



Engage Board Meeting Minutes

28th November 2016 @ 1700

Drayton Old Lodge, NR6 8AN

Attendees

Phil Harris (PH) - Chair Member and Director	Sue Cooke (SC) - Vice Chair Member and Director	Clive Evans (CE) -Member and Director
Roger Stephenson (RS) -Member and Director	Mark Winson-Pearce (MWP) - Director	Chris Spencer (CS) Director
Barbara Johnson (BJ) -Director elect	Trevor Cockburn (TC) - Director	Dennis Freeman (DF) Director
Des Reynolds (DR) - Director and CEO	Gill Wardlow (GW) Director	Andriana Sneddon - TA/ Clerk

Meeting commenced at 17.00

No	Item	Action
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1.0	Apologies and Absences	
1.1	There were no Apologies nor absences. TC advised that he would be late.	
1.2	Barbara Johnson was welcomed to the meeting as a potential new Director and gave a brief background history; it was noted that BJ had specialist Financial skills a gap having previously been identified on the Board. SC proposed that BJ be accepted on to the Board of the Engage Trust as a Director/Trustee with immediate effect as per AoA 51-2, seconded by RS and unanimously approved by members TA to administer	TA

2.0	Declarations of Interest	
2.1	PH and DR declared standing interest in EES.	
2.2	TC declared standing interest in GY Community Trust: Horatio House.	
2.3	RS declared standing interest Childhood First; possible interest at point 5 Earthsea spending	
2.4	Possible conflict DR and GW at point 6.2	
3.0	Minutes of Previous Meeting	
3.1	The Minutes of previous meeting on 27/06/16 were accepted as a true and accurate record and signed off by Chair.	
3.2	The Minutes of Awayday event (12/11/16) were accepted as a true and accurate record and signed off by Chair	
	Matters arising.	
3.3	DR advised that he had heard from 3 MP's following letter sent re inequality capital funding across schools. Brandon Lewis had responded positively and advised that he had referred the concerns to DfE, subsequent response had not been favourable; MWP advised that following recent F&P Committee meeting he will also write to Lord Nash to express concern over disparity of funding allocation and subsequent negative impact on viability of ET.	MWP
3.4	The Ongoing Action list was updated and can be found at the end of these Minutes.	
4.0	Business administration	
4.1	Election of Officers; Chair as no previous nominations had been received, RS nominated PH to remain as Chair, seconded by CE and unanimously approved. Vice Chair: as no previous nominations had been received, CE nominate SC to remain as Vice Chair, seconded by RS and unanimously approved.	TA
4.2	Committee membership was reviewed and adjusted; see attached Trust Structure 2016-17. BJ joined both F&P and Premises Health and Safety Committees. MWP proposed a change of name of F&P Committee to Audit, Risk and Personnel Committee to better reflect function but ToR to remain unaltered; unanimously approved- TA to adjust paperwork to reflect change.	
4.3	Finance Handbook 2016; all signed in agreement to abide by this as ET Code of Financial Practice	

5.0	Finance	
5.1	<p>Update and Recovery Plan;</p> <p>DR advised that following presentation of accounts to ARP Committee there was some concern regarding year end deficit, £268 excluding NCC invoice and this had been echoed by auditors who were seeking some reassurance that o/s £435k NCC invoice would be paid. As such, two sets Annual Accounts were presented, see note below. DR advised that as yet no confirmation had been given that NCC would pay but that a request from Chris Snudden, Asst Director Education, had been received for a meeting to discuss various issues.</p> <p>DR reported that Recovery plan had evolved and could be summarised as;</p> <ul style="list-style-type: none"> • Obtain £435k from NCC • SSSfN staffing review- see CONFIDENTIAL MINUTE • SSSfN curriculum review to alleviate AP costs by bringing some in house. Queried additional physical space; DR advised a 2 strand approach of working in partnership for CIF bid as may fulfill expansion criteria and leasing option @£10k per month equivalent to current loan repayment. • Increase income by increasing fees per pupil place from £15350 to £15850 from September 2017 • Successful negotiation with NCC to purchase up to 10 spot places at SSSfN, in addition to commissioned 290, at cost £6000 per head per term generating £120k pa with possibility additional 5 places. Base location will be decided by VS in liaison with sites. Directors queried what would be provided for o/s PEX pupils; DR reported that as yet there is no plan excepting that NCC have employed a consultant to provide eLearning and home tuition • It is hoped that this additional income alongside staffing savings will go a substantial way to recouping the deficit. <p style="text-align: center;">TC JOINED THE MEETING AT 5.45PM</p> <ul style="list-style-type: none"> • MWP queried short term future capacity for extra NOR; DR advised that the option to take additional pupils as LY was available but Directors noted current financial impact, or to set up a provision but probable building and staff limitations would give a poor quality offering. Longer term DR advised offer to set up Free School to M. Rosen (8/11/16) to provide additional 100 spaces. Comparative work with Hertfordshire had identified a difference of -400 places in Norfolk. This may be on the agenda with Chris Snudden. <p>ICT Refresh Costs;</p>	<p>CHALLENGE</p> <p>CHALLENGE</p> <p>CHALLENGE</p>
5.2	<ul style="list-style-type: none"> • GW advised Directors of final costs of ICT Infrastructure project carried out during Summer 2016 as £206,366. GW advised that as cost of lease repayment equated to £5k per month, DR's designated sign off authority was adequate. Proposed for acceptance by SC, seconded by RS and unanimously approved <p>Annual Accounts and Sign Off;</p>	
5.3	<ul style="list-style-type: none"> • As mentioned at 5.1 above, 2 sets Annual Accounts were presented to Directors with one set without £435k in accounts but noted as a Contingent Asset Note. Decision to submit Accounts to Auditors would be taken by 9/12/16 pending an update from NCC on intention to pay. • MWP proposed that Annual Accounts as presented be signed off, seconded by DF and unanimously accepted. GW to submit appropriate set following update by 9/12/16 	

<p>5.4</p> <p>5.5</p> <p>5.6</p>	<p>Fair Funding Paper;</p> <ul style="list-style-type: none"> DR gave an outline of consultation paper and NCC actions to recoup their £8m deficit resulting in possible impact of loss of Include contract and significant funding cuts, increased number of PEX's pressurising place availability and scrutiny of expenditure if funds allocated directly to schools. DR reminded Directors that current commissioned contract was for 3 years and advised this the final opportunity for NCC to make any changes to delegation of funds as introduction National Funding Formula in 2018 will remove this facility <p>Spending above limit; noted conflict RS</p> <ul style="list-style-type: none"> DR advised that Earthsea Borehole contamination has not been resolved and Boil Notice expiry in December forces decision on way forward. Of two options previously discussed, a new borehole provides no guarantee of future similar contamination and connection to Mains gives a permanent solution as well as removes responsibility for water cleanliness. DR requested delegated authority be given to approve probable costs @£25k as above his current authority. Directors requested assurance that other quotes would be obtained; DR advised that as well as additional quotes he would approach Diocese and Childhood First for possible donation. <p>PH proposed that DR's expenditure authority be increased to £25k in this instance and subject to comparative quotes being obtained and reporting back to ARP Committee, seconded by DF and unanimously approved. It is noted that RS did not have a vote.</p> <p>Compass Contract;</p> <ul style="list-style-type: none"> As previously advised, new contract negotiated from November 2016 now live and separate bank account opened to manage delegated funds for NSFT payments. However, NSFT invoices not currently being paid as agreed contract terms not being met, especially in relation to staffing model. <p style="text-align: right;">SC LEFT MEETING AT 1830</p>	<p>CHALLENGE</p> <p>DR</p>
<p>6.0</p>	<p>Trust Development Plan</p>	
<p>6.1</p>	<p>Segregation of Duties;</p> <p>Following recent correspondence from Lord Nash- Secretary of State Schools and Peter Lauener-EfA Chief Exec recommending proper separation of duties between the MAT management levels to avoid concentrations of power and to ensure robust scrutiny throughout the MAT structure, the Board acknowledged that the Engage Trust board had chosen to exercise Board monitoring by the Members through challenges at Board at its inception and this was reflected in Statement of Principle.</p> <p>DF proposed, seconded by MWP that Board Minutes reflect that;</p> <p>Directors are satisfied that current EMAT structure and Statement of Principle satisfies the recommendations but would aspire to recruit additional 2 Directors and 1 Member in next 2/3 years as the MAT expands to further separate the layers.</p> <p>Unanimously agreed.</p>	

<p>6.2</p> <p>6.3</p> <p>6.4</p> <p>6.5</p> <p>6.6</p>	<p>Further recommendations advising separation of senior executives from Directorship were considered in relation to CEO and Business Director. After some discussion TC proposed that Directorship/Trustee be removed from CEO and Business Director, seconded by CE.</p> <p>Votes 4x agreement and 1 abstention, it is noted that GW and DR did not vote; proposal agreed. GW to remove from Companies House, TA to adjust ToR for Committee attendance.</p> <p>EES; Currently Board consists of PH as EMAT Board member and DR as private individual; after discussion where desirability of Board comprised 5 members was noted in addition to proper segregation of duties, Directors agreed to recruit 3x independent Directors and 2 ET Directors within next 3 years. Use Academy Ambassadors to recruit.</p> <p>Statement of Principle; previously circulated. Directors requested additional paragraph to expand how Members have oversight of Board.</p> <p>Leadership scheme of delegation; DR reported this developed in liaison with Exec HT.</p> <p>DF proposed acceptance of Delegation scheme, seconded by PH and unanimously approved.</p> <p>Use of technology; Directors requested investigation of use of technology to facilitate staff meetings and potential reduction travel costs; TA to pass to Network Manager.</p>	<p>GW/TA</p> <p>TA</p> <p>DR</p> <p>TA/W</p>
<p>7.0</p>	<p>Correspondence and Publicity</p>	
<p>7.1</p>	<ol style="list-style-type: none"> 1. Lord Nash and Peter Lauener as point 6 above 2. Members visit re exclusions had taken place November but as yet no plan forthcoming 3. N. Lamb MP had toured DBS with planned visit C. Lewis MP in February 2016 to discuss volume PEX in Norfolk and capital funding allocation 4. DR advised request from Locomotive Films, documentary filmmakers to create fly on the wall documentary at Rosebery Primary. Full staff consultation had taken place with agreement. Currently with Locomotive Films for Channel 4 commissioning and if approved filming commence January-July 2017 for broadcast November 2017. Directors queried parental consent responsibility and this also for LAC pupils; DR advised currently no LAC pupils on site and has stipulated that this will be responsibility of filmmakers for all pupils. Directors queried methodology and resultant disruption; DR advised would be managed with both fixed and mobile cameras and that any initial disruption would soon settle. Directors queried editorial control; DR advised that ET would have no control but it was established working practice of Locomotive Films to work collaboratively as per documentary at GOSH. Directors queried DR's opinion. DR advised that he was in agreement as an opportunity to showcase the school and pupils and perhaps facilitate MAT expansion into 	<p>CHALLENGE</p> <p>CHALLENGE</p> <p>CHALLENGE</p> <p>CHALLENGE</p>

	<p>other LA's but that there was also a risk in misinterpretation. DR confirmed that he was not obliged to inform LA. Directors queried whether payment would be received; DR advised not negotiated but could request a donation. Directors supported filming and requested that DR keep them informed of future developments.</p> <p>5. DR advised Directors of recent extensive media coverage; Directors agreed that DR should continue to highlight concerns despite unpopularity with mainstream colleagues. Directors requested support of Board Chair and Vice to depersonalise.</p> <p>6. Directors agreed with recommendation to combine AGM with Stakeholders Forum March 2017.</p>	<p>CHALLENGE</p> <p>DR</p> <p>PH/SC</p>
8.0	Committee Reports	
8.1	PHS (report previously circulated and attached.); no queries raised	
8.2	Imp and Policy; SC reported that first meeting had been postponed due to unavailability Pinetree HT, next meeting scheduled March 2017.	
8.3	<p>F&P (report previously circulated and attached.);</p> <ul style="list-style-type: none"> PH requested value of revenue used for capital expenditure- GW to provide MWP to draft letter to Lord Nash expressing concern re disparity of funding MWP requested name change of F&P to Audit Risk and Personnel Committee to better reflect function DR advised that secondment of Facilities manager ends December 2016 with new structure to be advised January 2017. PH/DR to write succession plans for CEO and Business Director asap 	<p>REQUEST</p> <p>MWP TA</p> <p>DR</p> <p>PH/DR</p>
9.0	Academy Reports	
9.1	<p>SSSfN (report previously circulated and attached)-</p> <ul style="list-style-type: none"> Directors queried how Compass schools will be represented on LGB; DR advised review autumn 2016 following CCG's recommissioning. DR advised that due to lack of COG, he would be acting COG for end academic year 	CHALLENGE
9.2	<p>The Pinetree School; (report previously circulated and attached.) CS advised that October Ofsted monitoring inspection had been more positive supported by more recent positive visit from SIP, CS advised of planned visit of DfE advisor and interest in her report. However, there were still staffing issues to overcome. Directors were concerned with negative tone of report and queried longer term viability of school with current decreased numbers. DR advised that the school was being supported to relieve Special Measures grading and that this should remain the primary focus whilst accepting that this was not a viable longer term solution. Directors queried likelihood of regrade; DR advised that by end academic year latest.</p> <p>LGB; Unfortunately, it was proving impossible to recruit and CS sought Board approval to revert to IEB with immediate effect until school is regraded by Ofsted, seconded by SC and unanimously approved.</p> <p>See CONFIDENTIAL MINUTE for staffing update.</p>	<p>CHALLENGE</p> <p>CHALLENGE</p>

10.0	EES Report	
10.1	<p>EES (report previously circulated and attached)-</p> <ul style="list-style-type: none"> • Directors queried competition; DR advised not generally but that some specialised pockets were emerging and of TEN group setting up a competitive service • Directors expressed concerns re resubscription levels; DR advised would have a clearer picture Sep 17 and alternative contingency strategies would be formulated including expansion out of county 	<p>CHALLENGE</p> <p>CHALLENGE</p>
11.0	CEO Report	
11.1	<p>CEO; (report previously circulated and attached). Attention drawn to</p> <ul style="list-style-type: none"> • Trust team development with recent successful recruitment of Network Manager with great impact so far • Recruitment Facilities Manager replacement in hand 	
12.0	AOB	
12.1	There was none	
Next meeting date; 13/03/17 at 5pm at Locksley followed by AGM and Stakeholder Forum		
Meeting finished at 20.00		

Signed.....

Position.....

Date.....