

**MEETING OF THE BOARD OF DIRECTORS**

**OF THE ACTIVE LEARNING TRUST**

***held on Tuesday 19th April 2016***

***at The Lansdowne Club, London***

Directors Present: Ms L. Adams (Chair) Mr D. Bateson

 Mr J. Beswick Mr C. Bush

Mrs J. Cutchey Mr G. Hely Hutchinson

 Mr M. Kerr Ms M. Lloyd

Mr G. Peile Mr S. Staite

Mrs M. Toft

Also Present: Mr D. Hilton (Head of Standards)

Mrs K. Jarvis (Clerk)

Mr C. Paskell (Director of Finance and Operations)

Mrs J. Steel (Head of Personnel)

Invited Guests: Mrs J. Burke (National Governors Association)

 Mrs P. Brenchley (Neale-Wade Academy)

**MINUTES**

**94. WELCOME & APOLOGIES FOR ABSENCE**

Ms Adams opened the meeting by welcoming all present and introductions were made. No apologies for absence had been received, as all directors were present. Ms Adams explained that the Agenda would be taken out of order.

There were no declarations of interest made relating to items on the agenda.

**96. NGA REVIEW OF BOARD GOVERNANCE**

Ms Adams introduced Mrs Burke, from the NGA, and explained that she had been appointed to undertake a review of Board Governance following the Trust’s decision to seek a review of its performance. It was noted by directors that the NGA have already been engaged in reviews of governing bodies within three ALT primary schools, and the next step was to review the Board to ensure governance across the whole Trust is secure.

Mrs Burke informed directors of work undertaken to date and thanked them for their support. It was noted that she had received Board documentation, and been able to hold telephone interviews with a wide range of trustees. She reminded directors that ALT holds gold membership to the NGA, and suggested that the NGA website was a good source of information.

Mrs Burke took directors through a comprehensive session, where they were asked to consider a range of areas, and evaluate where they thought the Board, as a whole and as individuals, sat within those areas. These results will be included in the final review report, which the Board will have available for consideration at the next meeting. Points highlighted included:-

* Directors considered strengths included good range of members, good relationships, chairing and professional clerking
* Although some individuals do not know schools personally, the Board as a whole knows the schools well, and has a good understanding of schools through reports and heads being invited to Board meetings.
* Directors are aware of their roles and responsibilities and ask challenging questions.
* Directors feel confident that they are able to have challenging conversations as the need arises.
* Directors agreed with Ms Lloyd’s comments that ALT meet the key aspects of a good trust as set out by the NGA. She stated that she felt the vision is clear, and the Board is aware of the ethos to ‘know all our schools’ and not to build beyond the ability to do this.
* Due diligence is carried out before any new school officially joins ALT.
* Ofsted Reports note the input from ALT as positive.
* Mr Peile confirmed that the Trust considered headteachers are senior leaders of the Trust, and the central team purposely remains small with a drive to reduce and eliminate unnecessary bureaucracy.
* Directors recognise the need to understand data, but also recognise that each school has a different story. They also recognise that financial controls are tighter with the appointment of a Director of Finance.
* Mrs Burke stated that, following her involvement with LGBs, she is not sure school governors are aware of where accountability lies. Mrs Cutchey responded that she did not feel this was the case, and directors who sit on LGBs agreed. Mrs Cutchey also reminded all that Ofsted expect LGBs to be aware of all aspects of education, and that governors can hold to account without being accountable.
* External & internal reviews/validation is carried out effectively and reported to the Board, e.g. Pupil Premium Reviews, Audits, School Reviews.
* Mr Kerr stated that a uniform reporting system would be helpful for those board members who did not have an education background.
* Mrs Burke asked directors to consider their own CPD, and whether it would be useful to hold trustee appraisals on an annual basis.

Mrs Burke explained that once her report is written, it will be moderated by the NGA and sent to Ms Adams for comments before finalisation. She hopes it will be ready for distribution by the end of April.

Mr Peile asked how Mrs Burke would view Board governance within ALT if asked by the Regional Schools Commissioner. Mrs Burke replied that it would be a positive report, with a few issues around structure, but if asked she would state that the Trust had sound governance arrangements

 Mrs Burke left the meeting at this point.

Ms Adams asked directors if they had any comments about the process thus far. Mr Bateson urged caution that the Board should remain strategic, and not become involved in operational issues at schools. Other directors agreed.

**95. RAISEonline PRESENTATION**

Mr Peile explained that he had asked Mrs Brenchley, a vice-principal at Neale-Wade Academy, to attend and explain how Raiseonline is used for school improvement and to give directors an understanding of how performance data is used within the Active Learning Trust.

Mrs Brenchley gave a very well received presentation on the way in which data is published via Raiseonline and how it assists schools and the wider Trust to monitor pupil progress and attainment in schools. She also explained how changes in the system could affect ALT schools, and how data is used to inform strengths and weaknesses of individual pupils and teaching.

All agreed that the presentation was excellent.

Mr Kerr asked if pupils are advised when selecting their GCSE options. Mrs Brenchley replied that pupils are guided, talks are held with parents and tutors, and an appropriate ‘pathway’ is suggested – but pupil choice is taken into account.

Mrs Brenchley left the meeting at this point.

**97. MINUTES AND MATTERS ARISING FROM THE MEETING HELD ON 9TH FEBRUARY 2016**

The Minutes of the meeting held on 9th February 2016 were accepted as a true record, with no technical corrections. There were no matters arising.

**98. MINUTES OF COMMITTEES**

 ***Finance & Audit Committee (09.02.16)***

The minutes of the meeting held on 9th February were accepted as a true record, with no matters arising.

**99. CHAIR’S ACTIONS**

 Ms Adams took directors through the Chair’s Actions agreed since the last meeting:-

 **Updated Admission Arrangements across the Trust**

Two minor changes to the Admission Arrangements were approved to meet the DfE submission deadline.

 **Appointment of new Chair of Governors for Grove Primary School**

 A new Chair has been appointed due to the previous Chair relocating.

 **Urgent changes to ALT’s Health & Safety Policy**

Two changes to the Trust Health & Safety Policy were required to satisfy changes in regulations

 **Removal of Trust Appointed Governor at Red Oak Primary School**

 It was necessary to remove a Trust appointed governor due to on-going difficulties.

 ***Directors noted the Chair’s Actions as presented.***

**100. ANY OTHER URGENT BUSINESS**

 ***Members of the Board***

Mr Peile circulated notes following discussions with colleagues at the DfE regarding how to best meet latest guidance in terms of governance. He explained that the DfE has specifically asked the Board to consider a split of duties, which will impact on directors who are also members. The latest governance rules state that sufficient members be *“independent of the trustees to provide challenge and scrutiny to the board”*. Currently all four members are directors, and Mr Bush and Mr Peile are also ALT employees. The Board discussed ways forward, with Mr Peile suggesting two/three new members are sought so that Mr Bush and himself could step down (as members). It was noted that any new members are required to meet annually via an AGM.

***Directors agreed that Mr Peile should act upon his recommendation that new members be sought.***

**101. CHIEF EXECUTIVE OFFICER’s REPORT**

 **Confidential**

**102. DATE OF NEXT MEETING**

The date of the next meeting was confirmed as Tuesday 12th July 2016. The Agenda will include school updates from Westwood and Burrowmoor primary schools.

Mr Bateson suggested it might be useful at a future session to review Trust strategy, including areas other than data such as well-being and safeguarding.