2. NGA skills audit

- It was agreed that Trustees will complete the skills audit and submit to the Chief Executive in time for the next Trust Board meeting. **Action: Trustees.**

17. Policies

- Governors received the Policy schedule document, as circulated with the agenda by email, prior to the meeting.

17.1. Code of Conduct for Trustees and Local Governors

- Trustees **adopted** the NGA's Code of Conduct for Trustees and Local Governors – July 2022 version.

17.2. Other policies

- Trustees **adopted/readopted** the following statutory policies that require annual review:
 - Child Protection Policy
 - Health and Safety Policy
 - Investment Policy
 - SEN Information Report
 - Special Educational Needs and Disability (SEND) Policy
 - Terms of Reference – Curriculum and Pupils committee
 - Terms of Reference – Finance and Staffing committee
 - Terms of Reference – Premises, Health and Safety committee
- Trustees **adopted/readopted** the following statutory policies with no set period of review:
 - Competitive Tendering Policy
 - Reserves Policy
 - Staff Code of Conduct
- Trustees **re-adopted** the following statutory policy that requires periodic review:
 - Whistle Blowing Policy (*review required (by Gateshead audit) every 2 years*)
- Trustees **adopted/re-adopted** the following non-statutory policy that requires periodic review:
 - ICT Policy (*review required (by Gateshead audit) every 2 years*)

- Trustees **adopted/readopted** the following non-statutory policies with no set period of review:
 - Managing Low Level Concerns
 - Allegations of Abuse against Staff
 - Safer Recruitment

18. Dates and times of future meetings

- Dates and times of all clerked meetings for 2021/22 were noted as follows:

Spring Term

Tuesday, 28 February 2023 at 5.00pm

Summer Term

Thursday, 15 June 2023 at 5.00pm

19. Any other business

- There was no other business

The meeting finished at 7.08pm.

Date..... Signed.....

PART II – CONFIDENTIAL ITEMS

To decide whether any item (or part of an item) should be recorded as confidential and excluded from the papers made available for public inspection.

20. Headteacher's performance management outcome

- The Headteacher's performance management outcome will be considered at the meeting of the Working Party, once a date has been set for this meeting.

The meeting finished at 7.09pm.

Date..... Signed.....