

Hope Sentamu Learning Trust Board of Trustees Minutes of the meeting held on Wednesday 13th December 2023 at 6pm

Present: Tony Myers (Chair of Trustees) Andrew Simpkin
 Philippa Gowland Scott Ratheram
 Karen Osborne (Vice-Chair) Jane Lewis (Chair Elect)

In Attendance: Helen Winn (CEO, Hope Sentamu Learning Trust)
 Simon Bryan-Smith (CFO, HSLT)
 Philip Allsop (Partner, BHP Chartered Accountants) *[via Google Meet from 6.40pm to 6.57pm]*
 Georgina Holman (Governance Advisor and Clerk, City of York Council)

		Action
1.	<p><u>Welcome & Opening Prayer, Apologies for Absence, AOB and Declarations of Interest</u></p> <p>The Chair welcomed everyone to the meeting, which opened with a poem and a prayer.</p> <p>Apologies were received with consent from Wendy Munro.</p> <p><i>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 Trust, Andrew Simpkin declared an interest as his wife was an employee of the Trust.</i></p>	
2.	<p><u>Confidential items</u> - previously distributed</p> <p>2.1 Confidential minutes from the Trust Board meeting on 27/09/23 Trustees approved the minutes as a true and accurate record. A further update to matters contained within has been recorded as separate, confidential minutes.</p> <p>Confidential committee minutes from Resources on 27/11/23 and DPD on 21/11/23 Trustees noted the minutes for information.</p> <p>2.2. Strategic Three-year overview Discussion of this item has been recorded as separate, confidential minutes.</p>	
3.	<p><u>Minutes of the previous meeting, action plan and matters arising</u></p> <p>Previously distributed.</p> <p>The minutes of the previous meeting held on 27th September 2023 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"> Trustees to submit completed BI forms to the clerk by the 27/09/2023. Completed. CEO to share data on the number of ECHP and SEND pupils permanently excluded from ASA. To carry forward. Staff Voice questions to be added to the agenda for the next LGC Chair's meeting on the 23rd October. COO to arrange to meet with Vice Chair to discuss. Completed. 	CEO

	<p>4. Health and Safety delegation to be added to the agenda for the next LGC Chair's meeting on the 23rd October. Completed.</p> <p>5. Governance structure outcomes and summary of items to be shared with LGCs to be added to Chairs' meeting agenda. Completed.</p> <p>6. COO to meet with Jane Lewis to develop a working plan for the implementation of link governor roles. It was suggested that the link meetings be reviewed at the next Trust Board meeting in Jan. To carry forward.</p> <p>7. COO to deliver training for Trustees on the Trust's Risk Management software system during the autumn term. To carry forward.</p> <p>8. COO to share amended Data Protection Policy to include more specific provision for the disposal of electronic data and archived off-site data. To carry forward.</p> <p>9. CEO to add Trustee networking as an action within the Strategic Plan. Completed. The CEO advised that there would be an update on the Strategic Plan at the next Board meeting.</p> <p>10. Draft management accounts to be circulated to all Trustees following approval at the Resources Committee meeting on the 2nd October. The CFO confirmed these were uploaded onto Decision Time. Trustees requested that a notification be emailed when documents are shared via this platform. Action to note.</p> <p>11. Laura Swan to create a google form for Trustees and governors to confirm they have read KCSIE. Completed for governors but Trustees requested the same form be circulated for the Board. Action – Clerk to request Google Form link for KCSIE to be sent to Trustees.</p> <p>12. COO & Clerk to communicate the outcome of the governor application for POP and to propose a vacancy at an alternative school. Completed.</p> <p>13. Chair-elect, Jane Lewis to be added to the attendance list for the fortnightly Chairs' meetings. Completed.</p> <p><i>Philip Allsop joined the meeting at 6.31pm.</i></p> <p>Trustees discussed the Safeguarding briefings that the Director of Safeguarding was currently providing to each LGC. Trustees suggested that it would be helpful to have a Trust Board briefing and proposed that this be arranged for the next board meeting in January.</p> <p>Action – Director of Safeguarding Kyle Immanuel to provide a safeguarding briefing for Trustees at the next Board meeting.</p>	<p>COO & all Trustees</p> <p>COO</p> <p>COO</p> <p>CEO</p> <p>Clerk & KI</p> <p>KI</p>
4.	<p><u>External Audit Reports</u> – document previously distributed</p> <p>*HSLT 2023 Audit Findings Report</p> <p>Philip Allsop, of BHP Chartered Accountants was in attendance to respond to questions from the Board of Trustees on the External Audit and the Annual Report and Financial Statements. Mr Allsop was invited to draw any issues to the attention of Trustees. It was noted that the report had been reviewed by the Audit and Risk Committee at their last meeting.</p> <p>Mr Allsop advised that the audit had been clean with no significant issues. Related Party Transactions involving members of HSLT had not been reported to the Education, Skills and Funding Agency (ESFA) at the time of the audit. However, these had now been reported on the portal and should continue to be reported each year.</p> <p>In relation to this, Mr Allsop advised that the accounts document contained details of all Related Party Transactions. This was assumed to be a comprehensive list based upon all information disclosed. However, there were some outstanding business interest declarations for key members of management, and these were required in order to complete the declaration within the Annual Report. The CFO confirmed that these were being followed up and would be shared with the auditor as soon as possible.</p>	

	<p>Mr Allsop asked Trustees whether there was anything else that they were aware should be disclosed. Trustees confirmed that they were no further disclosures of which they were aware.</p> <p>*HSLT Internal Audit Report 2022-23</p> <p>The Chair advised that both the internal and external audits were integral in providing assurances ahead of approving the annual report and accounts. The Chair invited the Chair of the Audit and Risk Committee and the Chair of the Resources Committee to draw Trustees attention to anything of concern within the audit reports and annual accounts following scrutiny at the respective meetings. A Trustee summarised that the issues identified in the internal audit had been minor and the principal finding had been inconsistencies in relation to internal pupil data. Related Party Transactions had also been highlighted in the internal audit and Trustees concluded that this issue would arise for other multi academy trusts due to the nature of the corporate member organisations. There were no further comments from the committee chairs.</p>	
5.	<p><u>Approval of Annual Report and Accounts</u> – document previously distributed</p> <p>*HSLT Annual Report and Financial Statements 2023 *HSLT Audit Letter of Representation *HSLT Regularity Letter of Representation *Designated Reserves</p> <p><i>The Chair questioned whether the proposed amendments to wording in the Annual Report, as requested by the Resources Committee, had all been incorporated.</i> The CFO confirmed that amendments had been made in relation to the fixed assets that belonged to the Diocese.</p> <p>Trustees discussed the absence of a member representative for the Dean and Chapter of York, and requested confirmation of the correct dates for the previous nominees in the post. The CFO agreed to verify the dates for previous member representatives during the 2022-23 academic year.</p> <p><i>Action – CFO to check dates of the previous representatives for the Dean and Chapter of York.</i></p> <p>The Chair advised the Board that their approval was required for the external audit letter of representation and the regularity letter of representation to be signed by the Chair of Trustees and the CEO, respectively. Trustees were also required to approve the proposals on use of designated reserves.</p> <p>Trustees approved the Audit Letter of Representation. Trustees approved the Regularity Letter of Representation. Trustees approved the proposals on the use of designated reserves.</p> <p>A Trustee pointed out a date error on page 13 of the Annual Report which the CFO agreed to revise.</p> <p><i>Action – CFO to amend date on page 13 of the Annual Report to read 2022 instead of 2023.</i></p> <p>Subject to the proposed minor amendment, Trustees approved the Annual Report and Accounts.</p> <p>Trustees expressed their thanks to Mr Allsop and the audit team for their work on the audit process. Mr Allsop also expressed his thanks to the CFO and the finance team for their support with the audit.</p>	<p>CFO</p> <p>CFO</p>

	<i>Philip Allsop left the meeting at 6.57pm</i>	
6.	<p><u>Church Schools Oversight Report</u></p> <p> *NSJ Church SOAP *STJ Church SOAP *Manor Church SOAP </p> <p> *FOG Church SOAP *ASA Church SOAP </p> <p>The Chair reminded Trustees that the Annual General Oversight report would go to Members at the AGM in January. It was noted that the DPD Committee had not had sight of this, nor had the Church SOAPS been fully completed prior to the last DPD meeting.</p> <p><i>The Chair of the DPD Committee observed that information was still incomplete on the School On A Page (SOAP) documents and there were inconsistencies across these. The DPD Chair went on to say that the SOAP documents should draw on the data from the individual schools to reflect the work underway.</i> It was clarified that only the oversight report was required for the AGM. Trustees highlighted the fact that the SOAPS should have been shared with LGCs and this did not appear to have been the case for all the church school LGCs. The CEO suggested that the school SOAPS be further revised and completed in more depth and circulated to the respective LGCs prior to the next DPD Committee meeting, when the documents could be reviewed again.</p> <p><i>Action – Katherine Humpleby to further complete the School On a Page documents and circulate to LGCs prior to bringing these back to the next DPD Committee meeting.</i></p> <p>*HSLT Annual General Oversight Report <i>A Trustee pointed out that this document contained inaccuracies in relation to the composition of the Board and Trustee roles for the year reported. Additionally, the number of Trustee vacancies had not been completed.</i> The CEO noted these omissions and clarified that the oversight document was a briefing document. The CEO advised that there had been additional senior staffing appointments which could be included in the report.</p> <p><i>A Trustee questioned what level of concerns, with respect to safeguarding and health and safety, would be disclosed on the report.</i> Trustees acknowledged that only high-level issues discussed at Board level might be reported to Members and there had not been anything of that significance during the previous academic year. <i>A Trustee questioned how safeguarding incidents to disclose to Members would be tracked.</i> The CEO advised that an incident tracker was in place. Trustees discussed the time frames for previous concerns and whether there was anything that should be disclosed. The CEO was tasked with adding information relating to the cyber incident and one ongoing issue to the Annual General Oversight Report. The CFO added that the designations for Forest of Galtres and Aspire were also incorrect.</p> <p><i>Action – The CEO to update the Annual General Oversight Report with respect to Health and Safety and Safeguarding concerns, and to oversee the revisions to the Trustee information and individual school designations. The Report to be recirculated to Trustees for approval.</i></p>	<p>KH</p> <p>CEO & all Trustees</p>
7.	<p><u>Trust Board Committees</u> – documents previously distributed</p> <p>7.1 Terms of Reference for the Standards Committee, the Resources Committee, the Audit and Risk Committee, and the Distinctiveness and Personal Development Committee</p> <p>Trustees approved the terms of reference for each of the committees.</p>	

	<p>A Trustee pointed out that there were no terms of reference for the CEO Performance Management Committee. The Clerk offered to check whether there had previously been any terms in use.</p> <p>Action – Clerk to seek out terms of reference for the CEO Performance Management Committee.</p> <p>7.2 Membership Committee membership had been circulated with the agenda for information. It was noted that a minimum of two Trustees was required on each committee and that an additional Trustee was required for the Resources Committee.</p> <p>Trustees agreed that a Trustee would join Andrew Simpkin for the next Resources Committee meeting in February as a temporary arrangement. The Clerk was tasked with emailing Trustees with the date so that this could be agreed via email. Trustees resolved to revisit the skillset required for the Resources Committee in order to reach a longer-term solution.</p> <p>Action – Clerk to email Trustees with the date of the next Resources Committee meeting and confirm which Trustee will attend.</p> <p>Appointment of a non-Trustee member of the Audit and Risk Committee Trustee Jane Lewis outlined the rationale for this appointment, giving a summary of the skills and experience of the Director of Finance for the Diocese of York, Kathryn Rose. Jane advised that Kathryn would be able to provide the informed scrutiny required by the Audit and Risk Committee.</p> <p>Trustees agreed the appointment of Kathryn rose as a non-Trustee member of the Audit and Risk Committee.</p> <p>Trustees discussed recruitment and further plans to pursue this in the new year.</p> <p>7.3 Minutes and Updates</p> <p>Standards Committee minutes - 13th November 2023 The Standards Chair gave an overview of the meeting which had focussed on the curriculum alignment work.</p> <p>Distinctiveness and Personal Development Committee minutes - 21st November 2023 The DPD Chair highlighted the Schools of Sanctuary programme underway for all schools. There had been a discussion regarding the chaplaincy role at Manor.</p> <p>Resources Committee minutes – 2nd October and 27th November 2023 (draft) The Resources Chair advised that the first meeting had focussed on the Period 11 accounts and Health and Safety. The subsequent meeting had reviewed the financial statements prior to their submission to the full Board.</p> <p>Audit and Risk Committee minutes – 5th December 2023 It was acknowledged that the documents reviewed had been discussed under item 4.</p>	<p>Clerk</p> <p>Clerk</p>
8.	<p><u>Local Governing Committees</u> – documents previously distributed</p> <p>8.1 Appointment of LGC Chairs The Chair outlined the uncertainty regarding the circumstances for one LGC Chair. The Chair agreed that he and the CEO would speak to the LGC Chair to discuss this.</p>	

	<p><i>A Trustee pointed out that it was difficult to approve the Chair recommendations with no prior knowledge of the individuals concerned.</i> Trustees discussed the recommendations and agreed that any new Chairs would be mentored by a Trustee.</p> <p>Trustees approved the chair appointments.</p> <p>8.2 Governor appointments and vacancies</p> <p>Trustees approved the appointments.</p> <p>There was a discussion around the revised composition of LGCs and the difficulties in recruiting parent and Foundation governors. It was suggested that eligible governors within an LGC could move to a different category, where this would create a vacancy that could be easier to fill.</p>	
9.	<p><u>Any Other Business</u></p> <p>Chair's Action Chair-Elect, Jane Lewis, advised that there was a need to review how Chair's Action was outlined in the Scheme of Delegation to ensure that there was a robust process in place when required. It was noted that Trustees met additionally as Committee chairs and the CEO and Chair of Trustees met regularly so there was already the ability to make full board decisions effectively. The Chair confirmed that any decisions made by Trustees outside of the Board meetings were recorded.</p> <p>Trustees thanked the outgoing Chair of Trustees, Tony Myers, for his considerable commitment to the Trust and wished him well in his retirement.</p>	
10.	<p><u>Dates and times of next meetings</u></p> <p>Wednesday 24th January 2024 6pm (Following AGM) IN PERSON Wednesday 20th March 2024, 6pm Wednesday 22nd May 2024, 6pm Wednesday 17th July 2024, 6pm</p>	

The meeting closed at 7.50pm

These minutes were approved by the Hope Sentamu Learning Trust Board at their meeting on the 24th January 2024.

**Action Points from the Hope Sentamu Learning Trust Board meeting
held on 13th December 2023**

	ACTION	AGENDA ITEM	WHO	WHEN
1.	CEO to share data on the number of ECHP and SEND pupils permanently excluded from ASA.	3	Helen Winn	24/01/2023
2.	COO and Board to review the link meetings and link roles at the next Trust Board meeting	3	Wendy Munro & all Trustees	24/01/2023
3.	COO to deliver training for Trustees on the Trust's Risk Management software system during the autumn term.	3	Wendy Munro	24/01/2023
4.	COO to share amended Data Protection Policy to include more specific provision for the disposal of electronic data and archived off-site data.	3	Wendy Munro	24/01/2023
5.	Update on Strategic Plan to be on the agenda for the next Board meeting.	3	Helen Winn & Clerk	24/01/2023
6.	Clerk to request Google Form link for KCSIE to be sent to Trustees.	3	Clerk	24/01/2023
7.	Director of Safeguarding Kyle Immanuel to provide a safeguarding briefing for Trustees at the next Board meeting.	3	Kyle Immanuel	24/01/2023
8.	CFO to check dates of the previous representatives for the Dean and Chapter of York.	5	Simon Bryan-Smith	24/01/2023
9.	CFO to amend date on page 13 of the Annual Report to read 2022 instead of 2023.	5	Simon Bryan-Smith	24/01/2023
10.	Katherine Humpleby to further complete the School On a Page documents and circulate to LGCs prior to bringing these back to the next DPD Committee meeting.	6	Katherine Humpleby	24/01/2023
11.	The CEO to update the Annual General Oversight Report with respect to Health and Safety and Safeguarding concerns, and to oversee the revisions to the Trustee information and individual school designations. The Report to be recirculated to Trustees for approval.	6	CEO and all Trustees	24/01/2023
12.	Clerk to seek out terms of reference for CEO Performance Management Committee.	7	Clerk	24/01/2023
13.	Clerk to email Trustees with the date of the next Resources Committee meeting and confirm which Trustee will attend.	7	Clerk	24/01/2023

Items for future meetings:

Trust Self-Evaluation
Review of Link Governor Network meetings
Update on Strategic Plan (to include Trustee networking)
Safeguarding Briefing from Kyle Immanuel