



COMMUNITY INCLUSIVE TRUST BOARD MEETING
MINUTES OF THE VIRTUAL MEETING 19th JANUARY 2022 at 4:30pm

Attendees	Stephen Hopkins – Chairman Lucy McClements – Vice Chair Kathleen Weekes – Trustee Kate Goodman – Trustee Sue Maycock- Trustee Kate Rouse – Trustee Rachael Sharpe - Trustee Helen Drew-Bradley - Trustee Kim Adele-Platts – Trustee Julia Lindley-Baker – Trustee Jo Slesser – Trustee Keith Stanton – Trustee Matthew Fanthorpe - Trustee Bryan Steele – Trustee Daran Bland – DoGO Ana Hendrickson – Company Secretary / Clerk to the Trust Board (Minutes)
-----------	--

1. WELCOME AND CHECK IN

The Chair welcomed everyone to the meeting.
For the benefit of all present an introduction of the new Trustees took place.

2. APOLOGIES FOR ABSENCE

Peter Bell – CEO – Illness
Apologies accepted. Quorum met.

3. DECLARATION OF INTERESTS

One Trustee declared a possible conflict of interest due to the nature of employment at Lincolnshire County Council and seniority of role held.
This Trustee did not participate in the discussion regarding any matters relating to Local Authority funding –agenda item 7.

4. CHAIR'S OPENING REMARKS

The Chair informed all present that the CEO is currently on sick leave. He is expected to return to work, on a phase return basis, after half term (21st February). In the meantime, the DoGO has agreed to support communication between the DFE, Trust Board and the ELT – liaising with the Chair to TB as required.

Trustees requested for a 'Get Well' card to be sent to the CEO on their behalf. The Chair to TB will liaise with the Clerk.

The single agenda item meeting regarding Woodlands Academy, which was originally planned for February 9th, cannot go ahead. This critical meeting will be re-scheduled on the CEO's return.

The CEO will liaise with the ELT in the first instance. He will report and provide the relevant assurances to the Board or the ES&SG Committee should a single item meeting not take place.

Trustees enquired regarding the Woodlands Recovery Plan.

The Chair to TB stated that this plan is not yet available. The Ofsted report is yet to be finalised and published.

However; the SEND Trustee is monitoring the Woodlands recovery plan. She provided assurances around the content of the plan and elements of the action plan in practice, as seen on her visit to the school a week after the inspection. The impact of the plan forms the next part of the school's journey.

The Chair to TB will be visiting the school next week.

The Clerk to TB was requested for the Recovery/Action plan and for the Ofsted report to be shared with all Trustees, via e-mail.

ACTION: For the Clerk to TB to forward to all Trustees, via e-mail, a copy of the Ofsted report and the Recovery Plan for Woodlands.

5. MINUTES / ACTION TRACKER

The 2021-2022 Action Log Updated Dec 2021 and DRAFT Trust Board Minutes 15th Dec 2021 were made available on the OnBoard portal for information prior to this meeting.

The minutes were approved as a true and accurate record.

Sections of the Action Tracker rag rated Amber were discussed as follows:

Points 19 and 20 – These will be discussed at the next LSB Chairs’ Networking meeting.

Point 21 – Rag rating to remain. Update and training session will be provided by the CFO on completion of the new Management Accounts system.

Point 24 – Item to be discussed at tonight’s agenda.

Point 29 - **Summary will be provided at the single item TB meeting re: Woodlands.**

Points 30 and 31 – Rag rating to be changed to green. Already incorporated within the Risk Management Policy.

Trustees indicated they were comfortable with the above actions.

6. ELT REVIEW

The ELT Review paper for TB meeting and the ELT Structure 2 documents were made available on the OnBoard portal, for information, prior to this meeting.

Documents noted as read.

The Chair mentioned that the above documents had been prepared by the TB Chair. It is hoped they are clear and transparent.

It was the CEO’s intention to provide Trustees with full details of the process and the procedure of the ELT review: however, that is now not possible.

Time critical decisions are to be made tonight around two areas of the ELT structure (Educational and Operational Leadership), due to future potential implications regarding the recruitment of Headteachers – to ensure all CIT schools have a Headteacher in place in September 2022.

The Chair to TB provided context around the proposal within the Operational Leadership area. Background information was provided regarding the DoGO’s current contract and his substantive post.

Trustees were given the opportunity to express their thoughts and make comments.

A query was raised regarding the re-advertisement of the DoGO’s substantive post should he be successful in his application for the COO role.

Trustees indicated that current seconded positions are to be mapped out to ensure that relevant staff are able to return to their original roles should specific job applications not be successful. Transparency in communication must be shown regarding the removal of the DoGO post and should the current DoGO post holder be successful in his application for the COO role.

A conversation took place regarding the proposed COO role - possible financial implications for the Trust, the requirement for relevant salary benchmarking to be carried out, assurances around the validity of the skills audit used against the role, unclear key core elements of the role, lack of job description/specification, assumptions and business case.

Concerns were raised around the effective Performance Management of senior roles (PM of the COO role should be carried out by the Board), the lack of separation between Governance and other critical high-risk factors (Health & Safety, facilities, People) within the proposed COO role and issues around the HR Director reporting directly to the COO.

The Chair to TB confirmed that the above salary benchmarking had been carried out, by the CEO, against six different MATs.

Trustees indicated their agreement for the HR Director to report directly to the CEO as this is a critical role within the organisation.

Trustees recognised the current size of the Trust and future growth and agreed that recruitment for the COO role should be carried out externally (internal candidates may apply) in order for the best candidate to fulfil this role. What is right for the Trust going forward should be at forefront of everyone’s minds.

Trustees currently await the Woodlands report therefore are not yet aware of implications, if any, in terms of the performance of the ELT.

For the benefit of all present a Trustee provided context around the previous COO post and post holder within the Trust. The proposed COO role encompasses operational areas only (Estates, Risk, IT, Communication and Governance) unlike the previous role which also included Finance matters.

A discussion took place around the requirement for a formal structure in the event of the CEO's potential ongoing absence, assurances around the deputising of roles, the requirement for a Deputising of CEO and Recruitment Policies to be in place, the advertisement of any vacancies within the ELT to be carried out internally and externally and the timeline for this.

The Chair to TB provided context around the proposal within the Educational Leadership area and the CEO's recommendations.

A discussion took place regarding the application for flexible working made by the DoE SEND, terms of employment of this role as well as the Deputy DoE SEND role.

The Chair to TB clarified that the above application had been made by the DoE SEND due to previously planned lifestyle changes which were initially communicated to the CEO some time ago. This application is not the result of the Woodlands Ofsted inspection.

Trustees agreed that the DoE SEND post should continue to be a full-time position. The Board must ensure the most suitable applicants are appointed to fulfil all roles.

Trustees resolved to approve the DoE SEND flexible working application with the assumption that the DoHR is in receipt of a formal/official application and systems are in place.

Trustees agreed to address the matter of deputising of the CEO, within the organisation, through the remit of the People Committee. Further actions were agreed as detailed below.

Trustees resolved for all vacancies at ELT level - fixed permanent posts - to be advertised externally as well as internally. Further resolutions took place as detailed below.

ACTION: For the DoHR and CFO to present to the People Committee:

- Deputising of CEO Policy
- Recruitment Policy:
- Job specification for the COO post.
- Business case for the COO post.
- Identification / mitigation of risks and implications from the HR perspective for the COO post.

Timeline regarding the appointment of a COO.

ACTION 1: For the CFO to present to the FAE Committee:

- Business case
- Identification / mitigation of risks and implications from the Finance perspective for the COO post.
- Timeline regarding the appointment of a COO.

ACTION 2: For the role of COO to be an agenda item at the FAE and HR Committees.

ACTION 3: For the ELT structure to reflect that the role of the Director of HR (DoHR) is to report directly to the CEO and not to the COO.

RESOLUTION: To approve the following points:

- A requirement for a 'Deputising of CEO' and 'Recruitment' Policies.
- For the post of Director of Governance and Operations (DoGO) to cease as of 31st August 2022.
- For a post of Chief Operating Officer (COO) to be created which incorporates the role of the current DoGO post plus responsibility for all non-educational (other than financial and Human Resource areas).
- For the work regarding the appointment of a COO to commence with immediate effect and for a timeline regarding this appointment to be presented to the Board.
- For a Business case, job description, benchmarking, identification and mitigation of HR/Financial risks and implications to be presented to the People and FAE Committees for scrutiny at their next Committee meetings.
- For all vacancies within the Executive Leadership Team (ELT) -fixed permanent contracts- to be advertised internally and externally.
- For the ELT structure to reflect that the role of the Director of HR (DoHR) is to report directly to the CEO and not to the COO.
- That the current full-time temporary Deputy Director of SEN Schools role is not renewed. This role is made redundant and will be replaced by a new part-time permanent Deputy Director of Special Schools role.
- To accept, in principle, the application for flexible working from the current Director of SEN School (to reduce hours and step down from ELT).

- That the part-time permanent Deputy Director of Special Schools role will be open to a selection pool from the current Director of SEN Schools and Deputy Director of SEN Schools. A full selection process will be initiated to ensure the most suitable applicant is appointed.
- If the current Director of Education is not successful in that selection process then the flexible working request will be rejected.
- That the full-time permanent role Director SEN schools post is advertised internally and externally as necessary.

7. REPORTS FROM COMMITTEES

Committee Chairs provided summary updates as follows:

HR – The Committee Chair stated that the name of this committee has been changed to ‘People Committee’ to bring the organisation in line as a forward-thinking Trust.

Assurances were received around the increase in staff training and staff wellbeing. Lengthy discussions took place around staff surveys and employee engagement in order to embed a cohesive culture.

ES&SG - The Committee Chair stated that circumstances have changed in schools since the committee meeting in October 2021 therefore no updates will be provided at this meeting.

Due to an increase in her work commitments and workload, the role of Committee Chair will be shared with Trustee Kate Rouse.

FA&E – The Chair of this committee stated that L.A funding, queries / issues around pupil banding, resource and costs as a result of LCC consult responses and the possibility for consults to be managed centrally were items discussed at the last meeting.

Further investigations are being undertaken regarding incorrect pupil banding across CIT schools. Meetings between members of this committee, CFO and SOM have taken place. The Trust is now ready to meet with LCC representatives, prior to budget setting, as a move to constructive engagement.

Trustees agreed for a conversation with the CEO to take place and pursue, one step further, the possibility for LCC Consults to be managed centrally by one designated member of staff.

It was also agreed for the Chair to TB to ascertain who the most suited attendees are in order for a *constructive engagement* meeting with LCC (DoE / CEO) to be arranged.

ACTION: For the Chair to TB to liaise with the CEO, on behalf of the Board of Trustees, and pursue one step further the possibility for LCC Consults to be managed centrally by one designated member of staff.

ACTION 1: For the Chair to TB to ascertain who the most suited attendees are in order for a *constructive engagement* meeting with LCC (DoE / CEO) to be arranged. (Future SEN and pupil banding prior to budget setting).

8. STRATEGIC DISCUSSION RE: TRUST GROWTH

The Chair to TB stated that this matter is so significant that it will require a ‘single item’ Trust Board meeting which will be scheduled for March 2022.

ACTION: For the Chair and Clerk to TB to liaise and secure a date for this meeting.

9. ALIGNMENT OF STRATEGIC PLAN AND GROWTH PROCESS

The Resolutions Cover Sheet – TB 19th January 2022 – Alignment of Strategic Plan to Budget document was made available on the OnBoard portal prior to this meeting.

Document notes as read.

The Chair to TB stated that the above document had been prepared by himself as a proposal to amend the Strategic plan timeline in order for it to align with the budget process. Built-in points for the review of this timeline will be added.

Trustees were welcomed to make comments. None made.

Trustees resolved to approve the alignment of the Strategic Plan and Growth with the Budget process.

RESOLUTION: To approve the alignment of the Strategic Plan and Growth with the Budget process.

10. PROPOSAL FOR CHANGES TO SOD

The Resolutions Cover Sheet – Settlement Agreements document was made available on the OnBoard portal prior to this meeting.

Document notes as read.

The DoGO mentioned that the current SOD states that all settlement agreements are to be approved by the Trust Board.

The above is a proposal to allow a threshold for resolutions -by the Executive and through the DoHR – to agree settlements under a certain value. This will be kept under review to assure the Board that settlement agreements do not increase in volume.

Trustees indicated that a caveat should be added to limit the number of settlement agreements / small decisions which could add up to a significant amount of money. A suggestion was made for all figures to be presented in percentages as opposed to yearly salary figures.

A typographical error was also noted on the figure stated on the HR Committee Approval section within the Summary of Critical Points.

Concerns were raised regarding the negative impact for the reputation of the Trust as a result of any settlement; as well as the additional costs as a result of payments in lieu of notice which can result in a significant sum of money - specifically for those staff members with a three-month period of notice.

Trustees discussed and debated this matter. It was agreed that the People Committee is to be made aware, at all times, regarding the number of settlement agreements agreed by the ELT and the rationale behind them. Also, for the technical details within the proposal to amend the Scheme of Delegation (SOD) to be finalised and presented at the next People Committee meeting on March 16th.

ACTION: For the technical details within the proposal to amend the Scheme of Delegation (SOD) -regarding the approval process for Settlement Agreements- to be finalised.

For the DoHR to add a caveat to the above proposal to reflect a limit in the number of settlements agreed by the ELT.

The People Committee is to be made aware, at all times, regarding the number of settlements agreed by the ELT.

ACTION 1: For the People Committee to look at a revised Settlement Agreement approval process at the next meeting on March 16th.

11. LSB REPORTS AND LSB MATTERS

The LSB TOAP Repot V2.0 -Final version and LSB Feedback to Trust Board – ELT Responses Autumn 2021 (3) were made available on the OnBoard portal prior to this meeting.

Documents noted as read.

The Chair to TB stated that a Rag Rating Summary page is now available within the LSB TOAP report. This report is presented at each of the Trust's committee meetings for information, assurance and scrutiny.

The DoGO explained that only data for the previous and current year will be included within this report.

Blue rag ratings have been given to non-reported areas from current and not yet open schools.

A decision was made by the DoGO and the LSB Chair for Woodlands for an LSB Assurance report not be submitted. This LSB will regroup on February 8th to determine LSB capacity to ensure the provision of robust assurances.

The summary page provides LSB comments and reasoning behind Red rag ratings.

From a Trust perspective, further advice and guidance is required around the provision of school meals (food production and food hygiene) across all CIT schools.

A query was raised around the follow up of all Amber rag ratings given, particularly around the section of Pupil Attainment / SEN for mainstream schools.

The DoGO agreed to liaise with LSB Chairs, at the next LSB Networking meeting and request for further detail to be added to all assurances rag rated Amber within their SOAP reports (to include the section of Pupil Attainment / SEN for mainstream schools).

Trustee Rachael Sharpe clarified that although Woodlands is her special interest school, she is not aware of the current situation/issues and has not received any assurances regarding this school. Trustee Kate Rouse is fully aware of this and has liaised with this school.

The DoGO was requested to ensure consistency and uniformity in the terminology used within the LSB TOAP Report when referring to school terms.

Trustees challenged the validity of the assurances previously provided for Woodlands and the accountability of LSBs.

The Chair to TB confirmed that LSBs are not accountable bodies; they perform a role given to them by the Board and should that role not be fulfilled then the LSB will cease to exist.

The DoGO provided context around LSBs, their capacity, membership, maturity and quality of work. In the case of Woodlands their LSB was very depleted.

The Chair to TB added that Trustees require absolute assurances around report accuracy from the ELT and the LSBs.

The CEO has undertaken an enquiry around the Woodlands situation, outcomes will be presented to the Board at the single item Woodlands meeting.

A conversation took place around the importance of LSB feedback to the Board, support from the Board to LSBs, honest/clear and transparent communications not only from LSBs but from CIT staff, and timeline and process for Safeguarding reporting.

ACTION: For the DoGO to liaise with LSB Chairs, at the next LSB Networking meeting and request for further detail to be added to all assurances rag rated Amber within their SOAP reports. Particularly around the section of Pupil Attainment /SEN for mainstream schools.

ACTION 1: For the DoGO to ensure consistency and uniformity in the terminology used within the LSB TOAP Report when referring to school terms.

12. SCHOOL LEVEL DATA FOR TRUSTEE

The CIT Team Approach to Governance 1st Jan 2022 document was made available on the OnBoard portal prior to this meeting.

The Chair to TB mentioned that further details regarding special interest schools will be communicated to Trustees via e-mail. All information is available in the Resources folder – Schools / LSB Reports / ES&GH - on the OnBoard portal.

He emphasised the difference in the role of a Trust Board member to that of a member of the LSB especially when visiting their special interest schools. Trustees were encouraged to align their visit with the availability of the LSB Chair.

The purpose of these visits is to gain detailed knowledge of school data.

13. RISK MANAGEMENT AND RISK POLICY

The Risk Management Policy Final -V3 and the Risk Register June 21 (1)(3) documents were made available on the OnBoard portal prior to this meeting.

The Chair to TB mentioned that the above policy has been updated, minor changes were made. This policy is aligned with the Risk Register. The Risk Appetite grid around growth provided by Trustee Lucy McClements is now imbedded within this document.

The ELT are mapping comments within their reports to the Risk Register. The Clerk to TB will keep track of all risks.

Trustees noted that clarity is required around the wording within the Compliance section of the Risk Management Policy, to reflect that the Headteacher is the designated person.

Trustees indicated they were comfortable with this and resolved to approve the Risk Management Policy subject to minor wording amendments.

ACTION: For minor wording amendments to be made - second paragraph within the Compliance section of the Risk Management Policy, to reflect that the Headteacher is the designated person.

RESOLUTION: To approve the Risk Management Policy subject to minor wording amendment to second paragraph within the Compliance section (to reflect that the Headteacher is the designated person).

14. TRAINING FOR TRUSTEES

The DoGO stated that a suggestion had been made for a member of the ELT to deliver regular, short, sharp five-minute training sessions with no more than five PowerPoint slides, at the end of each Board/Committee meeting. Topics could be determined by the ELT (important/useful information, advice or guidance for Trustees) or could be requested by members of the Board.

Training slides will be available on the OnBoard portal.

Trustees requested for the training sessions to be recorded and for all recordings to be uploaded onto the Trustee area in the OnBoard portal.

For the benefit of the new Trustees a member of the Board mentioned the list of acronyms created by herself on joining the Trust and previously sent to the Clerk to TB.

Trustees requested for the above list to be updated to include details of all CIT schools as well as financial terminology, and for this to be made available via the OnBoard portal.

ACTION: For the Clerk to TB to update the Acronyms document and to upload onto the OnBoard portal.

15. OUTPUT FROM GOVERNANCE EVALUATION – NEXT STEPS

The 2021 Light Touch Governance Evaluation- Outputs and Actions document was made available on the OnBoard portal prior to this meeting.

The Chair to TB stated that the above document has been updated. Actions have been placed against outcomes. This is an ongoing matter.

The Chair to TB is accountable to all Trustees, plans are in place in response to Trustee's evaluation outcomes. This document will be reviewed at the end of the academic year.

The Clerk to TB was requested to create a Trustee Training folder on the OnBoard portal in order for all training material to be available to Trustees.

ACTION: For the Clerk to TB to create a Trustee Training folder on the OnBoard portal in order for all training material to be available to Trustees.

16. MEETING REVIEW AND CHAIR'S CLOSING REMARKS

The Chair to TB welcomed further comments regarding this meeting.

Trustees indicated they were content with the open dialogue, discussions and resolutions made at this meeting and agreed that the Acronyms document would be very useful. They also thanked the Chair to TB.

The Chair stated that Trustee Lucy McClements had indicated her wishes to cease her Trusteeship at the end of her term of office -March 2022. She will attend the Woodlands and Trust Growth single item meetings scheduled for March before her departure. As she is also the Vice Chair to the Board this position will be vacant. Open conversations, with both the Chair and Vice Chair regarding this position, can take place. Expressions of interest are to be sent to the Clerk.

Trustee Lucy McClements added that this move had been planned for some time. She has added the most value she possibly can. Trustees were encouraged to apply for the position of Vice Chair to TB and welcomed open conversations.

On behalf of the Trust and in the absence of the CEO, the DoGO formally thanked Trustee Lucy McClements for her hard work, pragmatism and sensible approach and stated that she will be sadly missed.

The DoGO was requested to inform the CEO of the above departure.

Trustees thanked the DoGO for stepping up to the mark in the absence of the CEO.

The Chair to TB sincerely thanked all present for their good work, good governance and contributions to this meeting.

Meeting closed at 18:46pm.