



MINUTES of the BOARD MEETING

6 December 2022, 1.00 p.m. at Rosemellin School

Part A Public

Item	Subject		Action
	<p>Trustees present: Tom Briant-Evans (TBE) Karen Brokenshire (KB) Robin Cowen (RC) Karen Harris (KH) Mike Hosking (MH) – Chair Nick Lake (NL) Peter Sheppard (PS) <i>items 1-8 only</i> Keith Tipler (KT) John Whetter (JW)</p> <p><i>Also present:</i> Jem Alder (JA) – Trust Secretary Mike England (ME) – Finance Director Simon Hague (SE) – CEO Sean Pinhay (SP) – Chief Finance and Operations Officer</p>	<p>1. Apologies: Tamsin Lamb (TL) – Director of Education</p>	
2	Minutes of the meetings of 20 September and 18 October 2022 were both accepted as an accurate record.		
3	Matters arising: none		
4	Budget monitoring		
4.1	Trustees noted the latest budget report. ME confirmed there were no concerns apart from an upward curve in supply costs. A full re-forecast of the budget is scheduled for the new year and should be available for the January board meeting. SP reported that the seven Southerly Point (SPt) schools are performing ahead of budget for the 4 months to end of December.	SP	
4.2	ME explained there will be a formalised handover of accounts production to SP beginning with the December reports. SP confirmed the trust is likely to have a new financial software package in place from September 2023 – and early indications from the procurement process suggests we will have greater functionality for reporting.		
5	Audited Accounts 2021.22		
5.1	Draft accounts were presented to the Audit Committee by Griffin (<i>committee minutes - agenda paper 9a</i>). Minor amendments were made to the report and draft management letter – all have been incorporated into the final versions presented to this meeting.		

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	KT confirmed the committee recommended approval of the final drafts. Trustees confirmed approval of the audited accounts and management letter.	
5.2	ME reported he had raised one additional issue concerning a discrepancy between the value of the pension fund in different parts of the accounts – but reassured trustees this did not require any further change to the accounts. Meeting discussed the quality and rigour of the work and areas covered by the management letter. Views were expressed that the work carried out could be stronger – but this may well reflect the value of the contract. ME pointed out that the trust will need to consider re-tendering within the next two years and this concern should be reflected in the next procurement process.	
6	Transfer of schools from Southerly Point MAT	
6.1	Background to the proposal. Trustees noted it was 12 months since their original decision to explore the option of a merger between the two MATs. SH summarised the process followed since the RDD (<i>then RSC</i>) had approved transfer of seven schools into Crofty on 8 th July 2022: <ul style="list-style-type: none"> • Creation of joint trustee / executive project board meeting fortnightly to oversee the work • Procurement of specialist external support including project management, due diligence, HR and legal issues • Stakeholder engagement meetings with staff, parents and local governance • Formal TUPE consultation with staff • Comprehensive formal and informal information gathering • Detailed due diligence reports produced for each school • Project risk register • Continuous refinement of due diligence and risk management approach 	
6.2	Documentation. Trustees noted that in addition to the three papers issued for the agenda (proposal summary, due diligence summary, risk register) the following supporting documentation had been received: <ul style="list-style-type: none"> • Master Funding Agreement • Deed of Novation • Commercial Transfer Agreement (CTA) • Due Diligence reports for each school • Notes of project board meetings. <p>Trustees noted that the CTA includes future indemnity against additional financial claims against the trust for any of the seven schools.</p> <p>The transfer of funds information is usually more detailed but this is more than offset by the knowledge SP brings with him in his new position with the trust.</p>	
6.3	Current position and recommendation. SH reported there are two legal procedures relating to land transfers to be completed and other documentation has been sent to the DfE.	

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	<p>Staff will transfer to Crofty and all statutory TUPE requirements have been completed successfully.</p> <p>Existing local governing bodies will transfer across with no changes to current membership and will adopt the trust's Governance Scheme of Delegation and LGC Terms of Reference.</p> <p>Based upon the final project risk register and the mitigated risk assessments SH recommended trustees confirm the transfer of these seven schools into Crofty MAT:</p> <ul style="list-style-type: none"> • Garras • Godolphin • Halwyn • Parc Eglos • Porthleven • Sithney • Trannack <p>In support of this recommendation SH reminded trustees that it fits with the previously agreed overall strategic intent for the trust to grow beyond the current 9 schools. He accepted the major risk to the trust is the state of the building stock of the seven schools but was confident the trust had the necessary knowledge, skills and experience to address this with a 3-5 year strategy of improvement.</p> <p>SH reminded trustees that this proposal reflected the positive relationship developed with the RDD and their confidence the trust had the capacity, resources and expertise to grow. He offered the opinion that not proceeding would put the trust in a difficult position regarding any future plans or requests to expand.</p>	
6.4	<p>Discussion and questions.</p> <p>NL confirmed the project board fully supported the mitigated risk assessments. He provided positive feedback from the joint visits made with MH to all seven schools – there was a high degree of optimism for the future from both staff and chairs of governors.</p> <p>TBE confirmed his agreement with the view it would be a mistake to step away now as this form of expansion aligned fully with the current DfE / RDD strategy. He also confirmed he had no concerns around legal issues and the allocation of funds.</p> <p>SH reported that ongoing discussions with the RDD about additional funding to meet the expected premises costs for the seven sites have resulted in a compromise offer. Although they will not provide additional funding they have flexed their existing rules to offer the trust the option of receiving the new assured capital funding allocation (SCA) a year early and for all 16 schools. This is more beneficial than being able to make one last round of CIF bids for our existing schools due to the diminishing number of eligible projects.</p> <p>Work will start next week on an updated estates investment strategy to reflect this new funding position.</p> <p><i>Q: The mitigated risk assessments for Leadership show a significant improvement compared to the unmitigated assessment – what is this based upon?</i></p> <p>SH explained the initial assessment was based on the project management team's methodology and focused more on the systems and costs of the schools as they are now. This did not take into account how Crofty works and in particular our approach to</p>	

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	<p>school improvement – nor the information gained through having worked with their Heads for a whole term. He acknowledged that some of the risks are due to the small pupil numbers and the implications for staff numbers and teaching – and this is not a system the trust has experience of.</p> <p>KB offered the view that the trust’s current school improvement model will address any concerns.</p> <p>MH reminded trustees that today’s decision would be based on accepting the seven schools as they are and there would be future opportunities to hear how the trust will address the issues identified.</p>	
6.5	<p>Decision.</p> <p>Trustees voted unanimously in favour of the transfer.</p>	
7	School Improvement update	
7.1	<p>JW fed back from the recent team meeting (1st December) which had focussed on the latest School Summary. He highlighted the following:</p> <ul style="list-style-type: none"> • Positive start to the term – which includes three schools with a new Head. • Rosemellin SILC report reflects the impact of an experienced Head in just a single term. • Positive picture for several of the SPt schools. <p>JW confirmed all the seven schools will receive a SILC visit early in the next term to establish a baseline.</p>	
7.2	Confidential item.	
8	Strategic update	
8.1	<p>Strategic Plan 2022-25.</p> <p>SH confirmed that following the discussion at the October meeting he has removed a specific reference to secondary schools.</p> <p>He highlighted this version confirmed one of the School Improvement priorities is all Stage 2/3 schools to be improved to Stage 1 within 18 months.</p> <p>Trustees noted that the current timescales would be better presented as flexible as we may wish to engage with any opportunity to bring more schools onboard before 2024.25.</p>	
8.2	<p><i>Q: Would it be helpful for new / prospective schools to see the School Improvement model mapped to a clear timetable?</i></p> <p>Yes. SH confirmed there is a timetable in place – but making it explicit would make sense and bring SI into line with similar systems for Safeguarding and Estates.</p> <p>Trustees also noted that this in turn would assist with the plan to introduce a whole trust monitoring calendar for local governance.</p>	
8.3	Confidential item	
9	Audit Committee 22 November	
9.1	<p>Main agenda item was the audited accounts (<i>item 5 above</i>). KT highlighted the very positive external Health & Safety Audit report and was able to confirm the majority of recommendations have already been addressed.</p>	

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	Trustees noted the trust's scores were well above a county average (as shared by the auditor). Trustees asked that the minutes reflect their thanks to all staff involved in achieving this outcome.	
10	Governance Scheme of Delegation	
10.1	Confidential item..	
10.2	Updated LGC Terms of Reference. These were approved subject to removing reference to a Vice Chair being an employee (section 2.6).	JA
11	Members meeting 11 November	
11.1	Trustees noted the minutes of this meeting and in particular the news that Ian Bruce would be stepping down from the role at the end of the academic year.	
12	Meeting schedule 2023	
12.1	It was agreed to retain current meeting schedule for the next two terms – with the next two board meetings in January and March.	
13	AOB	
13.1	Governance planning meeting was arranged for 6 January.	
	Dates of next meetings: 12/12 SPPB 13/12 LGC Chairs 14/12 Governance Support 31/1 Board / LGC Chairs - <i>timings tbc, venue Treloweth.</i> 7/3 Audit 21/3 Board	
	Meeting finished at 3.11	