



Tuesday 22nd May 2018 at 4.30pm to be held in the Conference Room, Brune Park School

Purpose of meeting:

To receive reports from the Executive that enable discussion and Q & A leading to decisions/actions.

	Notes taken at the Board meeting Tuesday 22 nd May 2018.	Present/ Apologies
	Cris Beswick (CB) Member	Apologies
	Jenny Bonsor (JB) Member/Trustee	Present
	Sue Carter (SC) Finance Director	Present
	Nigel Duncan (ND) Member	Present
	Paul Lane (PL) Chair/Trustee	Present
	Jean Morgan (JM) Trustee	Present
	Georgina Mulhall (GM) Executive	Present
	Ian Potter (IP) Executive	Present
	Stuart Parker-Tyremen (SPT) Executive	Present
	Kirsty Robertson (KR) Trustee	Present
	Paul Salter Observer Paul had been a Parent Governor at Lord Wilson for 8 years.	In attendance
	Sue Simpson Minutes	In attendance
Item 1 4.30 until 4.33	Welcome and apologies Cris Beswick	3 minutes
Item 2 4.33 until 4.40	Declaration of pecuniary interests and completion of forms. PI form given to Sue Carter. There were no pecuniary interests declared.	7 minutes
Item 3 4.40 - 4.50	Minutes of last GFM Board meeting held on 8 th March 2018 Proposed amendments: There were no proposed amendments. Actions and Matters arising: <ul style="list-style-type: none"> • Skills audit. ND had offered to brief the Board about how Fareham College's Board carries out a skills audit. ND to bring paperwork. • Apprenticeship level c/f to next meeting. SC. • Confirmation of interest being paid on loans. SC. • Professional Clerk appointed. • Two further Director Trustees. Work in progress. • JC official letter of resignation. Not obtained. <p>Q. Does the potential new member of the MAT know about this Board's discussions? A. They are fully involved. It has been shared within the primary domain that Rowner school were in the process of consultation.</p>	10 minutes ND c/f action. SC c/f action. PL

	<ul style="list-style-type: none"> • Companies House information is up to date. • There is some pressure from the Regional Schools Commission to increase the number of Members to five. It was suggested that this should be considered in light of the recent resignation of Jeff Callendar. <p>GDPR</p> <ul style="list-style-type: none"> • There is general awareness of the need to be compliant by the 25th May. Loss of reputation is a huge risk. • Insurance covers anything involving theft, cyber breach, but not staff who have mislaid information or are deemed to be negligent. The greatest risk is through staff negligence or leaving pupil details on memory sticks. Unencrypted information must be protected. The cost of insurance cover for this could be very substantial. The best approach would be self-insurance. Staff have been informed and trained. • There are supportive templates. staff and pupils are only now understanding what the responsibilities are. Informing staff, pupils and parents makes it more difficult to bring litigation • It is necessary to create a culture and ethos that minimises the risk of a data breach. <p>The contract of employment includes the requirement that staff will abide by the Code of Conduct. This CoC is being made more generic and it was suggested that this should be signed. One example is that staff sign Safeguarding to confirm completion of training. What else falls within the remit of the employer? To defend against litigation the signature is important. Continued action. SC to follow up.</p> <p>Further Actions:</p> <ul style="list-style-type: none"> • MAT Growth: For discussion later in the Agenda. Proceeding with due diligence. A Paper had been circulated. • Chris Donovan has been put forward for a Trustee role. Paul Salter attended the meeting as a potential Trustee. Academy Ambassadors have found some potential candidates. A possible future Member has met with IP and PL. The outcome looks promising. 	<p>SC to follow up.</p>
<p>Item 4 4.50 - 5.05</p>	<p>General Data Protection Regulation</p> <p>The Legislation becomes law in May and the Executive have been evaluating GFM preparedness. A report authored by Luke Mulhall (AHT with responsibilities for IT across the GFM) was circulated at the last Board meeting. IP will update the Board on progress and the current status.</p> <p>Luke Mulhall (LM) had given a good presentation and had sent an update on progress (<i>paperwork circulated</i>).</p> <p>The Board is working towards compliance and the MAT is trying to introduce, as much as possible, the digital use of data on the cloud and behind a password. School trips do not always have access to the Internet and ipad use is the way forward with a SIM App to store pupils' details.</p>	

	<p>ND felt that this is a good position statement. If digitalisation is attached to strategy then this is a powerful message.</p> <p>IP Asked where there any bullet points in the 'to do' list that the Board would wish to be prioritised. Paul Salter has worked extensively with GDPR. Is data and e-mails already retained legitimate? Is it relevant? <i>LM Action</i> SC will confirm that the information is all held centrally but there is the ability to save locally. This can be done deliberately but it should not be. <i>SC Action</i></p> <p>LM is recommending Google Drive. He has shared strategy and is working on a policy document. The privacy statement is complete and should be signed off by the working party this week. LM will give IP a progress report.</p> <p>IP Asked that Board members should take documents away and comment on them. <i>Governors given paperwork showing what is the approach to retention.</i></p> <p>1. Implicit is a degree of audit about which data is appropriate. 2. There is a summary sheet suggesting a length of time for the variety of data to be kept. <i>The Board were asked whether they agree with the retention schedules.</i> This becomes complicated with different lengths of retention.</p> <p>Q Are these guidance dates? Finance is statutory. Pupil records 25 years.</p> <p>Q If local areas could sort out their own area would this be viable? A Delegated responsibility still returns to the Board. The difficult part is the judgement. Finance is binary but does the work in school divide up naturally? Q What are the liabilities if there is an accident and the building catches fire?</p> <p>After the discussion about the pros and cons it was decided that a balance will be struck between individual areas and corporate approach.</p> <p><i>This is a multi-faceted problem and will incur a cost.</i> For continuing review. Next agenda.</p>	<p>Is data and e-mails that is already retained legitimate? Is it relevant?</p> <p><i>LM Action</i> <i>SC Action</i></p> <p><i>LM will give IP a progress report.</i></p> <p>For continuing review. Next agenda.</p>
<p>Item 5 5.05 - 5.25</p>	<p>Finance Accounts including in-year projections against budget, for the GFM as a whole and per phase of provision. Reports circulated beforehand (SC). Brief introduction from SC and expansion on key points contained within the Financial performance Dashboard (31.03.18)</p> <p>Total year end forecast against budget.</p> <ul style="list-style-type: none"> • Budget with in-year surplus of £300,000 year end. • The forecast is currently looking like a balanced budget. • Under budget by £104,999 and over on expenditure by £237,000. • There were a lot of gaps when the BP budget was being put together. • Expenditure for PP (BP) significantly lower. • Other expenditure is over. HR Consultant and legal fees. 	

There are staff recruitment difficulties and the staffing is well under the expected level. It is looking better for September.

IT Consultant hired for one year rather than six months. The IT infrastructure has changed for the better and this expertise has been needed to support and develop the system.

Balanced budget.

- Surplus b/f £3.2M. There will be a need to draw on this.
- The balance sheet shows that liquidity is strong.
- Debtors at £36000 is good.
- 30 day debtors from 9 until midday this is only £9000 and this is a very positive overview.
- Cash in hand £4.4M - before the month end salaries and NI costs. This is a distorted figure.
- SC to pull together the capital rolling, IT and replacement programmes for a cash flow, moving forward to see when to invest money for it to work harder for the school.
- Some good options have been identified in term of short and long-term investments.
- There will be capital expenditure and skill is in getting the timeline right.

Looking at income next year 2018/19:

There will be a drop in total income across the GFM equating to having to make a saving of over £200,000 year on year. This is not easy considering pay increases and fully staffing the school. Next year will be tight.

3-year outlook: GFM in-year income and expend forecast.

(Including Rowner Junior does not make it look hugely different).

- 2018/19 in-year income takes a dip. £170,000 due to drop in number on roll at BH and BP and this offsets the slight increase at Gomer and LWS.
- Expenditure goes up.
- 2019/20 the difference between income and expend equated to £600,000.

GAG funding (based on BH data) highlights how much funding per pupil received over the 7-year period and how much this is as a percent

2016/17 £4738 per pupil.

2018/19 £4802 This is less than 1% over 4 years. Staff and utilities increase by much more.

To mitigate these issues:

Across the secondary phase. Phase 2 of curriculum costing exercise has been carried out. This was done two years ago and looked at how to make changes.

Q How far can contact time be increased?

A It is 21 hours per week. 10% ppa time, with flexibility in the system.

There are savings over the year by coming together, with more savings to be had.

- There are greater economies of scale. £12000 has been saved on a renegotiated 5-year electrical contract.
- Finance are working hard to identify savings.

SC to pull together the capital rolling, IT and replacement programmes for a cash flow, moving forward to see when to invest money for it to work harder for the school.

	<p>Staff wastage and getting back to basics.</p> <ul style="list-style-type: none"> • There has been a major site reconstruction and this has been reworked. • Staff costs this year, with a 1% increase, £166000. Costs are increasing as the school is not fully staffed. • The plan is to embark on looking at back office job reviews. • More efficient systems will help to save money in the future. <p>ND to send information to SC with information about a Procurement Company who looks for major cost savings.</p> <p>The exercise to reassess where there are ways that things can be done differently.</p>	<p>ND to send information to SC with information about a Procurement Company who looks for major cost savings.</p>
<p>Item 6 5.25 - 5.35</p>	<p>Executive report (SC/IP) on outcome of further investigation carried out on setting up a Trading Subsidiary whilst retaining total compliance with the GFM Articles of Association.</p> <p>SC: The board has to make the decision.</p> <ul style="list-style-type: none"> • There will be a cost to be compliant. • The cost risk of being non-compliant is unknown. • Should school be non-compliant then time would be given to become compliant. <p>The Corporation Tax liability cost. In terms of Small Trading Liability the threshold will be crossed and this could cost £20000. Working through a trading company avoids Corporation Tax.</p> <p>Q How close is the school to exceeding the threshold? Last year the School was not fully trading as GFM but in future the Auditors would struggle to avoid tax.</p> <p>Total compliance, setting up a trading arm, would make the school compliant with the Articles. Turnover is £65,000. Trading is verging on non-profit making but if the public part of the school was closed it would be P.R. disaster and the trading profit would go. Who would be Directors of a trading arm with the risk of the liability regarding the swimming pool?</p> <p>The contention was about how safe it was having Directors running the trading arm without the Board's control and this has been clarified, however the Directors are Board members and this is why it was shelved.</p> <p>The Executive's view is that the school should go ahead with the trading arm, to be compliant, then find Directors. The Board agreed.</p> <p>There is work required for the trading arm to be operational but this is minimal from finance point of view and will mean going into</p>	<p>The Executives view is that the school should go ahead with the trading arm, to be compliant, then find Directors. The Board agreed.</p> <p>The Chair recommended</p>

	<p>a new company to input invoices. From a governance point of view there would be the same number of meetings but these could be shorter, say 20 minutes ahead of the full Board meetings.</p> <p>The Chair recommended that the Executive create a trading arm and return to the Members. All Board members were in agreement.</p>	<p>that the Executive create a trading arm and return to the Members. All Board members were in agreement.</p>
<p>Item 7 5.35 - 6.05</p>	<p>GFM Strategic Plans. The Executive have worked on bringing alignment and coherence to the strategic and development plans that currently exist in the GFM. Working on bringing alignment to them with SIP.</p> <p>Computer presentation showing the way forward was given. This could be for any audience. The theory is that a teacher or staff, parent or student could access where the plans are relevant to them and be able to follow through any of the five school development plans on a Pathway to Excellence through to the Guiding Principles.</p> <p>SPT tabled a booklet version and explained costs could be up to £10000. The Board agreed that a hard copy version of the computer presentation would be prohibitively expensive. SPT suggests thinking about website or a screen and computer in each reception area.</p> <p>Q the notion of accessibility is more than just the technical point. Who accesses it? It would be great if people could discover it through need. There needs to be tailoring to particular groups. Flexibility is amazing. Making it visual and with more development could draw people in from the community. It is vast, could the smaller parts be more engaging?</p> <p>A Suggest that in this format groups should be asked how they find it. The threads could be extracted making a smaller compartment.</p> <p>Q Could this be a thread for particular focus groups to show them the joined-up element?</p> <p>Q Is there a filtering capacity. Could it be expanded and simplified; filtered by school. This is a central resource.</p> <p>A It can be layered. It is easily embedded into the website. It formats to power points with a search tool.</p> <p>The Board were asked for input regarding when this would be launched. Suggested digitally with a link and for SLT meetings and staff. Stakeholders will want to know if the communication will help them.</p> <p>This is a working leadership and management tool.</p> <p>The Board agreed that it wished to continue with this interesting development.</p>	<p>The Board agreed that it wished to continue with this interesting development.</p>
<p>Item 8 6.15 - 6.40</p>	<p>GFM growth strategy in accordance with the GFM strategy to achieve sustainable growth dialogue proceeding with Rowner Junior School.</p>	<p>Decision 1 Is the Board now comfortable</p>

	<p>There has been correspondence with the Board.</p> <p>IP led the discussion: Does the Board want to grow beyond the 4 or 5 schools? The Executive view is that the GFM's vision is that this is a local MAT to provide opportunity for local system improvement and this should not be constrained.</p> <p>IP asked whether the Board members wanted to challenge this concept?</p> <p>Responses:</p> <ul style="list-style-type: none"> • There has never been a cap. • We have been working for a long time for the Gosport peninsula and this did not include capping on the number of schools. <p>One aspect of growth strategy is continued acquisition or merger. In the National landscape some other MATs are merging to be bigger and others are looking at Clusters and are dependent on growth to achieve economies of scale.</p> <p>There are potential opportunities for growth with regard to various schools in the area.</p> <ul style="list-style-type: none"> • Should the Board spend time to speculate which schools are possible? • Some schools bring greater risk to a growing MAT than others. • How attractive an employer is the MAT? <p>These are strategic elements to consider as a Board.</p> <p>The Board need to proactively develop systems, processes, staffing and succession structures to ensure that the GFM can respond reactively to opportunities as they are presented.</p> <p>The existing MAT has more schools in Ofsted category than those that are good or better. The ratio is 50:50.</p> <p>The payroll function will be stretched with the addition of Rowner. The question is whether to increase capacity now? What makes good sense in terms of the size of the school now?</p> <p>It is strategic to be opportunist.</p> <p>Q What qualifies another organisation to join the MAT. Is it finances? What are the criteria to make them eligible rather than growth for growth sake? What are the headline criteria.</p> <p>Q There are responsible questions. Where are we at the moment? Are we able to support a school in 'improving' or are we too stretched? Is there capacity to support a struggling school and then the next time take a view of where the MAT is, at that time, and what can be done realistically?</p> <p>A Due Diligence exercise would show issues presenting a risk to the GFM. If any local school opportunities arise then there is a</p>	<p>that Rowner Junior School join the GFM?</p> <p>Decision 2 Does a 'new' chair of the Primary LGC become a de facto Trustee of the Board (because PJTL may no longer be chair of the Primary LGC) or if he remains on the Primary LGC can he be the link to the GFM Board.</p> <p>The Board need to proactively develop systems, processes, staffing and succession structures to ensure that the GFM can respond reactively to opportunities as they are presented.</p> <p>Due diligence has been seen by the Board.</p>
--	--	--

	<p>responsibility to consider them and to review what they bring to the GFM on their own merits.</p> <ul style="list-style-type: none"> ● Should we grow beyond 4? ● Should we consider outside our area or are we local? <p>Mergers take a long time to bed in. In terms of not saying no, there may not be capacity to be proactive.</p> <p>The Executive needs to keep ahead of the game, proceeding morally with a growth strategy but ensuring that underlying business objectives are sound. These are complimentary objectives.</p> <p>Comment: There should be a period of consolidation including Rowner before exploration of schools in difficulty. Comment: This is an opportunity. We are showing that we have capacity and this shows confidence.</p> <p>Thinking is: Yes to growth but not if it means that the school is not consolidated; making sure that capacity is built up now to be a spring board. If there is surplus capacity in some central services to take on schools then could these be sold on. Being cautious about growth.</p> <p>There are other ways to think about growth.</p> <ul style="list-style-type: none"> ● Internally - income generation; quality. ● We do not want to be all about acquisition. ● It may be growth in terms of partnership and influence. ● A pan-Gosport strategy needs to be created. <p>Due diligence Relating to Rowner Junior School has been seen by the Board.</p> <p>GM has some extra information (paperwork tabled). There has been an external building survey to ascertain items to be rectified. This was not included in the financial costings. The vast majority have been shared with Hampshire as an SLA is in place.</p> <p>The Chair said that a definite cost would be required and HCC should be held to account. The school would be retaining property services SLA and there is absolutely no reason to suggest that the work will not be completed.</p> <p>The flat roof would be covered for repair but not for replacement by the SLA.</p> <p>GM spoke confidently from Gomer's experience and believes that Rowner are working towards a very strong case for this roof to be replaced. There is a clear statement of what is covered.</p> <p>If timelines need to be taken account, including the roof, in light of what has been said about growth this should be handled with care.</p> <p>If there have been repairs but not replacement to the flat roof then HCC have allowed this due to lack of capital investment. There had been shoddy workmanship on the new ceiling and lighting.</p>	<p>SC will get a quote for the cost of roof replacement.</p> <p><i>The Board Agreed</i></p> <p><i>The Board is now comfortable that Rowner Junior School join the GFM, assuming that the issues are resolved.</i></p>
--	---	---

	<p>SC will get a quote for the cost of roof replacement.</p> <p>Decision 1 Is the Board now comfortable that Rowner Junior School join the GFM? Assuming that the issues are resolved.</p> <p>The Board Agreed The Board is now comfortable that Rowner Junior School join the GFM, assuming that the issues are resolved.</p> <p>Decision 2 Does the 'new' chair of the Primary LGC become a de facto Trustee of the Board (because PL may no longer be chair of the Primary LGC) or if he remains on the Primary LGC can he be the link to the GFM Board?</p> <p>The Chair is elected by the LGC. Would the new Chair de facto be a Board Member?</p> <p>The Board agreed Decision 2 that the new Chair would not necessarily become a Trustee and that PL could remain the Board link to the Primary LGC.</p>	
<p>Item 9 6.40 - 6.55</p>	<p>GFM SEN School A Business Case was proposed at the last Board meeting for the GFM to set up another school to meet the need that was identified when we applied for a Free School but this time doing it privately.</p> <p>Q Are there any significant differences in where the MAT is now that would lead the Board to make a decision on this now? What has changed? A The sharing and development of the free school would be owned by the MAT. Shared application and learning from the previous process and streamline accordingly with an emphasis on the primary.</p> <p>Q What are the benefits to the MAT? A The support for the Free School could be galvanised quickly. In partnership with the Lighthouse Trust this would add weight. There is a strong angle including maps of demographics of students within the country, showing that there is not a massive demand for places. But SEN places are needed. There has been more discussion with the Lighthouse Trust about how to make this to work.</p> <p>HCC is looking to expand SEN and if this is a SEN provision at post and pre-16 would this be part of the dialogue?</p> <p>The Board were requested to agree that SPT should go ahead and re-examine. The submission date is September.</p> <p>The Board agreed that SPT can be given a framework and should explore this.</p>	<p>Decision Endorse or not continuing with work to set up a free School.</p> <p>The Board agreed that SPT can be given a framework and should explore setting up the additional School.</p>
<p>Item 10 6.55 - 7.15</p>	<p>Update on further Trustees verbal report on progress to date. The appointment of Trustees is formally the responsibility of the Members on a MAT Board. In the context at the GFM that we encourage a blurring of the distinction between Members and Trustees, we need to agree and decide that decisions on appointments to the Board rest with the whole Board which is then duly ratified by the Members?</p>	

	<p>There are several interested and experienced candidates. The Board have a skills growth strategy with an increase in membership by potentially four; this would comprise two members and two trustees.</p> <p>Names need to be submitted. The Board do not need to distinguish between Members and Trustees and ratios can be decided by the Board.</p> <p>These candidates may augment the membership:</p> <ul style="list-style-type: none"> ● Five members. ● Trustees to include Paul Salter ● Chris Donovan as a Trustee or Member. 	<p>The Board agreed continuing action to recruit Members/ Trustees.</p>
<p>Item 11 7.15 - 7.20</p>	<p>Review of meeting</p> <ul style="list-style-type: none"> ● A lot of information talked about decisions made and recorded. ● Supportive of the board meeting. Good discussion. Too much detail but this is always a fine balance. ● Would like more time. Care should be taken with minuting. ● Great discussions. All had opportunities to discuss and decisions made. ● Perhaps items should be constrained to their time scales. ● Papers tabled need to be sent electronically. 	<p>Papers tabled need to be sent electronically.</p>
<p>Item 12 7.20 - 7.30</p>	<p>Dates for future meetings to be agreed. 11th July 2018 next meeting.</p>	
<p>Actions:</p> <ul style="list-style-type: none"> ● Skills audit. ND had offered to brief the Board about how Fareham College's Board carries out a skills audit. ND to bring paperwork. ● GDPR for continuing review. <i>Next agenda.</i> ● <i>SC to pull together the capital rolling, IT and replacement programmes for a cash flow, moving forward to see when to invest money for it to work harder for the school.</i> ● <i>SC will obtain a quote for the cost of roof replacement.</i> ● <i>ND to send information to SC with information about a Procurement Company who looks for major cost savings.</i> ● <i>The Board need to proactively develop systems, processes, staffing and succession structures to ensure that the GFM can respond reactively to opportunities as they are presented.</i> ● <i>Papers tabled need to be sent electronically.</i> <p>The Board Agreed:</p> <ul style="list-style-type: none"> ● <i>The Board agreed that the Executive create a trading arm and return to the Members.</i> ● <i>The Board agreed that it wished SPT to continue with the computer presentation of the Pathways to Excellence.</i> ● <i>The Board agreed that Rowner Junior School join the GFM, assuming that the issues are resolved. Due diligence has been seen by the Board.</i> ● <i>The Board agreed Decision 2.</i> ● <i>The Board agreed continuing action to recruit Members/ Trustees.</i> ● <i>The Board agreed that SPT can be given a framework and should explore setting up an additional School.</i> 		