



# Woodland Academy Trust

**Revealing the champion within**  
*Care, Aspiration, Inspiration, Respect & Stewardship*



## Board of Trustees Meeting Minutes Part 1

Trustees are requested to attend:

Date/Time: Friday 2<sup>nd</sup> July 2021 at 12pm

Venue: Teams

Clerk: Clerked by D Sydee for this meeting

Trustees:	Deborah Absalom (CoT), Rebecca Johnson (VCoT) N Sanghara (CEO and Accounting Officer), Sue Butterfill, Peter Anthony, Kamal Giwa, James Maxwell and Alison Mullan, Neil Riddington
Executive:	Sue Ashton (CFOO), Dawn Sydee (Clerk for this meeting)

*All papers circulated prior to the meeting were taken "as read"*

**Highlighted** items = confidential

Trustees questions/challenges = ***bold italics***

The meeting started at 12:05

Item No.	Agenda Item	Actions
1	<b>Apologies for Absence</b> Apologies were received from Sophie Powell and Neil Riddington James Maxwell joined the meeting at 12.15pm No apologies were received from P Anthony  <b>Action:</b> Clerk to follow up with PA	Noted and approved (SP&NR)  <b>Clerk</b>
2	<b>Declaration of Pecuniary/Non-Pecuniary/Conflicts/Related Party Interests</b> Trustees are reminded that it is a requirement to disclose any pecuniary, non-pecuniary, conflict or related party interests, direct or indirect, which may bring about a conflict with the Trust and its schools' interests. Identifying and managing potential conflicts of interest means that the Trust and its schools can demonstrate that decisions are taken without undue influence. A Trustee may need to withdraw from the meeting for the relevant item or for the full meeting dependent on the disclosure. If there is any question of conflict, then the Board will vote on whether the Trustee should withdraw from the meeting.  There were no further interests declared other than on the register at the date of this meeting relevant to the meeting.  <b>A declaration was made to the Chair which advised that a partner of one of the Trustees works for an electrical firm that carries out works within the Trust. It was confirmed the Trustee will update their Declaration of Interest form to reflect this.</b>  <b>Action:</b> On receipt of the updated Declaration of Interest form Clerk to update statutory register and publish.	          <b>Clerk</b>

Signed ..... Date .....



- Staffing summary: staff, recruitment and retention. NS advised next year will provide challenges, there are issues where the Trust had vacancies which have been filled with unqualified teachers; with some posts not permanent. Tackling and supporting improvements in teaching may well have a knock-on effect on absence rates which in turn will impact on supply costs and leadership time spent on making improvements. NS advised Trustees it will be a journey but is confident we need to go through the storming phase to get through to the other side.
- **Questions RJ:** On the point of Unqualified Teachers (UQT) are they UQT and pursuing a qualification or not working towards a qualification?
- **Answer NS:** NS advised there is a mixed picture across the Trust. SA advised compared to last year the Trust had returned as many as possible to their proper posts. There are still a handful of posts working towards qualified status. It had been a careful process but last year there had been a lot of movement to provide a cost effective balance of UQT and Leadership; this has not been part of the discussion this year. NS confirmed the CGS had been discussing staffing as a standard agenda item, reviewing as needed. There is a need to balance roles where the Trust has teachers not based in a class with children who do not have an unqualified teacher. This is a real concern, and it is noted the TDT team are still out for another year. Again, the need to balance transition with not coming in and making too many decisions; beyond next year it is not affordable to continue with this model. NS continued this being the reason to review the ML. **RJ** agreed we should not have anyone, ideally, teaching a class that is not working toward a teaching qualification. **NS** advised she is keen to explore why the Trust has very few teachers who are in the early stages of their career. Had there been new teachers that have joined and left after 2 years? We want to provide a balance by attracting teachers new to the profession and holding on to experienced teachers who are teaching well. **NS** we have talked this year about realigning the culture to one of learning and excellence, but does everyone know what this looks like? At school level teachers haven't had the opportunity to visit other schools. The Heads haven't visited the schools where excellent T&L practice is evident and showed the journey of improvement. Speaking to the CEO of Compass partnership where SP is based – they have schools of a similar demographic and have taken on schools in need of rapid improvement; he has recommended two schools for visits. The CEO is looking to organise visits in the Autumn term for the Heads, DoE and EHT; what does excellence look like in books, when children greet you, what the environment looks like? These are schools who weren't like that and have grown – how did they achieve it?
- **Question RJ:** Reflecting on the conversation re staffing and core business of school performance RJ suggested having clear KPIs would provide Trustees with any flashing red lights. Have one on staffing/turnover? **NS** For example we have 3 wellbeing days - does the cost of this improve recruitment? How much does our sickness absence cost per year? This has proved challenging. Ideally the Trust would not have wellbeing days or reduce to one day. There is a need to refocus; what are we here for? We are here for the children. What can we do to support you rather than having a wellbeing day? It was noted historically this had been a quick win that was needed at that time. The need now is to manage with the data against what RJ noted about staff turnover and the impact of that. Also, our promise to those wishing to join. A one-page charter detailing our promise to staff - not just three wellbeing days. It was felt if they worked, we would be fully staffed with good teaching. **RJ** added it was tricky at what level KPIs are approached. As the committee system matures each committee to look at linking key indicators; there is then a higher Trust level. **SA** clarified the wellbeing days are a contractual entitlement which had originally moved from 1 to 3 days. The message to staff was making them contractual they cannot be taken away which is now hard to address.
- NS reported on the meeting Claire Burton (RSC) on 23<sup>rd</sup> June 2021. This was the first meeting since joining the Trust. The CEO advised it had been a positive meeting which discussed growth

	<p>and the role the RSC plays in that together with an awareness that the Trust is not where it should be. The CEO confirmed plans are in place for improvement within the Trust and discussed the idea of an associate model; a package offer which might be less threatening for potential joiners. Further discussion to take place at the Autumn Development Day.</p>	
5	<p><b>Chief Finance Operating Officer Report on Finance and Operations.</b></p> <p>5.1 Discuss and approve 21/22 draft budget and budget forecast for 22/23-23/24</p> <ul style="list-style-type: none"> <li>• The CFOO had shared the proposed draft budget to present to the ESFA that we are required to submit in July. This sets out the budget for 2021/22 and forecasts 22/23 and 23/24. The ESFA see it at Trust level rather than at school level. The Trust reports where each school will be at year end. Trustees have the full breakdown, so they have an awareness of how the budgets have been developed. The CFOO had provided notes around the setting of the 21-22 budget for consideration by Trustees.</li> <li>• Points drawn out for consideration around the income area: <ul style="list-style-type: none"> <li>◦ Firstly, reassurance around the early year's budgets created for the nursery budgets. All three nurseries are expected to be viable covering salary costs.</li> </ul> </li> <li>• Pupil premium would have been higher than presented but due to a policy decision to change DfE formula instead of using the January census figures the previous October's figures had been used; these were lower.</li> <li>• Income from schools' lettings had not been included at this stage. Trustees were advised of a potential letting at Knockhall around the use of former Nursery building. Kent have been sent a draft SLA with funds to be brought in once confirmation is received.</li> <li>• Spend update: Staffing – the notes included an explanation both for next year and future years including estimated pay awards that may come through. There is some buffering for teachers who may not get an uplift in September with a 1% uplift added as a precaution. SA referred back to the reference NS made re the risk of absence next year – with this in mind an increase in agency and absence budget had been factored in to allow for this. There is no call on those budgets at the moment but from September provision had been made towards any long term or day absences that cannot be managed in-house.</li> <li>• The CFOO reassured Trustees that as a Trust all SLA and Licences are scrutinised for best value and effectiveness. There is a continual review as to which SLAs/Contracts are retained and whether there are any cost-effective alternatives? With support from the CEO the Trust has overhauled some of the more expensive SLAs it had been buying into, replacing with more costs effective SLAs/Contracts which provided the same level of support (or more), or by moving to an internal solution. This had provided significant savings when setting the budgets.</li> <li>• An awareness for Trustees that the overall position for yearend for the schools is a challenging one. In particular Willow Bank and Knockhall both have a significant in-year deficit due to the falling pupil roll. This had previously been reported on and is now feeding through. Classes have been organized to manage the situation at Willow Bank where classes have been merged to manage the situation. However, this has not been possible at Knockhall with numbers just tipping over the school threshold. It has not been possible to merge classes resulting in cost pressures for the school. Northumberland Heath is expecting 65/90 in Reception for September and is one to watch for future years in term of options.</li> <li>• Management of the in-year deficits are linked to the Reserves policy which is presented to Trustees for approval. With an awareness of the link DA suggested SA report on the Reserves policy at this point.</li> <li>• The CFOO reported all schools had generous reserves at the end of year due to lock down. However, managing in-year positions would be challenging if the Trust didn't have reserves. In setting the budget for the schools the principle adopted in setting the 2021/22 budget was to work to a zero-balance budget using reserves to bring them back to a balanced situation with each school having a 1% contingency built into their budget (around £20k buffer). The Reserves Policy proposes we pool the reserves, using the reserves to support the schools to set a zero-balance budget with the 1% built in so all schools are on an equal playing field as we go into 2021/22 with residual reserves held at Trust level, and we do that each year. This supports the schools with in-year deficits. As a Trust we need to adopt that principle in the situation we are at the moment with our staffing costs and pupil numbers. The DfE will see the overall reserve figure for the Trust with each school showing as balanced, and not showing a deficit.</li> </ul>	

**The Chair welcomed questions and reflections from Trustees:**

- **KG** Around Knockhall it was noted that if we are using reserves to support the deficit would that be a problem in the medium to long term. Should this be flagged as a risk and mentioned on the register? **SA** agreed, the reduction in funding linked to pupil numbers is the biggest risk in funding and just between 2021/22 and 2020/21 we have lost in the region £300k in funding across the Trust. This has a huge impact in terms of schools' budget. Whilst we are doing everything we can to raise 2021 numbers there are still late applications Bexley and Kent are working through. **SA** advised by now the Trust normally has confirmation of numbers, but Covid had definitely impacted on the timing and application process. The schools are being proactive and Knockhall is better than last year with a positive trend beginning to come through, however, it was noted the Trust still has a long way to go before we get back to full schools across the Trust.

**Action:** For the risk registered to be reviewed and updated as required.

- **DA** Stressed the need to get children in, the knock-on effect of low numbers impacting on staffing numbers.
- **SA** report on Lime Wood (LW): The Trust are reintroducing reserves into the budget. Although not captured in these figures when reported to the ESFA a figure of £158K will be added in reserves expected at the end of 2021/22 for LW bringing the reserves reported to a higher figure. These reserves will be spent as part of startup grant which is already built in for the next 2 years. Going back to the fixed terms contracts running for one more year for the projected figures for 2021/22 it has been assumed these will end with posts returning to schools. There is still work to be carried out on this but for budget presentation have assumed will continue for the next 2 years.
- **KG** Looking at Northumberland Heath and Peareswood they are ok, Willow Bank is struggling a bit with the reduction of pupils, in respect of Knockhall there had been mention of the Nursery building, is this a standalone building or part of the main school? **SA** confirmed it is a standalone building that had previously been used as outreach following the move of the nursery children into the new Early Years build attached to the main building. Kent County Council are keen to utilise the building; at this moment the Trust is not sure how long this will be for. If agreed the rental could bring in some significant income. Trustees will be updated on progress. **KG** who would be responsible for the maintenance? **SA** confirmed the Trust would continue to maintain as part of the rental.
- **DA** the big picture is there are significant budget issues moving forward underpinned by lack of pupil numbers; some of which can be controlled through effective budget management.
- **SB** Following on from the income update an area for further exploration being lettings the grounds. Extended activities that attract children and parents to go to the school. Extends learning in sport etc. can result in children being more likely to go to that school. Lettings is an area where we could look at the policy. Are we setting at the right level? Is there room for expansion? At Knockhall which building is proposed for the rental? **SA** clarified it was the Nursery building and not the Children's Centre.
- **DA** confirmed this was a point well made about income going forward as this provides another avenue.

The CFOO asked Trustees to approve 21/22 draft budget and budget forecast for 22/23-23/24 in readiness to submit the budget and forecast for approval:

- **Trustees unanimously approved the budget as submitted to them.**

**5.2 Reserves Policy for Trustee approval**

- **Trustees unanimously approved the Reserves policy.**

**5.3 GDPR update**

- Compliance report – report and outcomes of an audit for information.
- Trustees had been provided with a Compliance Report and the outcome of a GDPR audit carried out across the Trust.
- The CFOO asked Trustees to note in terms of external DPO and support the Trust had been using Judicium to provide individual support to the schools. With effect from the 1<sup>st</sup>

**CFOO**

	<p>September 2021 as part of the contract/SLA reviews the Trust DPO will be Fusion legal who are the team the Trust has invested in for HR legal support; the platform links to the new HR system. Fusion offer a Trust level support package which is considerably more cost effective than the current solution. From 1<sup>st</sup> September 2021 Fusion are to be appointed as the external DPO registered with the ICO. There will be a Lead officer for the Trust which will be the EO (DS) as the Trust's Compliance Officer. DS will be the schools lead contact in managing any GDPR queries. The school will relay their queries to DS who will provide support and obtain any external support required from Fusion. It was noted Fusion provide a comprehensive package in terms of training and advice; Fusion also provide adhoc training. DS will be undertaking the audits which she has already given expertise to which ensures the Trust on a sound footing for the coming year.</p> <ul style="list-style-type: none"> <li>• GDPR Compliance Audit</li> <li>• The CFOO asked Trustees to note the positive comments from the GDPR audits. There were some actions to be followed up on in the schools which will be reported back to the Audit committee.</li> </ul> <p>There were no questions from Trustees arising from the GDPR and Compliance report and comprehensive update.</p>	
6	<p><b>Governance</b></p> <p>6.1 To be informed of and to ratify a Chair's Action(s)</p> <ul style="list-style-type: none"> <li>• The Chair noted that the current Scheme of Delegation requires approval from Trustees for schools to attend residentials. Approval had been given under Chair's Action and was ratified by Trustees.</li> </ul> <p>6.2 To ratify any decisions taken since the last meeting, if applicable No further items had arising since the last meeting.</p> <p>6.3 To approve any recommendations for the appointment of Trustees</p> <ul style="list-style-type: none"> <li>• Term of office renewals <ul style="list-style-type: none"> <li>○ Rebecca Johnson 12.09.21</li> <li>○ Neil Riddington 12.09.21</li> </ul> </li> </ul> <p><b>Trustees voted unanimously to reappoint RJ and NR to the Board of Trustees for a further term of office at the end of their current term (4 years – 12.09.2025)</b></p> <p>6.4 Review of governance - Woodland Academy Trust - Outcomes and proposals for ratification. Report of the Chair of Trustees.</p> <p><b>DA:</b> The Chair had provided Trustees with a paper to summarise actions that had happened over the last year. The rationale for the process is have a governance structure that is fit for purpose. Additional Trustees had been appointed and were now in attendance. Early in the process Board appointed committees were set up with appropriately skilled Trustees taking on the role of Chair for the committees; reference was made to the Audit and Finance Committees chaired by KG and NR. There had been changes to the education function which previously operated under the RGB/LGB which had been disbanded. It was noted RJ had taken on the role of Chair for the Education Committee with AM, a new Trustee during the year, providing an appropriate Chair of the Peoples' Committee. With the new appointments the Chair confirmed the Trust now has a Governance Structure that can be approved.</p> <p>The Trust board has been further strengthened with two new Trustees (SB and SP). It was confirmed the new committees had all been operating under Terms of Reference in a shadow capacity ready for approval by Trustees of the finalised structure from September 2021. Following approval, the changes would then be published on the websites.</p> <p>The governance structure now includes the Local Academy Committees (LAC) for each school in the Trust. It was noted the LACs would replace the RGB/LGB focusing on each school and their local communities. The Chair noted that NS and others had worked hard to set the committees up with each school now having a LAC in place with introduction meetings due to take place on the 13<sup>th</sup> July</p>	

<p>in readiness for the official start date of the 1<sup>st</sup> September 2021.</p> <p>DA advised Trustees there was still work to be carried out to ensure the Scheme of Delegation is revised in line of the new structure and the CFOO would oversee this. Part of the review will also be checking the ToR to aligning across the organisation. DA asked Committee Chairs for their support with this key piece of work.</p> <p>The Chair confirmed there is now full membership for each committee. She further advised Trustees that significantly NS would like to be involved in each Board Committee. The Chair confirmed the importance of this in relation to the level of detail each committee provides the CEO needs to be aware both in the role of Trustee and Lead Executive. It was noted the previous CEO had not attended Committee meetings. In addition, the CFOO and other colleagues would be in attendance as appropriate.</p> <p>There is a commitment that each Trustee is involved in one committee. If any Trustees would like to review the committee they are currently involved with please notify the Chair asap.</p> <p><b>Action:</b> For Trustees to feedback to the Chair re committee appointments.</p> <p>The calendar for next year is underway but as yet has not been finalized. There are still questions arising which Trustees may be contacted and asked to comment on. It is proposed to have one Board of Trustees meeting a term with the first board meeting taking place in September/October whereby Trustees meet face-to-face for half day to allow the CEO to discuss the strategy for the whole year. December will see a joint meeting with Members for the AGM. There will then be one meeting per term for both the Board and Committees.</p> <p>Within the next two weeks the Chair proposed a 1:1 conversation with each Trustee to discuss involvement and overall picture. Following this the calendar for the next year will be sent to all.</p> <p><b>Action:</b> For the clerk (DS) to email Trustees to arrange a 1:1 phone conversation</p> <p><b>Question JM:</b> What is the route into the main board for the LAC given that none of the members of the LAC sit on the main and what will the committee oversee?</p> <p><b>Answer NS:</b> NS confirmed over the summer with the DoE and Clerk they will be working on the work agenda plan for the LACs so that each school has similar focus areas covering curriculum, community and safeguarding. Areas such as data, staffing and finance will be reviewed at board level providing more fruitful contributions from the LACs. It is proposed that once or twice a year DA and NS meet with the Chairs of the LAC to discuss local level issues. Board meeting will have a standard agenda item to feed through from NS or DA with the LAC having an agenda item to feed back to the Trust board. NS has spoken to the Chairs who are happy with this structure. This was a good point as previously there had been disconnect with the RGB/LGB not fully understanding their role. Discussed potential teething issues but having a system for DA and NS to meet with the Chairs will provide a key link.</p> <p><b>Action:</b> NS to speak to the Clerk to set the dates for NS and DA to meet with the Chairs.</p> <p><b>Question RJ:</b> RJ agreed with JM re feeding up from the committees and raised the point re parental voice on the board. The latest Academies Financial Handbook, now the Academies Trust handbook, still is in the space as should rather than must have parental representation on the board. Is this something that we are looking to consider? RJ expressed her preference that Trustees should. It was felt this would add value and is an area currently missing. NS responded it is good to have that aspiration but has not seen it work successfully in practice. The CEO is aware of the role parents add to the board and reflected on a possible solution that seen in practice; that being for that element to be replaced with a Community or Youth Trustee role, someone who would be an advocate. NS</p>	<p><b>Trustees</b></p> <p><b>Clerk</b></p> <p><b>CEO/ Clerk</b></p>
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	<p>commented some of PA's background links with this area. It was noted it had been unfortunate that PA had not attended the last two meetings. Historically the commitment level had not been there at board level and even at local level becomes about their child and that school rather than the wider understanding being the whole organization. NS reported that a considerable amount of work had been undertaken to secure parents on the LAC with flexibility built into the role to facilitate this. NS and DA confirmed this area will continually be reviewed; it was also reiterated that a lot of work had been undertaken over the past year to secure parental representation on the board without success. It is hoped that parental representation on the board may be secured via the LAC following a period of growth.</p> <p><b>Observation JM:</b> Coming back to parent Trustees just to reiterate the point NS made that we need to ask ourselves what we are looking from them to contribute to the board. If we maximise the impact of the new LACs we will get a lot of what we want from a Parent Trustee through that method of communication both from the board down to the LAC so that they feel involved and feeding up.</p> <p><b>Action:</b> For the Clerk to follow up on attendance (PA)</p> <p><b>Question RJ:</b> In respect of the calendar RJ asked that the Committees meet prior to the Board meetings to allow for summaries from the committees to be reviewed at full board meetings. NS advised this will be factored with the LAC at school level happening prior to the Committee meeting, especially the Education committee where they might be something there that needs to feed through.</p> <p>The Chair advised a further area for development being the Articles of Association which were last reviewed June 2017. These required a significant update; it had been noticed earlier this week the DfE had published new model articles for MATs which Browne Jacobson have been involved with. From September Trustees to have in place an updated Scheme of Delegation and Article of Association; the legal framework by which the Trust operates.</p> <p>The Chair asked Trustees for their approval of the review of Governance Report detailing the new Governance Structure.</p> <ul style="list-style-type: none"> <li>• <b>Trustees unanimously approved the review of governance report.</b></li> </ul> <p>DA thanked everyone very much for the past year which has been interesting journey; there had been some highlights, in particular the arrival of the new CEO (NS) and speaking to everyone over teams has been a joy! It is hoped the Autumn term Trustees will be able to meet face-to-face to provide NS with an opportunity to talk to Trustees about moving forward during 2021-2022.</p>	
7	<p><b>Confidentiality</b></p> <p>The Board of Trustees to agree that any item, by reason of its nature, should remain confidential. By reason of their nature Trustees deemed the findings of the to be confidential. These will be presented to Trustees as Part 2 of the minutes</p>	
	<p><b>Date of Next Meeting:</b> September 2021</p>	

The meeting ended at 13:46