THINKING SCHOOLS ACADEMY TRUST

COMPANY NUMBER: 7359755

Subject	Meeting of the Board of Directors	Date	Wednesday 15th October 2025
Room	Medway Boardroom & Via Teams	Time	5.00pm
Present	Gerard Newman (GN) (Chair) Stuart Gardner (SG), Kaye Bettey (KB), Derek Morrison (DM), Ashley Hall (AH), Andy Minchin (AM), Krysia Butwilowska (KBA), Lirette Mill (LM), Clive Star (CS), David Glassey (DG)	Clerk	Abigail Pannell
Apologies accepted	Peter Martin (PM), Steve Geary (SGY)	In attendance	Lee Miller (LMR), Michelle Smith (MS), Jay Davenport (JD), Daniel Botting (DB), Kelly Denton (KD)

Key Points Discussed and Action Items				
No.	**Agenda Item**	**Action/Discussion**	**By whom**	**When**
1.	**Declaration of Business Interests**	The Chair invited any declarations of interest. LM declared a change in role, moving from *Head of HR Advisory (HR Connect)* to *Director of HR, Marlborough College* (co-educational independent boarding school, Wiltshire). Chair confirmed he has become a *Member of Rainham Mark Education Trust (RMET)*, joined the *Little Thinkers Board*, and commenced a role as *Strategic Adviser* to *Hudson & Hayes*, an AI consultancy, confirming any potential conflicts arising from these interests would be managed appropriately. ***Action:** Clerk to update the Register of Business Interests.*	**Clerk**	**ASAP**
2.	**Apologies for Absence**	The Chair welcomed all to the meeting. Apologies were received from PM. No apologies from SG though		

		absence was noted. KD will be leaving the meeting at 6pm.		
3.	**Minutes and Matters Arising**	The minutes of the meeting held on *Wednesday 16th July 2025*, including the confidential section, were reviewed and unanimously agreed as an accurate record. The Board noted that letters of congratulations to high-performing Headteachers will be issued over half term. ***Action:** SG to issue letters.* It was further noted that the TVA AGB Outstanding congratulations had been included within the Chair's business meeting video update, and the annual recorded message to governors and Trust leaders had been finalised and circulated.	SG	Half Term

Action	Update
SG to issue letters to high-performing Heads	In progress
TVA AGB recognition via Chair's video	Completed
Annual recorded message finalised	Completed

4.	**TSAT Governance Structure**	KD presented a paper outlining proposed revisions to the Trust's governance model following the review of the Regional Review and Assurance Board (RAB) structure. The proposal set out three key strands: 1. **Governance Oversight Meetings** – to replace the RAB model providing focussed monitoring of local governance effectiveness, driven by a KPI and quality assurance review, led by Regional Directors, the CEO, and Governance Professionals. 2. **Trust-wide AGB Chairs' Forum** – bringing together all AGB Chairs for shared practice and two-way communication. 3. **Governor Support Team** – deploying experienced former-RAB governors as mentors or temporary AGB members where capacity is required. KD explained that the model strengthens local accountability while maintaining consistent monitoring at Trust		

level.

The main risk identified was a potential loss of engagement from former RAB members, which will be mitigated through targeted communication and opportunities for involvement.

Gov question: You describe strand three as risky – what's the risk?
KD response: The risk is that if we don't maintain strong communication with those governors, they'll disengage and be less willing to step in when needed.
Gov question: So poor communication could mean we lose them?
KD response: Exactly – we'll mitigate that through targeted updates and regular contact.
Gov question: You've covered appointments, but what about removals? And can we make it clear the Governor Support Team are Trust governors, not local ones?
KD response: Removals will remain a Board decision. I'll also update the Scheme of Delegation to reflect that they are Trust governors.
Gov question: What happens to strong RAB members who aren't part of an AGB now? And who will communicate the change?
KD response: We've identified three RAB members who this applies to and will contact them directly this week. The wider communication will come from the Chair or Governance and Compliance Team – happy to draft that.
Gov question: How will the Board oversee the Executive's monitoring of governance?
KD response: Through a two-page report showing trends and the sufficiency of actions; it'll give clear lines for Board scrutiny.
Gov question: Will the two-page Board summary be standardised by headings for consistent assurance?
KD response: Yes, page one will cover key KPIs for each AGB, and page two will summarise actions and progress since the last report.
Chair question: Could we include trustee or governor representation on the Governance Oversight Meetings, for optics and assurance?
KD response: Yes, one representative per region would work well.
Gov question: AGB Chair appointments should come to the Board for approval, and removals should stay with us.
KD response: Agreed – I'll add that to the Scheme of Delegation.
Gov question: Will the new regional meetings add work for staff?
KD response: No, it replaces a step that already happens informally, so workload won't increase.

Decision: *The Board unanimously approved the revised governance structure, subject to amendments that:*

		- AGB Chair appointments require Board approval - Removals remain a Board decision - Trustee representation for each Region be added to the Governance Oversight Meeting - A standardised two-page governance report be presented at each Board cycle. **Actions:** - KD to update the Scheme of Delegation to reflect Board approval for AGB Chair appointments and Board authority for removals - KD and Chair to issue communications to AGBs and RAB members explaining the new structure - KD to launch the Chairs' Forum and Trust Governor Support Team - KD to prepare the new two-page governance summary for the December Board meeting.	**KD**	**ASAP**
5.	**Board Development Plan**	KD presented the 2024–25 Board Development Plan, summarising progress against last year's objectives and areas for continuation. Key priorities included: 1. **Objective 1:** Review KPIs for the Board and Members, aligning governance metrics with local governance frameworks. 2. **Objective 2:** Strengthen Board skills and succession planning. A full skills and workload audit was completed in summer 2024; follow-up discussions will occur in Term 2. 3. **Objective 3:** Introduce further education and legal training for Board after identifying skills gaps. 4. **Objective 4:** Strengthen Board oversight of value for money via new TSFE data dashboards. KD noted that progress reporting would now come directly to the full Board three times a year, rather than via the Governance & Compliance Committee. **Gov question:** The plan is called the Board Development Plan, but objective 2b says to "produce and implement a development plan for the Board." Isn't that circular? **KD response:** You're right, that wording is confusing. It should read "skills development" or "training plan", not a second "plan." I'll amend that. **Gov question:** Who is tracking all these deliverables so they don't get lost before the CEO report in December? **KD response:** Progress will be tracked through a one-page dashboard reviewed by the Board three times a year. Each version will include commentary on completion and next steps. **Gov question:** I see the two red items from last year's plan have been carried forward – are we confident they're now covered? **KD response:** Yes, those are included in the current year's plan for completion.		

		Decision: The Board approved the 2024–25 Board Development Plan. *Action:* KD to amend wording under Objective 2b and circulate final plan.	KD	Asap

6.	**CEO Update**	**CEO Report**
		SG presented the CEO report using the updated "traffic-light by exception" format. Key points:
		
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		   – Systems: iTrent integration showing expected teething issues but progressing.
		   – Recruitment: Headteacher role at NHP advertised; interviews due mid-November.
		   – Safeguarding: Several "amber" ratings due to incomplete termly checks; expected to move to "green" by end of term.
		   – Trust Performance: Updated outcome and attendance data reviewed; future reports will align with committee traffic-light formats.
		
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		Gov question: iTrent integration looked promising – what's caused the amber status?
		LMR response: Typical change-management bedding-in. Modules are being phased in gradually to reduce disruption.
		Gov question: How is the new Head at NHP being appointed, and is the Board involved?
		SG response: Advert issued; Chair of AGB will be on the panel. Trustees aren't usually directly involved in Head appointments.
		
		TSFE on a Page
		LMR outlined development of a new "TSFE on a Page" model for internal services assurance, aligning with the Trust's performance reporting.
		The framework defines 10 key lenses (e.g. process, quality control, impact, responsiveness) and rates each department as "met / partially met / not met." The aim is to provide Ofsted-style assurance for central services.
		
		Gov question: Should business development be a defined measure given TSFE's strategy?
		LMR response: Yes, that's being built into the commercial and income generation lens; the draft is still in development.
		
		Decision: Framework development noted; full draft to be presented at the December meeting.		

Review of delivery of 2024/2025 strategic plan

SG presented an update on delivery of the 2024/25 Trust Strategic Improvement Plan:

- The plan had been delivered as expected, with one amber item relating to coaching, which has been rolled into the 2025/26 plan.
- No changes had been made to the delivery status since the last report to the Board.
- An early indication of the 2025/26 Trust School Improvement Plan was shared:
  - SG noted that the amber rating against Objective 1b reflected a conscious decision by LMR and the Regional Directors to prioritise successful implementation of "wave 1" activity before moving on to "wave 2."
  - SG supported this approach, even though it may mean that some elements of 1b are delayed in the short term. Ensuring that wave 1 is fully embedded was considered more important than rushing into wave 2.

The Chair noted that the Quality of Education Committee had heard very positive feedback about work on the toolkits associated with these objectives, which KYB would pick up under the Committee report item.

Review of 2024/2025 academic performance

SG explained that a separate detailed academic performance report was not presented to the full Board at this meeting because:

- Three-hour, in-depth scrutiny of academic performance had taken place via the Quality of Education Committee.
- To avoid duplication and to reinforce committee accountability, the Board would instead receive a high-level update via the Committee Chair's report (see item 7).
- The Board agreed this was a proportionate and efficient approach.

Update on TPA

DB presented a paper summarising progress at TPA:

- Behaviour significantly improved; focus now on teaching and learning quality.
- Year 11 attainment strategies underway.
- Financial deficit closed; current year budget balanced.
- Continued focus on attendance and SEND pupils.
- Support and Challenge Group meeting every three weeks providing oversight.

Gov comment: The Support and Challenge Group gives Trustees closer insight and provides DB with structured support. Behaviour and culture have improved markedly.

Chair comment: My recent visit confirmed that - the school felt calm and safe for the first time in a while. Behaviour is much improved, though pupil perception surveys haven't yet caught up.

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DB response: Agreed. Students remember the past – we're still tackling low-level disruption, but serious incidents have reduced. We're feeding back pupil survey results and next steps directly to students.

Gov question: The report says 'have safeguarding available' - what does that mean?

DB response: We're positioning safeguarding staff visibly across the site so pupils can access support informally, while balancing confidentiality.

RISE update – PLY / PAA

JD briefed the Board on the new DfE RISE initiative (Regional Improvement of Standards and Excellence), covering PAI and PLY schools.

- PAI: ███████████; focus on leadership, English, Maths, attendance.
- PLY: ███████████; focus on curriculum coherence, reading strategy, attendance, and SEND.
- Collaborative work established with partner MATs; early challenges included system alignment and local scepticism, now resolved.
- Key risk: potential for school leaders to abdicate accountability to partner trusts.

Gov question: ████████████████████████████. Any concerns about managing it?

JD response: The system is bureaucratic, but collaboration is working well – we are keeping ownership while drawing on external expertise.

Gov question: You mentioned adopting another MAT's English curriculum. Why not use a TSAT curriculum, and how will it be sustainable after support ends?

JD response: We don't yet have a unified Trust English curriculum in the South West. This one fits the local context, and staff are being trained to deliver it sustainably.

SG comment: Exactly - it's contextually right. We would otherwise have to adapt one from another region.

MS comment: The Trust curriculum groups will ensure alignment and sustainability longer term.

Ofsted update

SG reported ongoing training for Trust leaders on the new framework.

DB and MS, both Ofsted Inspectors, are completing 30 hours of online training, with further sessions due.

Uncertainty remains on methodology; early implementation likely to involve "joint inspections" with school leaders shadowing inspectors.

Gov question: Any clarity yet on practical changes?

DB response: Not fully - we're awaiting final schedules before advising schools to update SEFs.

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<tr><td>7.</td><td>**Reports from**</td><td>Committee chair presented the one-page report from the one Board Sub-Committees which had met prior to</td><td></td><td></td></tr>
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	Committees	this meeting with the following key points: **A. Quality of Education** KBA presented the Committee report, commending: - Excellent preparation and documentation from LMR. - A successful new format focused on regional directors' reports and toolkits. - Constructive three-hour meeting with strong engagement and clarity on local contexts. Key themes included: improving attendance, identifying schools of concern, and embedding toolkit consistency across regions. **Chair comment:** The format worked very well and finished within 2h 40m thanks to excellent chairing.		
8.	**Any Other Business, Correspondence to the Chair & Chair update**	**Correspondence to the Chair:** The Chair confirmed that no correspondence had been received since the last meeting. **Chair's Update:** - **BRX 3G pitch:** Application submitted for ██████████████ - **Head of Governance recruitment:** Interviews next week. - **Auditors:** Fieldwork ongoing; no issues.		

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		Ofqual Letter on 2025:
		    - Ofqual letter on 2025 results noted; no discussion required.
		
		Remuneration Committee:
		Chair informed Board of newly issued guidance, via the Confederation of School Trusts (CST), on the assessment and setting of executive pay. The guidance suggests that trusts should have a separate Remuneration Committee to consider executive pay, rather than dealing with it solely within a broader committee.
		
		Current arrangements place executive pay within the remit of the People Committee. The Chair noted that the guidance implies that for the next pay-setting round, a dedicated Remuneration Committee may be more appropriate.
		
		      Decision: The Board agreed that the Chair, LM and KD would discuss options for a Remuneration Committee and bring a proposal back to the Board.
		
		No further items of business were raised.		

9.	**Items for Next Agenda**	To review prior to next meeting.		

10.	**Date of Next Meeting**	Date of next meeting(s):
		      Wednesday 17th December at **5pm**
		      Wednesday 4th February 2026 London Strategic Day (Browne Jacobson Offices)
		
		The formal meeting closed at **6.52pm**.		

Action Log				
No.	Agenda Item	Action	By Whom	By When
1	**Declarations of Business Interests**	*Clerk to update the Register of Business Interests.*	Clerk	Asap
3	**Minutes and Matters Arising**	SG to issue letters of congratulations to high-performing Headteachers.	SG	Half Term
4	**TSAT Governance Structure**	*KD to update the Scheme of Delegation to reflect Board approval for AGB Chair appointments and Board authority for removals*	KD	Asap
4	**TSAT Governance Structure**	*KD and Chair to issue communications to AGBs and RAB members explaining the new structure*	KD	Asap
4	**TSAT Governance Structure**	*KD to launch the Chairs' Forum and Trust Governor Support Team*	KD	Asap
4	**TSAT Governance Structure**	*KD to prepare the new two-page governance summary for the December Board meeting.*	KD	Asap
5	**Board Development Plan**	*KD to amend wording under Objective 2b and circulate final plan.*	KD	Asap