Board of Trustees

Wednesday 13 May 2026, 4.30pm
Great Moor House, Exeter

Attended:

Andy Mulcock (AM) - Chair	**Philip Bostock (PB) – Vice Chair**
Shraddha Chaudhary (SC) – Virtually	**Lindsay Cooper-Smith (LCS)**
Lee Elliot-Major (LEM)	**James Frampton (JF) - Virtually**
Teresa Gardner (TG)	**Richard Jacobs (RJ)**
Moira Marder (MM)	**Sarah O'Meara (SOM)**
	Alex Walmsley (AW)
In Attendance	
Liam Dingle (LD) – Director of Finance	**Jen Fook (JFo) – Senior Executive**
Melody Floyde (MF) - Trust Governance Professional	**Mo Marchant (MDM) – Head of Governance - minutes**
Tim Rutherford (TR) – Deputy CEO	

Apologies:

None

Meeting Minutes

Item No.	Business	Action
1.	**Welcome, Apologies and Declarations of Interest** The meeting started at 5.00pm due to Trustees joining the Ofsted feedback call for QE. AM welcomed everyone to the meeting. No apologies had been received. The meeting was confirmed as being quorate. Declarations of interest were noted, as follows: AW: Director, First Federation Trust & Member of Diocesan Education Group AW, RJ, AM: Directors, Fusion School Services Ltd LCS: Director of Inclusion, St Christopher's Multi-Academy Trust TG: Interim Consultancy role, Exeter & North Devon College Group **Action: Update Trust Register of Interests with TG new declaration.** Liam Dingle, Director of Finance, would be attending Board Meetings going forwards. A round of introductions was undertaken. Congratulations to Moira for being appointed as Co-chair of the RISE KS3 Alliance.	 **TG**

2.	**Minutes of Previous Meeting, Update on Actions and Matters Arising** The minutes of the meeting held on 11.02.2026 were approved as a full and accurate record. The actions were marked as complete with the following updates: TB1102.07 – the LGB escalations threshold document to be produced for September.	
3.	**LGB & Trust Board Update** <u>Trustee Resignation</u> Jade Otty had resigned from the Trust Board. Thanks were recorded for Jade's fantastic contribution as a Trustee, particularly in shaping the education committee. Another Vice Principal at Exeter College would be replacing JO on the Board. MF would undertake the appointment process and obtain Member approval. <u>LGB Appointments & Resignations</u> Trustees reviewed and approved the new co-opted and Trust governor appointments subject to all SCR checks being completed satisfactorily: • Emma Phillips, Co-opted, Marine Academy • Pippa Fitzwater, Co-opted, Whipton Barton • Ian Wallace, Co-opted, Honiton • Steve Evans, Co-opted, St James • Henry Bell, Co-opted, All Saints • Andrew Stiles, Co-opted, Whipton Barton • Leigh Withers, Trust, Marine Academy Primary • Aimee Mitchell-White, Trust, Exmouth It was noted that Andrew Stiles was already a governor at St Luke's and would be taking on an additional role at Whipton Barton. Trustees were very supportive of this. Trustees also reviewed and approved the governor re-appointments, subject to SCR checks being completed: • Pino Butler, Co-opted, St James • Matt Davey, Co-opted, West Exe • Nicky Henderson, Co-opted, Marine Academy • Adam Hodgess, Staff, Lipson Trustees noted the newly elected staff governor appointment: • Holly Boulton, Whipton Barton Trustees noted the recent governor resignations. **Action: Complete onboarding process for new governors**	**MF**
4.	**Policies** Trustees reviewed and approved the following policies.	

	<u>Collective Resourcing & Reserves</u> - Approved following recommendation from the Finance & Resources Committee. <u>Procurement Policy</u>- Approved following recommendation from the Finance & Resources Committee <u>Conflict of Interest Policy</u> – Approved <u>Trust Health & Safety Policy</u> – Approved, subject to clarification of the requirement for a standalone Allergy Policy as per new guidance. This would be checked with the Trust Health & Safety Lead. **Action: Check with Julia Prince if a standalone allergy policy was required to comply with new guidance.** <u>Investment Policy</u> – Approved <u>Pay Policy</u> – Approved subject to an update to reflect the ATH requirement for the Trust Board to approve Executive Pay. **Action: Add ATH requirement for Trust Board to approve Executive Pay to the Trust Pay Policy.** It was noted that, following advice, review dates would be added onto the front covers of policies. It had been agreed that for school-based policies this would be in effect from September, for Trust policies this would be updated as policies were reviewed. **Action: Finalise and publish all approved Policies**	**MF** **Lisa Thomas** **MF/Ali Moxey**
5.	**Fusion School Services** Trustees reviewed the proposed governance documents for the Fusion Board. These had been updated to give additional clarity on responsibilities and delegations. It was confirmed that the documents had been reviewed by PHP law. <u>Scheme of Delegation</u> Trustees suggested some amendments to the delegations for the following: • HR – Pay Ranges & Determination of Executive Pay – ensure that the Fusion Board is shown as Accountable and Responsible. • Control Systems – show that audited financial accounts go to the Trust Finance & Resources Committee for Information. *It says that the Trust board will be informed of approval of Fusion governance structures, does this need to be nuanced due to the overlap between the Trust Board Members and Fusion Board Members?* It depends on what is meant by Governance Structure, if it falls within the list of items in the Shareholder Agreement or Articles of Association then you must consult, outside of this being informed is fine. Dovetailing across all documents is important. **Action: Cross-reference the Fusion Scheme of Delegation with the Articles of Association to ensure alignment.**	**MDM**

	Do appeals against CEO decisions need to come to the Trust Board for example if there was financial loss? There is no legal requirement for this, we need to ensure the separation is in place. *Should there be a threshold?* It's cumulative. We need to be careful to let the Fusion Board do everything it needs to do to maintain separation. Articles of Association No comments Terms of Reference It was noted that the quorum stated for the Fusion Board did not align with the requirements in the Articles of Association. **Action: Update quorum requirement on the Fusion Board Terms of Reference to align with the Articles of Association.** Shareholder Agreement No comments LD noted that there had been early conversations about setting up a second trading subsidiary, which could be used for non-Trust schools using Fusion Services to avoid breaching thresholds. A paper would be shared at the next board meeting. **Action: Add Second Trading Subsidiary proposal paper to Agenda for Next Meeting.** **Trustees Approved all Fusion Documents, subject to the agreed amendments being made.**	**MDM** **MF**
6.	**Meeting Dates 2026-27 Update** Planning the 2026-27 Governance meeting dates was ongoing. The aim was to have a blend of opportunities for meetings during the day and online.	
7.	**Board Succession Planning** Trustees reviewed and discussed the proposed succession planning document for the Trust Board. Key priorities arising following the ERG had been identified. *Is the Vice-Chair for each committee being appointed from the point of view of stepping in to cover the meeting when the Chair was unavailable, or as a designated successor for the Chair?* For these purposes we shouldn't assume that at some point the vice-chair would step into the chair's role. However, we should have a written succession plan in place for each Committee. *Trustees queried the potential for meetings being held online to increase the potential talent pool of Trustees, noting that in other Trusts this had been successful and could be positive.* We ideally need a balance between local people who understand the community and those from outside to provide challenge. Trustees would also need to have capacity to fulfil the wider role, i.e. picking up Link Roles and attending Ofsted Meetings. Trustees from the local area remain most desirable, to enable strong connections to be made. *Trustees challenged on the statement that "the Trust Board should reflect local demographics", they felt that the Board should reflect the school and trust community rather than local community.* This was noted as a good point for consideration.	

Trustees noted that, now TWT was a large turnover business, the required skill sets had changed and these may not be readily available in the local area. Trustees who were educationalists were needed and could be non-executive members/advisers for the education committee, those with skills in running a large business would also be valuable. There should be wider recruitment into the Trust Board with a formal application process in place. It was suggested that the roles should be advertised nationally, with a vigorous and robust recruitment process to find Trustees who understood schools. It was time for strong evolution not for revolution.

Audit and Finance are very specific skills, if we can't get the right person to volunteer can we pay? We cannot pay Trustees of Academy Trusts. However, this is a key area for strengthening skills on the Trust Board.

Draft Trustee Role descriptors had been written and reviewed with TG, these would be finalised and shared. **Action: Finalise Trustee Role Descriptor Documents and circulate for feedback.** **MF**

LGBs had local context and understanding, which was shared with Trustees, and was where most local input from communities came from. It was also noted that Diocesan expectations of foundation trustees were built into reflecting the local community, so there was a responsibility to find acceptable foundation Trustees for EDEN approval.

How do we future proof the Board when Trustees have busy commitments and are not always able to attend meetings. With the current number of Trustees, some of the meetings are not going to be quorate, this is a risk? No final decision has been made about the number of Trustees. It's important for the Board not to be unwieldy but it does feel quite light currently in terms of the number of trustees in role, so some expansion is probably needed.

Being able to attend meetings virtually is helpful. We want to keep this as an option, but do not want it to be the default position. A mixture of online and in-person meetings would be positive. There may be some difficulty in finding the required skill sets if we do not embrace hybrid meetings. Trustees noted that the recent online F&R committee meeting had been successful.

How will the succession plans be taken forwards? There are some quick wins to take forwards. LGB chairs have been asked if they would like to sit with Trust committees. One potential has come forward and will be meeting with MDM to discuss this. There are many well-experienced and qualified members of our LGBs in post.

Succession planning should also be applied to the Fusion Board. AW confirmed that this was ongoing and a new Board Member had recently been appointed.

It was proposed that the Vice Chair of the Board would have regular informal conversations with trustees to review how they were doing in the role and what they would like to do in the future. The current Vice Chair was in agreement with this.

Trustees noted that the new Head of Governance role was working well as a link between the Trust Board and Executive.

MDM would take forward the succession planning. **Action: Any feedback on the succession planning document to be sent to MDM.** **All**

8.	**Executive Report to the Trust Board** The Executive report was circulated and reviewed ahead of the meeting. MM gave an overview of key updates. The positive progress in Plymouth was noted, TWT had contributed to this. The financial climate was difficult across the sector; this was well managed in the Trust and TWT had been able to undertake some leadership in the sector. Trustees noted thanks to the Finance Team for their work over many years. There had been recent conversations with some feeder schools (a record of this is in Part B minutes). *Capacity to take on new schools is an important consideration, looking at the number of Trust staff working externally and development of leaders internally.* New schools can bring capacity as well as take it. The Executive have been looking at how capacity meets foreseeable demand and reviewing our operational model. It is thorough and considered and will be reviewed at future strategy days. There are three key areas – core business, aligning and stabilising, disruptive edge. Plymouth or Devon would not be setting up their own local authority trusts. Schools in these areas would need to join other Trusts. Devon would also not employ a school improvement team, this would need to come from within schools. The Local Government Reorganisation could also have an impact, this was part of ongoing strategic discussions. Some Trust leaders were supporting externally with school improvement. Attendance and safeguarding services were being expanded and the SALT service were also looking at ways of expanding. This was being costed, a business model would be developed to sell these services. *How long are the RISE secondments for?* SM's contract runs until Easter 2027, there is a one-month break clause. This is currently being generative and successful. RISE support is being delivered to two secondary schools with another expected. *Do you get paid by DfE for RISE support?* Yes. We are currently working to quantify the level of income, this will increase in the future. *We're becoming consultants in effect, we need to ensure that pricing of this is right with any profit going back into schools for the benefit of our children, we have a responsibility to ensure the proper use of finances and effective use of time.* This is a good point. Some services will need to be loss-leading, we are responsible for contributing to the system and sector generosity leads to benefits for all. We plan to deliver services collaboratively. Trustees noted thanks to the Executive and School leaders for the positive outcomes being achieved in Ofsted. The positive preparation for the new framework across the Trust and the quality of briefings provided to Trustees was much appreciated. *The colour coded summary of schools shows there is currently only one school enabling excellence, do you aspire to have a few schools in that bracket or will there always be only one? In a year's time where do you see this?* Our first duty is for our	

	schools to be of expected standard or above and not to deteriorate. There have been some recent strong Ofsted judgements. The support provided to other schools on inclusive practice will also be noted by Ofsted. Schools are enabling excellence in certain areas, we need to be more explicit about this. The data is based on the TWT school health checks, this is sometimes harder than Ofsted judgements. Our model is to stabilise the schools and reach a balanced position. *It would be ideal if we had at least one enabling excellence in a secondary school, whilst noting that there could be excellence in the sub-sections.* The resource is being put into improving schools. It's important to remain ambitious. The work undertaken on the TWT standard being reframed around building brilliance refers to some of this. *Is there a price attached to the bid to the school rebuilding programme for QE?* No, once you are on the programme you are on the programme. Trustees noted the celebrations and the journeys being undertaken in the local area. **A full record of the discussion is in Part B of the Minutes.**	
9.	**Brook Green Interim Update** JF gave a verbal update on due diligence being undertaken. This was going well and interactions were as expected. There was lots of information still to be collated. A full report would be provided at the July board meeting. There were opportunities for Trustees to visit Brook Green ahead of them joining the Trust. **Action: Trustees wishing to visit Brook Green please confirm with MF.** **Action: Add Brook Green Due Diligence Report to Agenda for next meeting.**	**All/MF** **MF**
10.	**Review of Strategic Risk Register** It was noted that the same summary had already been shared at F&R on 29.04.2026. No questions were raised. SC left the meeting at 18:43	
11.	**Committee Summary Reports** Summaries of the recent committee meetings were shared for information. LD confirmed that the budget was currently predicted to break even at year-end. The LGPS being regraded had had a large impact on this, leading to savings. The amount of High Needs Funding being received had also increased, due to an increase in the number of EHCPs in Trust schools. The proposed budget for 2026-27 was due to be approved at the July board meeting. There had also been good progress in improvements to pupil number forecasting, future class sizes were now being modelled with increased confidence. Trustees thanked LD for his hard work and input into the financial management of the Trust.	

12.	**Governance Conference Update 08.07.2026** The proposed agenda was shared. The conference would be held at Great Moor House, with the Board Meeting at the end of the day. Contingency plans had been included, supported by SM, in case of an Ofsted visit coinciding with the conference date. *Trustees noted that governors were not always understanding of policy changes sector-wide, they asked if an overview of this could be included in the conference content.* There is a potential for Moira to include this in her section. It was suggested that there could be more opportunity for Q&A, perhaps dividing this into two sections linked to the agenda items. It was also important to ensure there were contingency plans in place for the Panel. MF confirmed that questions were being asked for in advance via the conference booking form. SC returned to the meeting at 18:53	
Part B: Confidential		
13.	**CEO & DCEO Pay Scales** **This item was covered under Part B Minutes.**	
Any Other Business		
AOB1	None The meeting closed at 19:04 **Date of Next Meeting: Wednesday 8 July 2026 (following Conference)**	

Signed by the Chair of the Board:

Signed electronically on Governor Hub

Date: 08.07.26