

## **GFM Board Meeting Minutes**

*Thursday 8 March 2018 4.30pm*  
*Room G2 at Bay House School, Gomer Lane, Gosport*

Cris Beswick (CB)	Member
Jenny Bonsor (JB)	Member/Trustee
Sue Carter (SC)	Finance Director
Nigel Duncan (ND)	Trustee
Paul Lane (PL)	Chair/Trustee
Jean Morgan (JM)	Trustee
Georgina Mulhall (GM)	Executive
Ian Potter (IP)	Executive
Stuart Tyreman (ST)	Executive

### **Purpose of meeting**

To receive reports from the Executive that enable Q & A leading to decisions as identified.

### ***Item 1 - Welcome and Apologies***

Awaiting ND (arrived late).

Apologies received from Kirsty Robertson.

The meeting was quorate.

PL reported that JC has confirmed that he is no longer in a position to continue as a Member but that ND has agreed to take over.

**ACTION** - Clerk to inform Companies House that JB, CB and ND are Members.

### ***Item 2 - Declaration of Pecuniary Interests***

Declaration of Pecuniary Interests forms circulated.

**ACTION** - ALL to complete and return to SC.

### **Item 3 - Minutes of Last GFM Board Meeting**

#### *Outstanding Actions*

Item 3 - Skills Audit (ND) - *carry forward*

Item 3 - GDPR and Data Protection - *to be covered at this meeting*

Item 4 - (notes) - Briefing paper to Board re Apprenticeship Levy (SC) - *carry forward*

Item 4 - (notes) - Confirmation of interest being paid on loan (SC) - *carry forward*

Item 5 - Professional Clerk appointed - *to be covered at this meeting*

Item 5 - Appointment of two further Director Trustees - *carry forward*

Item 8 - PL and IP to meet and discuss meeting outcomes - *actioned*

Misc - JC resignation - official letter of resignation for records (PL) - *carry forward*

Minutes were proposed as accurate by JM and seconded by JB.

### **Item 4 - General Data Protection Regulation (GDPR)**

LM provided an overview of the presentation and outlined some of the significant work that has been going on to ensure that GFM is compliant with new legislation, by 25 May 2018.

It was agreed that to comply, there would need to be a shift in culture and a sense of ownership from all staff as well as some training and development.

LH outlined the need for a further piece of work on data retention periods which is progressing and will bring clarity for all staff on what should be kept and for how long. Systems and processes will need to be established to support this.

**ACTION** - SC to follow up and report proposals in terms of contractual reassurance.

**ACTION** - LM to explore shredding solutions - be it outsourcing or buying industrial shredders.

### **Item 5 - Finance Accounts**

SC provided an overview of previously circulated financial performance dashboards - which provided a brief overview of the financial performance as a whole in terms of all 4 schools and central functions as well as some drilled down reports into each of the secondary, primary and special phases. Each Head of Phase has had access to further reports for their respective phase.

Key points to note:

- Whole MAT Management Accounts show that we are on track in terms of income.
- Recruitment challenges will result in a slightly reduced actual v forecast on staffing.
- Other Expenses will in turn be slightly overspent as there has been a necessary increased investment in recruitment and HR activity.
- Across all four schools, a circa £3.7 million reserves is forecast at year end.

- Balance sheet is healthy. There have been a few concerns regarding debtors - largely down to capacity within finance dept (debt chasing and VAT returns) but we are now fully staffed and this area is back under control.

SC is waiting for capital expenditure plans to be agreed before outlining proposals for investment.

SC outlined the 3 year In Year Income & Expenditure Forecast, reminding of the need to ensure that budgets balance in year, so that surpluses can be allocated into other areas. Based on current funding formulas (final clarity on 18/19 funding is imminent), 2021 is a year where in-year balances are challenged.

SC presented the dashboard regarding surplus and capital expenditure, previously circulated. After ring fencing £1.6 million for unforeseen reasons, there will be an overall remaining surplus of £2 million. SC confirmed that work is currently underway with each Phase Headship team to identify how best to allocate those reserves moving forward. More detail on this will follow and it will include IT rolling replacement across all four sites and estates upgrades.

The board reviewed each Phase's plans and was asked to agree to SC's proposal that the £2 million capital allocation be divided across all three phases and allocated over a 3 year cycle/plan.

A brief overview of each phase's plans and PL asked the Board for agreement to SC's proposal to divide the surplus into 3 areas for plans over 3 years and this was agreed.

### ***Item 6 - Trading Arm***

SC outlined her paper on the setting up of a trading arm. SC outlined a number of different models as well as the challenge in terms of GFM's Articles of Association.

PL thanked SC for her work on this project. It was agreed that the Executive Team will revisit the questions raised and bring back to the Board, what would be required to ensure total compliance with the GFM Articles of Association so as to provide a clear choice/range of options with regard to the consequences of trying to stay compliant with Articles versus setting up a trade subsidiary. Item to be carried forward to next agenda.

### ***Item 7 - GFM Strategy***

ST presented the work done by the Executive so far on an interactive presentation, designed to bring coherence between many worthy documents that currently exist, focusing on the MAT's Guiding Principles.

The Board were pleased with the concept and agreed that they were happy for work to continue on this piece of work.

**Break for refreshments 6.05 – 6.15**

### ***Item 8 - Growth - Rowner Junior School***

GM presented the previously circulated report on the proposal that Rowner Junior School (RJS) join the GFMAT in response to RJS's expression of preference to work with GFM. RJS are particularly in favour of GFM's guiding principles and think that they align with their community's needs.

The Board asked for reassurance on the GFM's capacity to take on an additional school. GM outlined options to make changes at leadership level at Gomer Junior School (GJS), which would enable GM to work more closely with RJS without detriment to GJS.

**ACTION** - It was agreed that the Executive could proceed with further due diligence and acknowledged that the process is necessary to inform a final decision. IP agreed to provide regular reporting back into the Board to ensure that if the process makes known any current unknowns that threaten the proposal so that the Board has the opportunity to challenge further. CB asked that SC and GM come back to the Board with queries but the Board agreement was that nothing should halt progress at this stage. CB asked for more detailed due

diligence with regard to finance and estates, with a paper being circulated to Board Members to ensure that they're kept informed.

### ***Item 9 – Additional SEN School Business Case***

ST outlined the previously circulated proposal and reiterated that the proposal has gained significant support locally by Headteachers and schools feel GFM can bring much needed SEN provision to the community. The provision would be flexible and well placed to respond to different demands and the dynamics of the young people, as the provision builds.

The Board gave approval for the production of a more detailed plan, acknowledging that in doing so, the community would become increasingly away of the proposal. ST particularly sought approval for discussions with potential investors to take place as these are essential to the development of the plan. This was approved. IP reiterated that there is no particular demand in terms of deadline as there might be in taking on an existing provision. He provided reassurance that he will continue to monitor whether we have the capacity for a 'start-up' and pace progression in line with capacity.

### ***Item 10 - Appointments***

It was agreed that PL will progress discussions with Chris Donovan (ex Chair of Governors at Bay House) and Paul Slater (introduced by Kirsty Robertson) with regard to a Trustee role.

### ***Item 11 - Review of Board Meeting***

The meeting agreed that the pace and style of the meeting was constructive and valued PL's leadership as Chair.

***Item 12 - Date of Next Meeting***

To be confirmed.