

Hope Sentamu Learning Trust Board of Trustees

Minutes of the meeting held on Wednesday 14th December 2022 at 6.00pm

Via Zoom

Present: Tony Myers (Chair of Trustees) Andrew Simpkin
 Philippa Gowland Peter Duffield
 Karen Osborne Alison Smith
 Jane Lewis

In Attendance: Helen Winn (CEO, HSLT)
 Simon Bryan-Smith (CFO, HSLT)
 Janet Myers (NGA Governance Reviewer) *[arrived at 6.30pm and left at 7.11pm]*
 Louise Baron (Governance Support Officer, Clerk)

		Action
1.	<p><u>Welcome & Opening Prayer, Apologies for Absence and Declarations of Interest</u></p> <p>The Chair welcomed everyone to the meeting, which opened with a prayer.</p> <p>No apologies were received, Fred Owen was absent.</p> <p>In relation to discussions regarding City of York Council (CYC), Philippa Gowland declared an interest as a CYC employee. In relation to discussions regarding the Diocese of York, Alison Smith declared an interest as an employee of the Diocese. In relation to discussions regarding the Trust, Andrew Simpkin declared an interest as his wife was an employee of the Trust.</p> <p>All present consented to the meeting to be recorded to support the clerk.</p>	
2.	<p><u>Minutes of the meeting held on 2nd November 2022, Action Plan and Matters Arising</u></p> <p>Previously distributed. The minutes were agreed to be a true and accurate record and were duly approved.</p> <p>With reference to the Action Plan:</p> <ol style="list-style-type: none"> 1. <i>Complete the assurance framework document and send feedback to the CEO.</i> The CEO agreed she would resend the link out again in January, and asked Trustees to complete it before the next Board meeting. 2. <i>The Chair advised that he would discuss link roles with individual Trustees outside of the meeting.</i> 3. <i>Trustees to advise the Chair and Governance Service of availability to join the Resources committee on a temporary basis. Clerk to check with Jane Lewis whether she would be available to attend the Audit and Risk Committee on 30th November.</i> Completed, the Chair asked Trustees to continue to offer support. 4. <i>Karen Osborne and the COO agreed to meet to put together a clear role specification and objectives for the paid Chair position at Balby and George Pindar/Graham Schools, to enable a performance review process to be put in place.</i> Carried forward. 5. <i>Chair to discuss with Trustees not present at the meeting whether they would be able to support Newland St John's and Burton Green/Skelton LGCs in the short-term due to the absence of an LGC Chair.</i> Fred Owen had agreed to act as Chair for Newland St John LGC, and the Chair had agreed to support Burton Green/Skelton LGC. 	

	<p>6. <i>It was agreed that governor vacancies should be included as an agenda item for discussion at the next Audit and Risk Committee meeting on 30th November. The Chair noted that he had a couple of lines of enquires out and hopefully would be able to give feedback in the New Year. The item hadn't been discussed at the last Audit and Risk meeting as it wasn't added to the agenda.</i></p> <p><i>The Chair and Karen Osborne to discuss governor vacancies in the New Year and give feedback to the Board following their discussion - Action</i></p> <p>A Trustee highlighted that in the New Year there would only be two governors on the Standards Committee and so a third would be needed to be quorate.</p>	TM / KO
3.	<p><u>Chair's Action Approvals (to note)</u></p> <p>Chair explained that most were policies that were from the Resources committee, and were actioned as the third Trustee had to leave the meeting.</p> <p>Trustees agreed they were happy with the actions.</p>	
4.	<p><u>Approval of Annual Report and Accounts</u></p> <p>The Hope Sentamu Learning Trust Annual Report and Final Accounts had been circulated with the agenda, along with the minutes from the Resources Committee (29th November 2022) and the Audit and Risk Committee (30th November 2022), where these had been scrutinised in detail. A paper on proposed use of designated reserves had also been reviewed and recommended for approval by the Resources Committee.</p> <p>The External Audit Findings Report, Letter of Representation – Regularity, Letter of Representation – Audit and the Internal Audit Annual Report for Hope Learning Trust had also been circulated with the agenda. These documents had also been reviewed by the Resources Committee (external audit) and Audit and Risk Committee (external and internal audit), as detailed in the minutes provided.</p> <p>A Trustee asked whether, when talking about the Trust generally, it was important to discuss the reducing number of Trustees and Governors within the report.</p> <p>The Chair noted that they were happy with the report how it was, the CEO explained that the report covered to the end of last year so those issues wouldn't apply.</p> <p><i>APPROVED: Trustees approved the Annual Report and Financial Statements and received the Audit Findings Report.</i></p> <p><i>APPROVED: Trustees approved the external audit letter of representation for regularity and the letter of representation for audit.</i></p> <p><i>APPROVED: Trustees approved the proposals on use of designated reserves.</i></p>	
5.	<p><u>Internal and External Audit Reports</u></p> <p>Discussed under Item 4.</p>	
6.	<p><u>Approval of Church Schools Oversight Report to Members (for AGM)</u></p> <p>The CEO noted that this document came to Trustees every year and then went on to the Members at their next AGM meeting. The format had changed slightly from previous years but gave an oversight from the Trust and invited questions. She highlighted that the COO had confirmed with the Diocese the level of detail which was needed for the report, they asked for a succinct overview as opposed to lots of detail.</p> <p>A Trustee asked whether this report should have gone to the DPD committee for review first.</p>	

	<p>The CEO explained that it wasn't statutory to go to DPD first but that for future years, the report could go to that committee before the AGM. The CEO explained that one of these reports were produced at school level as well. Both the school level reports and overview report can be added to the agenda for the DPD committee to review.</p> <p>The Chair highlighted that the new format was much more accessible.</p> <p>A Trustee asked for the timescale of the reporting, was it an academic or calendar year. The CEO explained that the timescale was the period between AGMs, which happened in January. The COO had confirmed this timescale with the Diocese.</p> <p>A Trustee noted that the information around one of the members was incorrect as Canon Michael was leaving his role. The Chair explained that he hadn't been informed of Canon Michael's resignation until someone from the Governance Service had informed him. The Trust would still have four members, but Canon Michael's resignation would mean that the Chapter of York wouldn't have a representative.</p> <p>All Trustees were happy to approve the report, subject to the amendments mentioned being made.</p>	
8.	<p><i>Policies (taken out of order)</i></p> <ul style="list-style-type: none"> • Reporting Low Level Safeguarding Concern • Supporting Pupils with Medical Conditions • Child-on-Child Abuse Policy <p>The CEO noted that these updates had occurred following the changes in DoFE guidance and updated KCSIE. The Child-on-Child Abuse Policy was linked to the Safeguarding and the Bullying Policy.</p> <p>The CEO noted that there had been some discussions around merging the Child-on-Child Abuse Policy with the Bullying Policy but the decision was made to keep them separate, this decision could be reviewed next year.</p> <p>A Trustee asked for clarification around the Reporting Low Level Safeguarding Concern policy. The CEO noted that this change was following the KCSIE update, and around raising concerns if there wasn't enough evidence. This also went through all the safeguarding training framework for staff and giving staff permission to be able to raise any concerns they had. The CEO also noted that this was an area where staff sometimes felt uncomfortable raising issues around another member of staff so felt the constant reinforcement of this and highlighting that staff had permission to raise any concerns they had was critical. The CEO highlighted that low level concerns would go to the Principal rather than the DSL.</p> <p>A Trustee highlighted that in the policy it stated that the concerns would be raised with the DSL who would determine whether it met the threshold for a low level concern, they expressed that if this was the case, the DSL would need additional training. The CEO would go back through the policy and check this.</p> <p>The Trustees agreed that they were happy for the Chair to use Chairs Action to approve the Reporting Low Level Safeguarding Concern Policy once these amendments had been made.</p> <p>Trustees unanimously approved the Supporting Pupils with Medical Conditions and the Child-on-Child Abuse Policies.</p>	

<p>9.</p>	<p><u>Trustee Membership (taken out of order)</u></p> <p>Terms of Office Ending: Andrew Simpkin – 01/02/2023</p> <p>Andrew Simpkin had previously informed the Chair that he would like to continue as a Trustee. Trustees agreed to recommend to the Members that they renew his term.</p> <p>Trustee Resignations: WEF: 31/12/2022 Allison Smith and Peter Duffield</p> <p>The Chair thanked both Alison and Peter for their contributions, both before and after the merger with SALT and noted that the Board would miss their expertise and knowledge.</p> <p>The Chair explained that he would await an update from the Diocese about a replacement for Alison.</p>	
<p>11.</p>	<p><u>Dates and Times of Next Meetings (taken out of order)</u></p> <p>Wednesday 18th January 2023, 6pm (IN PERSON – following AGM at 5pm) The CEO will confirm the location (likely one of the York schools), Trustees were invited to attend the AGM. Wednesday 29th March 2023, 6pm (ZOOM) Wednesday 24th May 2023, 6pm (IN PERSON) Wednesday 19th July 2023, 6pm (ZOOM)</p>	
<p>7.</p>	<p><u>Draft Governance Review (taken out of order)</u></p> <p>The Chair explained that Janet Myers would feedback her draft findings in the meeting but he suggested that Trustees reflected these findings over the Christmas break and then could discuss the next steps at their next Board meeting.</p> <p>A Trustee noted that there wasn't a paper distributed with the agenda The Chair explained that NGA would email through their report and the presentation from today would also be circulated with Trustees after the meeting.</p> <p><i>[Janet Myers joined the meeting at 6.30pm]</i></p> <p>Janet explained that the presentation displayed the draft findings so far, the review had started in September. She had spoken to the Chair of the Board of Trustees, the COO and the Head of Governance Services at City of York Council. She had observed a recording of a meeting and all Trustees had completed an online appraisal. She had spoken to 20 people involved in the Trust over the phone, these were a mix of Trustees, staff within the Central Team, LGC Chairs and Headteachers.</p> <p>Janet shared the headline results with Trustees but noted that the Chair had been given the detail of what had been completed and encouraged Trustees to look at the findings in the detailed report.</p> <p>Janet noted that in terms of the external review report, she had given her thoughts on what was good and what could be improved upon in regards to the three core functions as set by the DofE.</p> <p>She went on to explain that the vision and values were in place, along with strategy days and as a Trust Board it was agreed that the Trust were going through consolidation in terms of development. As a group there was some uncertainty on how the LGCs bought into the vision</p>	

and values but after talking with the LGC Chairs, Janet believed that this was probably better than believed but that there were some areas where the Board were right to be concerned. There could be a shift in the balance of the meetings towards more strategic matters, and some policy approval could be delegated to the Central Team.

Janet agreed that leaders were held to account and that LGCs were challenging and supporting those leaders, as well as the Standards Committee and the Board. She suggested looking into the differences between the policies and practice in relation to performance management. Janet highlighted the need to reduce the CEO's workload, as she was currently doing two jobs which created a challenge on her time and capacity.

Janet noted that the way the Resources and Audit and Risk Committees challenged Finances was working well. She highlighted that there were some problems with committee quoracy and recommended the Board considered some overlap between the committees, even if only on a short term basis. She highlighted that the management accounts should be reviewed each time the Trust Board met, following detailed scrutiny by the Resources Committee. She also recommended giving LGCs an update on the finance.

Janet went on to give details around the eight elements of effective governance.

1. Right people round the table, Trustees and Members

Janet noted that the complete separation of governance layers (Members, Trustees, LGCs) was good, and that there was a broad range of skills on the Trust Board. For a small group of Trustees, she noted that attendance was really good and commitment to the Trust was exceptional. She highlighted the need to recruit a fifth Member, and more Trustee (some with education experience). Succession planning also needed to be thought about, especially as the Board were thin on the ground. She also noted that the Board needed to look at reducing Trustee workload. Janet gave suggestions on how to do this in her report, and felt that by reducing the workload, recruitment may be easier.

2. Right people round the table, LGC

Janet noted that ideally the LGC Chairs group should be serviced by a paid governance professional. She explained that the Trust could consider reducing the number of LGC members per committee, which may make the number of vacancies more manageable. She also highlighted a need to look at the LGC workload, for example, the workload for a joint school LGC isn't doubled but it is increased when compared to a single school LGC. She is aware that the Trust was considering combining Aspire and Compass' LGCs but the governors have stressed they didn't want to combine LGCs and doing so would increase their workload.

3. Understanding the Role

Janet highlighted that the Trust had a clear code of conduct and training was given to governors via the City of York and NGA. She suggested that the Board looked at reducing the number of committees they had, as staffing the committees with a small Board would be a challenge, and/or moving some business to the Board. Members currently met three times a year but the requirement was to only meet once so this could be reduced to twice. She felt that the training plan could be a little more co-ordinated and more monitored across the Trust. Doing this could help in regards to bringing people together as a Trust. The Trust could utilise training which they already had access to in addition to bespoke training brought in via the Trust itself. She also suggested doing more networking with other Trusts, to see what they did. Through the NGA membership there was access to virtual networks as well as a MAT conference once a year.

4. Good Chairing

From a Trust point of view, there was an effective Chair and Vice-Chair in place who were active in their roles, as were the Committee Chairs and LGC Chairs. She reiterated the need to look into succession planning, NGA recommended that a Chair didn't Chair a board for more than six years (the current Chair of the Board had held the position for five years), and recommended to get Trustees on the NGA Chairs Programme so that they were ready when the time came. She also highlighted the need to recruit LGC Chairs. Janet also suggested introducing appraisals for LGC and Trustee Chairs as well as holding LGC Chair/Vice-Chair one-to-one meetings, where the Trust could thank them for their contributions, address any issues they had, find out what they had concerns about and what their plans were in terms of whether they would like to continue as Chair or move to be a Trustee.

5. Professional Clerking

Janet noted that the agendas and minutes were clear and the annual cycle of business was looking good but likely needed to be updated. She recommended having a governance manager to liaise with the City of York regarding clerking but to also pick up on all the strategic governance that Trustees wouldn't have time to monitor. Having a governance manager in place would enable the Trust Board to focus on strategy rather than doing a lot of the leg work.

6. Good Relationships

Janet noted that Trustees had a good relationship with each other, they respected each other and there was a consistency in vision and values. She was glad to see that the LGC Chairs meeting was governance led, that there was a clear scheme of delegation. The two way updates (Board : LGCs) may become difficult to manage due to the number of schools. She noted that she had not seen a written assurance model and asked for one to be shared with her if it had been fully developed. She also recommended holding a Trust governance conference so that the LGCs and Trustees could get together. As a short term suggestion, Janet suggested only having one link Trustee per school and for them to link with the LGC rather than the school itself to avoid stepping on toes and duplicating work. She also highlighted a need to have a clear role description and report template for the link Trustees. She also noted that in a 14 school Trust having a one-to-one link Trustee would possibly not work and there were other models available, but the Trustees could look to see if existing LGC networks were in place and then the link Trustee could link via that network rather than a particular school. She highlighted that there was a good relationship with the stakeholders and she felt the parental engagement plan at Barlby was working well and it would possibly be a good idea to spread this to other schools. Stakeholder engagement needed to be added to the scheme of delegation.

7. Knowing Your Organisation

Generally people had a good understanding of the Trust and Janet was pleased to see that reports were being shared in full. There were good quality summary and oversight reports being created for the Board and Members. She expressed that it was good to see members of staff other than the CEO and Headteachers presenting to the Trust Board, however some of the LGCs were worried that they didn't have enough agenda time for this. Janet suggested that the KS3 data should be received to both the LGCs and Trust Board, and that the data going to the LGCs was standardised so that they could easily look out for what the Trust thought was important. Some of the LGCs were doing well with frequent visits but most were quite patchy, this should be improving especially as governors would have been able to go into school for a while now post-covid.

8. Asking Challenging Questions

Most of the LGCs provided a strong challenge but not all of them so Janet stressed the need for them to improve on their ability to challenge by strengthening their membership.

Janet summarised her presentation by explaining that the draft report would go through a quality assurance before being shared with the CEO and Chair of the Board for fact checking.

	<p>Once completed, the final copy would be sent to the CEO and Chair of the Board in order to be shared with Trustees. An action plan would be included with the final copy which Trustees could pull out and use, but Janet encouraged Trustees to adjust names and dates where needed. Once completed, Janet would welcome feedback on the report from Trustees.</p> <p>The Chair noted that the clear presentation had explained the review to the Trustees really well, and he was hoping to get the report to Trustees at the start of term as he felt it would be a good discussion point for their January meeting. Janet explained that after the meeting, if anyone had any questions to get in touch with her, or she would be happy to join a meeting at a later date to answer any.</p> <p>A Trustee asked, on a scale of 1 – 10 (with 10 being excellent) where did Ms Myers feel that the Trusts’ governance was at the moment. Janet noted that if she had to pick a number, the Trust would be between a six and seven at the moment.</p> <p>A Trustee noted that some of the strengths that they had hoped would come through in the review had shown as well as some areas that were a concern but were actually strengths. They felt the suggestions given by Ms Myers were very sensible, and that the review had been done in a way that recognised how stretched the Trustees were.</p> <p>A Trustee noted that there was a lot to unpick. Janet noted that the action plan would have dates alongside it to give Trustees an idea of how important those areas were or how realistic it would be to complete them.</p> <p>A Trustee noted that HSLT had a unique context with the recent merger and Covid but the presentation had twice mentioned about the Trustees getting too operationally focused rather than strategic, they noted that at times there had been a need to do this in order to support the CEO. Janet noted that if the Trust had a central governance person on the team this would help, but she was aware that this was also an issue for other Trusts who had been through something similar.</p> <p><i>[Janet Myers left the meeting at 7.11pm]</i></p> <p>A Trustee asked whether the presentation could be added to Decision Time or Circulated with Trustees. The CEO agreed to send the presentation to the Clerk so they could add the presentation to this item on Decision Time.</p> <p><i>Clerk to add the presentation to the agenda on Decision Time - Action</i></p>	
10.	<p><u>Any Other Urgent Business</u></p> <p><i>[Simon Bryan-Smith left the meeting at 7.13pm]</i></p> <p>The recording of the meeting was stopped, and a confidential item was discussed. The discussion has been recorded as separate confidential minutes.</p>	

The meeting closed at 7.21pm

These minutes were approved by the Hope Sentamu Learning Trust Board of Trustees at their meeting on the 18th January 2023

Action Points from the Hope Learning Trust Board meeting held on 14th December 2022

	<i>ACTION</i>	<i>AGENDA ITEM</i>	<i>WHO</i>	<i>WHEN</i>
1.	<i>Karen Osborne and the COO agreed to meet to put together a clear role specification and objectives for the paid Chair position at Balby and George Pindar/Graham Schools, to enable a performance review process to be put in place.</i>	2	<i>Karen Osborne</i>	<i>18th January</i>
2.	<i>The Chair and Karen Osbourne to discuss Governor Vacancies in the New Year and give feedback to the Board following their discussion.</i>	2	<i>Tony Myers / Karen Osbourne</i>	<i>Following their discussion</i>
3.	<i>Clerk to add the governance review presentation to the agenda on Decision Time</i>	7	<i>Louise Baron</i>	<i>Completed</i>

Items for future meetings:

Governor Vacancies

Action points from the governance review