

MEETING	BOARD OF DIRECTORS
DATE	Tuesday 19 July 2016
VENUE	Ninestiles School
ATTENDEES	Ateef Azam, Abid Butt, Ian Carnell, Martyn Collin, Karen Crowston, Adrian Davies, Gaetano Ferrante, Sian Hartle, Sir Dexter Hutt, Karamat Iqbal, Nadeen Proverbs, Carol Phillips, Christine Quinn, Terry Smith, Penny Wagg, David Werry
IN ATTENDANCE	Hilary Barber, Steven Ralph

MINUTES

The meeting opened at 5.30 pm with Prevent training led by Kevin Hartwell, VP Support, Ninestiles.

1. Welcome and apologies

Karen welcomed all present to the meeting. Apologies were received from Bob Fear, Paul Ashdown, Vrigu Dey, Chris Stevens and Dominic Davis.

- 2. Register of Business Interests** – *All directors and councillors are reminded that when receiving this agenda they must consider whether any items for discussion require them to declare a business interest, either personal or of a close family member.*

David declared the consultancy work he undertakes on behalf of the National Governors' Association. Abid and Christine declared their membership of the Solihull Sixth Form College board. Christine noted that Martyn, Gaetano and Sian would be asked to leave the meeting during discussion of agenda item 8.

3. Declaration of Pecuniary Interests

None were declared.

4. Agree governance for 2016-17

The meeting schedule previously circulated was noted. Christine drew attention to the annual review for all directors and councillors to be held on Saturday 17 September when the updated governance document and Schemes of Delegation will be presented.

The inclusion of Cockshut Hill in the schedule was noted. The vacancies on the Cockshut Hill council for a parent representative and two staff members will be advertised in September.

5. Chair's Actions

No actions were reported.

6. CEO report

Characteristics of a successful MAT

Chris noted that the document has now been updated with comments expressed during discussion at previous meetings and she suggested that the trust is deemed to be working currently mainly across

the embedding process. The ways in which our schools work together evidence towards a “leading” judgement. However there are other areas that are still developing. Christine reported that the areas of challenge noted have informed the priorities of the Trust Improvement Plan 2016 17.

Strategic priorities

The document opens with the mission statement and it was agreed that this still encapsulates the vision, ethos and motivation of the work of the trust.

Martyn highlighted the priorities as follows:

1. For outcomes to be above national averages with
 - outcomes based on numerical data
 - an outstanding quality of experience and provision
- 2, Ninestiles Academy Trust is the MAT of choice for the Regional Schools’ Commissioner based on the quality of its
 - strategy
 - governance.

Martyn suggested that directors will need to consider their strategy for future growth, both in terms of size, the timing of that growth and its geography. He also noted the need for a rolling programme of external quality assurance across the trust.

3. Ninestiles Academy Trust is seen as a net contributor to the system at local, regional and national level, at the same time as positioning itself to develop an international profile including MAT to MAT partnerships.

Martyn noted the responsibility for the trust to be well informed about the local educational landscape, to be supportive of it, and ensure that stand alone schools do not “fall between the gaps”.

The trust also needs to continue observing how other MATs are operating and learn from best practice elsewhere.

Action plans will be compiled to support each of the three priorities detailed above and these will be reported back to directors at subsequent meetings.

David agreed with the priorities in the plan but asked who would be doing the work and what directors’ involvement would be? Martyn said that names will be put against the areas of responsibilities in the plan and directors will be expected to hold these named individuals to account for the outcomes. He suggested that for some areas, support may need to be externally sourced.

Karamat referred back to Martyn’s comment about the possibility of schools falling through the gap and questioned whether the trust needs a formal statement of social corporate responsibility. He recognised that much of what this would contain is a given but also emphasised the need for the trust to be clear about its values, and that the trust is not looking for profit or an inappropriate level of competitiveness. He suggested that the trust operates effectively as a mini local authority and should be looking out for the vulnerable in the local community. Martyn suggested that whilst he disagreed about the notion of the trust operating as a local authority, nevertheless there is a strong sense of moral purpose towards any school that is failing but unsupported. The relationships with other local schools and MATs are an area for development with further conversations taking place with wider organisations like BEP. Christine suggested that the trust needs to be tactical in its planning recognising the responsibility we have towards the pupils and students of our existing schools. This is evidenced by the relationship with Cockshut Hill. Martyn said this was a reason for having a clear strategy about growth, and ensuring that the culture of sharing practice readily and enthusiastically is not diluted. Martyn reported that a Principal appointed today applied to the Ninestiles Trust because he recognised its values and ethos.

The priorities were agreed as follows:

Proposed: **Penny Wagg**
Seconded: **David Werry**

Dexter checked that directors could expect to see reports on how the individual school improvement plans support the overall trust priorities and vice versa and Martyn agreed.

Progress on relationship with Solihull Sixth Form College

Christine reported that one meeting has taken place since the last directors' meeting and that she and Martyn are meeting the SSFC Principal Paul Ashdown again during the summer to undertake further detailed work on the project. Two further meetings will have taken place before the next directors' meeting and outcomes will be reported to directors.

Christine reported that the trust has sought advice from Browne Jacobson on how matters should proceed.

Christine congratulated Carol and her staff on the wonderful Ofsted report. Carol has now taken up her new role as Director of the Teaching School during Lizzie's maternity leave and will be focussing on developing EAL provision across the trust. However at this meeting she was representing Erdington Hall and Christine took the opportunity to thank her and recognise the "fantastic" report which includes lots of good language and positive elements and is a real tribute to the work of both Martyn and Carol and the wider staff team.

7. Annual budget

The budget has been under significant scrutiny by the Finance and General Purposed committee and David highlighting the following points from the discussions that have taken place:

- Following the F&GP meeting Steve and the Business Managers were asked to clarify some aspects of the original presentation and David thanked them for doing this
- Additional questions were raised particularly relating to changes year on year. Special notice was taken of the ratios page which highlights differences in spend between each school.
- Steve had given full and satisfactory answers to all questions asked of him.
- On this basis David reported there was an agreement from the committee to recommend acceptance of the budget to directors.
- David noted that it had been hard to set budgets for this year. The committee is satisfied with the figures because the reserves are sufficient to cover any unforeseen events; however reserves will not be increased this year.
- David reported that he will be meeting with Steve to propose a plan for when it is best to decide on any spending against reserves.
- David noted that there is £1,186k of capital monies in the budget and a plan for its spend will be prioritised strategically by the new Estates Manager (see page 1 of report).

Penny thanked Steve for the clarity of the reporting presentation.

Directors agreed the proposed budget as follows:

Proposed: **Ateef Azam**
Seconded: **Dexter Hutt**

Christine thanked David and Steve for their work noting that the budget had been more clearly presented and in a more detailed manner than ever before. The budget provides a clear picture for the trust and Chris noted the work that David has done in guiding the committee through the process. Directors can feel confident in the budget presented to them.

8. Recap on Leadership changes following CQ's departure

Christine opened the discussion notifying that she would be leaving the trust to take up her new post on 03 October 2016.

Christine explained that once her new appointment was agreed her most pressing priority was to seal the leadership going forward. Trustees had met and there was an imperative to issue a statement from the trust to coincide with the DfE's statement. Christine noted that there is one vacancy only, that being the CEO post.

Christine asked Martyn, Sian and Gaetano to leave the room whilst the discussion continued.

Dexter noted that this was not a normal situation, ie the timescales were dictated by the DfE issuing a statement within days of Christine's appointment being made.

Christine explained that the first priority of the trustees was to secure the services of an interim CEO. She explained that effective succession planning is very important to senior DfE officers and is seen as a sign of a MAT's good organisational ability. Christine reported that she has worked closely with the DCEO and the Principals to grow the next level of leadership. This ensures there is capacity within the trust but does not preclude the opportunity to advertise externally.

Trustees asked Martyn to accept the interim position to fill the vacancy left by Chris with a view to advertising for a substantive CEO from September 2017.

Dexter noted that as well as being CEO and DCEO, Christine and Martyn have also operated as Executive Principals for Secondary and Primary respectively.

Karen noted the need felt by Members to secure stability and confidence, particularly in the light of the ongoing discussions with the Solihull Sixth Form College. With the possibility that a successful candidate for CEO may need to give two terms or 6 months' notice, an interim structure allows us time to start the recruitment process next term for appointment in September 2017 or before if possible.

Dexter noted the following priorities that had been identified during members' discussion:

- The need to reassure staff and prevent speculation and uncertainty
- The need for the perceived momentum of the trust to be maintained especially given the current discussions with SSFC and another potential secondary school who have asked to have initial conversations with the trust.

Dexter acknowledged that the members exceeded their delegated powers. He admitted this should not have happened; however, he noted that there were times when an organisation needed the ability to react quickly to an unforeseen situation. He suggested that a good company safeguards its procedures whilst allowing members to react quickly to need. Dexter suggested that the next logical step is to amend the trust's constitution so that current procedures will apply in the normal course of events but members can be authorised to act quickly in the event of a crisis.

David thanked Dexter for his comments and his acceptance that members had exceeded their remit and agreed that plans and structures need to be in place to address any issues in future. David thanked Bob for obtaining advice from HR professionals but expressed concern about the criteria of a proven track record and that he is aware of Martyn's background but what about other individuals that have been appointed to the interim posts and asked what checks had been put in place in this regard. David noted that in terms of results and leadership there are some areas of the trust which still need to develop significantly. David acknowledged that whilst he was confident plans were in place, Pegasus had not moved forward in the last three years. He also expressed concern that Ninestiles' results may not match their outstanding status. Dexter reassured David and other directors that he has known all the staff appointed to the interim positions for a minimum of over nine years and

can vouch for their track record. David asked if they had experience of working in other schools and Dexter confirmed this was most definitely the case; in the context of the Ninestiles' federation work in Gloucester and Hastings and also with other local schools through the Teaching School.

Karen recommended to directors that they confirm the interim posts of CEO, DCEO and Principals at Ninestiles and Cockshut Hill. It was agreed that the implementation of an appointments panel will be discussed and agreed at the next meeting for the recruitment of a substantive CEO.

Karen confirmed that she had discussed the issues with Bob who agreed the need to adopt the proposed interim structure and move forward next term to the process of a permanent appointment next term. It was noted that the Board of Trustees will need to discuss and agree the Executive structure we need in the light of further growth and this may include a DCEO for each phase including Sixth Form

David asked how the new post-holders will be held to account and suggested that they need to know themselves the standards and measures by which their performance will be judged. Ian asked if there had been any viable alternative to the actions that had been taken. Karen suggested that the biggest driver had been the imminent publication of the DfE statement which could have destabilised the trust unless it was seen to have a plan. She agreed with Dexter's suggestion for the need to facilitate quick decisions should that be necessary so we can be agile as well as compliant. It was agreed that any process should not put up barriers and that the formation of a small strategic group with delegated powers should be the subject of further discussion. David suggested this could be part of the remit of the proposed Remuneration committee which would also have responsibility for Performance Management. Dexter sought to reassure Directors again that despite the time constraints of the situation, the recommendations would not have been made unless there was a confidence in the individuals involved. Ian likened the recommendations to a Deputy Head acting as Head when there is a vacancy.

Karen once again acknowledged that in the normal course of events and without the urgency felt by members, the recommendations should have come from Directors.

Ian also raised the point that in circumstances that require an urgent decision can we not call an Emergency Board meeting.

Karen agreed that this could be the case and we need to discuss options available.

The proposed interim structure was approved as follows:

Proposed: **David Werry**
Seconded: **Ian Carnell**

David wished to put on record that he believed that all decisions had been made with the best interests of the trust at heart.

It was noted that Performance Management measures will be agreed and implemented for the interim post holders.

Martyn, Gaetano and Sian returned to the meeting and were informed that their interim roles had been agreed and Directors congratulated them all.

Ian reiterated the need to agree a structure going forward to address any situations of urgency when it is not possible to call a full board meeting.

Christine explained that at an executive level and with the secondary Principals, it had been identified that her departure left a lack in secondary expertise and experience. She explained that a significant amount of capacity to support improvements across all three secondary schools is coming mainly (but not exclusively) from Ninestiles and consequently had recommended that interim capacity is increased at Vice Principal level for one year. Christine noted that there is an extremely good group of Assistant Principals across all the schools, both secondary and primary. There is a need to develop their careers and this is happening at primary level. There is now an opportunity at secondary level.

Consequently four Vice Principal posts have been advertised internally across the secondary schools with two appointments to be made at Ninestiles and one each at Lyndon and Cockshut Hill. It was noted that Lyndon could be inspected by the end of this academic year and the quality of teaching and progress over time in lessons will be crucial to an Ofsted judgement. Results at Cockshut Hill need to increase significantly. Ninestiles needs to reflect its current outstanding judgement in its results.

David noted that these positions are accounted for in the budget agreed by Directors.

The proposed appointment of fixed term Vice Principal posts was agreed as follows:

Proposed: **Ateef Azam**
Seconded: **Terry Smith**

Dexter suggested there could be a need for further secondary support in the future at Lyndon and Cockshut Hill depending on progress at each school. He suggested that Directors may want to charge Martyn and Gaetano to commission external support if it proves necessary, possibly through another teaching school.

Adrian asked if there would be a need to back fill the Assistant Principals who are successful in obtaining the Vice Principal roles. Christine confirmed that there would be restructuring around Assistant Principals once the new roles had been appointed but there was not a need to back fill.

Martyn explained that the opportunities had been advertised internally. Twelve applications had been received from across the three schools. Staff were responding without knowing which school or what responsibility they would potentially be offered and Martyn suggested this was good evidence to show that staff were committed to the trust and shifting their mind-set.

9. Feedback from Academy Councils (AC chairs to lead)

Pegasus

David had sought clarity on leadership plans for Pegasus but today had been involved in the appointment of a new Principal. Christine explained to directors that Chris Lavelle had resigned from the trust for personal reasons. A very good appointment has also been made for the post of substantive Principal at Erdington Hall.

Erdington Hall

Congratulations to Carol and her team on a (very) good Ofsted!

Yarnfield

Ian was seeking clarification on the reporting on the School Information Sheet with particular reference to Child Protection referrals. This is on the agenda of the next DSLs' meeting.

The Oaklands

Terry explained that the academy council were concerned about a vulnerable pupil at the school and were proposing that a letter of complaint be sent to Children's Services by Vrigu Dey as the trust's Safeguarding Lead copying in Councillor Stewart Stacey who works close to the service. Happily the concern has now been addressed, however Adrian suggested that the letter expressing concern should still be sent and assurances sought that the situation would not be repeated. The strength of a letter being sent by a director was acknowledged.

The Oaklands

Terry relayed a message from Dom who wished to express his sincere thanks to members of the trust for all their help and support during his first year at the Oaklands during what has been a year of significant change. He expressed how much he values the various networks that operate across the trust. In turn he was thanked in his absence for his work and commitment to the trust.

10. Policies – none to be approved

11. Minutes from Finance and General Purposes committee

The minutes of the last meeting were received.

12. Minutes and Matters Arising from meeting held on 17 May 2016

The minutes of the last meeting were accepted as a true and accurate record subject to the correction of the reference to Sir Michael Wilkins which should have read Wiltshire. It was noted that newsletters will be posted on Cloud 9.

Proposed: **Penny Wagg**

Seconded: **Terry Smith**

13. Any other business

- Dexter asked if the Duke of Edinburgh Award has started at Ninestiles and was told that would be in September – although it already runs successfully at Lyndon and Cockshut Hill.
- The following note was circulated and approved:

Approval of Conversion Documents

It was noted that following the Conversion the Trust would take responsibility for maintaining Cockshut Hill School and accordingly it was proposed that:

- in accordance with the governance structure of the multi academy trust, the Directors would constitute a Local Academy Council for Cockshut Hill School in accordance with its Articles by way of Terms of Reference;
- the Directors of the Trust agree to constitute and delegate various powers to the Local Academy Council of Cockshut Hill and the basis of such delegation was set out in Terms of Reference;
- all contracts and assets (and liabilities) used in the running of Cockshut Hill be transferred to the Trust under a commercial transfer agreement to be entered into between the Trust, the Governing Body of Cockshut Hill and Birmingham City Council (the “**Commercial Transfer Agreement**”);
- the Trust would enter into a Supplemental Funding Agreement with the Secretary of State for Education setting out the terms of the funding for Cockshut Hill going forward which had been approved by the Department for Education; and
- the Trust would enter into a transfer with the Local Authority in respect of the property currently occupied by Cockshut Hill.
- together the (“**Conversion Documents**”).
- The Directors considered the terms of the draft Conversion Documents and their duties generally, including their duty under section 172 of the Companies Act 2006 to promote the success of the Trust and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section and **IT WAS RESOLVED** that:-
- the sponsorship and conversion of the Cockshut Hill be approved;
- the terms of the Conversion Documents be approved;
- any Director of the Trust be authorised to approve any amendments to the Conversion Documents;
- Any named Directors (Bob Fear, Martyn Collin, Vrigu Dey, Christine Quinn, Karen Crowston, Theresa Smith, Gaetano Ferrante) be authorised to sign the Conversion Documents on behalf of the Trust; and
- any Director be authorised to execute any other ancillary documentation in connection with the Conversion on behalf of the Trust

Proposed: **Dexter Hutt**

Seconded: **Ateef Azam**

- David noted that this would be Christine's last Directors' meeting commenting at what an immense pleasure it had been to work with her and how truly inspiring her leadership had been. Directors agreed wholeheartedly and thanked Chris warmly wishing her every success in her new post.
- On behalf of the board of Trustees Karen thanked Christine for her tremendous contribution to Ninestiles and Ninestiles Academy Trust and wished her every success in her new role of Regional Schools Commissioner.
- Christine noted that she had just completed 25 years of her teaching career at Ninestiles and expressed what a special place it will always have in her heart.

ACTIONS RESULTING FROM MEETING		
	What?	By who
2016/02-09/02	Investigate alternative payroll provision	Ongoing
2016/07-19/01	Action plans will be compiled to support each of the three priorities detailed above and these will be reported back to directors at subsequent meetings.	Martyn/Principals
2016/07-19/02	Ensure there is a clear plan of Performance Management for the new appointees in the new leadership team	Martyn/Directors
2016/07-19/03	Send letter to Children's Services re the issue at Oaklands	Adrian/Vrigu