

INDEPENDENT PROFESSIONAL CLERKING SERVICES

The Board of Directors of St Cuthbert's Roman Catholic Academy Trust

Minutes of a virtual meeting of the Board of Directors
held on 9 December 2021 at 5.00pm

PRESENT: Mr P Fearnley, in the Chair,
Mrs L Dyas, Mr G Fitzpatrick, Mr M Gallagher, Mr D Holtby, Reverend W Massie,
Mr J Sargeant

IN ATTENDANCE: Mr T Rookes, Finance Manager
Mrs K Siedle, Chief Operating Officer (COO) Primary
Mrs S Teasdale, Chief Finance Officer

Mr M Conde, Willis, Towers Watson (for minute 668)

GOVERNANCE PROFESSIONAL: Mrs M Gibson, Independent Professional Clerking Services

It was noted that prior to the start of the meeting, a virtual gathering had been held to celebrate the retirement of longstanding Directors, to acknowledge and thank them for their service over a significant period of time.

Mr Holtby was welcomed, and introductions were invited.

667 OPENING PRAYER. Reverend Massie opened the meeting with a prayer.

668 AUDIT PRESENTATION – RPA. The CFO introduced Mr Conde and explained the insurance arrangements for the trust which were held under the government RPA scheme.

Mr Conde referred to his presentation and highlighted the following points:

Willis Towers Watson had been appointed:

- To assist with administering the Risk Protection Arrangement (alternative to insurance)
- Provide risk management services e.g, risk management webinars, SharePoint document library and school H&S reviews.

Purpose of the review:

- Provide feedback to Trust/schools on the suitability of their H&S risk management.
- Provide feedback to the DfE on the suitability of H&S risk management. This is an overview of all H&S reviews and doesn't include specific details from Trust/school reports.
- Reduce the likelihood of school being prosecuted by the HSE.
- Reduce the likelihood of claims made against the RPA.

Outcomes of the review had been colour coded; lots of blue (best practice) and green (good standards) had been identified; six areas of amber (substantial action required) and no red (urgent action).

Mr Conde commended the outcome of the review.

Strengths

- Leadership and Employment Law

Opportunities

- The risk assessment process including Stress Risk Assessment
- Other site specific issues such as Legionella at Endsleigh Holy Child.

Threats

- Failure to complete adequate risk assessments could lead to injury and ill-health.
- Failure to document risk assessment appropriately could result in prosecution and/or inability to defend claims.
- The Management of H&S at Work Regulations requires a suitable and sufficient risk assessment be documented for all significant hazards.
- Failure to manage Legionella risks, breaching the COSHH regulations, can lead to significant fines.

Mr Conde outlined an example of a significant hazard which had resulted in a school being prosecuted; he emphasised the importance of understanding of, and compliance to, current regulations.

Response

- Develop a prioritised action plan for the Trust and schools that includes action to be taken, responsible person and due date.
- Track progress at least monthly until all actions are closed out.
- Update Willis Blue within 4 months to show the actions taken. Willis Towers Watson is required to follow-up if the system is not updated; this would be reported to the DfE if response not received within 6 months.

Directors questioned their liability in the unfortunate event the Trust was prosecuted. In response, Mr Conde explained that any fine imposed would be the responsibility of the whole organisation. An individual would be sanctioned if that person had acted in a negligent manner; this could only occur after the organisation had been prosecuted.

In response to a point of clarification relating to legal support for the Trust, it was reported that cases presented by the Health and Safety Executive would be considered under criminal law; compensation claims would be dealt with under civil law. Cases of this nature would require the Trust to seek independent legal advice.

Directors asked how the outcomes presented compared to other, similar organisations. In response, Mr Conde advised that based on the scores received, the Trust had performed within the top 75% of organisations nationally. He added that the range of outcomes and reasons for poor scores were extreme in some cases.

The CFO reported that the process had been very rigorous. Actions had already commenced to address the areas identified and although aspects of this would be challenging, the action required was clear. She added that the initial report had been presented to raise awareness to the Board; updates on progress would be presented to the Finance and Assets Committee as a standard agenda item.

Directors asked if Mr Conte had investigated beyond the paper trail. In response, Mr Conte advised that the scope of the audit had been determined by the DfE and the opportunity to 'dig deep' was limited, although a one day consultancy could be provided on request.

The CFO conveyed thanks to Mr Conte for the time allocated to the process and advice given to address the areas for improvement.

Mr Conte was thanked for his presentation and left the meeting.

669 PRESENTATION OF ACCOUNTS.

Directors were informed that a comprehensive presentation of the year end reports had been delivered to the Finance, Audit and Capital Assets Committee on 2 December 2021. The committee had recommended the accounts and audit report for approval and copies had been circulated in advance of this meeting.

The Chair advised that the accountant and auditor had given the Trust a 'clean notice', had confirmed it continued to be 'a going concern' and had agreed funds received had been appropriately spent.

It was noted that RSM had provided detailed findings of the audit; no control areas had been identified and the few areas from the previous year had been addressed.

The Chair commended the report which had been very positive.

The CFO highlighted the financial position for St Richard's Primary School noting that despite the challenges of Covid, a surplus had been achieved to reduce the deficit.

The Finance Manager stated that the accountant and the auditor had been pleased with the outcome, which had been achieved by the hard work of the Finance Team throughout the year.

Comments and questions were invited; none were forthcoming.

RESOLVED: that the Director's report incorporating accounts for year end 31 August 2021, and the audit report be approved as presented.

The Chair conveyed thanks to the CFO, Finance Manager and the Finance Team for their work throughout the year.

670 MEMBERSHIP UPDATE.

i) Directors noted the following changes/actions:

- the appointment of Mr Holtby, Foundation Director
- the appointments of new Directors, Ms Moxon, Mr Nolan and Mrs Thomas were in the process of being finalised;
- the appointment of Mr Sargeant as Foundation Director, was in process;
- the appointments of Mrs Reed and Dr James to Cluster Boards were in process;
- Mr Cuthill, Mr Davidson and Mrs Ward, Foundation Directors, had reached the end of their term of office; and
- the resignation of Mrs Dex, Foundation Director.

ii) Directors noted the application for appointment of Mrs Macdonald as Community Director. The Governance Professional advised that until pending appointments had been finalised, it would not be appropriate to agree further appointments as this would breach Article 50 (Foundation Directors must exceed all others by at least 2).

RESOLVED: that Mrs Macdonald's application for appointment as a Community Director be deferred to the next meeting.

iii) Nominations for appointment as parent representatives for Cluster Board 2 were considered.

RESOLVED: that nominations from Mrs Childs and Mrs Hermann be approved.

Subsequent to the meeting, Mrs Hermann informed the Governance Professional she had been employed by the Trust and was no longer eligible for appointment.

Mr Fearnley withdrew from the meeting.

iv) Directors were asked to consider the re-appointment of Mr Fearnley as Parent Director.

Directors commended the commitment and leadership Mr Fearnley provided to the Board.

Mr Fearnley re-joined the meeting.

RESOLVED: that Mr Fearnley be re-appointed Parent Director for a period of 4 years.

v) Consideration was given to the allocation of statutory roles.

RESOLVED: a) that Mr Gallagher and Mr Sargeant be appointed Director links for safeguarding.

b) that Reverend Massie be appointed Director link for SEND.

c) that Ms Moxon be appointed Director link for SEND (subject to confirmation of her appointment and agreement).

d) that Mr Holtby be appointed Director link for careers information and guidance (CIAG).

e) that committee membership and link roles be reviewed at the next meeting.

671 APOLOGIES. No apologies had been received for absence (all present).

672 DECLARATION OF INTERESTS. Directors were asked to ensure their written declarations had been updated to reflect their involvement and interests with other organisations.

- Mr Sargeant drew attention to discussions held between the Trust and Yamaha; he confirmed he had no involvement in the discussions.
- Mr Holtby declared that his wife was employed by the Trust.

673 MINUTES OF THE LAST MEETINGS.

RESOLVED: that the minutes of the meetings held on 15 July and 23 September 2021 be confirmed as correct records and signed by the Chair.

674 MATTERS ARISING FROM THE MINUTES. It was noted that actions had been completed.

675 MINUTES OF COMMITTEE MEETINGS.

RESOLVED: that the minutes of the following meetings be received for information:

Finance, Audit and Capital Assets Committee meeting held on 14 October 2021.

Curriculum, Teaching and Learning Committee meeting held on 9 November 2021.

Human Resources Committee meeting held on 18 November 2021.

676 MATTERS ARISING FROM THE MINUTES.

The CFO reported on proposed changes to the Finance, Audit and Capital Assets Committee. She outlined plans to split the responsibility of the committee across two groups:

- Finance and Capital Assets
- Audit and Risk

Terms of reference for the committees would be extracted from those already in place; these would be presented to the spring term Strategic Committee in the first instance.

RESOLVED: i) that the proposal to split the Finance, Audit and Capital Assets Committee, to form two new committees: Finance and Capital Assets and Audit and Risk, be approved.

ii) that terms of reference be agreed by the Strategic Committee in the first instance and ratified at the spring term board meeting.

677 WRITTEN RESOLUTIONS. Directors were asked to approve the written resolution to add Mrs Teasdale and Mr Rookes to the SMC200 bank mandate.

RESOLVED: that the written resolution be approved, as presented.

678 REPORT FROM THE CHIEF EXECUTIVE OFFICER. The CEO drew Directors' attention to a report, copies of which had been circulated in advance of the meeting. He advised that the report had been collated by Trust leaders and covered all aspects of their work.

St Mary's College

The CEO reported that in the absence of the Head of School, he would respond to comments and questions. He explained that the Head of School had been involved in a Covid track and trace incident and had been required to present information to the Public Health Department. Although it was unlikely the outcome of the incident would be serious, it had tested and validated systems in place.

Vantage Teaching School Hub

It was explained that the Strategic Committee was expected to monitor and consider issues raised in relation to the TSH.

The CEO outlined changes to the way in which Initial Teacher Training would be arranged and the sensitivities around this. The DfE was expecting TSH's to take a more definitive role in the provision of teacher training. Accreditation would need to be sought as training had previously been delivered via the SCITT. An expression of interest would need to be

submitted for registration as an accredited body; the implications of this would be considered by the Strategic Committee.

The CEO advised that it was important to do what was best for the TSH and St Cuthbert's Trust however, this needed to be balanced with the potential impact on relationships and partnerships.

Primary Schools

The COO(P) reported on the deep dives being conducted in primary schools across the Trust. These had provided evidence of the intent, implementation and impact of the curriculum in each school. The exercise had been conducted to support leaders in their articulation of the curriculum and to support staff at all levels to understand the intricacies of the curriculum and the manner in which it was applied in their respective schools.

Directors asked if action plans had been created following the reviews. In response, it was confirmed that RAG rated plans were developed and regularly reviewed; these would be circulated in the spring term for discussion at the Curriculum, Teaching and Learning Committee.

Directors asked if staffing had been affected by Covid and the impact this had on teaching and learning. In response, the COO(P) explained that Heads of Schools were working collectively to ensure absence was covered in the best way to minimise the impact on teaching and learning.

The CEO added that situations were changing hourly; supply staff were not available and although staff were being flexible, leaders reserved the right to close schools should they need to. This would only be considered as a last resort as staff were mindful of the impact of school closures on children's well-being.

Directors asked if Ofsted would be sympathetic to the disruption caused by Covid. In response, the CEO advised that reports following inspections were mixed; it was hoped Inspectors would take account of the disruption although this would not be used as an excuse.

Directors asked if capacity of leadership had been affected by absence. In response, the COO(P) outlined changes to leadership of the primary schools to address absence of key staff. She added that leaders continued to be supported by Executive Headteachers at varying degrees, based on need.

679 REPORT FROM THE CHIEF FINANCIAL OFFICER. Reports presented to the Finance, Audit and Capital Assets Committee, had been circulated for information.

The CFO advised that the Finance and Business Support Teams had been incredibly productive and were benefitting from the introduction of a paperless system. She conveyed thanks to the Finance Manager and the teams for the efficient migration to the new system.

680 REPORT FROM CHIEF OPERATING OFFICER – PRIMARY. This item had been reported earlier (minute 678 refers).

681 REPORT FROM ST MARY'S COLLEGE HEAD OF SCHOOL. This item had been reported earlier (minute 678 refers).

682 POLICIES FOR REVIEW. Directors were asked to approve the Parent Code of Conduct, copies of which had been circulated in advance of the meeting.

RESOLVED: that the Parent Code of Conduct be approved.

683 REPORTS FROM DIRECTORS. It was noted that due to current restrictions, Directors' visits to schools had been limited.

Mr Sargeant reported that he had met with Mr Turner on 22 November 2021 to develop his understanding of safeguarding systems at St Mary's College. He had been encouraged by what he had observed especially the progression to an on-line single central register. He had diarised further meetings with Mr Turner.

The COO(P) advised that the single central register for primary schools had also been migrated to an on-line system; she asked that Mr Gallagher visit early in the spring term to check this.

It was suggested that the COO(P) arrange to meet with the SEND links and the SMC Head of School be asked to contact Mr Holtby to discuss CIAG provision.

RESOLVED: i) that Mr Gallagher meet with the Primary Executive Headteacher.
ii) that the COO(P) arrange to meet with the SEND links.
iii) that the SMC HoS be asked to contact Mr Holtby to arrange a meeting.

684 DATE AND TIME OF NEXT MEETINGS.

RESOLVED: that dates and times of meetings be confirmed as follows:

Spring 2022

Strategic - 13 January 2022 at 5.00pm

Finance, Audit and Capital Assets - 20 January & 17 March 2022 at 5.00pm

Curriculum, Teaching and Learning - 1 March 2022 at 2.30pm

Human Resources - 10 March 2022 at 1.30pm

Board - 24 March 2022 at 5.00pm

Summer 2022

Strategic - 28 April 2022 at 5.00pm

Finance, Audit and Capital Assets - 12 May & 7 July 2022 at 5.00pm

Curriculum, Teaching and Learning - 7 June 2022 (may add late meeting to receive primary outcomes) at 2.30pm

Human Resources - 30 June 2022 at 1.30pm

Board - 14 July 2022 at 5.00pm

ANY OTHER URGENT BUSINESS.

685 EXTERNAL REVIEW OF GOVERNANCE. The Governance Professional advised that Mr Stephen Hopkins had been commissioned via the NGA to conduct an independent external review of trust governance. He would make contact with Directors in the new year.

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Signature of Chair

Minute No	Action	By Who	By When
670(ii)	Mrs Macdonald's application be considered at the spring term meeting	Governance Professional - agenda	Spring term meeting
670(iii)	Appointments to Cluster Board 2 – update records	Governance Professional	10.12.21
670(iv)	Appointment of Parent Director – update records	Governance Professional	10.12.21
670(v)(a-d)	Appointment – link roles – update records	Governance Professional	10.12.21
670(v)(e)	Review committee membership and link roles at spring term meeting	Governance Professional - agenda	Spring term meeting
676(i)	Create separate finance and audit committees – update records	Governance Professional	10.12.21
676(ii)	Terms of reference to be reviewed by Strategic Committee	Governance Professional- agenda CFO - ToR	05.01.22
683(i)	Meet with Primary Executive Headteacher	Mr Gallagher	Spring half term
683(ii)	Arrange to meet with SEND links (Fr Massie and Ms Moxon_	COO(P)	Spring half term
683(iii)	Contact GIAS Link (Mr Holtby)	SMC HoS	Spring half term

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PART B - NOT FOR PUBLICATION

Confidential items covered by the Articles of Association

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signature of Chair