



**MEETING OF THE TWO COUNTIES TRUST
BOARD OF TRUSTEES**

Monday 27th March 2017

Trustees: Rosemary Forest, Ian Greenaway, Gillian Haslam (Chair), Kevin Hearn, Karen Potts, Roman Rusczyński, William Unsworth, Richard Vasey, Ruth Wheelhouse.

Trustees Present: Ian Greenaway, Gillian Haslam (Chair), Kevin Hearn, Karen Potts, Roman Rusczyński, William Unsworth, Richard Vasey, Ruth Wheelhouse.

Also in attendance: Jonathan Fawcett, John Maher and Julie Wood (Minute taker)

Apologies: Rosemary Forest.

Meeting started 6.30pm (quorate)

20 Welcome & Introductions

GH welcomed Trustees to the meeting. Apologies had been received from Rosemary Forest.

a. Declaration of Interests

None declared.

21 Minutes of meeting held on 5th December 2016

The minutes had been emailed prior to the meeting. The minutes were checked for accuracy and accepted as a true and accurate record with the below highlighted changes.

a. Matters arising

Page 2 Action - DV to add careers advice into the TTCT Strategic Plan. IG raised this again. DV responded by saying schools within the Trust pay varying amounts to the LA for careers guidance. Ashfield School employ their own people. DV said there are savings to be had across the MAT. DV said this will be looked at next academic year once Heritage School has joined. DV spoke about the creation of a group of experts.

Page 3 – DV gave his reasons why the minutes should be amended of the discussion had around Kirkby College. Trustees agreed with DV.

Action: DV to work with JW

b. Actions from meeting

GH talked through the running action log. Apart from Item 15(a) DV to provide KPIs for Post 16 vocational, all had been actioned or on tonight's agenda.

22 Two Counties Trust Strategic Plan

TTCT Strategic Plan Priorities for the 2016-2017 year had been e-mailed to Trustees prior to the meeting. DV reminded Trustees of the colour coding (black, amber and green) and pointed out where work had been done. DV informed them of the appointment of Deborah Duggan to HR Director who will be starting on the 2nd May 2017.



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23 Two Counties Trust Future Structures

a. Educational

DV showed Trustees slides of the educational structure Sept 2017 and Sept 2018. DV spoke about the TTCT Quality Assurance/School Improvement and the TTCT Director of Assessment Role. DV said some MATs fill the centre with full-time posts and some MATs have people in those roles who still do their day school job and are just seconded. DV said in the structure the jobs have been modelled on a part-time basis as he felt staff going into schools to support should have credibility. Trustees agreed with this principle. DV said both appointments would be from this September and from within the MAT both for 2 days a week.

DV went on to talk about other roles in the structure. DV spoke about Specialist Leaders in Education. He explained the role of an SLE. DV said it was about building up expertise in our own schools that can be called on. DV said it is about building capacity. DV said that the DfE had a concern that the MAT had not got capacity. DV in response to a question asked explained to Trustees the three levels of leaders (NLE's LLE's and SLE's). He said these roles were positive as they had helped to retain good staff at Ashfield School.

DV clarified to Trustees he was asking for two appointments only for September which were TTCT Quality Assurance/School Improvement and TTCT Director of Assessment. RR questioned if the TTCT QA/ SIP was essential.

IG in relation to the SLE's asked how their role is backfilled. DV said they are covered when they are out. DV spoke about George Spencer Trust and that they are using SLE's between their schools.

DV informed Trustees that unless capacity is increased the DfE will not allow the Trust to take on other schools.

Further discussion was had around SLE's.

DV moved on to talk through the structure Sept 2018 and the additional positions. He said all that had been put in front of them had been costed up.

b. Operational

DV showed Trustees slides of the operational structure Sept 2017 and 2018. DV said payroll had now gone into the centre. DV suggested advertising for a Premises & Estates Manager for 2 days a week which could come full-time the following year. KH explained the Premises & Estates Manager would look after all premises across the MAT. DV said that there was someone already in the MAT that could do this role. Trustees were made aware that DV and KH have a



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different opinion on whether this role should be full-time or part-time. JM suggested starting the role on 2 days a week but questioned would it be possible for one person to run all the sites.

Further discussion was had around the role. KH referred to the conference he had attended on 28th February where he said that all successful MATs had said that specialism around Estates Management is a key role.

DV in relation to the structure explained to Trustees the role of the Finance Manager which is a new post alongside KH. KH said skills need aligning through all the schools and spoke about a level of compliance and efficiencies. The Finance Manager will be line managed by KH and this would be a full-time role.

IG said job descriptions are required for these roles.

DV moved on to talk through the operation structure September 2018 and which areas go into the centre and other areas such as governance services that serve the MAT.

DV said he was asking Trustees for agreement in principle that the model is looking right.

DV said the DfE are comfortable that we are putting a Central Services team together.

Discussion followed amongst Trustees around the pace of change and questions that need to be asked around what they want the end state to be.

IG in relation to new appointments suggested a working group.

DV said there is a need for the people to be in post by September 2017. Adverts will be required to go out at the beginning of May. The Finance Manger vacancy will go out externally the rest will be appointments from within the MAT.

**Action: DV/KH to write job descriptions
IG/RW/KP/DV/KH to form a working group to discuss at a meeting to be
Arranged after 12th May 2017.**

c. Costing the structure – Central Services/Top Slice

Prior to the meeting Trustees had been e-mailed the Central Charging Policy Summary FY17/18 and detailed documentation of the three different Central Charging Policy methods which are Top Slicing, Service Led and Mixed Top Slicing & Service Charges. KH talked trustees through the summary. KH informed Trustees that Mixed (TS & Service Costs) is our current approach.



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Discussion was had around the top slice figure. Trustees were informed that schools being sponsored pay more of a top slice than the three good schools. Trustees were informed that the DfE expect MATs to have a top slice and they have expressed surprise that we function without one. Trustees were made aware that the average top slice in the East Midlands and Humber region is 5.5%.

The three different methods were explained to the Trustees. They were informed that the Service Led method is not sustainable. Trustees took a vote on the remaining two methods. Trustees agreed unanimously the Mixed (Top Slicing & Service Charges) method.

Decision: Trustees agreed unanimously the Mixed (Top Slicing & Service Charges) method.

24 Two Counties Financial Update

a. School and TTCT Budget

Trustees had been e-mailed the latest forecast prior to the meeting. KH talked governors through the coloured coded summary which gave a financial update on the original budget, latest forecast and variants. KH spoke about the one off sponsorship money and the reserves now compared to last year. Trustees were made aware that across TCT schools there is a 5% fall in 17-18 budgets, which equates to £1.3m.

b. Benchmark Budget data against other MATS

Trustees had been e-mailed the financial benchmarking (key data, statement of financial activity, cash reconciliation and balance sheet) prior to the meeting. KH said he would say we are in a strong position against other MATS. KH made reference to the catering contract and said the next one to look at is the cleaning contract.

c. Audit Committee Meeting

Trustees had been e-mailed the agenda and minutes of the Audit Committee Meeting prior to the meeting. KH said it had been a discussion rather than a formal meeting. KH talked Trustees through the five main areas agreed that risks fall into. Discussion was had around the pace of growth of Central Services. KH said the Committee required a Chair and it needs to be strengthened on the educational side. The question was asked if Members can be a part of it or to approach a member from the LGB. Minutes of the meetings are also required to be taken. DV suggested to bring to each meeting the top ten risks.

Action: KH to ask for a volunteer from the LGB's to sit on the Audit Committee and



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report back to their LGB.

Audit Committee to appoint a Chair at the next meeting.

KH to bring to each meeting the top ten risks.

KH to arrange a meeting end of May/Beginning of June 2017.

d. Reserves Policy

Trustees had been e-mailed the recommended policy prior to the meeting. KH talked Trustees through a suggested reserve policy for each school in the MAT which included capital building spend based on current CIF bid process. KH explained that from April 2018 the MAT would be automatically funded for capital development spend. DV said the Premises & Estates Manager role could be the moderator of this. DV asked Trustees for their opinion. He asked whether the suggested process is it is too convoluted. Discussion followed. RR asked if the project at SHS was the largest capital project. KH confirmed it was. IG raised his concerns around the bidding process. DV said the Premises & Estates Manger could work with each schools governing body to determine the capital build requirements. KH suggested that this would give consistency within the capital requirements within the Reserves Policy. It was agreed that the word 'bid' would be replaced by 'business plan' in the policy. KH talked about the policy for ICT over a 5 year basis as well as the KPI's. KH said he would welcome feedback from the Trustees if they thought it was going in the right direction and would present an updated version at the next meeting.

Action: KH to replace the word 'bid' with 'business plan' in the policy.

Premises & Estates Manager (once appointed) to work with the governing body on the proposed capital projects. Trustees to feedback to KH with thought regarding reserves policy presented. KH to revise and present at next Trustees meeting.

e. Financial Business/ICT Roadmap

Trustees were e-mailed this for information only prior to the meeting.

KH said there was a saving of £30,000 circa across the schools using Sage. Installation of Sage is already in at Heritage School and by September all schools will have it. KH said there will be functional benefits and saving and it will produce better KPI's and comparability.

25 Two Counties Trust – future growth

Confidential item.

e. Regional Academy Growth Fund

The Trust put in a bid for £94,500 to support the growth of the Trust and the development of Central Services and the bid was successful.

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- f. **Regional Academy Growth Programme** – DV spoke about the governance structure for September. He said they are not happy with Trusts where Directors and Trustees being at the same meeting (Board of Trustees are Directors and Members sit above). DV said they recommend a link which would involve one Member for a year agreeing to attend the meeting as an observer.

There should be between 7 and 11 Trustees on the Board and that someone with a financial background is required. DV said he was informed that the CEO and CFO cannot be Trustees. Therefore, the Board are two Trustees short from September. A discussion was had around Academy Ambassadors. RW said the HT has got strategic responsibilities and it may be around voting rights. IG suggested to go back to the LGB's to ask if anyone had got a relevant financial background. JF mentioned that the One Stop Shop for Governors had been a very effective source of quality governors for Swanwick Hall. WU said he would ask at his work. Further discussion was had around the link between the LGB and Trustees.

Action DV to summarise key outcomes of this meeting to give back to LGB.

- 26 Quality Assurance & Ofsted**
- a. **Manor Academy HMI Visit Report**
This had been e-mailed to Trustees prior to the meeting. DV informed Trustees of the visit by Ofsted last week.
 - b. **Swanwick Hall School MAT Partnership Review**
This had been e-mailed to Trustees prior to the meeting. Due to time there was no further discussion at the meeting.
- 27 Building and Premises Issues**
- a. **CIF Bids**
DV said we expect to hear the result of the bids this week for the TCT schools.
 - b. **New build at Swanwick Hall**
JF said the business case is not yet written as there is currently no urgency due to the fact that it has become clear from researching strategies that we cannot borrow money for a design and build project and there are no bid funds available for that level of project. He said it was a choice of two options either a design and build project or portakabins and that the LGB was currently considering the merits of both options.



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Post of Chief Financial Officer
Confidential item

28 Determination of Confidentiality of Business

Conversation around other schools joining the MAT and the conversation around KH.

Action: DV said he would write some guidelines around confidentiality.

Meeting closed at 8.50pm.