

**TWMAT Board of Trustees**  
**Wednesday 8 December, 4.30pm**  
**Microsoft Teams (Virtual Meeting)**

## MEETING SUMMARY SHEET

Decisions Made Under the Scheme of Delegation	
Item.	Decision
4.	Teresa Gardner was appointed as a Co-opted Trustee (subject to DBS Check)
4.	Teresa Gardner to join the Audit & Risk Committee
7.	Trustees agreed to formally proceed with the planned academisation of Lipson Academy on 01.01.22
7.	Sarah O'Meara to Chair the Education Committee for 2021/22
11.	The Trust Annual Accounts for 2020-21 were approved and would be formally signed off.
12.	It was agreed to review the Scheme of Delegation to give approval rights for Related Party Transactions to the Finance & Resources Committee with oversight by the Board.
12.	The Trustees approved the proposed Related Party Transactions with Exeter College: <ul style="list-style-type: none"> <li>• Obtaining a quote for provision of HR Strategic Advice (on the basis of at cost provision). This could then be agreed subject to ESFA approval and best value.</li> <li>• Provision of Apprentice Training</li> <li>• Use of the Future Skills Centre for Trust Meetings</li> </ul>

Appointments & Resignations			
LGB/Trust	Name	Appointed/Resigned	Type
Trust	Teresa Gardner	Appointed	Co-opted Trustee
Isca	Blyth Louis	Appointed	Staff Governor
MAP Primary	Pat Patel	Appointed	Co-opted Governor
Isca	Alison Boyer	Resigned	Staff Governor
Whipton Barton	Oliver Birley	Resigned	Co-opted Governor
MAP Secondary	Mark Delf	Resigned	Co-opted Governor
MAP Secondary	Gina Connelly	Resigned	Co-opted Governor

## Board of Trustees

**Wednesday 8 December 2021, 4.30pm**  
**Microsoft Teams (Virtual Meeting)**

**Attended:**

<b>Andy Mulcock (AM) - Chair</b>	<b>Philip Bostock (PB) – Vice Chair</b>
<b>Teresa Gardner (TG)</b>	<b>Lindsay Hetherington (LH)</b>
<b>Richard Jacobs (RJ)</b>	<b>Ben Manning (BM)</b>
<b>Moira Marder (MM)</b>	<b>Sarah O’Meara (SO)</b>
<b>Saxon Spence (SS)</b>	<b>Crispin Taylor (CT)</b>
<b>Alex Walmsley (AW)</b>	
<b>Charlotte Davies – Director of Business &amp; Operations (CD)</b>	<b>Sue Pym – Director of Finance (SP)</b>
<b>Jon Lunn – Director of Education Performance (JL)</b>	<b>Tim Rutherford (TR) – Deputy CEO</b>

**In Attendance:**

<b>Melody Floyd (MF) – Clerk to the Trust</b>
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**Apologies:**

<b>Lee Elliot Major (LEM)</b>
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## Meeting Minutes

Item No.	Business	Action
1.	<p><b>Welcome, Apologies and Declarations of Interest</b></p> <p>AM welcomed everyone to the meeting. Apologies were received from Lee Elliot-Major (LEM).</p> <p>Welcome to Teresa Gardner. Teresa gave an overview of her background and experience. She is a recently qualified Ofsted inspector and educational consultant.</p> <p>Declarations of interest were noted, as follows:            AW: Director, First Federation Trust.</p>	
2.	<p><b>Minutes of Previous Meeting and Update on Actions.</b></p> <p>The minutes of the meeting held on 20.10.21 were approved as a full and accurate record. All actions were recorded as complete.</p>	
3.	<p><b>Matters Arising</b></p> <p>SS queried the level of interest in the Trust from local councillors following the previous contact. MM confirmed that she had met some councillors on the Trust open mornings, this had been a very worthwhile piece of work and would be repeated annually.</p>	

4.	<p><b>Appointments &amp; Resignations</b></p> <p><u>Trustee Appointments</u></p> <p><b>Teresa Gardner (TG) was officially appointed as a Co-opted Trustee</b> subject to DBS Check. AM confirmed that approval had been received from the Members on 29.11.21.</p> <p>AM noted that TG’s skills would be beneficial to the Audit &amp; Risk Committee. TG confirmed that she was happy to sit on the Committee.</p> <p><b>Action: MF to send TG details of the Audit &amp; Risk Committee and the meeting dates.</b></p> <p><b>Action: Complete the Appointment Process for Teresa Gardner</b>  <b>Action: Organise Teresa’s Trustee Induction Programme</b></p> <p>The recent LGB appointments and resignations were noted and ratified:</p> <ul style="list-style-type: none"> <li>• Blyth Louis, Staff Governor, Isca – Appointed</li> <li>• Pat Patel, Co-opted Governor, MAP Primary – Appointed</li> <li>• Oliver Birley, Co-opted Governor, Whipton Barton – Resigned</li> <li>• Alison Boyer, Staff Governor, Isca – Resigned</li> <li>• Mark Delf, Co-opted Governor, MAP Secondary – Resigned</li> <li>• Gina Connelly, Co-Opted Governor, MAP Secondary – Resigned (Gina remains the Chair of MAP Primary LGB)</li> </ul> <p><b>Action: MF to send appointment letters to newly appointed Governors</b></p>	<p>MF</p> <p>MF</p> <p>MF</p> <p>MF</p>
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**Items For Monitoring**

5.	<p><b>Financial Update</b></p> <p>TR joined the meeting at 4.50pm</p> <p>SP gave an overview of the key points from the budget for the Trustees’ consideration. These were set out in detail in the covering paper.</p> <p><b>A full record of the discussion is in Part B of the Minutes.</b></p> <p>The tender for the external audit service had been sent out, three companies had indicated that they would submit a bid (Bishops Fleming, Francis Clark, Griffin Chartered Accountants). Thomson Jenner would not be bidding as they wished to continue working as the Trust’s internal auditor. SP confirmed that the Board of Trustees were invited to identify any areas for scrutiny as part of the process. An invite would also be sent out to the Audit &amp; Risk Committee to attend the presentations from the short-listed companies.</p> <p>SOM queried the higher levels of SEND in secondary schools nationally compared to primaries in terms of EHCP, which seemed to be going against the national trend. Secondaries had a higher number of SEND pupils but primaries had a higher support cost. SP confirmed the high levels of SEND support in the schools. At secondary level this tended to be higher due to the longer time taken to diagnose the need. There also tended to be less support staff in classes at secondary. SOM noted that this appeared to be different to the national trend and asked if the Trust could provide a good level of SEND support to our secondary schools.</p>	
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	<p>SP confirmed that the structures were being reviewed, and aligning staff to the need was critical and was an area of focus. As part of the budget modelling and looking at the overall position the structures needed to align to the need.</p> <p>MM noted that the SEND review would be released later next year which would be critical. She also noted that the struggle was across the board in Devon. The review was likely to be radical and would help with planning.</p> <p>CT also noted that 3.4% was above the national average and confirmed that Devon and Torbay were both above the national rate. The number of referrals were also much higher than national averages, and this needed further understanding.</p> <p>SS wanted to draw attention to the concern over SEND funding and that this was Devon-wide. Devon County Council had set up a scrutiny panel who were currently examining SEND funding. SS queried if the Trust would like to contribute. TR confirmed that the Trust was in contact with DCC and that he would be meeting with Julia Foster, to look at strategic and longer term planning.</p> <p>AW noted an £80m predicted SEND deficit in Devon this year and that there would be a meeting with central Government in March to access funds to reduce the deficit. This was outside the normal parameters.</p> <p>PB noted that the focus of this was on Devon, and queried what the position was in Plymouth. TR noted that the position in Plymouth was different and that feedback was far more positive. The authority seemed to operate in a different manner and had higher thresholds. TR also noted that the levels of need in MAP Secondary were similar to those in schools in Exeter.</p> <p>RJ noted that the Trust now had sixth forms and asked if they were treated as part of a secondary school, or looked at as a separate entity. SP confirmed that, from the financial perspective, the KPIs of the sixth form students were counted as 0.7fte and that was how they were modelled into finances. Class size expectations were different and tended to be smaller. SP noted that 8-9 students was the minimal viable class size. Sometimes there was a need to move away from that to ensure that the curriculum was covered and this needed to be covered in a wider context. TR noted that all facilities and staffing were totally integrated so it was very difficult to view them as separate entities. RJ felt that the Trust sixth forms would require work in the future to retain students.</p> <p>MM confirmed that the challenge was to make sixth forms attractive to get the numbers up. There was a problem in Devon where there were a lot of RI 11-18 schools. The younger children's budget could not be used to subsidise sixth forms so a tight business model was needed. It was important to work closely with the colleges to avoid duplication. TR noted that curriculum needed to be linked to local need. This could be picked up at the Education Committee or by the Education Scrutiny Panel. It was important to be ahead of the curve.</p> <p>SS noted the need to ensure that pupils had a fair choice.</p>	
6.	<p><b>Chief Executive Officers Report</b></p> <p>MM confirmed that it had been a very positive and rewarding term, with the focus being on trying to get the children back to normal as much as possible. MM had visited all schools for a day during the term and had spent time talking to pupils and staff. Positivity and optimism were evident and staff and leaders deserved a huge amount of credit for this.</p>	

<p>MM noted that there was concern about the new Covid variant and the potential for impact on schools was unclear.</p> <p>Attendance was ok. There had been some difficulties but they had been overcome and in general schools were doing well.</p> <p>JL gave a presentation on attendance data. National primary and secondary averages were for the week. JL noted that there had been a system recording error in Whipton Infants and Nursery and that Trust schools tended to be around the national average. <b>Action: Circulate a copy of JL's presentation with the minutes of the meeting.</b></p> <p>There had been some outbreaks of Covid and other bugs in schools, which had previously been kept at bay, which had had an impact on attendance.</p> <p>Nationally secondary schools were going in the right direction. MAP and Isca were improving in the right direction and other schools were comparable. JL noted that, for a region with high Covid cases, the attendance was holding up with national averages.</p> <p>BM queried what was happening with MAP secondary's attendance at 88.5%. JL confirmed this was due to the high levels of Covid and bugs and that there seemed to be a disproportionate share at MAP. JL noted that similar was being seen in MAP Primary. MM noted that the Year 11 attendance in MAP was positive.</p> <p>MM confirmed that there had been no major Covid issues within the Trust schools. TR noted a few cases above the threshold, but not compared to other schools in the area. There had been clusters and these tended to go through schools at different times and it was a dynamic situation. Some schools had received extra PHE involvement but the Trust was doing ok. Staff had been magnificent and masks had been largely worn in secondary schools. Robust risk assessments were also in place. TR noted that it would be interesting to see if absence would increase the week before Christmas.</p> <p>TR also noted that there were pockets of Covid absence in the area and that it was important not to put undue pressure on other staff to cover. The Trust was lucky to share staff between schools. AM commended the agility of the Trust Staff.</p> <p>RJ noted that numbers at Isca and West Exe appeared to be significantly better compared to St James and queried if the reasons for this had been monitored. MM noted that a number of pupils from Saudi Arabia had been lost during the first half of term. TR also noted the large turnover of students in the year but was not aware of any specific issues or factors at St James.</p> <p>MM updated on the MAT review meeting and confirmed that it had been positive. The finances were a highlight. The growth aspirations of the Trust had been discussed. AM noted that persistent absence was a clear focus although this was relating to MAP prior to them joining the Trust. AM confirmed that the Trust was well commended. MM noted that the Governance Review was positively viewed and that this was seen as the way forwards for MATs. The Risk Assessment process for the schools and support being given to schools was covered and was welcomed.</p> <p>SS noted that the Trust's Safeguarding Lead and Governance Lead appointments were positive and queried if they were external or internal appointments. TR confirmed that these were being appointed externally. Louise Quick would be joining as Safeguarding Lead in early March and CT had been involved in the recruitment process. CT noted the strong field, and vigorous recruitment process. He was confident that Louise would make a very positive impact. AM had been involved in the appointment of Lorraine Mitchell who would</p>	<b>MF</b>
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	<p>start in February 2022, as Head of Corporate Governance and Risk. She would be coming from a local authority in London.</p> <p>SS requested that the Board’s appreciation of all staff for their hard work during the difficult times was expressed. AM also acknowledged the hard work of all Trust staff and would like to express this in the run up to Christmas. <b>Action: AM to send a communication out to all Trust staff for the end of term.</b></p> <p>MM noted the Trust’s bid for Behaviour Hubs and confirmed that Trustees would be kept updated on this.</p> <p><u>School Reviews</u></p> <p>JL gave an overview of the internal school reviews which had been undertaken. These were led by Ofsted inspectors and focussed on practice and development over a six-week process. There had been three so far for MAP Primary, QE and Whipton Barton. JL confirmed that the reporting systems would go through the Education Scrutiny Panel and then to the Education Committee. JL reiterated staff’s wishes to get back to Education and to not have Covid as an excuse.</p> <p>QE were adding Trust capacity into leadership, and a very low level of disruption had been observed this was very strong.</p> <p>The inspector had not seen a primary school as outstanding as MAP Primary, which was very positive feedback.</p> <p>Dixons Academy, who are national leaders for secondary schools, were interested in collaborative working with the Trust’s primaries, particularly around the MAP curriculum</p> <p>These had been three good reviews and were hitting the right tone of developmental feedback. TG noted that it was good to have an internal review process in place, and agreed that preparing staff was key. She queried how the process was used to inform curriculum going forwards and noted that this was important.</p> <p><u>Whipton Barton Headship</u></p> <p>AM noted the appointment of Hazel Fox as interim headteacher at Whipton Barton and requested clarification. MM confirmed that Georgie Reid had covered the position internally, and would finish the role at the end of term. Hazel Fox, who used to be the Deputy CEO of Dartmoor MAT, would be contracted for two terms only. There would be an external appointment process in the new year for a permanent headteacher.</p> <p><u>Exeter New School</u></p> <p>TR noted that the Exeter New School would open in 2023, the school naming process had been undertaken and the recommendation to the Board was that the school should be called the Matford Brook Academy. This had good geographical resonance and historical connections. <b>Action: TR to provide a briefing paper for circulation to the Board.</b></p>	<p>AM</p> <p>TR</p>
<p>7.</p>	<p><b>Committee Updates</b></p> <p><u>Chairs Governance Committee</u></p> <p>AM gave an overview of the Chairs Governance Committee held on 29.11.21</p> <p>Trustees had interrogated the staff survey and would like to go deeper on the results so a breakdown of responses by school had been requested.</p>	

Pay & Conditions – Trustees had reviewed and interrogated the executive pay proposals and these had been agreed. This was a recognition of the staff and the performance management processes within the Trust. The Trust’s Pay Policy was also approved.

Finance & Resources Committee

AW gave an update on the F&R Committee on 24.11.21. AM had attended the meeting on behalf of the A&R committee. The main focus of the meeting had been to receive and approve the Annual Accounts.

The need for Related Party Transactions to be recorded and dealt with appropriately was noted and approval would be sought from the Board of Trustees for these.

Sign off of the PFI contract by the ESFA remained a concern.

**A full record of the discussion is recorded in Part B of the Minutes.**

Audit & Risk Committee

AW updated that the A&R Committee had met on 17.11.21 and reviewed the strategic risk register, internal audit plan and internal audit report. This was a positive report, it showed a thorough process and that the finance team were following up on all areas.

CD had given an overview of the due diligence process for taking on new schools. Cyber Security and Estates Management would be areas of focus for future meetings as they were significant risks.

RJ had agreed to Chair the Audit & Risk Committee for this academic year. James Frampton, LGB Chair at St James had been invited to attend meetings as a means of future-proofing the committee.

Growth & Development Committee

PB gave an update from the Growth & Development Committee on 24.11.21.

Lipson Academy would be joining the Trust on 01.01.22. They would significantly increase the Trust’s critical mass in Plymouth. There were some minor due diligence issues to be resolved, plus some land issues to be resolved after joining. **Trustees confirmed that they were still in agreement to formally proceed with the planned Academisation of Lipson on 01.01.22.**

**A full record of the discussion is in Part B of the Minutes.**

MM had given an overview of any potential opportunities. The future of the educational landscape in Devon and any future opportunities that may evolve needed to be discussed further.

The Exeter new school would open in September 2023. This provided some potential opportunities for the Trust Core Services to relocate.

Education Committee

	<p>AM noted that SOM had agreed to Chair the Education Committee. AM proposed that SOM Chaired the Education Committee for the remainder of the Academic year, subject to a review of roles in the future. <b>This was agreed.</b></p> <p>SOM noted the different feel of the first Education Committee on 10.11.21. BM and LH had attended and Siobhan Meredith would also be attending, which was positive to give the primary perspective. Everyone was coming to grips with the new ways of working, the meeting felt strong and more focussed.</p> <p>The minutes of LGB meetings had been reviewed. LGBs had requested more data and to see other schools’ data. However, there was currently a lack of comparative data due to Covid.</p> <p>The Education and Inclusion &amp; Social justice Panels had been discussed, membership was agreed and it was agreed to put in a funding request to the Finance &amp; Resources Committee.</p> <p>Complaints – work was being undertaken to ensure that the correct information was coming to Trustees. It was important to get the balance right.</p> <p>The Trust RSE policies had been approved. There had been a discussion around sexual harassment in schools. There was also some good input around gender and focus groups.</p> <p>The consultation for Admissions policies for 2023-24 was in progress and these would come to the Board for ratification in the Spring.</p> <p>The new inspections of MATs were covered for information.</p> <p>AM noted the need to avoid repetition across meetings, but agreed that the progress of the panels was positive.</p>	
8.	<p><b>Feedback from Members Meeting</b></p> <p>John Laramy had Chaired the Members meeting on 29.11.21 and Jonathan Greener was in attendance and was very positive.</p> <p>The members had been encouraging about the work of the Trust. The importance of succession planning for trustees and governors was discussed. The members had approved the appointments of the new Trustees.</p> <p>Trust Growth and Risk Management were also covered.</p>	
9.	<p><b>Feedback from LGB Chairs Group</b></p> <p>The minutes of the meeting had been shared. The chairs were engaged and had a lot of interest in SEND and disadvantaged. There were some good challenges.</p> <p>The LGB Chairs had reiterated the importance of appreciating all staff across the Trust.</p> <p>Recruitment and succession planning for LGBs was important and LGBs were encouraged to take responsibility for their own succession planning.</p>	
10.	<p><b>Whipton Barton Update</b></p> <p>SOM noted that Whipton Barton needed to remain on the radar in terms of Governance.</p> <p>At the last LGB meeting only the Chair and three new Governors plus Sarah were present.</p>	



	<p>There had been two significant resignations. The Vice Chair, Oli Birley, was a large loss and Briony Williams was experienced in panels and was also a big loss. Amongst the other Governors was a serial non-attender and one due to go on maternity leave.</p> <p>A recruitment campaign had been launched. Ernie Lloyd the new Chair felt that it was important to retain SOM's support and she had agreed to continue to support the LGB.</p> <p>The school improvement was positive and there was a lot of support, there was some instability but the Governance was a major cause for concern.</p>	
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**Items for Approval**

11.	<p><b>Approval of Annual Accounts and Trustees Report</b></p> <p>The Finance &amp; Resources Committee had received and reviewed the Annual Accounts. Tim Borton from Bishops Fleming had been in attendance to present these.</p> <p>The accounts showed a £1m surplus, and that available reserves had increased from £2m to £3m</p> <p>AW noted that the statutory accounts were incredibly complex and were not presented in a way to aid understanding. Page 42 was the key page.</p> <p>Restricted and unrestricted income funds were key and had increased to a total of approximately £3m.</p> <p>The key message from the auditors was that there had been no adjustments to internal figures. This was important as it meant that the management accounts were reliable and the board could have confidence in them going forwards.</p> <p>The second key point, was that the £1m surplus was an outcome being shared by other large MATs and was related to Covid. The risk was that if the sector, as a whole, was showing surpluses this could affect future funding.</p> <p>There were very few management points, they were all green so were not a cause for concern.</p> <p>AW noted that it was a very good outcome for the year and there was confidence in the financial management. To have such positive feedback after a difficult year was to the credit of the Trust Executive and employees. The accounts showed a positive picture.</p> <p>Trustees were asked to approve the Annual Accounts on the recommendation of the Finance &amp; Resources Committee. <b>This was agreed.</b></p> <p><b>Action: Signing off the Annual Accounts to be arranged with Bishops Fleming.</b></p>	<b>MF/SP</b>
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12.	<p><b>Approval of Related Party Transactions (RPT)</b></p> <p>SP noted the Trust’s related parties, which included the members (Exeter College, Exeter University and Exeter Diocese Education Network), and gave an overview of what constituted a RPT.</p> <p>There were some proposed transactions with Exeter College for which ESFA approval was required and extra evidence was needed. The Board had responsibility for ensuring compliance with ESFA requirements, and this was currently supported by the Finance &amp; Resources Committee oversight.</p> <p>It had been proposed to review the scheme of delegation to give approval rights for RPTs to the Finance &amp; Resources Committee with oversight by the Board. <b>This was agreed.</b>  <b>Action: MF to take forward the review of the Scheme of Delegation.</b></p> <p>TR left the meeting at 6.25pm</p> <p>SP confirmed that all RPT transactions must be at cost and a statement of assurance in place. Board approval was being sought for three proposed transactions with Exeter College.</p> <p><u>HR Strategic Advice</u>  The Trust would like to procure strategic support from a partner. Two suppliers had quoted at a high rate for these services. Exeter College were willing to support the Trust and to transact at cost. SP would get ESFA approval for the transaction prior to obtaining a quote from Exeter College.</p> <p><u>Apprentice Training</u>  SP confirmed that there was already a statement of assurance in place for the provision of Apprentices by Exeter College. In every incidence alternative quotes were sought and the Trust was fully compliant.</p> <p><u>Future Skills Centre</u>  Exeter College had agreed to provide meeting rooms for Trust Meetings free of charge with the only cost being for refreshments to be provided at cost.</p> <p>AW confirmed that the Finance &amp; Resources Committee had robustly considered each of these transactions and recommended that Trustees approved them. <b>The Board of Trustees approved all three proposed Related Party Transactions with Exeter College.</b></p>	MF
<b>Any Other Business</b>		
	<p>AM noted gratitude for the Trustees and their input and challenge. It was important to monitor the strategic direction of the Trust and questioning was an important part of maintaining a Board vision.</p> <p>The meeting closed at: 6.30pm</p> <p><b>Dates of Next Meetings:</b>  Wednesday 16 February 2022, 4.30pm  Wednesday 30 March 2022 – Away Day</p>	

Signed by the Chair of the Board:

