



The Gryphon Trust Board of Directors

Minutes of the meeting
Held on the 10th December 2019

Present: Mrs E Cook (ECK), Mr R Wilkins (Chair) (RWS), Mr D Coburn (DCN), Cllr K Craze (KCE);

Apologies: Prof D Richards (DRS), Mr M Walker (MWR)

In attendance: Mrs S Bartlett (SBT), Cllr O’Sullivan (AON), Mrs V Woods (minutes)

<u>Item</u>	
1	<u>Apologies</u> – Received as above.
2	<u>Declarations of:</u> <ul style="list-style-type: none"> - Items likely to cause a conflict of interest/pecuniary interest – none declared - Items to be taken under AOB – FACC Minutes (to be a standing item) – (DCN): Eaglewood School day (AON)
3	Minutes of the last meeting were approved. Proposal to accept Mrs Cook, seconded by Cllr Craze, all in favour ⁽¹⁾ Matters arising: <ul style="list-style-type: none"> ➤ HR quotes – 3 quotes will be pursued after Christmas. In the meantime, will continue to use the existing provider. ➤ Top-up – Meeting took place last week between Mr Himmel and Brian Pope, Assistant Director for Education and Inclusion. The next step, if the outcome of this meeting is not successful, is to either take the political approach or seek legal advice. ➤ Recruitment to Board – advert will be placed in the local paper at the end of this week. A panel will be required to interview – KCE and RWS. RWS to arrange a third member of the panel. ⁽²⁾ ➤ Terms of Reference – Agreed subject to change to slight amendment of item 12 and 13 – delete “in consultation with ...” Proposer Mr Wilkins, seconded by Cllr Craze, with all present in favour ⁽³⁾ ➤ Academy Trust Vision, Strategic Planning and Future Expansion – preparatory work requested. Meeting required to discuss this specific item.
4	<u>Accounts</u> Accounts to 31 st August 2019 were received and require sign off before the end of the year. These are the official year end accounts for the last academic year. <ul style="list-style-type: none"> - Trade Union facility time – included - No concerns going forward re viability of business

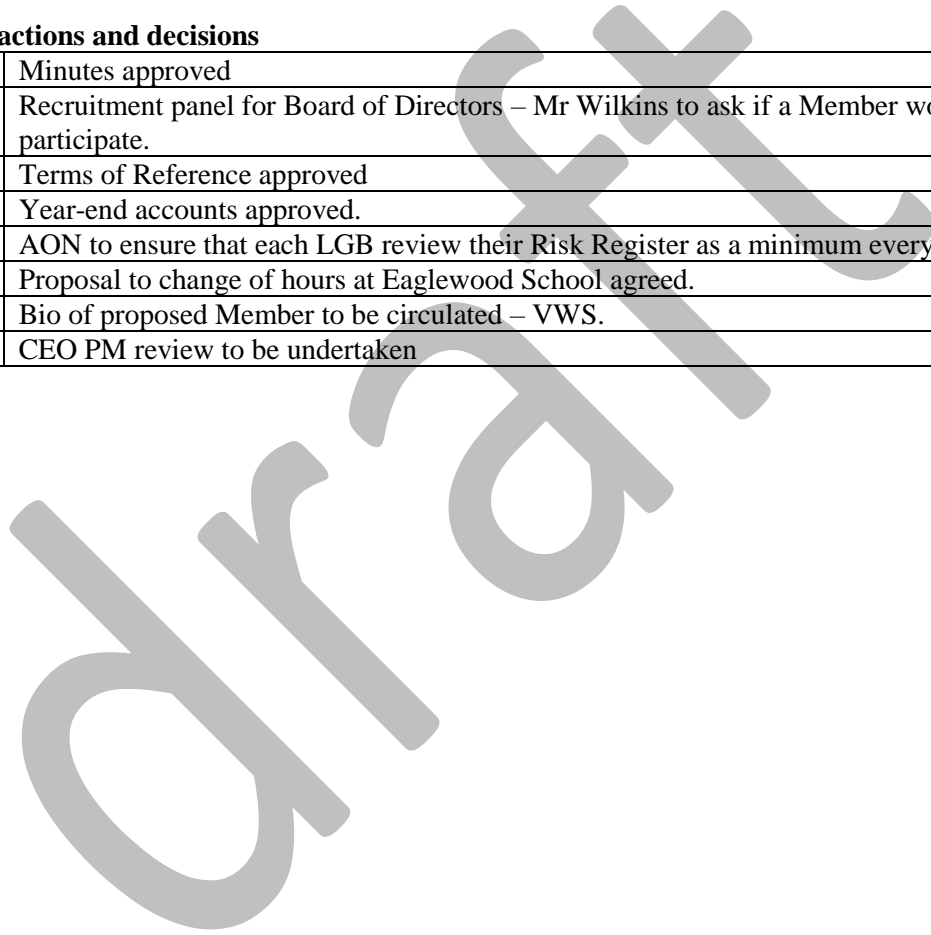
	Accounts were approved. Proposer Mr Coburn, seconded by Cllr Craze, with all present in agreement ⁽⁴⁾
5	<p><u>Risk Registers</u> Reviewed by FACC. Outcome of review as per the notes of the meeting of the 3rd December 2019:</p> <p><i>Eaglewood – no Risk Register received, despite reminders to the Chair and the Headteacher. This was due on 11 July. AON had not requested a meeting with Head or Chair, but will now do so.</i></p> <p><i>Arnewood – AON advised FACC of his opinion that, in completing the Risk Register, ALGB has not taken a focused view.</i></p> <p><i>Gryphon – Corporate risks were noted. FACC is of the opinion that Risk Registers are not perceived by either LGB as being important.</i></p> <p>Action: CEO to ensure that each LGB review their Risk Register as a minimum every 6 months. ⁽⁵⁾</p>
6	<p><u>Audit Findings Report – items to note</u></p> <ul style="list-style-type: none"> • Prepayment of money of £28K for ROSLA block – the accountants are not happy as carry forward for 2 years in the capital account. If not successful this year we will have to put the money back, if we are successful we will get £38k in the CIF bid. Contribution is £21k. • Eaglewood – valuation of leasehold required. SRMA visit next week, will come back with recommendations. • GIAS record – former Director not showing – VWS advised he resigned and was therefore removed from the record, but is showing in historical info. • Data breach – reported to ICO, was due to human error. • Projected figures are based on intake into Year 7 and Sixth form. • ROSLA and Heating bid – being looked into
7	<p><u>CEO report</u></p> <ul style="list-style-type: none"> ➤ Eaglewood School Day – proposal to a change in the school hours by finishing at 2.30pm not 3pm, will not affect the amount of lesson time but cuts out break times, has been out to consultation with parents and Eaglewood School Governors, who have approved the proposal. This was agreed, proposer Prof Richards, seconded by Mrs Cook, with all present in favour ⁽⁶⁾ ➤ SRMA visit – will report back on the 17th December. ➤ Corporate Plan needs to be brought up to date. Small working party KCE, RWS, AON & SBT to look at, meet mid Jan.
8	<p><u>Policies</u></p> <ul style="list-style-type: none"> ➤ Pay and Performance Policy – DCN & RWS were to review. New HR provider to review Trust policies. Need to include within the Corporate Plan. HR to review policies and include provision for CEO. ➤ Performance Management – outlined by the Trust. Should be devolved to each academy. CEO concerns should be addressed by HR & RWS. Any reviews for the Trust should be undertaken by the HR provider.

	<p>➤ Expenses Policy, Members, Directors and Governors. A request was made outside of the meeting to bring the policy to the Board because of a concern made by the auditors. Do you have any comments? No constraints have been identified by the Charity Commission. The Articles state expenses can be claimed if undertaking work on behalf of the Trust. Policy has already been agreed and has also been approved by the accountants.</p>
9	<p><u>Progress 8 Strategies – The Arnewood School</u> Notification of actions taken was provided to the Board in advance of the meeting. Chair advised that it is the responsibility of the Board to challenge results, this was disputed at felt it was the Local Governing Body’s responsibility and that if there was a risk then it should be brought to the attention of the Board. The Chair advised that the RSC say it is for the Directors to challenge the LGB if of concern. [Arnewood School last year was in the lower third of the progress 8 table when including pupils in alternative provision] There are risks to recruitment, numbers in school which has a financial implication, what more does the HT need from the Board to support him. CEO will report to the Board.</p>
10	<p><u>Recruitment to the Board of Directors and Members</u> Advert is going out in the local paper. Proposed new member discussed; bio to be circulated to the Directors. ⁽⁸⁾ <i>Post meeting note: New Members, no objection received by the Board to the proposed appointment of Mr Martin and Mrs England as Members. Appointment, if agreed, will be made by the Members.</i></p>
11	<p><u>AGM – Invitation, Agenda and Supporting documents</u> Members are shareholders, we therefore need to send a general notice and invite them to attend an AGM. This invitation needs to be from the Board of Directors, proposed notice provided. Directors can attend the AGM but have no vote. Amendment to Articles: Proposed changes to the Articles were discussed by the majority of Directors considered that some were unnecessary. Decisions agreed as follows: Article 36 – existing wording deemed adequate – no amendment required Article 46a – Directors appointed under article 50 - increase number from 9 to 12 Article 50 – Directors appointed by the Members - increase number from 9 to 12 Article 50A – Staff Directors – no change, retain in case policy changes Article 50B – limit on number of Staff Directors – no change, retain in case policy changes Article 57 – CEO may be a Director – no change, retain in case policy changes Article 64 – Director’s term of office – ratify accepted position by extending term to next AGM Article 119 – Wording of quorum confusing – amend as proposed similar to some other Trusts.</p>
<p>19.45hrs – Cllr Craze left the meeting. The meeting remained quorate.</p>	
12	<p><u>EFSA update – standing item</u> Nothing to report</p>
13	<p><u>AOB</u></p>

	➤ Performance review of the CEO – Chair to advise on date for review. Needs to happen in January. Review should be undertaken by Chair + one other Director and HR adviser (8)
Meeting closed at 19.55 hrs	
Date of next meeting: 31 st March 2020 @ 5.30pm	
Future meeting dates: 19 th May 2020 – 5.30pm 14 th July 2019 - 5.30pm	

Summary of actions and decisions

(1)	Minutes approved
(2)	Recruitment panel for Board of Directors – Mr Wilkins to ask if a Member would like to participate.
(3)	Terms of Reference approved
(4)	Year-end accounts approved.
(5)	AON to ensure that each LGB review their Risk Register as a minimum every 6 months.
(6)	Proposal to change of hours at Eaglewood School agreed.
(7)	Bio of proposed Member to be circulated – VWS.
(8)	CEO PM review to be undertaken



Agreed and signed as an accurate record
Mr R Wilkins, Chair

Date