

**The Gryphon Trust Board of Directors**

Minutes of the meeting
Held on the 26 March 2019

Present: Mrs E Cook (Chair), Mr R Wilkins, Cllr O'Sullivan, Mr B Maugham, Mr D Coburn, Cllr K Craze; Prof D Richards, Mr M Walker

Apologies: Mr M Byrne

In attendance: Mrs V Woods (minutes)

<u>Item</u>	
1	<p><u>Apologies</u> – Mr Byrne</p> <p>Mrs Cook advised that Mr Byrne will be resigning as a Director, due to his workload he is finding it very difficult to attend meetings. He would like, however, to maintain contact with the school.</p> <p>Mr Coburn acknowledged Mr Byrne's contribution to the Board. With regards to recruitment to the Board, he made reference to Felicity Gillespie's report and the Eaglewood report and advised that it would be beneficial to recruit an educationalist to the Board, consideration be given to gender equality. Mr Coburn further added that he would like to be used more but had not been approached by Eaglewood.</p>
2	<p><u>Declarations of:</u></p> <ul style="list-style-type: none">- Items likely to cause a conflict of interest/pecuniary interest – none declared- Items to be taken under AOB – none declared
3	<p><u>Minutes of the last meeting</u> – were approved. Proposer Mr Wilkins, seconded by Mr Craze, with all present in favour ⁽¹⁾</p> <p>Matters arising:</p> <ul style="list-style-type: none">➤ Confidential minute – the Clerk explained the guidance re minuting confidential minutes, the circulation and retrieval of the minutes and to whom available. It was unanimously agreed that confidential minutes of Board Meetings be provided to <u>all</u> Directors regardless if present at the meeting. Proposer Prof Richards, seconded by Mr Maugham, with all present in favour ⁽²⁾.➤ Facilities Manager report – management of energy. Has he been able to do this? – Mr O'Sullivan to find out. <p>No 2 Boiler – looking at control – is this high or low cost? – Mr O'Sullivan to find out.</p>

	<p>➤ Astro turf – Mr Coburn advised that he expressed concern about the £50k in year deficit, he did not say he would take personal responsibility for marketing etc. He did meet with Mr O’Sullivan to talk about bookings, which are very thin on the ground in particular at weekends. There is availability during the summer term. It is a constant drain on resources, when we are making staff redundant, £50k loss on the Astro is ridiculous. Mr Coburn said he would look at the work Mrs Ankers has undertaken already re marketing the Astro but wasn’t going to take on marketing the facility, he asked who would pick this up? A Bursar/Business Manager?. It needs to be given to someone with a target and be part of their performance related pay. We should be able to reduce the cost of the Astro. Mr Craze said that it should be part of the Business Manager role. The Business Manager would be expected to cover all areas of marketing, PR etc. as part of a wider remit. This should be included in the job description. We need to identify that there are opportunities to use the Astro.</p> <p>Business Manager structure/savings costs to come to next meeting⁽³⁾</p> <p>➤ Eaglewood Marketing Strategy – we discussed last summer the material risk that the Trust would not be a going concern, do Eaglewood have a marketing strategy? Prof Richards said that he felt this is within the Trust activity; it is the Board’s responsibility. This is something that the HT is employed to do. John White, DELTA Education Trust, does not believe it belongs as a HT role, he said it should be a Trust role. It needs to be tied in with the HT as is their job to generate business. It has to be part of the remit of the Board. Not sure why as recruitment to schools is a HT role</p> <p>The new HT at Eaglewood needs mentoring.</p> <p>Mr O’Sullivan suggested that he meet with Mr Himmel and Prof Richards to co-ordinate a way forward.⁽⁴⁾</p> <p>Marketing strategy is needed asap.</p>
4	<p><u>Board of Directors TOR</u></p> <p>Decision made not to have HTs on the Board and to increase meeting to 6 per year. TOR updated to reflect this change. Mr Wilkins pointed out that Article 109 would need amended to reflect the increase in the number of meetings. (see below)</p> <p>MEETINGS OF THE DIRECTORS</p> <p>108. <i>Subject to these Articles, the Directors may regulate their proceedings as they think fit.</i></p> <p>109. <i>The Directors shall hold at least three meetings in every school year. Meetings of the Directors shall be convened by the Clerk. In exercising his functions under this Article the Clerk shall comply with any direction:</i></p> <p>(a) <i>given by the Directors; or</i></p> <p>(b) <i>given by the chairman of the Directors or, in his absence or where there is a vacancy in the office of chairman, the vice-chairman of the Directors, so far as such direction is not inconsistent with any direction given as mentioned in (a).</i></p> <p>It was noted that the Articles state at least 3 so no amendments required to the Articles.</p> <p>Proposal to accept TOR was made by Mr Maugham, seconded by Mr Wilkins, with all present in favour⁽⁵⁾</p>

5	<p><u>Audit and Finance Committee – TOR</u> Mr O’Sullivan presented the TOR to the Board for approval. He advised that he had met with Mr Coburn to review and a few changes were made to include reference to CEO pay and performance: Points 2.2; 3.1.3; 6.1.1; 6.1.2; Point 4.1.9 – need to add “CEO”. Points 6.1.3 & 6.1.4 – have been swapped Point 6.1.4 – removal of “a report” Point 7.4 – now included Pay and Performance</p> <p>Mr Coburn expressed concern about putting the CEO in a difficult position by asking him to write a document about pay and performance. The document comes to the Board for approval, any discussions re pay are discussed without the individual concerned being present. Mr Coburn’s recommendation is not to approve the document but get some models from other Trusts or DfE, before coming to the Board.</p> <p>Point 6.1.2 – remuneration of CEO – should be in line with the pay policy against the performance of the CEO – not objectives. It was felt that goals and objectives are useful. Need to be measured against performance.</p> <p>The Audit & Finance Committee should be an advisory committee. All reference to HT & CEO pay and performance should be removed as should be mentioned within the Pay and Performance policy. The committee are advisory not delegating. Point 2.2 – needs to be reworded. There is conflict with what we do in the Pay & Performance policy. Need to speak to auditors.</p> <p>It was suggested that a small working party be set up to discuss with the Auditors and then report back the Board. Mr Coburn and Mr Wilkins to be the small working party. All agreed. Mr Craze proposed, Prof. Richards seconded, all present in favour ⁽⁶⁾</p>
6	<p><u>Scheme of Delegation</u> – agreed. Proposer Mr Maugham, seconded by Mr Wilkins, with all present in favour ⁽⁷⁾</p>
7	<p><u>Risk Register</u> Changes have been made to the register since the last meeting re the contractor defaulting on project, this is because Dawnus went bust two weeks ago. We have £45k in contingency - £21k of which is to be used for the lift. There may not be enough to cover snagging. We will provide a list to the administrators when asked for money. We are not paying twice for anything. Money has also been held by our consultant Kendall Kingscott who are keeping the administrator informed on our behalf. We need a full costing of snags to present to the administrator.</p>
8	<p><u>Chair of LGB update</u> – HT reports circulated in advance of the meeting. Arnewood – Mrs Cook: Nothing further to add to the HT report, which was received by the governors last week. Attendance and Progress 8 look to be similar to last year. Mr Coburn asked - are you saying it is below average? It is less so will be an improvement.</p>

<p>Mr Coburn - this might affect recruitment to year 7 and Sixth Form. Reducing staff costs will reduce education stats. Reducing curriculum; it is a tragedy.</p> <p>We are running a positive budget at a cost to curriculum. We will be reducing LSAs and the library opening hours. We can keep on narrowing curriculum but not fulfilling our purpose to provide education to children in our community,</p> <p>We should be more creative. We need to expand the Trust.</p> <p>We have to make the best of our resources, part of which could be the recruitment of a Business Manager who may look at recruitment of other schools within the Trust. We need to give as much support to the HT; his main objective is to ensure pupils achieve the highest they can with the resources available. We recognise there are issues, but we don't have a one-off solution. We have to move forward and not look back.</p> <p>Mr Coburn - you have been saying for two years expand the Trust I am questioning how hard have you tried. We need to look forward. There are 3 separate things:</p> <ol style="list-style-type: none"> 1. Cuts will have an impact on this. We need to know where the tipping point is. 2. Dealing with deficit – DfE will not let us grow this. Now is the time to push to find partners. Primary schools are keen to join the Trust. Secondary not so much, we need to court. What are we selling? 3. Shared procurement and costs. Brockenhurst College are happy for Mr Coburn to meet with Head of Shared Services – he is hopeful to have some knowledge to bring back to the table at the next meeting. Mr Coburn also advised that he was happy to approach other HTs. <p>Mr Craze advised that a lot of collaborative working is undertaken with junior schools. He is a governor at local school and would be happy to have a discussion with them.</p> <p>Skills based training is essential in this catchment area. We need to look at how we can draw others into the Trust rather than just Arnewood.</p> <p>Questions – should we be joining a Trust?</p> <p>Agreed to focus on shared procurement.</p> <p><u>Eaglewood</u> – Prof. Richards</p> <p>Meeting with Sue Phillips from DfE went well. She was very complimentary of the systems/processes and evidence provided. SEF discussion with DfE – alternative provided by DfE not appropriate – it was felt Ofsted would not receive well, it was felt it needs revisiting. They saw a definite improvement since their last visit. We feel we are inspection ready. Congratulations offered to Nigel Himmel, Prof Richards and the governors.</p> <p>Mr Coburn = The RSC – did they visit the same day? Yes, three of them together. First visit was by the RSC. In John White's report he talks about support and challenge for the HT. Felicity Gillespie said Directors need to ask more probing questions and challenge – I am asking questions.</p> <p>Mr Himmel would benefit from support and some challenge, which he is asking the ELGB for.</p> <p>Mr Coburn = How has this request been taken up?</p> <p>The governing body have an education background; he is being significantly challenged more during meetings, also we have looked at how record in the minutes. The Chair of Governors is looking at provision of support for HTs. Meeting with Mr Pressnell on a regular basis and also Executive Team meet once a month. There are still some avenues we can do to provide additional support to the headteacher. There may be a cost implication to this. The Ofsted inspection is looming so in the forefront of our mind.</p> <p>Person to person mentor relationship is crucial. Mr Pressnell is Ofsted trained so very competent.</p> <p>SENCO – do they have national qualifications for SEN as is required, if not there will be a cost attached?</p>
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	50 places next year. Is the intention 45 or 40? It will be 45 but the intention is 50. We need to have 50 f/t places filled. It is a constant churn.
9	<u>EFSA letter</u> – noted
10	Policies form the Trust Personnel Manual To come to the next meeting. ⁽⁸⁾
11	<u>School teachers' pay and conditions document 2018 and guidance on school teachers' pay and conditions</u> Enclosure 9 – provided for info – this is the bible for HTs. <u>CEO</u> – Enclosure 10 – pay proposal to be added to the pay policy ⁽⁹⁾
12	<u>CEO report</u> – provided in advance of the meeting. Mr O'Sullivan reminded the Board that papers for meetings are posted on the Trust website. Mr Walker commented that he felt the redundancy notice in the paper was not well written as provided too much information. It made no reference to the outstanding performance of our Sixth Form. We need to consider what information is being given to the press re Eaglewood, we should be keeping information out there to avoid any bias.
13	<u>Future direction of Board</u> We have already touched on this – nothing further to add.
14	<u>AOB</u> <ul style="list-style-type: none"> Apprentice joining the Site Team. The Facilities Manager is not happy about having an apprentice for various reasons e.g. driving a mini bus. It was pointed out that apprenticeships are open to all ages. Men's Shed – Adrian Duckett visited the site to look at workshops. Questions raised at meetings. There have been a lot of questions raised at this meeting which we don't have the answers to. In order to avoid this happening, any questions should go to the CEO in advance of the meeting so that he can have the answer ready for the meeting. Questions should be submitted 72 hours in advance of the meeting. All agreed. ⁽¹⁰⁾
Meeting closed at 19.58 hrs.	
<u>Confidential minute</u> - Matters relating to staff salary and Trust assets were discussed and agreed.	
Date of next meeting: 21 st May 2019 @ 1800hrs	

Summary of actions and decisions

(1)	Minutes approved.
(2)	Confidential minute to go to all Directors
(3)	Business Manager structure/savings costs to come to next meeting
(4)	Eaglewood marketing – AOS, NHL & DRS to meet
(5)	Board of Directors TOR approved.
(6)	Working Group to be set up re Audit and Finance Committee
(7)	Scheme of Delegation agreed

(8)	Performance Management Policy and Pay Policy to come to next meeting.
(9)	CEO pay proposal to be added to the pay policy
(10)	Questions for meetings to be presented 72 hours in advance of the meeting to the CEO.

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