

THINKING SCHOOLS ACADEMY TRUST
COMPANY NUMBER: 7359755

Subject	Meeting of the Board of Directors	Date	18 th October 2023
Room	Via Teams Call	Time	5.00pm
Present	Gerard Newman (GN) (Chair), Peter Martin (PM) (Vice Chair), Kaye Bettey (KB), Stuart Gardner (SG), Derek Morrison (DM), Ian Mason (IM), Dave Glassey (DG), Andrew Medhurst (AM), Steve Geary (SGE)	Clerk	Jennifer Coates
Apologies accepted	Clive Star, Natasha Hurtado, Janet Perry, Gavin Jones received 19/10/2023	In attendance	Lee Miller (LM), Ashley Hall (AH), Matthew Fleet (MF)

Key Points Discussed and Action Items				
No.	Agenda Item	Action/Discussion	By whom	When
1.	Declaration of business interests	There were no declarations of interest relating to items on the agenda. Ashley Hall explained he step away from RGB vote for appointment of new members due to family relation to one of the proposed Governors.		
2.	Welcome and apologies for absence	GN welcomed all to the meeting, including Andrew Medhurst and David Glassey as new Board members. Apologies were received and accepted from Clive Star, Natasha Hurtado and Janet Perry.		
3.	Minutes and Matters Arising	The minutes from the previous meeting were reviewed and agreed to be an accurate record of the meeting. Matters arising were reviewed and all items were executed. Governors reviewed the remote decisions since the previous meeting, and agreed that this was an accurate record of the decisions: <ul style="list-style-type: none"> - Extension of contract for transport solution for pupils to Maritime Academy - Trust wide Microsoft licenses - Brixham structured cabling procurement - Goodwin Academy 3G pitch tender - Changes to GDC terms of reference 		

		- Procurement of GL Assessment tests		
4.	CEO Verbal Report	<p>SG & MF joined the meeting at 6pm. SGE left the meeting at 6pm.</p> <p>SG gave a verbal update which contained the following key information:</p> <ul style="list-style-type: none"> - We have had a no notice Ofsted inspection at The Portsmouth Academy today. The inspection focussed on safeguarding, pupils' safety in school, school leaders' effectiveness around behaviour and are Trust leaders ensuring the quality of education. The outcome of today is that it will not convert to a Section 5 inspection and Ofsted are satisfied. They could see what the Trust had done, what the school had done and could see there had been significant impact from June to October. SG expressed his thanks to GN and they could see how well Trustees knew the school. Thanks to MG and JM who attended the school to provide support. Thanks to MF and EO for their support as RGB and AAB chairs today. <p><u>Results Update – KS4</u></p> <p>SG presented the unvalidated data for KS4 across the Trust:</p> <ul style="list-style-type: none"> - Positive for Brixham, Paignton and Plympton. Those schools have lifted their outcomes this year. - Holcombe and Plymouth High have performed better in the past. Still further improvements required for these schools. - Colchester Royal and RGS have performed well across their outcomes. - Goodwin, TPA & Victory. These schools are facing significant challenges with deprivation and the lag it is causing on their outcomes. There is a lot of work to secure outcomes at these schools going forward. <p><u>Premises – RAAC & PHSG sink hole</u></p> <p>LM presented an update on the following:</p> <ul style="list-style-type: none"> - RAAC at Holcombe: This was identified 2 years ago in a survey of the school buildings. We have been working to remove this. This has been removed from the sports hall and assembly hall. The last bit was due to be removed from one of the corridors. We have only had to section off a part of the school to keep it operational. DFE pleased with our proactive approach. We are approaching DFE to recover funds on the removal of the RAAC. DFE have put Holcombe school on the long-term remedy programme and meeting with us about what options are available. <p>Gov Q – Have we had the survey back from Colchester Royal?</p>		

	<p>LM A – No RAAC present.</p> <ul style="list-style-type: none"> - PHSG Sink Hole – There are sink holes in the play area and investigations have uncovered a number of bomb shelters underneath the playground area. We have put in mitigating plans to deliver the PE curriculum as the school is limited on outdoor space. We are in discussions with insurance on next steps. We have a commitment to fund investigative work and then establish where the liability falls. We anticipate a £2-£3m cost to put this right for the school. <p>Gov Q – Would the Trust be expected to contribute financially to this? LM A – The liability will either fall with the local authority or DFE. The local authority was aware about this before the transfer.</p> <p>Gov Q – How has the response been from parents about the limitations on the P.E. Curriculum? LM A – It has been supportive. The car park has been repurposed into outdoor space. We are looking to secure a solution as soon as possible for the school.</p> <p><u>New Schools</u> SG presented an update on the onboarding of new schools which joined the Trust in September:</p> <p><u>Positive</u></p> <ul style="list-style-type: none"> - Positive feedback received from all schools on launch events. - Onboarding road maps are in place. - Accelerated creation of 365 accounts for school staff. - Lodestar is fully on the central network. - Secondary staff are able to participate in fortnightly curriculum leader meetings. - Significant Quality Assurance training has taken place. - First round of AABs successful. - Finalising conversion to Professional Growth objectives. <p><u>Minus</u></p> <ul style="list-style-type: none"> - Finances for all three schools (Paignton, Kings Ash & Curledge Street) are challenging. The opening position for the schools is a £300k deficit. We are in conversations with ESFA to recover these funds. <p>Gov Q – What were we expecting their financial position to be?</p>		
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LM A – We were anticipating a surplus opening position of £130k based on the commitment of not taking on schools in debt. There are also concerns about financial forecast moving forward. The in-year deficit for the upcoming year is £450k.

- The Governance structures in the South West are in the “storming” phase that we are working through.
- Frustrations through the transition from Google to Microsoft. I.T. The teams are facilitating this as best we can.

Interesting

- Lodestar are really positively understanding the experience of being part of our Trust.
- All new schools will participate in a full evaluation of their onboarding during Term 2.

Intervention at TPA

SG presented an update on the intervention being put in for The Portsmouth Academy:

- Key Risk: Aspects of behaviour [REDACTED]
- Key actions include identification of new IEU space to support children with high needs and prevent disruption of learning. There are new expectations to tackle truancy by utilising new IEU space. Improving site security including fencing to deal with intruders and prevent excluded children from returning to site. New SEMH provision for Year 7 & 8 going in for students in the Base. [REDACTED]
- The key underlying issue is about the culture around the school. The focus has been attending to the needs of every child whilst also having standards and consequences in place. The behaviour policy and systems need to be utilised. We anticipate high levels of suspensions and exclusions as a result of this.
- Trust support in place includes MGs support on behaviour policy, LMs support around the IEU space, MHL training for pastoral support team, SG will be based in school several days a week to provide further support, review use of educational drive teams and create additional capacity for GDCs.

Gov Comment – We have identified we need a schedule of Governor and Trustee visits and MF will look for support on that from RGB and AAB members.

Gov Comment – The more schools we acquire the more stretched you become as an executive team. You being in the school three days a week is a further stretch on your resource.

SG Comment – The Regional Director has had to step into a highly operational role and

		<p>I need to step in to a Regional Director role to provide the support needed by her and the school and pupils. We need to ensure the school makes the rapid progress required and as the changes come to fruition, I will be able to step away.</p> <p>Gov Comment – I am also concerned about the pressure on individual leadership other Exec roles, particularly JM, with her growing role and in Maritime.</p> <p>SG Comment – We will look at the accelerating the leadership structure of Maritime.</p> <p>MF Comment – Thank you to all who have been involved in TPA recently. We have considered using support and mental health workers to support children in the school and may be something we can look to expand across the Trust.</p> <p>Gov Q – Is there any timeline on when you expect to see these rapid improvements at TPA?</p> <p>SG A – I expect it to be at least 3 -4 weeks and the focus will be supporting the school hold the line in respect of behaviour and expectations, so that students see the repercussions of poor behaviour. Need to protect the main school from the poor behaviours and embed the right habits.</p> <p><u>Managing expected inspections</u></p> <p>SG updated the Board on pending Ofsted inspections:</p> <p>Plympton – imminent Ofsted visit expected. Significant support from MGE is in place.</p> <p>Cedar – window opens in Easter 2024. KJS is in place as an interim Headteacher.</p> <p>Holcombe – window opens in Easter 2024.</p> <p>PHSG – window opens in Summer 2024.</p> <p>Paignton – window opens in Summer 2024.</p> <p>Goodwin – window opens in Autumn 2024.</p> <p>MIS – window opens in Autumn 2024.</p> <p>Brixham – window opens in Autumn 2025.</p> <ul style="list-style-type: none"> - SG explained that we are managing the risk of any ‘Double RI’ outcomes whilst the schools have been in the Trust, which could cause question about whether a school should remain within the Trust. <p><u>Preparing for further change</u></p> <ul style="list-style-type: none"> - New Chief Inspector in place in January 2024. The two major changes will be a re-focus around deprived children and we will continue to see more emphasis in respect of outcomes being judged in relation to grades. The MAT inspection framework is under creation. - Possible New Government could result in changes to the Ofsted framework and 		
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		<p>introducing score cards and MAT inspections. Very committed regarding teacher recruitment. They are also committed to a review of the curriculum and assessment for England including a new national curriculum which will be compulsory.</p> <p>Gov Comment – With these possible changes of the Chief Inspector and new Government, there will not be a change in importance and reliance Inspectors will place on Governors and Trustees knowledge of schools and providing challenge and oversight, particularly in respect of the quality of education and safeguarding. Trustees need to be on top of these issues in schools and undertake school visits.</p>		
5.	Board of Directors Development Plan	<p>KD presented the Board Development Plan which contained the following key information:</p> <ul style="list-style-type: none"> - Objective 1: Governance review. This has started. - Objective 2: Board to have skills needed to hold the executive to account on the performance of the Trust. This includes: <ul style="list-style-type: none"> ➤ External board CPD on holding leaders to account. ➤ Self-reviews and setting individual objectives for trustees. ➤ Understand the DFE quality descriptors on what a strong MAT will look like. <p>Gov Q – Can you expand on the DFE quality descriptors? KD A – They have 6 pillars that a strong MAT would have in place which includes Governance. My recommendation is a session to understand the pillars and review whether the board is satisfied we have that in place and any actions from that. Gov Q – When will that take place? KD A – Term 4.</p> <p>Gov Comment – On 2b., can I please draw attention to board members about completing a personal self-review and set individual objectives for role. This is an action that needs to be completed. We will review this and initiate this in Term 3.</p> <ul style="list-style-type: none"> - Objective 3: Board have the information needed to hold the Executive to account on Trust performance. <ul style="list-style-type: none"> ➤ Reviewing data from CEO report and Key Performance Indicators the Trustees need to be aware of. ➤ Chairs of Committees to work with SMT to ensure the relevant information is received in the appropriate detail ➤ Data to Board reviewed to ensure it receives the data that informs their statutory obligations 		

		<ul style="list-style-type: none"> ➤ External governance review to consider data given to the Board for external feedback <p><i>The Board Development Plan was proposed by SG and seconded by GN. Governors unanimously approved the Board Development Plan.</i></p>		
6.	Board & Committee Membership/RGB Governor Appointments	<p>KD presented the Governor Appointments and Board Membership document which contained the following key information:</p> <ul style="list-style-type: none"> - Proposal 1: Following recent resignations, to recruit and appoint another educationalist to join the Board. <p>Gov comment – I am in support of this proposal. Gov comment – It would be impactful to seek a lead Ofsted inspector to join our Board.</p> <ul style="list-style-type: none"> - Proposals 2, 3 & 4 – Membership of committees. ➤ Recruit and appoint a co-opted Governor to the Staffing, Pay & PG Committee. ➤ Appoint David Glassey as a member of the Staffing, Pay & PG Committee. ➤ Appoint Derek Morrison as a member of the Governance & Compliance Committee. <p><i>SG proposed and GN seconded the following decisions based on proposals 1-4:</i></p> <ul style="list-style-type: none"> - <i>To recruit and appoint an educationalist (if possible, a lead Ofsted inspector) to the Board of Directors, to recruit and appoint a co-opted Governor to the Staffing, Pay & PG Committee, to appoint David Glassey as a member of the Staffing, Pay & PG Committee and to appoint Derek Morrison to the Governance & Compliance Committee.</i> <p><i>Governors unanimously approved proposals 1-4, as stated above.</i></p> <p>KD presented the proposals 5-9, RGB Governor appointments which require approval:</p> <ul style="list-style-type: none"> - Appoint Helen Quinn to the South West RGB - Appoint Clare King to the South West RGB - Appoint Nick Quine to the Torbay RGB - Appoint Laura Guihen to the Torbay RGB - Appoint Valerian Hall-Chen to the Chatham RGB. KD explained that Valerian is the brother-in-law of Ashely Hall (Maritime IMB & Strood RGB) and husband of Alexandra Hall-Chen (Kent RGB). They would be on different Regional Governing Bodies. Ashley and Valerian may be on a board together when Maritime join an RGB. 		

		<p><i>SG proposed and GN seconded the vote to appoint the prospective Governors. Governors unanimously approved the appointment of the new Governors to the RGBs.</i></p> <p>KD presented proposal 10 regarding the Chatham RGB Chair vacancy which requires approval:</p> <ul style="list-style-type: none"> - To appoint Richard Holdsworth to the post of Chair of the Chatham RGB. Richard has agreed to accept this position. A vote was conducted with RGB members, 75% of members responded who unanimously supported Richard’s appointment. This vote closed on 27th September. <p>Gov Q – What is Richards current position? KD A – He is the Vice Chair of the Chatham RGB and Chair of the Victory AAB.</p> <p><i>SG proposed and GN seconded the vote to appoint Richard Holdsworth as chair of the Chatham RGB. Governors unanimously approved this appointment.</i></p> <p>Gov Comment – We would like to record our thanks to Richard for taking on this role.</p>		
7.	Any Other Business & correspondence from Chair	<p>GN presented the items under Any Other Business and Correspondence to Chair which contained the following key information:</p> <ol style="list-style-type: none"> 1. Maritime IMB delegated responsibilities amendments: <ul style="list-style-type: none"> - Proposal that a delegated responsibility needs to be approved for the IMB so that Maritime IMB has the same delegated authority as a board committee as opposed to an RGB. This means that executive leadership can approve spend to a level of up to £50k and the IMB can approve spend between £50k and up to £100k. Thereafter it would require Board approval. This will allow flexibility of the IMB to support the Maritime build. <p><i>Governors unanimously approved the amendments to the Maritime IMB delegated responsibilities.</i></p> <ol style="list-style-type: none"> 2. Accounting Officer annual letter has been received: We receive a letter in July and this letter needs to be shared with Trustees to remind them of their obligations. 3. Outcome letter from Ofsted following a complaint made at Plympton Academy: The letter is confirmation that our response has been noted and there is no further action. This would be raised in any future Ofsted inspection. There has been a recent 		

		<p>Governor Safeguarding visit and GN has also recently completed a 2-day visit which included safeguarding and no areas of concern found.</p> <p>Gov Q – Have we benchmarked these number of letters against another Trust? I would like to seek reassurance on a comparison of letters of Trust against another size.</p> <p>SG A – There is no national benchmarking however there is significant benchmarking for complaints to Ofsted and ESFA. Ofsted complaints have risen by 25% in the last year. This has been reflected in the significant rise of 50% in school level complaints. There are discussions focussing on how Trusts are managing this deluge of complaints and discussion around what strategies other Trusts are using that we can consider to help manage these. There was a national survey regarding parental attitudes towards schools and there has been a significant decrease across all demographics but most notably from those from more deprived backgrounds which represents the massive decline of faith in social structures.</p> <p>Gov Comment – Our schools have noted an increase in complaints. The Trust is supporting parents with their understanding of bullying.</p> <p>Gov Comment – Our Trust have also noted an increase in complaints. The avenue of complaints through the DFE has become more common.</p> <p>4. Update on external governance review: This has commenced and is due to be completed by the end of November 2023. GN and KD have been meeting with the CST lead at the end of each week. The draft outcomes will go to the Working Party on 3rd November, finalised on the 10th November and at final Working Party meeting, we will formulate a final plan to come to the Board on the 13th December. Trustees have been sent a feedback form to go directly to the CST lead.</p> <p>There are two main areas of focus. First being the structure regarding RGBs and the ‘middle layer’ of Governance between AAB and Board and a number of options are being considered. The second is to strengthen AAB scrutiny, particularly in respect of quality of education and safeguarding. Discussions include bolstering capability and capacity of AABs and the burden on preparing reports on staff and Governors.</p> <p>Gov Comment – In my meeting with the CST lead, he suggested strengthening our AABs.</p> <p>Gov Comment – The CST lead has had push back on removing a middle layer of Governance completely.</p>		
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	<p>Gov Comment – The CST lead said TSAT is unique in its structure and advised removing a layer. The RGB are not close enough to the detail to be able to be responsible and accountable.</p> <p>Governor Comment – Both Ofsted’s I have sat in on, they have questioned the Governance structure.</p> <p>Gov Comment – I have found RGB chairs really helpful in discussions with Ofsted and provided comfort in Governor’s support of individual schools.</p> <p>Gov Comment – Need to look at how the information comes through the Board and how the committees can contribute to the filtering of information through to the board.</p> <p>Gov Q – What is the CST lead’s judgement on how our Governance structure is working?</p> <p>GN A – There is room for improvement. There are no red flags or issues, but there are opportunities to improve.</p> <p>KD A – Our brief to the CST lead was that we need to implement a structure fit for growth and he commented on the meetings he observed being very effective.</p> <p>Gov Comment – The CST lead picked up on the vast geographical span and we need to address the regional variation and the types of schools.</p> <p>KD Comment – We can explore structures based on types of school or location.</p> <p>Gov Q – Have you got insight into what good governance looks like in another Trust?</p> <p>KD A – When the CST lead was discussing other Trusts, he noted that some have local governing boards that has more autonomy but they may have a middle layer that is a chairs committee. There needs to be something in between local governance and the board. We cannot have 26 schools reporting directly into the board, but that structure varies among Trusts. Most give autonomy to their equivalent of an AAB which is where we are unusual.</p> <p>Gov Comment – I can see the issue with that number of schools reporting into the board directly. If you look at the remit for each of the RGBs and how they work alongside the committees there is maybe duplication. We need to streamline functions and clearer about responsibilities of each of the bodies and reduce the number of them.</p> <p>Governor Comment – There is a perception of a lack of communication about what is going on from the TSAT Board. Anything that streamlines and promotes more two-way information sharing will be positive.</p>		
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8.	Items for next agenda	<ul style="list-style-type: none"> - Outcome of Governance review - Accounts for 22-23 - Update on progress at TPA 		
9.	AOB continued	<p>Gov Q – Is the Audit plan just for the Board to note? LM A – Yes, it is to note. This is received every year from auditors and it is shared with the board to ensure you are aware of the plan on how they will assess risks and their judgements. Auditing has begun and so far, the feedback has been positive.</p> <p>Gov Q – What is the process for us as Board members to review the Trust risk register? LM A - As an Exec, we review the risk register on weekly basis and once a month we share a live risk register with the Board. Against each issue there is a committee associated and at next committee they will review all issues in between committee meetings to confirm the status of each item. Trustees are welcome to contact issue owners to discuss this.</p>		
10.	Date of next meeting	<p>13 December 2023, full BoD, Portsmouth & via teams 27 March 2023, full BoD, South West & via teams 1 May 2024, Strategic day, London 10th July 2024, Leadership Conference, Reading (No board meeting but Board sessions) 17th July 2024, full BoD, Maritime & via teams, TBC or Medway Boardroom</p> <p>Meeting closed at 6.52pm</p>		