

**Minutes of the Meeting held on  
Monday 27<sup>th</sup> March 2023**

Present: Christine Bartley (*CB*)  
Wendy Cooke (*WDC*)  
Trevor Cristin (*TC*)  
David Etherton (*DE*)  
Lesley Hurst (*LH*)  
Archdeacon Martin (*ADM*)  
Claire Rivers (*CR*)

Apologies: Jenny Barnard Langston (*JBL*) – *Chair*  
Matt Davis (*MD*)

## 1. Welcome and Opening Prayer

In JBL's absence, CB chaired the meeting. She welcomed all and DE opened the meeting with prayer.

## 2. Declarations of interest

No new interests were declared.

## 3. Apologies

Apologies were noted above. (*MD apologies were sent by email prior to the meeting but not seen until after the meeting.*)

## 4. Minutes of previous meeting

The minutes of the board meeting on 6<sup>th</sup> February 2023 were approved and signed electronically by CB.

## 5. Matters Arising

There were no matters arising that were not already covered in the agenda.

### Actions from the meeting held on 6<sup>th</sup> February:

Paragraph ref	Action	Comments
7.1 Management Accounts	Provide a breakdown of 'other income' to Trustees – WDC	Completed
	Share the risk register with all trustees – Clerk	Completed
7.2 Pay Proposal	Review TA pay and bring proposal to Trustees for consideration – DE	See CFO report
8.3 School resource management (SRM) self-assessment checklist	Provide status update on SRM self-assessment actions at next FARC/Board meeting – DE	On agenda
8.4 Growth update	Consider hosting a meeting with chairs of LGBs – JB / Trustees	JB to feedback

8.4 Growth update	Put Partnership and Growth at the beginning of the CEO report – DE	DE noted that this would be the start of his next report (he had intended to do that for this one but forgotten to move the text to the top!)
8.4 Growth update	Recommend to STNM Headteacher more staff take up the free NPQs available – DE	Waiting for feedback.
8.4 Growth update	Discuss potential development opportunities for staff – DE / CR	DE apologised for not responding to CR’s emails and asked CR to copy in the Clerk to ensure he didn’t miss future contact from CR. ➤ To be followed up.
9.4 Covid & Long Covid Procedure	Consult with other trusts on covid policy and bring back to trustees – DE	DE confirmed that other trusts were not doing these policies so recommended that BOAT do the same – all trustees agreed.
10. Local Governing Board Appointments	Develop an induction pack for LGBs – DE	DE – partially done. A lot had been learnt over the last year about what the LGB should do, what the trust was doing, process for reappointing governors ie items supplementary to the Scheme of Delegation. DE had drafted a summary of the SofD for new governors. He would continue to put the induction pack together.
12.1 Trustee Vacancy	Provide summary of candidates to JBL – DE	Completed
12.1 Trustee Vacancy	Follow up with candidates – JBL	JBL to feedback
12.2 Membership Make-up	Prepare welcome letter for Bishop Will – Clerk	Completed
13. CEO Performance Management	Send performance management paperwork and target to panel – DE	See below

MW arrived at 6.15pm

CEO Performance Management: CR requested that a summary of objectives be circulated to trustees before the interim meeting so that they could be prepared for the review. DE said he would send it out next week. CR said it was good practise and important to have objectives out sooner rather than later but recognised that this was a new process and that there had been some delays. DE agreed and said that the way forward would be for the Clerk to take notes at the meeting and circulate them immediately. CR added that trustees wanted to support and help DE achieve his objectives.

<ul style="list-style-type: none"> <li>• Circulate CEO objectives within the next week.</li> </ul>	DE
<ul style="list-style-type: none"> <li>• Clerk to minute CEO review and circulate immediately.</li> </ul>	Clerk

TC noted that the format of the actions in the minutes was good as it ensured you did not miss any.

## 6. CEO Report – DE presented his report

### 6.1. Growth update

Growth remained a priority for the trust. As previously reported, the diocesan MAT roadshow (11/2022) at the Amex was a success with many positive conversations around joining a trust. WSCC’s MAT event (9/3/23) also generated more enquiries and conversations. It was interesting to note that one of the seminars put a couple of CofE governors off setting up their own (and potentially rival) MAT because of the amount of work involved.

As requested by the diocese and ESCC, DE had been supporting another CofE school facing significant challenges. Initially this included full time leadership support and was likely to continue until August for 2 days per week. Whilst this would not lead to growth for the trust, it demonstrated to the Regional Director, governors and senior leaders that BOAT had the capacity and flexibility to support other schools. It also provided income for the school/trust.

One HT had been due to visit the school but was unwell unfortunately so this would be re-scheduled. DE also planned to follow up with other schools – some schools had decided that their ethos did not align with BOAT’s.

DE remained in frequent contact with the diocesan education team about developing links with potentially interested parties and spoke regularly with TC about potential schools. Some schools said it was not the right time eg expecting Ofsted, SIAMs, change of Chair of Governors etc. DE said this was the reason to join BOAT so that it could provide help and support through these processes.

There were signs that the academy agenda would continue at the pace it was now which was the same message from the HT's conference; it was up to schools to take the initiative.

TC asked DE to produce the information in a chart which named each school and showed where each one was in the process by blocking out each stage as they go through, for example initial contact, presentations etc. This would be useful for trustees to see how things were progressing, including those schools that had decided not to take it any further. Trustees could then see the progression from one meeting to the next and so identify where the priorities were. Across the trusts, the speed of travel was on pause post-ofsted and post-roadshow – currently not in a situation where all trusts were being overloaded with enquiries but it had not ground to a halt. This would also be a useful mechanism for the Diocese to see if BOAT's view was in line with the Diocese in terms of where they were with other schools. DE had a more detailed spreadsheet which he would amend to demonstrate the information as outlined above. DE to check with the Chair, JBL, if she was happy with that level of information sharing.

- **Check with JBL if she was happy with that level of information sharing.**

DE

DE said that BOAT's vision was about schools working together but it could not do that with one school. It was vital to meet with governors of schools next term. He fervently believed and hoped there would be two other schools committed to joining the trust by Christmas.

*Trustee comments:*

- Trustees needed to be forensic in their approach ie HT, clergy & trustees – need to know who has spoken to who.
- BOAT had to be creative in what its relationship looked like with other schools. Perhaps it was worth looking at something that could involve a structural change eg a group of schools that had determined to move together and go into an academy. BOAT needed to think about what schools would like from it and what it could offer. Finding those groups of schools was not easy but there were a few across the Diocese that were thinking about moving as a group.
- What would stop these schools setting up their own trust? The Diocese had a list of 20 points of what they needed to do to set up a MAT which often put them off!
- What was the appeal of BOAT and how could trustees make it attractive? Needed to look at what it was offering and what would be a good match.
- There would always be schools with excuses ie waiting for Ofsted, too controlling, not controlling enough but BOAT could offer the opportunity for schools to help shape the relationship. He would continue to speak to schools about BOAT and ask them to continue to think about BOAT.
- CR noted the importance of demonstrating the excellence both with staff and the curriculum within the core school as that was what potential schools would look at ie the quality of professional development and being a research-based school which could be a beacon of excellence.
- It was important to acknowledge that some school's values were not aligned with BOAT's but there were others that would fit well with BOAT and trustees needed to look at what ownership BOAT could give them.
- The benefits had to be WOW for a school to decide to go.
- What about East Sussex schools? No reason why not. The work that DE had done at Holy Cross was getting around. If TC felt there was an appetite there then he would follow it up. Some schools were not viable – there were a lot of conversations in ES around academies where DCAT was operating.

DE suggested that growth be a separate confidential paper for future meetings – trustees agreed.

- **Growth be a separate confidential paper at future meetings.**

DE

CR recommended that DE join the West Sussex, East Sussex and Brighton & Hove collaborative network and said she would find a contact for DE to get in touch with.

## 6.2. Update on support

*Trustee comments:*

- *Was there a reason for the high level of staff absence?* DE said it was all genuine illness, it was just unfortunate and unlucky timing.
- *What progress was there on appointing a trustee with financial expertise? This was a high risk area and it was vital that the vacancy was filled as soon as possible.* Trustees needed to see biographies of possible candidates and be kept in the loop throughout the process. JBL had been liaising with potential candidates and would be asked to update trustees with progress.
- *How confident was DE that there was progress?* DE replied that there was definitely progress.
- *What was the process? Would they go to the members or trustees first?* Members made the appointment but sometimes they would meet with trustees first as it was about their fit with us and vice versa. The process of appointment was clear in the Articles, it was quite intense and very thorough. They would be interviewed by the Chair of Trustees and CEO. TC noted that each trust did it slightly differently.

## 7. CFO Report – verbal

### 7.1. Management accounts

- Year to Date figures were the most useful for trustees to see where the accounts were to date.
- Full year columns: this projected forward based on income and expenditure to date so, for example, if you had a lump sum payment (pupil premium), the overall forecast amount would be higher as it included this as well as the monthly budgeted amount.
- This was being addressed by more accurate distribution as to when income and expenditure would actually occur rather than a 12 month distribution eg Pupil Premium money was received twice a year, and overtime would not be paid in August.
- Income: Little Fishes received more funding and parental income in the summer term as children turned 3.
- Year to date as at 31/1/23 showed an in year deficit of £59,000.
- This was largely due to:
  - Higher than anticipated staff increases – variance of £22,000 for teachers and £23,000 for support staff. In October it was reported that it was expected to be £27,500 and £40,000 respectively.
  - Increased utility bills – anticipated a variance of around £10,000.
  - Universal Infant Free school meals – the funding and expenditure was not in the original budget but St Nic’s had been paying for the service (£30,000) – income would be received to match this.
- The management accounts were a snapshot of where the school/trust was at that particular point in time and showed figures against the budget. Due to the unanticipated increases the management accounts would show an in year deficit at the year-end as the fixed budget could not be amended mid-year.
- The shortfall would be covered by the reserves but action was being taken now to minimise the shortfall. The reserve amount included all the bank accounts ie School Fund, Governors and DFCG.
- It has been previously discussed about transferring School Fund money to help cover the shortfall. In practise, this was transferring money between accounts; it was not additional income as it was already included in the reserves figure.

Trustees reviewed and approved the management accounts as presented.

### Budget for 23/24

- In the process of preparing the budget for next year. The funding for next year is was less than last year largely due to a dip in pupil numbers (current YR/1) and increased mobility which had created a few spaces across year groups.

- The CEO/CFO had undertaken benchmarking and the school would need to make reductions from September. Senior leaders were within expected ranges but teacher and support staff were above the average.
- Preliminary budgeting for reduced number of teachers FTE to keep overall cost similar to last year despite pay rises.
- TAs – proposed to reduce level of TAs by around 3.3 FTE which would save £63,000 and allow the proposal of a balanced budget and bring the school in-line with similar schools as per benchmarking.

## 7.2. Pay Proposal Update

- Awaiting the result of WS consultation about NJC increases.
- NJC increase for 2023/24 – proposed lump sum of £1,925 – awaiting acceptance by the unions.

## 7.3. BLLP agreement

- BLLP had the draft agreement which would need agreeing and signing by both trusts' Chair of Trustees.

## 7.4. Internal control

- BLLP had had some issues which had made it impossible for their Management accountant to come in and do the internal control checks – planned to reschedule as soon as possible after Easter.

## 7.5. Finance planner

- Finance Planner to be updated with progress and presented to FARC.
- MW asked about the Reserves policy as the aim was 5% – last November, it was anticipated there would be £85,000. However, due to financial issues as previously discusses, this would be less.

# 8. Policies

## 8.1. Schedule of policies

a.	Schedule of Policies	Updated – FYI
b.	Procurement rules and best value for money when acquiring goods and services	Will be presented to April FARC for approval – Updated following comments from LH
c.	Associate Membership	Annual review – No changes made
d.	Complaints	Annual review – No changes made
e.	Data Protection Inc. protection from biometric information	Annual review – No changes made
f.	Finance, Audit and Risk Committee – Terms of Reference	Annual review – No changes made
g.	Policy on Policies	Annual review – No changes made
h.	Scheme of Delegation	Annual review – amendments as recommended by governors. Other recommendations by LH also needed to be incorporated. Trustees agreed that FARC would review and approve the finance element of the SofD and then it would be approved at the next Trustee meeting.
i.	Whistleblowing	Annual review – no changes made
j.	Pay Policy	For approval – no changes but need to approve.

Trustees approved the above policies as presented with the exception of:

- Procurement rules: to be presented at FARC; and
- Scheme of Delegation: finance section to be reviewed and approved at FARC and then by Trustees.

• Procurement Rules and best value for money: to be presented at FARC	DE
• Scheme of Delegation: finance section to be reviewed and approved at FARC	DE
• Scheme of Delegation: to be reviewed and approved at next Trustee meeting	DE

## 9. Financial Management and Governance report

DE noted that a plan was in place and we were on track to complete all the actions. The scheme of delegation had a target of 27/3 and this was in progress. Everything else was either on track or had been completed – there was nothing else he was concerned about that would not be completed.

CB emphasised that the new trustee vacancy needed to be resolved.

Internal control – trustees needed to say that they were assured everything was in place but they were unable to do this as internal control scrutiny had not yet taken place. Therefore, this would be placed on the next Trustee meeting after FARC (23<sup>rd</sup> May 2023).

• Internal control assurance on next FRAC and Trustee meeting agendas	DE / CBy
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## 10. School Resource Management Self-Assessment action plan

CB noted that there was an overlap between some of these. DE confirmed that the SRMSA had been submitted and the action plan would be brought back to trustees to ensure targets were being met.

• School Resource Management Self-Assessment Action Plan to be brought back to Trustees to monitor progress of action plan.	DE / CBy
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## 11. St Nicolas and St Mary CE Primary

- a. **Quality of education:** Ruth Cumming visited the school regularly to monitor and challenge the school.
- b. **Premises:** results of the CIF bid were due in May. The Ark project due to start in the summer for one year was currently confidential – this was a massive project with the Ark classrooms being replaced with mobile classrooms whilst the necessary works were undertaken. There would be huge disruption but there would be some benefits in the long-run. LH and DE agreed to meet and double-check the land with site trustees due to planning permission.
- c. **Safeguarding:** nothing to report.

## 12. Board of Trustees

12.1. **Trustee Vacancy:** discussed earlier in the meeting.

12.2. **BOAT Membership:** discussed earlier in the meeting.

## 13. AOB – there were no other items of business

## 14. Dates of next meetings (Appendix 1)

- a. Date for Trustee/STNM Governor informal meet: JBL to liaise with JS Chair of Governors.

See below for dates of the next meetings.

## 15. Closing Prayer

MLW closed the meeting in prayer.

### Appendix 1

#### Date of next BOAT meetings

DATE	MEETING	ATTENDEES
20 April 2023 St Nicolas & St Mary CE Primary 10am – 11:30am	CEO Performance Review	Jenny, Claire & Archdeacon Martin
27 April 2023 Online, 12pm - 2pm	Finance, Audit and Risk Committee	FARC Committee Members
23 May 2023 Online, 6pm - 8pm	Board Meeting	All
19 June 2023 Online, 12pm - 2pm	Finance, Audit and Risk Committee	FARC Committee Members
10 July 2023 Church House, Hove, 6pm – 8pm	Board Meeting	All
4 December 2023 Church House, Hove, 6pm – 8pm	Annual General Meeting	All

The Chair closed the meeting at 8.05 pm




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Christine Bartley  
Chair, Finance, Audit and Risk Committee