

THINKING SCHOOLS ACADEMY TRUST
COMPANY NUMBER: 7359755

Subject	Meeting of the Board of Directors	Date	16 December 2020
Room	Via Teams Video Call	Time	5.00pm
Present	Michael Bailey (MB); Stuart Gardner (SG), Steven Geary (SGe); Rachel Jordan-Evans (RJE), David Lycett (DL) (to 6.00pm), Peter Martin (PM) (Chair), Ian Mason (IM), Derek Morrison (DM), Gerard Newman (GN), Linda Randall (LR)	Clerk	Janet Smith
Apologies accepted	Mandy Gage (illness)	In attendance	Gwynn Bassan (GB), Kaye Bettey (KB) (from 6.00pm); Kelly Denton (KD); Lee Miller (LM), Jody Murphy (JM); Natalie Sheppard (NS); Dan High
Non-attendees			

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.		
2.	Welcome and apologies for absence	The Chair welcomed all to the meeting. There were no apologies for absence. DL indicated that he would need to leave at 6.00pm.		
3.	Minutes and matters arising	The minutes of the meeting held on 21 October 2020 were considered and agreed as an accurate record of the meeting. They were duly signed by the Chair. Matters arising: There were no matters arising.		
4.	Company Secretary's	All had received reports from LM in advance of the meeting which had been considered. LM		

		<p>Decision on finance Trustee vacancy and appointment to Finance Committee KD referred to the vacancy on the Board of Directors for a director with a financial background, and it had been proposed that a member from the South West would be appropriate. KD therefore proposed that the recruitment is delayed for a year until the Trust presence in the South West is clear. This was discussed, and MB in particular supported this strategy. All agreed on this way forward.</p> <p>With the above in mind, KD informed the Board that there is a need to strengthen the Finance Committee and suggested two personnel with the right experience who could be co-opted on to the committee for the present time. This was proposed by MB and seconded by LR. There were no votes against, therefore it was agreed to co-opt two personnel identified by KD to the Finance Committee.</p>		
5.	CEO Report	<p>SG introduced his report, which everyone had received prior to the meeting for their consideration. He presented some slides in summary:</p> <ul style="list-style-type: none"> • Executive Summary: MB asked if it was known what had been the trigger for the Section 8 Ofsted inspection at Victory. SG responded that Ofsted gave him the following information when he asked for feedback: <div data-bbox="734 826 1796 1149" style="background-color: black; width: 100%; height: 100%; min-height: 150px;"></div> • Trust Performance Management: this is suspended for 2019/20; reflections have been completed and targets set. The Pay Committee has approved the pay recommendations and these are now presented to the Board for their ratification. MB proposed and DM seconded that the pay increases agreed by Pay Committee should be ratified, and all agreed. The pay increases were therefore ratified. <div data-bbox="689 1364 1780 1396" style="background-color: black; width: 100%; height: 15px;"></div>		

		 <ul style="list-style-type: none">• Evolving Pay Policy: A working party including GB and LM are discussing the pay policy going forward and to moving the focus on “improving” rather than “proving”. GB gave more detail:<ul style="list-style-type: none">○ this change in focus would give teaching staff intrinsic motivation to improve and undertake professional development.○ The outcome should show their growth as teachers.○ The system would involve a process of meeting staff six times a year to have a professional dialogue.○ The working party will work on the policy which will be brought to directors for discussion and approval.• Progress on strategic targets: SG reminded directors that the Strategic Plan has been adapted to take account of the operational drag due to the Covid-19 measures. The key issue for the Trust is how normal priorities are going to be aligned and delivered. PM asked what the challenge for the next term would be. SG responded that capacity to enable students to receive extra support and tuition to catch up is a major challenge while still experiencing operational drag.<p>Discussion took place about what the schools would look like from a staff and student attendance standpoint following the Christmas break and increased social mixing. SG informed the Board that the government are planning to mitigate cases by mass testing in schools and explained the proposed strategy for carrying out mass testing in the TSAT schools. DM asked how the Trust proposed to staff the testing and how training will be given. LM explained that the Operational Group had discussed this today and primary schools will be tested from March, secondary schools from January. There are many issues to overcome, and testing will be phased in from 4 January. PM asked if extra resources will be received and LM’s view is that the DfE will not fund this; his priority is to deliver on the testing and look at resources at a later time.</p>• Organisational change: The proposal is to move to a hybrid educational offer based on people-led and digital delivery. LM gave further detail on the Strategy Group		
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discussions related to this proposal, with a wide level of input from a range of stakeholders. The Portsmouth Academy is the case study school which is road-testing this strategy and NS explained how this is working in terms of the great strides made in digital delivery and people leadership. RJE asked if the team have had training in change management. SG explained the work that had taken place over the last two years on change management. The proposal was discussed in depth by directors and **MB proposed acceptance of the strategy, as essential for the trust going forward. IM seconded and all agreed in moving forward with the proposal.**

• **Trust Growth:**

[REDACTED]

- **Trust employee survey:** SG gave details of the results of the survey which had seen very positive comments on the questions asked. SG asked the Board if they would like any particular question to be included in future surveys. GN suggested the following:

- getting an employee view of the performance of leadership and management;
- do staff feel empowered to carry out their job;
- do they receive the necessary training in order to carry out their job effectively.

SG responded that these points will be implicit in future questions and that the questions are themed every month. GN added that a free format box could be added

for staff to comment. IM asked about the feedback procedure and SG explained that this is through “Gardner’s World”.

- **TSfE:** LM gave an update on TSfE projects:
 - *Plymouth High School* should be onboarded by 1 February 2021. Actions for 6 months and 12 months were outlined. LM thanked Thinking Technology for their work on this project.
 - *Goodwin land sale project:* [REDACTED]
 - *Job Evaluation Project:* The focus group meetings have been completed and the time line will be met. LM noted that it has been holding these meetings has been demanding on staff due to the challenging period.
 - Some development plans have slipped due to the Covid measures.
 - The Central team are all working from home, which causes some challenges.
 - *Thinking Fitness* is at risk because of the current position of closures. Tier 3 enables gyms to be open so the company could still be viable.

- **Ofsted:** SG gave updates on expected inspections and expected outcomes. Inspections which have taken place were at Cedar, which was positive although no formal judgement was given and a Section 8 inspection at Victory which also had no formal judgement but safeguarding was deemed effective.
- [REDACTED]

- **Catch Up Funding:** SG referred to his report which gives information on how the amount of funding allocated is formulated. He added that the Executive Team is currently determining how to allocate the lasting impact fund.
- **Assessment: Primary:** SG referred directors to his report, which outlines the KS1 and KS2 tests for this year. Phonics screening only will take place at KS1 and KS2 assessments in Reading, Writing and Maths will take place in Term 5. The current

		<p>data for Year 6 was considered, which indicated no major concerns especially considering how much teaching has been missed this year. JM confirmed that the current data in English is pleasing and added that the Reading Assessment can be difficult for the children in terms of fluency and comprehension.</p> <p>Maths presented a more concerning data set and SG emphasised that a child needs three raw marks to move one scale mark. Discussion on the maths data set took place and JM informed directors that an important focus is to ensure that children are proficient in mathematical fluency and vocabulary. She also spoke about PIXL, which is a resource that will enable teaching staff to identify gaps in children’s knowledge. In response to a question from PM, SG confirmed that some catch up funding will be targeted to Year 6 maths. DM noted his concern about staffing levels which could be compromised in January following the Christmas break. SGe asked what the trust policy is on testing for moderation and SG informed the Board that this is currently under discussion</p> <p>Secondary assessment is planned to take place as normal in 2021. SG shared the Year 12 mock data, which shows some concern at Goodwin and Holcombe. GB explained that the mocks had taken place early and there is time for improvement. He outlined strategies for improvement at Goodwin which are having a positive impact. SG discussed the strategies for improvement in place at Holcombe and noted that he feels comfortable that the students are responding well and making rapid improvement.</p> <ul style="list-style-type: none"> • Quality Assurance: SG presented a table giving the teacher profile and directors noted that a number of staff at Victory and Gordons are not performing at expected levels. SG informed Directors that support is now in place and the Board should be reassured that the Executive Team are always aware of the teaching profile and are supporting staff throughout the year. MB asked about the profile at Victory and SG gave detail to the information presented. • Attendance: SG presented a table which shows actual attendance. This table demonstrates the true impact of self isolation on attendance. <p>PM thanked SG for his very detailed report which gave valuable information to directors.</p>		
6.	Reports from Committees	Audit and Risk Committee GN reported on the business of the meeting to Directors.		

- The Trust is in a healthy financial position, with substantial cash reserves although there are still some invoices to be met.
- A couple of minor issues need to be resolved on the accounts before they can be finalised.
- **Approval of Financial Statements 2019/20: On the basis of the recommendation of the Audit Committee MB proposed and LR seconded that the Financial Statements 2019/20 be approved. All agreed, and the Financial Statements 2019/20 were duly approved,** with thanks to the Audit Committee.
- The final UHY internal audit visits showed no substantial issues. Cooper Parry has been appointed on a three year contract for internal scrutiny going forward. The focus of the initial visits was agreed which includes IT and data security.
- The challenges of Covid in terms of adversely affecting admissions had been discussed.

Staffing, Performance Management and Pay Committee

PM thanked the HR team, under the leadership of Lucy Chapman, for their work during this difficult period.

The new system for Performance Management was agreed at committee level and PM asked for Board approval for piloting the system in February/March 2021. Following discussion, the Board approved the operation of the new system for Performance Management.

The pay awards had been agreed by the Board under item 5 above.

Operations Committee

LM reported as follows:

- Several inspections on Covid measures in operation at TSAT schools had taken place, and all had positive outcomes.
- Land sales and major projects were discussed at the committee.
- The concern around Thinking Fitness financial position was noted. [REDACTED]
- The ICT Strategy had been received from Andrew Finnemore, outlining a projected spend [REDACTED] over the next three years.
- There had been discussion around the proposed agreement with Litmus to monitor the Chartwells contracts at a cost of [REDACTED] per month. This was discussed, **and MB proposed, IM seconded that the agreement should be entered. All agreed.**

Finance Committee

		<p>LM reported that the main focus of the Finance Committee had been the year end accounts and the current financial position. He brought to the Board a report on the related party transactions between TSAT and TSfE. He emphasised that PM and GN played no part in the discussions as they are members of both Boards.</p> <p>The transactions were outlined and discussed by the Board and LM recommended that the transactions be supported. DM proposed and MB seconded. All agreed, and the related party transactions were duly approved.</p> <p>Governance and Compliance Committee MB presented the report from the Governance and Compliance Committee. There was a discussion on the compulsory attendance by all governors to training on Safeguarding. MB suggested that there should be an indication on the offer letter to new governors that this training is compulsory and would affect their continuance as a governor if they did not attend.</p> <p>Action: KD to work with Lee Lucas on a wording on the governor offer letter.</p> <p>GN, as Board of Directors lead for Information Governance, will review the security measures in place for the Safeguard system.</p>	KD	
9.	Communication to RGB and AAB	<p>It was agreed that directors will email KD with any specific items they believe should be shared with RGB and AAB.</p> <p>KD will send a one-page summary of this Board meeting to Members and AAB and RGB.</p> <p>Action: Directors to email KD with specific items for sharing with RGB/AAB Action: KD to organise a one page summary of the Board meeting for Members/RGB/AAB</p>	KD	
10.	Any other business and correspondence to the Chair	<p>(a) Incorporation of SEND within Governance responsibilities and agreement of Curriculum and Quality Assurance Terms of Reference Procurement Policy. KD explained that the inclusion of SEND within governance responsibilities is a new recommendation in the Academies Financial Handbook. Following discussion, it was agreed that Steve Geary should be the link trustee for SEND and Dave Lycett should be the link trustee for Pupil Premium. KD proposed that Curriculum and Quality Assurance delegated powers should be changed to include SEND and Pupil Premium. This was agreed.</p>		

		<p>(b) Procurement Policy (Brexit changes): LM introduced the reviewed policy which has had EU requirements removed and the new requirements from 1 January 2021 have been added. Following discussion, the revised Procurement Policy was adopted.</p> <p>(c) LM spoke about the RGS expansion funding arrangements. The project for the science classroom has been split from the sports hall development. Following a meeting earlier today, an updated tender report has been uploaded to Teams and LM asked Directors to consider this urgently and send him their approval. LM said that if he has not heard from Directors by 2.00pm on 17 December 2020 he will assume acceptance. GN stated that he has seen the detailed reports and he is supportive. Action: Directors to respond by 17 December, 2.00pm or their acceptance will be assumed.</p>	All	14.00 17/12
11.	Items for next agenda	To be advised.		
12.	Date of next meeting	The next meeting will be on 3 February 2021 at 5pm. PM thanked Board members for their attendance and input. The meeting closed at 19.30.		