

**THINKING SCHOOLS ACADEMY TRUST**  
**COMPANY NUMBER: 7359755**

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| Subject            | <b>Meeting of the Board of Directors</b>  | Date          | 30 <sup>th</sup> March 2022                           |
| Room               | TSAT boardroom & Via Teams Call   | Time          | 5.30pm  |
| Present            | Peter Martin (PM) (Chair), Stuart Gardner (SG), David Lycett (DL), Derek Morrison (DM), Gerard Newman (GN), Michael Bailey (MB), Steven Geary (SGE), Julie Spurgeon (JS), | Clerk         | Jennifer Coates                                       |
| Apologies accepted | Ian Mason, Linda Randall, Kaye Bettey,  | In attendance | Kelly Denton (KD), Lee Miller (LM) Matthew Fleet (MF) |
| Non-attendees      |   |               |   |

| <b>Key Points Discussed and Action Items</b> |  |  |         |      |
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| No.  | Agenda Item                              | Action/Discussion  | By whom | When |
| 1.   | <b>Declaration of business interests</b> | There were no declarations of interest relating to items on the agenda.  |         |      |
| 2.   | <b>Welcome and apologies for absence</b> | PM welcomed all to the meeting. Apologies were received and accepted from Ian Mason, Linda Randall and Kaye Bettey. PM confirmed that Kaye Bettey had been formally appointed as a Non-Executive Director and Trustee by members earlier this afternoon. |         |      |
| 3.   | <b>Minutes and matters arising</b>       | <i>The Board unanimously agreed the minutes from the 2<sup>nd</sup> February 2022</i>  |         |      |
| 4.   | <b>CEO Report</b>                        | SG presented the CEO report which contained the following key information:<br><br>- Strategic updates for 21/22 and the proposed strategic plans for 22/23.  |         |      |


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|  |  | <p>- SG discussed an additional Board strategic reflection and planning meeting. The focus will be the new white paper, green paper and strategic planning. KD arranging.</p> <p><b>Governor Q – In terms of delivering the total education strategy/concept, it will be good to see in the plan some specific actions or activities to operationalise that. To move it from being a concept at the moment to what it will mean in practice.</b><br/> <b>SG A – We will make this more explicit and the strategic plan references reporting.</b><br/> <b>Governor Q – We need to make clearer links.</b><br/> <b>SG – Yes agreed, we are currently finalising the job description for RG for delivery of the total education agenda and this will significantly raise the profile.</b></p> <p>- SG presented the SWOT analysis previously reviewed by the board, with updates on the impact of previously agreed actions. SG presented the significant positive impacts.</p> <p>- Trust Growth capacity report was presented. With note of Chatham’s low capacity due to MG secondment to the South West.</p> <p>- Maritime Academy. Making progress despite site concerns. 109 places allocated to Maritime. There is a Meeting with LA next week for final admissions and capping in year admissions. [REDACTED] There will be an Ofsted pre-inspection process next term.</p> <p><b>Governor Q– Were we not expecting 180 places?</b><br/> <b>SG – Because of the way the allocation process works, people will express a preference. 180 people will have been offered a place at another school and Maritime. Of the 180, 109 have confirmed Maritime place. We have to get to the end of this month before LA can offer places to those who applied to Maritime but weren’t in the first 180 to be offered a place.</b><br/> <b>Governor Q – Do you think we will have 180 students?</b><br/> <b>SG A– My estimate at this stage would be we have 120 to 150.</b><br/> <b>Governor Q – Will that reduce the PAN?</b><br/> <b>SG A – This is something we will explore with the LA.</b></p> <p><b>Governor Q – As a result of the anticipated delay for starts, will there be any financial impact?</b></p> |  |  |
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**SG A – We are staffing for an unknown number of students which may impact the budget. Because we are a MAT we can safeguard the school and budget as we can use people in different ways across Medway.**

**Governor Q – Is there no serious impact?**

**SG A – It is not easy to make those adjustments but we are able to do it.**

- Brixham – We have headteachers board’s approval for Brixham to join our organisation. Subject to this Boards vote later on, the expected conversion date is 1 September 22.
- Furzesham – Discussions, school visits and due diligence is ongoing. We are establishing a conversion timeline, with an estimated date of conversion January 2023.

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- Joint proposal for Holcombe Grammar to go co-ed is now public knowledge.
  - Senior Leadership changes summary presented. Wholly internal appointments and promotions bar one external appointment for new Headteacher at TPA.
  - LM provided a TSFE update. Structural changes of staffing in Thinking Creative as lead of department is leaving.

**Governor Q – Considering the situation at Maritime and the need to manage the marketing and communications around this through Thinking Creative, if the Head of Department is leaving and not being replaced are we still able to cover work needed?**

**LM A– Yes definitely. There is another member of the team that has been leading on this. The strategic oversight of the lead of Thinking Creative is going to move to DH. Strategy overseen by someone senior but resource attached to projects will remain consistent.**

**Governor Q – Is there an expectation of increased cyber security given recent events?**

**Governor A – This will be covered in the Audit Committee report.**

- Thinking Fitness. Delays to the opening of the RGS fitness suite. Optimistic around growth of thinking fitness in South West.
- Thinking Lettings. Website will go live soon.
- External TSfE works. As of 1<sup>st</sup> May, LM will be the interim CEO of Trust in Essex to oversee closedown of Trust, for one day per week until end of December.
- SG provided an update on Ofsted inspections throughout the Trust. Gordons deferred an inspection due to staff absence.

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|  |  | <p><b>Governor Q – At what point do you think we would hear if we were going to have a Trust inspection this academic year?</b><br/> <b>SG A – Would anticipate we would hear by around May.</b></p> <ul style="list-style-type: none"> <li>- Curriculum &amp; Standards. All data is based on 2019 progress data which is the most accurate data we have available. At start of year reporting amount of learning lost by Year 11 &amp; Year 6 was not as significant but the rate of progress has been significantly slower than historic norm.</li> </ul> <p><b>Governor Q – Interventions are important and nuanced for each school. Is there any work happening to share good practice between schools and regions?</b><br/> <b>SG A – DOEs will make those links on best practice. Data at NHPP and the impact of the work that Jody and Natalie have done in Year 6 has had a huge impact.</b></p> <ul style="list-style-type: none"> <li>- SG presented the latest term 4 SATS paper data. This shows that progress data for reading is strong and Maths attainment and progress scores are looking weaker. PiXL allows some ability to benchmark and shows that our schools are performing ok compared to national however in SATS papers they are not where they were historically. Expecting a reduction in the national picture of students performing at age expected but we do not know to what extent.</li> </ul> <p><b>Governor Q – Are you expecting any interventions for the Maths?</b><br/> <b>SG A – Interventions are in place at schools. JM is leading Trust Maths development policy which is part of Trust development plan next year which aims to improve maths outcomes.</b></p> <ul style="list-style-type: none"> <li>- SG provided a specific update on New Horizons Portsmouth with concerns about the data. JM and NS have worked with Year 6 leads and the data they have submitted which represents a huge shift since term 2. The Trust have commissioned an external review of some areas of the provision.</li> <li>- Update on KS4 predictions. We are looking at -0.7 to -1 in latest data. Significant interventions in place for students.</li> <li>- Quality assurance ongoing with an outstanding report for Penbridge.</li> <li>- Advanced Thinking Schools Accreditation achieved by more schools.</li> <li>- Safeguarding and attendance. Student attendance close to or at pre-pandemic levels. Concerns with levels of staff absence in schools which is causing significant challenges.</li> </ul> |  |  |
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|    |                                | <ul style="list-style-type: none"> <li>- Safeguarding. Schools are compliant with how they are handling safeguarding concerns.</li> <li>- SG provided a detailed summary on the new DFE White &amp; Green Paper including the national ambitions and other key headlines. SG explained this will be a focus at the Boards future strategic meeting.</li> </ul> <p><i>PM called for a decision on the start of Furzeham due diligence and conversion.<br/>GN proposed.<br/>DM seconding.<br/>The Board unanimously agreed</i></p>  |  |  |
| 5. | <b>Reports from Committees</b> | <p>A) <u>Curriculum &amp; Quality Assurance</u><br/>PM provided a summary from the Curriculum and QA committee which included concerns about using the 2019 data and the performance at New Horizons Portsmouth, notably the commissioning of the external review and the scope of the review.</p> <p>B) <u>Finance</u><br/>PM provided a summary from the Finance committee which included the following key information:</p> <ul style="list-style-type: none"> <li>- Detail about the rise of utility increases, inflation and the impact of those costs.</li> <li>- LM provided an update on the risk of the Goodwin Academy loan and confirmed we are awaiting a response from the ESFA. If repayment of the loan is required it would be taken in a way that will not detrimentally impacted the school.</li> <li>- In light of interest rates going up, the committee discussed looking at opportunities to invest cash reserves.</li> </ul> <p><b>Governor Q – With utility increases, how long have those increases been built into the budget?</b><br/><b>LM A – Electricity costs will be an 81% increase based on renewal of fixed term agreement which ends in September. We have built a worst-case scenario into the financial model for the next two years including the gas contract renewal which we are expecting to be similar or worse. This is a sector wide issue and we await to see whether there will be any supplementary grant to mitigate this. We are working on worst case scenario of highest increase with no funding coming in to support that.</b></p> <p>C) <u>Operations</u><br/>GN provided a summary from Operations committee which included the following key information:</p> |  |  |

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|  |  | <ul style="list-style-type: none"><li>- RGS sports hall completion and impact on exams. [REDACTED]</li></ul> <p>[REDACTED]</p> <p>[REDACTED]</p> <ul style="list-style-type: none"><li>- The committee endorsed for board approval the 2022/2023 School Condition Allocation forecast. However, LM explained that this will need to be revised following receipt of confirmed actual allocation of SCA which was less than predicted. Will be revised and resubmitted to the board.</li><li>- [REDACTED]</li></ul> <p>D) Staffing, Pay &amp; Personal Growth.<br/>PM requested this be moved to an additional confidential agenda item at the end of the meeting.</p> <p>E) Audit &amp; Risk<br/>GN presented an update from the Audit &amp; Risk committee which contained the following key information:</p> <ul style="list-style-type: none"><li>- Approval of external audit plan, fees and timetable for 21.22.</li><li>- No material issues identified from internal audit report on key financial controls. Recommendations for procedural improvements on capital purchases and monitoring of fixed assets.</li><li>- Cyber security audit undertaken and outcome was extremely positive and provided comfort we are doing everything we can to protect trust systems and data. Recommendations were that the Trust I.T. team to be more involved in DPIA assessments and the arrangements and protocols for data security of cloud service providers.</li><li>- Trust has been awarded Cyber Essentials Certification which is an ESFA funding requirement.</li><li>- In year funding at risk, business case submitted to ESFA and awaiting response.</li></ul> <p>F) <u>Governance &amp; Compliance</u></p> |  |  |
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|    |  | <p>MB provided a summary of the Governance &amp; Compliance committee which contained the following key information:</p> <ul style="list-style-type: none"> <li>- Discussed disparity of local authority absence allowances around private holidays. LL working with legal representatives and local authorities.</li> <li>- Pupil Parliament across the Trust being led by Simon Underdown.</li> <li>- Compliance report and update on safer recruitment compliance.</li> </ul>   |  |  |
| 6. | <b>ROTS from RGS</b>                     | <p>KD presents report to the board from the RGS and requests for action which contained the following key information:</p> <ul style="list-style-type: none"> <li>• Request from South West RGS for capital investment in PHSG building and need for capital investment in Plympton for sixth form.</li> <li>- The reply from the Board is that the request will be passed to Operations committee to make decision on capital spend and will be part of the review of all sites. The final capital list will come out shortly.</li> <li>• South west RGS asked for support from the trust in tackling admissions criteria with Local Authority</li> <li>- It was confirmed to the Board that Stuart Gardner is addressing this following the discussion at the South West RGS</li> <li>• RGS asked how PHSG record monitoring records for the RGS data</li> <li>- It was confirmed to the Board that Lee Lucas was asked to address this and met with PHSG following the South West RGS identification of this in their meeting.</li> </ul> |  |  |
| 7. | <b>Trust Risk Register</b>               | <p>LM presented the full trust risk register to the Board and it was noted that all the key risks that LM would present haven already been discussed in the CEO report and Risks from Committees, which the board noted was a good reflection of the content of reporting.</p> <p><b>Governor Q - Do we have a date of when we expect to hear ESFA about lagged funding?<br/>LM A - Hoping April but last year was not until July. We are forecasting worst case on not receiving it, which is challenging.</b></p>  |  |  |
| 8. | <b>Due Diligence Report from Brixham</b> | <p>LM presented the report to the Board which contained the key following information:</p> <ul style="list-style-type: none"> <li>- Headteacher board in Southwest considered application and unanimously supported the process. Pathway to a 1<sup>st</sup> September conversion from SAT to MAT.</li> <li>- Due diligence very positive and nothing has come through that is a cause for concern.</li> </ul> <p><b>Governor Q – There are significant financial implications on technology. Will that be</b></p>   |  |  |

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|    |                   | <p><b>funded by school or do we have to fund this?</b><br/> <b>LM A – This is around the use of chrome books and devices which we would not normally operate in our current network. Our Technology lead would want to move them to devices that we use and work with however we have asked them to review how they can use the devices they have without compromising security of network.</b></p> <p><b>Governor Q – Why would you need Chromebook devices to access the network? According to the report the technology spend is 90% of total spend which does not seem appropriate.</b><br/> <b>LM A – That is the challenge we have put back to I.T. These costs are to simply replicate TSAT model and now what we need to do is explore other options in order for them to access the network. There are certain investments we need to complete such as that all switches are end of life and wireless network.</b></p> <ul style="list-style-type: none"> <li>- LM explained the DFE have agreed to expand pilot of connecting the classrooms programme. We were part of pilot in Plymouth area which saw some investment into infrastructure which we are hoping we may be able to utilise</li> </ul> <div style="background-color: black; width: 100%; height: 20px; margin: 10px 0;"></div> <ul style="list-style-type: none"> <li>- SG added that there is no educational element around due diligence report. Visits from MG &amp; SG in the near future to complete the educational due diligence.</li> </ul> <p><i>PM called for a decision on the conversion of Brixham College into the Thinking Schools Academy Trust.</i><br/> <i>SG proposed.</i><br/> <i>PM seconding.</i><br/> <i>The Board showed unanimously agreed</i></p> |  |  |
| 9. | <b>Governance</b> | <p>KD presented four decisions to be made by the Board:</p> <ol style="list-style-type: none"> <li>1. <u>Merger of Meon Infant and Junior AAB.</u></li> </ol> <ul style="list-style-type: none"> <li>- KD explained now they have one headteacher across the two schools we are</li> </ul>   |  |  |



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|     |  | <p>proposing to combine their AABs. AABs of both schools have no objections.</p> <p><b>Governor Q – Will they still be separate schools in terms of Ofsted reports?</b><br/> <b>SG A– Yes.</b></p> <p><b>Governor Q – Are you confident this will not cause any issues around Governance of those schools?</b><br/> <b>SG A – It is the same model we have at Gordons and it works effectively.</b></p> <p>2. <u>Appointment of Maritime IMB governors and chair as Ashley Hall</u></p> <p>3. <u>3 new appointments to RGBs</u><br/> - Jon Dunster to Fratton RGB and Ankur Shah and Sarah Roads to Portsmouth RGB.</p> <p>4. <u>Appointment of a co-opted governor to Audit and Risk</u><br/> - Clive Star, current Trustee at Brixham College.</p> <p><i>PM called for a decision to be made on these four requests.<br/> SG proposed.<br/> PM seconding.<br/> The Board unanimously agreed</i></p> <p><b>Governor Q – Request update from KD about Finance vacancy on the Board?</b><br/> <b>KD A – The advert has been out and we are looking at suitable candidates which would be interviewed by SG &amp; PM.</b></p> |  |  |
| 10. | <b>Communication from the Board to the Trust Community</b> | <p>KD summarised the following information which will be circulated from the Board to the Trust Community:</p> <ul style="list-style-type: none"> <li>- Summaries of White and Green paper from DFE.</li> <li>- New Trust Wide roles.</li> </ul>  |  |  |
| 11. | <b>AOB &amp; Correspondence to the Chair</b>               | <p>KD provided the following updates to the Board as AOB items:</p> <ul style="list-style-type: none"> <li>- The new Articles of Association have been formally signed off by the members today.</li> <li>- There is a requirement for the Board to have a monthly update on the financial position. Every month there is an updated dashboard of the financial position which will be available via Teams and also sent via email.</li> <li>- Additional Board Strategic meeting arrangements will be emailed out, please reply about available dates.</li> </ul>  |  |  |

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|     |                              | - There is an ESFA requirement for completion of a skills matrix for the board. KD will email this out over the next few weeks. |  |  |
| 12. | <b>Items for next agenda</b> | Maritime update<br>RGS project<br>ESFA updates/responses<br>Budget approval<br>Trust improvement plan approval                  |  |  |
| 13. | <b>Confidential item</b>     | Information is held in separate confidential minutes.   |  |  |
|     | <b>Date of next meeting</b>  | Wednesday 13 <sup>th</sup> July 2022<br><br>Meeting closed at 7.30pm.   |  |  |