

Meeting	Seaford Learning Trustees
Date	Wednesday 11th October 2023
Time	5pm – 7pm
Venue	Seaford Head School
Trustees	Jacky Cross (JC) Jon Dilley (JD) Bob Ellis (BE) James Hollingsworth (JH) Chris Mercer (CM) Margaret Rooms (MR) Sarah Speedie (SS)
In attendance	Gaynor Newnham (Clerk) (GN) Jane Branson (JB)
Apologies	Sally Laidlaw (SL)
Absent	

Minutes

Item	Item Outline
1.	<p>Welcome</p> <p>JD opened the meeting and introduced SS as the new member appointed Trustee. SS explained that she was previously an Assistant Headteacher at SHS, now working for the Local Authority as strategic lead for education improvement. The other members of the board also introduced themselves to SS.</p> <p>Apologies for Absence</p> <p>There were no apologies or absentees</p> <p>Disclosure of Personal and Pecuniary Interests in Proceedings</p> <p>JH confirmed that he is a Governor at Cradle Hill Primary School</p>
2.	<p>Election of Chair and Vice Chair of Trustees</p> <p>JD was elected Chair of Trustees</p> <p>Vice Chair of Trustees</p> <p>JD proposed SS as Vice Chair, as an independent member of the board, and reported that he has discussed this with her outside of the meeting. He also invited other nominations.</p> <p>It was explained that SS is also Chair of the Audit Committee</p> <p>A Trustee queried the process, in view of transparency and JD explained that the Vice Chair should, ideally, be independent of either school. The potential person was approached in advance to ensure an appointment could be made at this meeting.</p> <p><i>JB joined at 5.09</i></p> <p>Another Trustee argued that informing the board that there was a discussion in advance demonstrates transparency, as SS could have volunteered for the role, with no reference to the conversation. Several Trustees felt that there should be clear processes for appointing to key roles in future.</p> <p>The CEO explained that he approached SS via the Local Authority and asked her to consider becoming a trustee, though acknowledged that having the Audit and Risk Committee before the first Trustee meeting might be considered premature but this was agreed at the Trustee Away Day.</p>

	<p>Appointing the Chair and Vice Chair in the summer, possibly at the Away Day, was suggested as a future option to be considered.</p> <p>SS was elected Vice Chair of Trustees</p> <p>JD explained to SS that JB is an observer due to CM and JB being Co-Chairs at Chyngton School. There is no facility for the Co-Chairs to share the role of Trustee, so CM is named as a Trustee, and JB as an observer who fully engages in discussions.</p>
<p>3.</p>	<p>Minutes of the Previous Meeting, 7th June 2023</p> <ul style="list-style-type: none"> • Approve Minutes The minutes were approved as an accurate record of the meeting. <p>Trustee visits to schools were discussed, and the following points were made:</p> <ul style="list-style-type: none"> • The Local Boards are responsible for monitoring at the schools • Trustees should have an opportunity to visit the Trust schools, possibly via an annual tour, especially as more Trustees become independent • Trustee visits should be aligned to strategy, and not operations, and should have a clear remit • School leaders should not feel concerned about trustee visits • Visits related to trusteeship (e.g. safeguarding/ finance/ capital projects) must not duplicate the work of the LGB. • Trustee visits should generally be arranged with the CEO, though a mechanism should be in place for Trustees to complete visits that have not gone through the CEO <p>It was agreed that a protocol for Trustee visits is required – clerk to source and share with the CEO</p> <p>Action:</p> <ul style="list-style-type: none"> • Source a Trustee visits protocol <ul style="list-style-type: none"> • Review Actions All actions were noted to be complete or in hand. <ul style="list-style-type: none"> • Matters Arising It was reported that a Member of the Trust resigned at the end of the last academic year, due to them moving abroad. <p>JD explained the process taken so that Members could appoint a new Member and Trustee. As JD is a Member, he recommended SS as a Trustee, and Susie Silvester as a Member. This was discussed by Members, and the proposals were accepted. Companies house has been updated. It was confirmed that having 5 members fulfils the necessary obligations, and if the members look to supplement the group Trustees will be informed. When the roles were previously advertised, there were 2 other potential candidates, who were not considered suitable.</p> <p>A Trustee raised a concern that an independent Member has been replaced by someone connected with the school, as Sue Silvester was previously a Trustee. This was discussed</p>

	<p>and it was explained that they are classified as independent, as the original application to form a MAT showed them as a potential Member, who became a Trustee, due to their background in education, at the suggestion of the DfE. It was reported, in response to a further question, that the process was agreed at Members level. The CEO confirmed that he supported the process. The Chair agreed to share SS's CV with the Trustees, as an action.</p> <p>A Trustee asked if the members have the right skills to support the trust, and if the roles were advertised sufficiently. It was explained that, according to the ESFA and RSC, only JD is not independent. Trustees were reminded that the Members appoint new members themselves and this process had been followed.</p> <p>It was explained, in response to a question, that there is not currently a formal process for the appointment of members. Several Trustees questioned this, and it was agreed to see what guidance might be available, so that Members can discuss this at their December meeting. The Chair made the point that when someone with a strong skill set volunteered to be involved it was important to act quickly.</p> <p>Action:</p> <ul style="list-style-type: none"> • Share SS CV with Trustees • Source guidance on appointing Members and Trustees <p>• Performance Management of CEO Last year's external adviser has agreed to advise. The performance management committee will be JD, SS and MR (2 trustees and chair of SHS), and the meeting will take place after half term. A mid-year review will be timetabled. The adviser will facilitate the away day next year – the plan for the Away Day will be discussed at the T4 meeting.</p> <p>Action:</p> <ul style="list-style-type: none"> • Add agree Away Day agenda to the T4 SLT meeting agenda <p>• Changes to the Academy Trust Handbook The CEO reported that there are several amendments to the Academy Trust Handbook this year. Trustees were asked to read the document and confirm that they have done so on Governor Hub – clerk to create a signing sheet.</p> <p>Action:</p> <ul style="list-style-type: none"> • Create a signing-sheet on Governor Hub so that Trustees can confirm they have read the updated Academy Trust Handbook
4.	<p>CEO Report Trustees reviewed the report and discussed key items. BE explained that:</p> <ul style="list-style-type: none"> • there are plans to continue the work with local primary schools, including termly meetings, the joint transition project, the joint peer review led by Chyngton, and work on a collaborative raising aspirations project with Cradle Hill and the other primaries. • A change of Headteacher at one of the schools will mean that new relationships will need to be built.

- The Governance Review Action Plan must be worked through.
- Recruitment into the Chyngton Reception class was disappointing but in line with local population trends. It was reported, in response to a **question**, that there are 38 pupils in Reception.
- There will be a focus on ensuring the Trust is ready to welcome additional schools.

Approve Trust Action Plan

The Trust Action Plan had been approved at the Away Day.

BE fed back that there is now more cross-phase work happening, and key performance indicators have been identified for finance. Operational issues largely focus on the audit and risk committee.

Trustees thanked the CEO for the helpful report and requested that future reports include more information on aligning with strategy and growing the trust. BE explained that the mood at the cluster meetings is positive but unless the context changes there is little incentive for the other primaries to change their position. Trustees discussed ways of supporting the Trust strategic objectives, and **it was agreed that the Trust should aim to have a clear, central services offer in place by the end of the year**, to show to the primaries. The successful all-through education from Reception to 6th Form should be promoted as a positive.

Trustees were shown a video which promotes the Trust and it was explained, in response to a **question**, that it will be added to the Chyngton website and shown at the school open evening. It was confirmed, in response to a question, that there is work with the local early years' settings.

It was agreed that the CEO report, which uses a template from The Key, should be personalised to The Trust.

Action:

- **Personalise the Trust CEO report**

Finance Update

Finance reports has been circulated with the agenda.

The CEO reported that:

- The carry forward for Chyngton was higher than expected but, if numbers don't increase, the staffing will not be fit for purpose
- 6th form recruitment was positive
- Recruiting students from Newhaven will be attempted

Trustees **asked** if there is a break even target for SH6, and it was explained that numbers should exceed 100, ideally, but there is a year lag on funding making it possible to operate with less. The target has always been 120 but 100 works well in the space available. The 6th form provision is expensive, but morally and as part of the vision the Trust is committed to it. It is aimed to retain 50% of existing SHS students for the sixth form.

Trustees commented that:

- there is good quality of education at KS5 which is drawing people in.
- Some East Sussex parents went to college and do not see the benefit of a 6th form
- The LA has a range of 6th form options, and the SH6 offer is more traditional
- Having a 6th form benefits the main school, as there are teachers able to work to A Level standard throughout the school
- The closure of the 6th form at Gildredge House may benefit SH6
- The security and mental health aspects of attending 6th form in Seaford could be promoted.

	<p>Agenda Cycle</p> <p>The agenda cycle had been circulated with the agenda. Trustees were asked to review the document and bring suggestions to the clerk.</p> <p>Action:</p> <ul style="list-style-type: none"> • Review agenda cycle and bring suggestions to the clerk.
5.	<p>Audit and Risk Committee</p> <ul style="list-style-type: none"> • Terms of Reference Approved • Feedback from the first meeting It was reported that the CEO and CFO attend the Audit and Risk Committee as advisers and the meeting notes and Risk Register were circulated with the meeting papers. SS, as Chair of the Committee, reported that there was a rigorous approach to the RAG-rating of the register, and trustees will have opportunities to raise issues at the SLT meetings. SS will prepare a summary for the next meeting. The updated risk register was noted and agreed. <p>A Trustee raised the need to have a Finance Committee. This was discussed, and it was agreed that the Audit and Risk Committee and Finance Committees will meet in alternate terms, so that each group meets three times per year.</p> <p>It was agreed that SS, MR, CM and JD will sit on the Audit and Risk Committee, and SS, JD and MR will sit on the Finance Committee.</p> <p>It was noted that Trustee workload must be monitored.</p> <p>Action:</p> <ul style="list-style-type: none"> • Establish Finance Committee
6.	<p>Governance Framework:</p> <ul style="list-style-type: none"> • Approve Trustee Code of Conduct The Trustee Code of Conduct was approved, for use by Trustees and Governors It was agreed to check that the Code of Conduct aligns with the Scheme of Delegation. <p>Action:</p> <ul style="list-style-type: none"> • check that the Code of Conduct aligns with the Scheme of Delegation. • Approve strategic planning meeting cycle Trustees approved the strategic planning meeting cycle • Approve the Trustee action plan and update on progress against actions Trustees approved the Trustee action plan and noted the progress against actions • Agree vacancies and appointment process The Chair reported that this will be discussed with the members.

Action:

- **Discuss process for appointing Trustees and Members with the Members**

- **Trustee Skills Audit**

The clerk will complete the analysis and share it with Trustees

Action:

- **Complete and circulate analysis of the skills audit**

- **Agree process for 1-1 meetings with Trustees**

This was discussed and **it was agreed that the meetings should take place before the next meeting, and that the Chair will contact Trustees individually to arrange the sessions.** It was confirmed, in response to a **question**, that the reviews will be completed annually.

It was agreed, in response to a question, that there should be an agenda for the meetings, which should include Trustee development and training. There is a proforma in use at Chyngton, which will be shared.

It was agreed that the Skills Audit responses should also be considered as part of the review process, and Trustees confirmed that their individual responses may be shared with the Chair.

It was noted that the governance team in East Sussex could complete the review and support with training.

Action:

- **Complete 1-1 meetings with Trustees.**
- **Share Chyngton LGB agenda for the 1-1 meetings with governors**
- **Send audit responses to the Chair**

- **Agree process for 360' review of Chair in July 2024**

Governors discussed whether there should be an internal or an external review, and it was agreed to investigate commissioning an external review – Clerk to action

Action:

- **investigate commissioning an external review of the Chair in July 2024**

- **Trustee Induction – discuss process**

Trustees agreed that Induction processes must be further developed and, **as JB has worked on induction and could create a first draft for the Trust, it was agreed that this would be a good option.**

It was confirmed, in response to a **question**, that there is currently a vacancy, which has not been advertised. There was a brief discussion of possible places to advertise the post. It was reported, following a **question**, that the constitution is written in the Scheme of Delegation.

It was agreed not to advertise the Trustee vacancy at the present time.

Action

- **Prepare draft Trustee Induction Pack**

7.	<p>Safeguarding</p> <p>Appoint and agree role description for Safeguarding Trustee</p> <p>It was explained that there should be a specific safeguarding trustee who is not the Chair. The role of the Safeguarding Trustee is outlined in the Scheme of Delegation and should be separate from the role of Safeguarding Governors on the local boards.</p> <p>It was agreed that SS will be Safeguarding Trustee and will arrange to meet the LGB Safeguarding governors.</p> <p>Action:</p> <ul style="list-style-type: none"> • Safeguarding Trustee to meet Safeguarding Governors at SHS and CS
8.	<p>NLG Action Plan Review</p> <p>The CEO had RAG-rated the NLG Action Plan and sought approval for the newly green items. It was confirmed that members agreed that BE should be Trustee.</p> <p>There was a brief discussion about the Trust website, as there is currently a Trust page on each of the schools' sites, but it is aimed to have a Trust site. It was agreed that the new Chyngton website is excellent, and the same designers could be used, though BE is keen for maintaining and updating the site to remain in house.</p> <p>BE asked trustees to read the document and make comments by email.</p> <p>Action:</p> <ul style="list-style-type: none"> • Read the RAG-rated NLG Action Plan and contact BE with any queries.
9.	<p>Agenda Items for next meeting:</p> <ul style="list-style-type: none"> • Skills audit analysis • Report on 1-1's with Trustees • Finance
10.	<p>Any other business</p> <ul style="list-style-type: none"> • Agree Away Day date for 2024 <p>This was discussed and it was agreed that an afternoon session will be fine. The clerk will prepare a list of possible dates for Trustee approval.</p> <p>A mechanism for Trustees to submit questions on the papers before the meetings will be discussed outside the meeting.</p> <p>Action:</p> <ul style="list-style-type: none"> • Plan Away Day date for 2024 • Discuss mechanism for Trustees to submit questions on the papers before the meetings <p>Date of next meeting: Wednesday 6 December 2023 5.00 -6.30pm</p>

There being no further business, the meeting closed at 7.09pm

Attachments

No	Action	By	Notes
1.	Source a Trustee visits protocol	GN	Added to Hub
2.	Share SS CV with Trustees	JD	
3.	Source guidance on appointing Members and Trustees	GN	Added to Hub
4.	Add agree Away Day agenda to the T4 SLT meeting agenda	GN	
5.	Create a signing-sheet on Governor Hub so that Trustees can confirm they have read updated Academy Trust Handbook	GN	Complete
6.	Personalise the Trust CEO report	BE	
7.	Review agenda cycle and bring suggestions to the clerk.	Trustees	
8.	Establish Finance Committee	JD	
9.	check that the Code of Conduct aligns with the Scheme of Delegation.	GN	
10.	Discuss process for appointing Trustees and Members with the Members	JD	
11.	Complete and circulate analysis of the skills audit	GN	
12.	Complete 1-1 meetings with Trustees.	JD	
13.	Share Chyngton LGB agenda for the 1-1 meetings with governors	JB	
14.	Send skills audit responses to the Chair	GN	
15.	investigate commissioning an external review of the Chair in July 2024	GN	
16.	Prepare draft Trustee Induction Pack	JB	
17.	Safeguarding Trustee to meet Safeguarding Governors at SHS and CS	SS (JH/C)	
18.	Read the RAG-rated NLG Action Plan and contact BE with any queries.	Trustees	
19.	Plan Away Day date for 2024	GN	In process
20.	Discuss mechanism for Trustees to submit questions on the papers before the meetings	BE	