

INDEPENDENT PROFESSIONAL CLERKING SERVICES

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

Minutes of a meeting of the Board of Directors
held at St Mary's College on 31 March 2022 at 5.00pm

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

IN ATTENDANCE: Mrs K Siedle, Chief Operating Officer, Primary
Mrs S Teasdale, Chief Finance Officer

GOVERNANCE PROFESSIONAL: Mrs M Gibson, Independent Professional Clerking Services

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

698 APOLOGIES. Apologies for absence were received from Ms Moxon.

RESOLVED: that consent be given to the absence of the above named Director.

Directors noted the absence of Mrs Thomas; the Governance Professional advised that she planned to contact her over the Easter break.

699 DECLARATION OF INTERESTS. No declarations of interest were presented, in addition to those already submitted.

The Governance Professional confirmed that with the exception of Mrs Thomas, declaration forms had been received.

700 MEMBERSHIP. Directors were asked to consider the appointment of Mrs Macdonald as a Co-opted Director.

It was pointed out that Mrs Macdonald would provide valuable insight and experience of the challenges faced by multi-academy trusts. Her children had been schooled through the catholic education system and she was a great supporter of St Cuthbert's Trust.

RESOLVED: that Mrs Macdonald be appointed as a Co-opted Director.

701 COMMITTEE MEMBERSHIP.

i) Directors reviewed terms of reference and membership of committees.

RESOLVED: that the updated terms of reference and membership be confirmed as follows:

FINANCE AND ASSETS COMMITTEE (FAC)

(Quorum 3)

Membership

Mr P Fearnley (Chair)

Mrs L Dyas

Mr G Fitzpatrick

Mr M Gallagher

Mr D Holtby

Dr M Nolan

Governance Professional: Mary Gibson, IPC Services

Chair: to be elected by the Board at the first meeting of the academic year

Terms of Reference

Finance

- To ensure the financial sustainability of the Trust, stewardship of assets and efficient use of resources to maximise outcomes for students.
- To ensure rigour and scrutiny in budget management.
- To approve a balanced budget, and any significant changes to it, for the financial year to 31 August.
- To ensure that budget forecasts are accurately compiled and based on realistic assumptions.
- To regularly challenge assumptions made regarding student numbers.
- To adopt an integrated approach to curriculum and financial planning.
- To embed the use of ESFA financial tools with financial planning, performance, and resource management.
- To submit returns to ESFA by specified dates as published in the Academies Planning Calendar and report as required.
- To share monthly management accounts with the chair of trustees, and other trustees six times a year, even if they do not meet in those months.
- To robustly manage the Trust's cash position and avoid becoming overdrawn on any bank accounts.
- To ensure that any investment risk is properly managed.
- To seek approval from the ESFA for any novel, contentious or repercussive transactions.
- To demonstrate that public funds have been used as intended by Parliament.
- To ensure that internal delegation levels exist and are applied.
- To set financial policies and procedures in line with the Academy Trust Handbook.
- To ensure decisions about levels of executive pay (including salary and any other benefits) follow the ESFA guidance on setting executive pay.

Assets

- To manage capital assets according to the principles set out in Good Estates Management for Schools.
- To commission professional five yearly updates on property valuations for accounting purposes.
- To commission professional five yearly asset management plans.
- To monitor and review the Trust annual capital plan and ensure that capital funding is allocated and spent in the best interests of the Trust estate.
- To ensure that the Trust repair and maintenance programme is fit for purpose.
- To review any capital investments are compliant and in line with the Trust's best interests.

- To ensure that the Trust land and buildings and associated assets are insured in line with ATH requirements.
- To ensure that the Trust-wide ICT provision is fit for purpose.

AUDIT AND RISK COMMITTEE

(Quorum 3)

Membership

Mrs L Dyas (Chair)

Mr P Fearnley

Mr M Gallagher

Mr D Holtby

Dr M Nolan

Governance Professional: Mary Gibson, IPC Services

Chair: to be elected by the Board at the first meeting of the academic year

Terms of Reference

- To monitor financial plans to ensure the Trust remains a going concern.
- To ensure rigour and scrutiny in budget management.
- To have sound internal control, risk management and assurance processes.
- To establish a control framework that regularly reports on regularity, propriety, and value for money.
- To manage risks, including contingency and business continuity and maintain a risk register. The Board must retain oversight of risk and review the risk register at least annually.
- To recommend to the Board the appointment of the external auditors.
- To receive auditors' reports and to ensure recommendations are implemented in the following reporting cycle.
- To regularly review the whistleblowing policy and ensure any reports of fraud and/or irregularity are investigated and reported back.
- To maintain an accurate and up to date register of business interests.
- To ensure the Trust meets the requirements of the General Data Protection Regulation.

ADMISSIONS COMMITTEE

(Quorum 3)

Membership

Any three eligible Directors (the majority to be Foundation appointed)

Clerk: Mrs Killen

Committee chair: to be elected at each meeting.

Meetings to be held during the school day and convened as required

Terms of Reference

To consider applications for admission to all schools across the Trust, in accordance with the admissions policy adopted by the Trust Board.

Approval of the admissions policy

APPEALS PANEL

(Quorum: 3)

Membership

Not less than three eligible Directors

Governance Professional: Mary Gibson, IPC Services

Chair: to be elected at each meeting

Meetings to be held during the school day and convened as required

Terms of Reference

To consider and decide on any appeals against the decisions of Committees of the Board or the CEO

HUMAN RESOURCES COMMITTEE

(Quorum 3)

Membership

Mrs Dyas

Reverend Massie

Mrs Macdonald (subject to agreement)

Governance Professional: Mary Gibson, IPC Services

Chair: to be elected by the Board at the first meeting of the academic year

Meetings to be held during the school day termly

Terms of Reference

- To oversee payroll and pensions provision.
- To determine and monitor the implementation of recruitment and retention processes, including DBS and other employment checks.
- To determine dismissal payments and agree early retirements in line with the Academies Financial Handbook.
- To agree general employment terms and conditions (not an individual's pay/package) in line with adopted policies.
- To dismiss / suspend CEO/COO.
- End suspension of CEO/COO.
- To ensure the effective management of sickness absence, including the provision of effective occupational health services.
- To establish the Trust-wide code of conduct for staff.
- To co-ordinate director training and development.
- To make decisions in relation to staff pay, in accordance with the agreed Pay Policy.
- To implement the appraisal and capability process in relation to the CEO.
- To review and recommend for approval statutory, mandatory and ad-hoc policies in relation to all aspects of school life except those relating to financial management (considered by FCA Committee).

PUPIL / STUDENT EXCLUSION COMMITTEE

(Quorum: 3)

Membership

Not less than three eligible Directors

Governance Professional: Mary Gibson, IPC Services

Chair: to be elected at each meeting

Meetings to be held during the school day and convened as required

Terms of Reference

To consider permanent exclusions and fixed period exclusions exceeding 15 school days per term.

To direct reinstatement of a pupil/student.

CURRICULUM, TEACHING AND LEARNING COMMITTEE

(Quorum: 3)

Membership

Mrs Dyas

Mr Gallagher

Reverend Massie

Mrs Macdonald (subject to agreement)

Ms Moxon

Mr Sargeant

(All Directors to be invited)

Governance Professional: Mary Gibson, IPC Services

Chair: to be appointed by the Board at the first meeting of the academic year

Terms of Reference

- To ensure statutory requirements are met.
- To approve the curriculum.
- To evaluate the impact of the curriculum.
- Ensure provision for sex and relationships education.
- To closely monitor and evaluate standards and achievement, including quality of teaching.
- To approve challenging school-level progress targets.
- To evaluate Trust-wide standards and progress for all cohort groups.
- To establish and keep under review academy behaviour policy for pupils.
- To monitor the impact of the academy behaviour policy for pupils.
- To approve times of the school day and term dates.
- To consult annually before agreeing admissions policy.
- To deal with complaints against the Trust in accordance with the agreed policy.
- To consider the Trust's obligations in relation to all aspects of safeguarding, including child protection, safer recruitment and e-safety.
- To make recommendations in relation to safeguarding practice/ provision.
- To evaluate the impact of the improvement plan and overall school performance, including standards and achievement.
- To oversee the management of and evaluate the effectiveness of the Teaching School and Health Academy.
- Monitor chaplaincy provision throughout all trust schools.

STRATEGIC COMMITTEE

(Quorum 3)

Membership

(Chair, Vice Chair and Chairs of Committees)

Governance Professional: Mary Gibson, IPC Services

Chair: Chair of the Trust

Meetings to be held after school each term

Terms of Reference

The committee is delegated to make decisions in line with the Trust Board's scheme of delegation

To plan work of the Trust Board and Local Boards in accordance with identified priorities.

- To monitor and evaluate the Trust's business strategy and plan.
- To monitor strategic business risks and opportunities, informed by the ongoing review of the risk register.
- To approve applications for additional grant funding to support development of the Trust.
- To make recommendations in relation to tendering and procurement policy and practice.
- To approve the Trust's marketing strategy, including corporate branding.
- To approve corporate events and conferences.
- To include legal disclosures on the corporate website.
- To contribute to the formulation of the Trust's development plan, through the consideration of financial priorities and proposals.
- To review annually (in the summer term) the scheme of delegation, for approval by the Board and Members.

LOCAL BOARDS

(Quorum 3)

Membership

4 Foundation members

1 Staff member

1 parent member

Chair: to be appointed by the Board at the last meeting of the summer term.

Terms of Reference

- Ensure statutory requirements are met.
- Ensure regular provision for students to participate in the celebration of The Eucharist.
- Monitor the quality of collective worship in schools.
- Develop effective school/home/parish partnerships.
- Ensure collaboration with parishes where appropriate in sacramental programmes.
- Ensure that the prayer life of the school follows the rhythm of the church's liturgical year.
- Monitor schools' provision for effective moral and spiritual development.
- Monitor chaplaincy provision in schools.
- Ensure the physical environment of the school reflects its Catholic nature.
- Establish register of business interests.
- Publish required information relating to the academy on the academy website.

- Ensure local health and safety requirements are met
- Ensure local safeguarding requirements are met

ii) Directors reviewed appointments to link roles.

RESOLVED: that link appointments be approved as follows:

Safeguarding: Mr Gallagher and Mr Sargeant
SEND: Reverend Massie and Ms Moxon
GIAS: Mr Holtby

iii) Directors considered appointment of Chairs of the Cluster Boards.

RESOLVED: a) that Reverend Massie be appointed Chair for Cluster Boards 1 and 3.
b) that Cluster Board 2 appoint a Chair from their members.

iv) Directors were asked to consider the appointment of a separate Cluster Board for the Sixth Form.

The CEO explained that the sixth form was a substantive element of the Trust with 700 students on roll. This was a significant enterprise and required scrutiny to ensure structures remained fit for purpose as student numbers increased. There were specific challenges for Post 16 provision, and Directors needed to have oversight and assurance of what was happening.

Directors discussed the way in which an additional Cluster Board would be managed and constituted. **Questions were presented relating to the way in which the Trust would work should proposals to expand be realised.** In response, the CEO outlined the way in which the Trust Board had evolved, and the model adopted to reflect the issues faced at the time. He added the way in which the Trust would operate following expansion would be considered carefully to ensure the correct level of diligence and assurance of the work conducted by leaders.

Directors were reminded that the Sixth Form was larger than the average small secondary school, in view of this, it was important to ensure the level of oversight and assurance was suitable.

RESOLVED: that the formation of a Cluster Board for the Sixth Form be agreed in principle and the detail be considered by the Strategic Committee.

702 MINUTES OF THE LAST MEETING.

RESOLVED: that the minutes of the meeting held on 9 December 2021 be confirmed as a correct record and signed by the Chair.

703 MATTERS ARISING FROM THE MINUTES.

i) Reports from Directors (minute 683(i) refers).

Mr Gallagher confirmed he had visited St Anthony's and St Charles Primary Schools, in his role as safeguarding link. He planned to visit St Mary Queen of Martyrs and St Richard's Primary Schools before the end of term.

- ii) Reports from Directors (minute 683(ii) refers).

Reverend Massie confirmed that a date had been set for him to meet with the COO(P), in his role as SEND link.

- iii) Reports from Directors (minute 683(iii) refers).

The Governance Professional agreed to remind the St Mary's College Head of School to contact Mr Holtby to discuss GIAS arrangements.

RESOLVED: that the Governance Professional contact SMC HoS.

704 MINUTES OF COMMITTEE MEETINGS.

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

Strategic Committee meeting held on 13 January 2022
Finance and Assets Committee meeting held on 20 January and 17 March 2022.
Audit and Risk Committee meeting held on 20 January 2022.

Cluster Board meetings:
Cluster 1 – 24 June 2021
Cluster 2 – 17 June 2021
Cluster 3 – 4 November 2021

ii) that the minutes of the following meetings be received at the next meeting:

Audit and Risk Committee meeting held on 17 March 2022.
Curriculum, Teaching and Learning Committee meeting held on 24 March 2022.

Directors received for information, notes from an inquorate meeting of the HR Committee. It was noted that policies for review by the Committee would be presented later in the meeting (minute 708 refers).

705 MATTERS ARISING FROM THE MINUTES. There were no matters arising.

706 REPORT FROM THE CHIEF EXECUTIVE OFFICER. The CEO drew attention to the Headteacher reports and the Chaplaincy report, copies of which had been circulated in advance of the meeting.

The CEO presented an update on the proposed expansion of the Trust; this was recorded in Part B (minute 718 refers).

School leaders were invited to present pertinent points of their report.

Primary School Update

The COO(P) reported that three successful inspections had been conducted during the spring term:

St Anthony's and St Thomas More Primary Schools reports had been presented in detail at the recent Curriculum, Teaching and Learning Committee meeting; the outcomes had been good and well deserved.

St Charles Primary School – the report had not yet been received. The process had been frustrating not least as the quality of education, personal development and leadership and management had all been judged to be good. Behaviour and attitude had been judged to require improvement; this had been based on a report of disruption in lessons by a small group of Year 5/6 pupils. EYFS had also been judged to require improvement as systems were not embedded. This had been a result of a key member of staff being on maternity leave and had been difficult to argue against. The school remained RI as a result although leaders continued to believe the school was overall good.

In response to a point for clarification, it was reported that the inspection team had been inexperienced and although consideration had been given to submission of an appeal, this had been thought not to be in the best interests of the school. There had been insufficient evidence to support a change in judgement and the inspector had provided sufficient time for leaders to respond. Throughout the inspection, it had been confirmed inspectors had conducted themselves appropriately.

Mr Gallagher commented that he had attended the inspection and, regardless of the judgement, he would be happy for his child to attend the school. He added that he had visited St Anthony's Primary School the previous day and had evidenced the remarkable work; he had been 'blown away' by the change he had witnessed over a very short period of time.

The COO(P) reported that she was satisfied with the progress being made at St Richard's Primary School.

A discussion ensued relating to the inspection process and the manner in which judgements were often at the mercy of the objectivity of inspectors. It was noted that changes to the schedule were unlikely however, the focus on the 'lived experience' needed to be balanced with academic achievement, especially post Covid.

The CEO emphasised that leaders would continue to focus on the quality of education which needed to be 'beyond good'. He acknowledged there were many things which could be improved, and they would not lessen their ambition towards outstanding for all; this had been supported by the senior team.

Directors were assured that performance would continue to be monitored.

Primary Pupil Numbers – it was reported that national offer day on 19 April 2022 would confirm the position for September 2022.

Synod Responses 2022 – Directors' attention was drawn to key questions and responses to the Synod 2022. It was explained that leaders had worked with pupils alongside the Chaplaincy Team and the combined responses, included in the report, had been submitted to the Bishop via Mrs Bailey.

Directors were informed that the responses had been received from a cross section of pupils in all primary schools. **Directors commended the informed and interesting comments recorded.**

Directors asked if schools had been approached to admit children from the Ukraine. In response, they were informed that one child had been admitted to St Vincent's although the pastoral team were supporting families, and pupils had organised a number of fundraising events.

Directors thanked the COO(P) for the comprehensive report which validated information they had received throughout the term and demonstrated the continued strive for improvement.

Mrs Siedle left the meeting.

St Mary's College

In the absence of the Head of School, the report circulated in advance of the meeting was received and noted. Directors confirmed that details of the report had been presented at the recent meeting of the Curriculum, Teaching and Learning Committee.

RESOLVED: that Leaders' reports to Directors be received and noted with thanks.

707 REPORT FROM THE CHIEF FINANCIAL OFFICER. The CFO reminded Directors that reports, and correspondence had been circulated electronically, in advance of the meeting.

Directors' attention was drawn to the School Resource Management Advisor Recommendations Report (SRMA) and noted the detailed discussion held at the Finance and Assets Committee meeting on 17 March 2022.

Comments and questions were raised; these were recorded in Part B (minute 713 refers).

Mrs Siedle re-joined the meeting.

708 POLICY UPDATE. Directors were asked to approve the following policies, copies of which had been circulated in advance of the meeting. It was noted that the policies had been reviewed by the Chair of the HR Committee:

- Induction policy
- Whistle-blower policy

In response to a question, it was confirmed that the policies were accessible to all staff.

RESOLVED: that the induction policy and whistle-blower policy be approved, as presented.

709 REPORTS FROM DIRECTORS.

Mrs Dyas presented reports following visits to St Richard's, St Charles and St Thomas More Primary Schools on 11 February 2022. She summarised as follows:

'In all the schools visited today I could see happiness and enthusiasm to be back in the classroom.

Behaviour in all the school was exceptional, the success of the cross-Trust behaviour policy is certainly very evident.

All the schools are eager for the Parish Priests to visit the staff and pupils in school and it should be noted that during these times of Covid Catch-Up, it isn't feasible to take a half day out of the teaching and learning curriculum to walk the children over to the Church.

Although it is disappointing to learn that two of the three Parish Priests had not responded to the school's suggested visits, hopefully as we creep out of the Covid cautions and it becomes safer to gather in groups, the Priests in question will take up the offer'.

Directors were reminded that they would be welcome to visit schools across the Trust at any time.

It was proposed for Directors to be issued with guidance to direct them to areas of focus. Mrs Dyas agreed to produce this.

RESOLVED: that Mrs Dyas produce guidance for areas of focus for Director visits.

Reverend Massie presented his report following a meeting with the SEND Co-ordinator on 28 February 2022. He advised he had been reassured at the way in which priorities were being addressed. He added that he had also met with the Director of School Improvement and an LA Officer to be questioned in relation to Directors' knowledge and understanding of SEND and how they monitored and were updated of SEND arrangements across the Trust.

Mr Sargeant reported on his meetings with the Safeguarding Link for St Mary's College. He reported that it was clear safeguarding was a high priority and visible across all aspects of the College. 'My Pledge' showed a clear statement of intent and expectations in student behaviour.

Mr Sargeant drew attention to training pathways which had been made available for staff and Directors. He reported on areas of CPD staff had completed adding that their commitment further illustrated the vision to be a beacon of excellence in this area.

Mr Sargeant concluded that during his visits, spot checks were conducted on the Single Central Register which he noted to be well maintained and accurately administered.

The Chair advised that he held regular meetings with the CEO and Executive Team in addition to monthly calls with diocesan officials and receipt of the monthly finance pack (in line with ESFA requirements). He had also accompanied the CEO to meetings with the RSC, held half yearly meetings with the auditor and met with key members of the Margaret Clithero Trust.

The Chair conveyed thanks to Directors for the work they carried out on behalf of the Trust.

Directors conveyed thanks to the Chair for the time he dedicated, especially his invaluable monitoring of the finances.

710 GOVERNANCE REVIEW UPDATE. It was noted that the report would be completed over the Easter break and shared with the Board on receipt.

711 DATE AND TIME OF NEXT MEETINGS.

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

Summer

- HR Committee – 7 April 2022 at 1.30pm
- Director / Cluster Board Member induction session – 27 April 2022
- Strategic Committee: 28 April 2022 at 5.00pm
- Special Trust Board meeting – 12 May 2022 at 5.00pm
- Finance and Assets Committee: 19 May and 7 July 2022 at 5.00pm
- Audit and Risk Committee: 19 May and 7 July 2022 at 6.00pm
- Curriculum, Teaching and Learning Committee: 7 June 2022 at 2.30pm
- Board meeting: 14 July 2022 at 5.00pm

- Cluster Board 1 – 9 June 2022 at 2.00pm
- Cluster Board 2 – 16 June 2022 at 2.00pm
- Cluster Board 3 - 1 July 2022 at 2.00pm

ANY OTHER URGENT BUSINESS.

712 MEMBER BOARD AGM MINUTES. It was noted that the Member Board AGM minutes were available for circulation.

RESOLVED: that the Governance Professional circulate the minutes of the AGM.

The CEO advised that he had sent a message for best wishes to Mr Duffy who would retire from the post of Diocesan Director of Schools at the end of the week.

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Signature of Chair

ACTION

Minute No.	Action	By Who	By When
700	Mrs Macdonald appointment	Governance Professional	12.05.22
701(i)	Committee changes – update records	Governance Professional	12.05.22
701(ii)	Link appointments – update records	Governance Professional	12.05.22
701(iii)(a)(b)	Cluster Board Chairs – update records	Governance Professional	12.05.22
701(iv)	Strategic Committee Agenda	Governance Professional	14.04.22
703(iii)	Contact SMC HoS on behalf of Mr Holtby	Governance Professional	12.05.22
704(ii)	Minutes to be presented at the summer term meeting	Governance Professional	30.06.22
709	Produce guidance for Director visits	Mrs Dyas	12.05.22
710	Circulate governance review report	Governance Professional	12.05.22
712	Circulate AGM minutes	Governance Professional	12.05.22
715	Special meeting minutes to be presented at the summer term meeting	Governance Professional	30.06.22

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PART B - NOT FOR PUBLICATION

Confidential items covered by the Articles of Association

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Signature of Chair