

BISHOP OTTER ACADEMY TRUST

Minutes of the Meeting held on Thursday 6th January 2022 at 12.30pm

(Held via Zoom)

Present: Jenny Barnard-Langston (JBL) – Chair
Christine Bartley (CB)
Matt Davis (MD)
David Etherton (DE)
Stephen Paynter (SP)

Apologies: Lesley Hurst (LH)
Martin Lloyd-Williams (MLW)

(Members' comments / queries are denoted by ➤ followed by the query/comment written in italics)

Welcome to all

Declarations of interest

No new interests were declared.

Apologies for absence

Apologies were received from LH.

Minutes of last meeting

Members reviewed the minutes of the meeting held on 17th November 2021 and approved that they were a true reflection of the meeting with the following amendment; Christine Bartley was in attendance.

- ***Minutes approved with amendment.***

Clerk

Matters arising (not covered elsewhere on the agenda)

There were no matters arising.

Executive Headteacher Report

The Trustees noted the Executive Headteacher Report. The format of the report is informative, useful and ties the schools together well.

➤ *Christine asked for more information about the Headteacher well-being survey and its source.*

- ***DE to confirm details of the Headteacher wellbeing survey***

DE

Update

Diocesan Board of Education and Advisory Board - outcome

The Diocesan Board of Education and Advisory Board approved the application for St Nicolas and St Mary's and St Andrews to join BOAT with conditional consent that a seventh trustee is appointed with educational expertise. The process, timelines and conditions are set out in full detail in the project plan.

Board of Trustees

Update of Trustee details, business interests, DBS checks

Trustees details, business interests, bios and DBS checks will be checked and updated to ensure all admin is in order.

• DE/CB to circulate documents to Trustees for updating

DE/CB

Read Academies Financial Handbook, Good Practice Guidance; Assurance Framework, Charity Commission's 'The Essential Trustee'

Trustees were recommended to read the Academies financial handbook, good practice guidance, assurance framework, and the charities commission 'The Essential Trustee'.

• DE to circulate documents to Trustees

DE

Update re Memorandum and Articles of Association

It was noted LH is looking into the Memorandum and Articles of Association. DE to check current status.

• DE to check status of Memorandum and Articles of Association

DE

Update on Scheme of Delegation

JBL and CB have prepared a Scheme of Delegation. DE will meet and talk through with Headteachers and it will then be brought to the Governors and finally Trustees for approval.

• CB to do a final review of Scheme of Delegation and send final version to DE

CB

Appointment of 7th Trustee with educational experience

It was agreed a candidate proposal would not be ready to be put forward for the next DoCET meeting. Trustees discussed the approach to recruit a seventh trustee and suggested as a first step:

- Use of ambassador recruitment agencies.
- To place an advertisement on the Inspiring Governance website.
- To make personal approaches to contacts Trustees believe are a suitable candidate.

Candidates will need to complete a proforma in the first instance and then a panel of JBL, CB and MD will meet with the candidates to perform the first interview.

➤ *Is there a limit on the number of Trustees?*

The Memorandum of Understanding will include the trustee membership requirements.

• DE to circulate candidate proforma to Trustees

DE

Associates / Observers / Representatives from pioneer schools

DE highlighted that Trustees were able to call on and invite associates, observers and representatives from pioneer schools to Trustee meetings on an ad-hoc basis to participate in conversations and provide information and expertise as necessary.

➤ *What is the best way to set up communication with the local governing body that is sustainable?*

It was agreed that communications with the Local Governing Body needs to be encompassed in the Scheme of Delegation.

The Trustees agreed to add a communication plan within the scheme of delegation to have an open forum for Heads and other associates at least once a year to ensure there is an opportunity for conversation with the Trustees directly.

- **CB to incorporate a communication plan with the Local Governing Body and heads within the Scheme of Delegation.**

CB

Attendance by Heads

DE advised he met routinely with the Headteachers of STNM and STAP. It would be expected within the structure that the CEO position would be responsible for meeting regularly with academy Headteachers and feeding relevant information through to the Trustee meetings, with the ability to invite heads to trustee meetings as required.

Launching BOAT – Project Plan

Communication strategy (See Comms Strategy document)

DE will regularly update the project plan, using it as a tool to update stakeholders and highlight any required actions and possible constraints. The project plan also provides a tool for succession if leads were to become unavailable at anytime.

- **Trustees to advise DE of any comments / amendments to communication strategy**

CB highlighted the possible resource capacity restraint with proceeding with the inviting schools to join the academy, without funding. It was agreed the priority should be the academy conversion process over the opportunities for further schools joining. When capacity allows we can begin marketing to other schools.

Kick off meeting with local authority

DE meeting with local authority, Chairs and Heads is scheduled for 19th January 2022. The focus of the meeting will be discussing the process and next steps for the transition to academy status. It was noted one of the main risks in meeting the 1 April 2022 timeframe is the local authority's capacity.

Legal: Appointment of solicitors

DE invited five legal firms to register their interest and provide a proposal. Of the five approached, two responses were received, one with insufficient information. With only one complete offer we are not in a position to make an appointment today.

Solicitors must be appointed by 19th January, before meeting with the local authority. DE will chase outstanding information / solicitor proposals.

Trustees agreed to delegate the decision of appointment of solicitors to JBL and SP.

- **DE to provide JBE and SP legal firm offers.**
- **JBE and SP to review offers and make decision on instructing legal firm by 19 Jan.**

CB

Reviewing governance arrangements: Moving to Local Governing Bodies (LGBs)

Once the Scheme of Delegation is finalised it will be circulated to relevant groups. It was discussed that Governing Boards will need to become a Local Governing Board (LGB). We will need to advise governors that they will need to identify if they would like to be considered to be on the LGB. The current chairs will also need to identify if they would like to become the chair on the LGB.

Policy on policies

Policies will be reviewed, drawn up and put in place.

Finance

Budget update

There was no update on the budget.

BOAT-Bishop Luffa Learning Partnership – Finance and HR / Payroll

A memorandum of agreement between DE, Headteachers and Finance officer and Bishop Luffa Learning Partnership (BLLP) has been agreed in principle. It was noted that BLLP, having recently transitioned to a MAT, would provide a wealth of knowledge and experience in managing the change of finance, HR and Payroll systems.

The Trustees agreed the next steps would be on reviewing the MoU, the costs would need to be sought.

- **DE to circulate MoU to Trustees.**
- **SP and DE to lead on obtaining costs and finalise.**

DE

PS Financials – agreement

It was agreed that the trust would use PS Financials/Iris in line with BLLP

Support Grant – for conversion process

The majority of the support grant will be spent on solicitor fees and a payment of £2000 to the Diocese. DE will prepare a full breakdown of how the grant will be spent.

- **DE to provide breakdown of proposed support fund spend to Trustees.**

Building liabilities – St Nic’s remedial works; St Andrew’s heating project

On transition of building leases from schools to an academy, we will need to ensure that the insurance liabilities stay with the local authority.

Establishment of Finance and Audit Committee

DE and SP will be meeting in the first half of the summer term. The proposal will be brought back to Trustees for consideration.

- **DE / SP to bring proposal to Trustees.**

DE/SP

Trust Capacity Fund (TCaF): Application update; Potential areas for funding

A bid for the TCaF has been submitted for 75k. We should hear in the next few weeks if it has been successful. Funds must be spent by the end of March 2022.

Growth Strategy / Associate scheme

New government guidance on associate scheme

DE advised of a trust partnership available for schools whom would like to try out being part of an academy for a short period (e.g. 6 months) where a decision must be made at the end of the six months if they wish to join or not.

Review of DCAT model

It was noted that DCAT have developed a model where schools can be an associate for 6 months before considering whether to join the trust or not.

BOAT model and next steps/possibilities

The Trustees discussed the next steps and possibilities and highlighted the need to be mindful of resource constraints. If we are successful with the TcAF funding we may progress with the model after careful consideration of the costs and resources involved with other interested schools (St Martins) and parties, however the focus should be on the school transition as a priority.

Church-School Partnership

DE is meeting with local church leaders to discuss the opportunity of a church-school partnership. St Andrews already have a well-established partnership with a dominant St Anglican church. want to work with churches

Staffing

Well-being / Workload / Communication
Nothing to update.

Transfer of Staff: TUPE process / Actuarial assessment

A meeting has been scheduled to discuss the TUPE process. DE will keep trustees updated.

BOAT Staff: Appointment process re CEO/Accounting Officer and CFO

Trustees will proceed with the recruitment process for CEO/Accounting Officer and CFO.

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| <ul style="list-style-type: none">• DE to provide data on salaries and proportion of funding coming for schools to assist with decision on salaries. | DE |
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School Staff: Appointment process for senior positions in St Nic's and St Andrew's

Appointment process for senior positions in STNM and STAP will also need to proceed.

Date of next BOAT meetings

The next meeting will be held on:

- 27.01.22 Trustee Meeting 12.30pm – Recruitment; BLLP MOU; PSF Agreement; Memorandum and Articles of Association

David will join the start of the meeting for updates and leave before the agenda item on recruitment.

- 17.02.22 Trustee Meeting 12.30pm – Scheme of Delegation
- 28.02.22 Joint INSET day – Shoreham
- w/b 7th March BOAT leadership interviews?
- w/b 14th March St Nic's Headteacher interviews?
- w/b 28th March St Andrew's Executive Headteacher interviews?
- 16.03.22 Joint Governor Meeting – Crawley
- 28th – 31st March – Trustee Meeting (TBC) to make final agreement?
- Friday 1st April 2022
 - TARGET DATE FOR ST NICOLAS & ST MARY'S JOINING BOAT CELEBRATION
- Tuesday 3rd May 2022
 - RESERVE DATE #1 FOR ST NIC'S JOINING BOAT CELEBRATION
 - TARGET DATE FOR ST ANDREW'S JOINING BOAT CELEBRATION
- Monday 6th
 - RESERVE DATE #2 FOR ST NIC'S JOINING BOAT CELEBRATION
 - RESERVE DATE #1 FOR ST ANDREW'S JOINING BOAT CELEBRATION
- Friday 1st July
 - RESERVED DATE #2 FOR ST ANDREW'S JOINING BOAT CELEBRATION

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| <ul style="list-style-type: none">• Trustees to inform DE of availability | CB |
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Closing Prayer

The meeting closed in prayer and wise words.

Any other business

There were no other items of business, and the Chair closed the meeting at 1.43pm.

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by several loops and a long horizontal stroke extending to the right.

Jenny Barnard-Langston
Chair of Trustees