

South Bank Multi Academy Trust

Trust Board

Minutes of the Meeting held on Wednesday 7th October 2020

6.00 pm by Video Conference

Present:	Edwin Thomas	Chair of Trustees
	Rob Bennett	
	Michelle Blake	Non-Executive Trustees
	Pat Boyle	
	Jill Hodges	
	Richard Milner	
	Ian Wiggins	
	Sue Laycock	
Gemma Lowe		
In attendance:	Adam Cooper	Trust Principal
	Michael Gidley	Chief Finance Officer
	Sophie Triffitt	Clerk to the Board of Trustees

1 WELCOME AND INTRODUCTIONS

- 1.1 For the record of the minutes the meeting took place virtually.
- 1.2 The Chair welcomed the new Trustees.

2 APOLOGIES FOR ABSENCE AND DECLARATIONS OF INTEREST AND CHANGES TO BUSINESS INTEREST FORMS

- 2.1 Absence
Apologies were received from Martyn Sibley.
- 2.2 Declarations of Interest (previously issued)
Trustees were asked to inform the clerk of any updates to their Business Interest Forms.

3 MINUTES OF PREVIOUS MEETING ON 7 JULY 2020 (PREVIOUSLY ISSUED)

- 3.1 The minutes were agreed as an accurate record of the meeting to be signed by the Chair.

4 MATTERS ARISING AND ACTION PLAN

- 4.1 The action plan was carried over to the next meeting and the Chair noted that a number of actions may no longer be relevant.

5 TRUST GROWTH STRATEGY (PAPERS PREVIOUSLY ISSUED)

- 5.1 The Chair reported that South York MAT (SYMAT) met last night and agreed to progress the merger process.
- 5.2 In response to a Trustee the Chair confirmed that the SYMAT Chief Executive Officer (CEO) has 0.2FTE allocated to the CEO post and 0.8FTE as secondary Headteacher. SYMAT are in the earlier stages of the governance journey.
- 5.3 A Trustee suggested that with the role being 0.2FTE there would be no automatic transfer into the Chief Executive post so if the merger is progressed there would still be a recruitment process. A Trustee suggested that the South Bank recruitment pack could be built on with SYMAT input. A Trustee noted caution if there was an expected transition of CEO, who may or may not have the skills identified in the South Bank recruitment process. The Chair explained that it had been flagged with the SYMAT Chair of Trustees that assumed CEO appointment would be a concern for South Bank.
- 5.4 The CFO noted that SYMAT had not at this stage taken on a school with a school improvement requirement.
- 5.5 The Chair reported that early due diligence suggests the three key operational areas of standards, buildings and finance are sound.
- 5.6 A Trustee asked if the recent £6m funding announcement to expand Fulford had been approved by CYC. It was confirmed that the basic need funding had been approved in principle. The Trust Principal noted that there is concern locally of increasing capacity when other secondary school numbers are declining and any expansion would need to go through CYC consultation and planning.
- 5.7 A Trustee asked when Danesgate are scheduled to join SYMAT. The Trust Principal reported that as far as he is aware the process is quite far down the line and would be part of the due diligence process. The Trust Principal noted that the funding for an enhanced provision is complicated and it would still be expected to be a city wide provision.
- 5.8 A Trustee asked to what extent South Bank had shared and SYMAT been open about challenges around values and ethos. The Trust Principal explained that informally there has been a great deal of transparency and discussion around autonomy and collaboration that felt aligned. The Chair noted that on paper there is an alignment between the values but the risk is if the MATs mean something, or live them, differently.
- 5.9 A Trustee noted that they would want assurance that the Trusts have aligned philosophy around the management of pupils who may be deemed to negatively impact outcomes and ensure positive outcomes for all the young people. The Trust Principal noted that York High School take up more than two thirds of Danesgate places so there could be challenge to South Bank around this.
- 5.10 Trustees agreed that the equality across primary and secondary provision would be an area of risk. A Trustee noted that the current SYMAT structure seems to be a logical approach and should not necessarily be something that would hinder a merger if there would be a willingness to review this. A Trustee noted that there are inflection points for Trusts and would be assured if there is willingness to adjust as the Trust changes.

- 5.11 The CFO asked if there was clarity about why the primary schools, who were planning to join SYMAT, had decided not to. The Trust Principal explained that there is a feeling that if a school wants to be fully autonomous then they choose to remain a maintained school. A Trustee noted that they had informal feedback from schools who chose not to join a MAT that there was no push or pull factor driving the need to become an academy. A Trustee noted that South Bank have had a similar experience with schools choosing not to join.
- 5.12 A Trustee noted that a concern in merging with a mixed MAT would be the governance implications but feedback suggests the link with the Diocese is not a concern. A Trustee questioned if this would cause issues for the South Bank community. A Trustee noted that values align but would not want there to be any negotiation on the current SYMAT Church of England representation as this would not reflect the community. The Chair noted that the governance membership seems proportionate but would want to reconsider if the Diocese wanted to increase this representation.
- 5.13 The CFO noted that the church school land will be owned by the Diocese.
- 5.14 The Chair explained that the Member structure would depend on the formal legal mechanism by which the Trusts are merged.
- 5.15 Trustees emphasised the need for the process to be a merger and not a takeover by either parties.
- 5.16 The Chair confirmed that the aim would be to complete the process by September 2021.
- 5.17 A Trustee questioned what the repercussions would be of a takeover and if that could be the best thing for the children noting that whatever is established initially could change and the Trust need to be aware of defaulting to the SYMAT structure particularly as South Bank is in a state of flux. A Trustee noted that South Bank have a strong understanding of what good governance in a MAT should look like and the structures and delegations should be established that embody the values important to South Bank.
- 5.18 A Trustee noted that the perception of merger against take over will be important to the Trusts communities.
- 5.19 A Trustee suggested that discussion should focus on the benefits to the children as if there are none there is no need for further discussion.
- 5.20 The Trust Principal suggested that the merger would be an opportunity to reflect and redesign the structure to deliver an effective model for the benefit of the schools and young people.
- 5.21 A Trustee noted that increasing the size of the MAT through the merger should provide more capacity for school leaders to drive school improvement and maintain collaborations in a more purposeful way. If this merger will protect school identity whilst re-evaluating accountabilities this would set the Trust up to deliver the best for the children and improve education. A Trustee noted caution at assuming expansion will provide opportunities to maximise potential and solve the problems Trustees are considering within South Bank.
- 5.22 A Trustee was supportive of the merger but questioned the timing and suggested that South Bank should establish an effective model before progressing a merger.

- 5.23 A Trustee felt that the merger would be good for the long term but there would be a significant investment for the MAT to effectively consolidate and could result in a significant distraction so there will be a need to safeguard any impact to the young people's education.
- 5.24 Trustees agreed that there were benefits to the children but had questions on timing and capacity.
- 5.25 A Trustee asked what the impact of establishing the South Bank MAT was on education. The Trust Principal explained that there were working groups but there was no trust leadership, on this occasion the capacity would be on key trustees and trust leadership. Trustees would need to ensure there is structure and capacity in place to ensure focus on standards is continued. The Chair explained that Millthorpe governors felt that their school did suffer during the year the MAT was established as the Headteacher was also Trust Principal with no resource to support this. South Bank have a full time Trust Principal but SYMAT have a 0.2FTE CEO who is also a secondary Headteacher through a pandemic so they may have capacity concerns but were confident capacity could be found. The CFO suggested that a member of leadership with appropriate backfill could be appointed to manage the merger.
- 5.26 A Trustee suggested making contact with Trusts who had been through a merger and expansion process that could provide feedback.
- 5.27 A Trustee suggested that if there is agreement the merger should take place there could be a staggered process initially building links and aligning values and the switch over becomes more seamless. The CFO noted that this would not give the opportunity to develop an effective structure and reset and a Trustee had concerns that the process could become more confused.
- 5.28 A Trustee echoed one of the Headteachers from the away day that this could be a brave collaboration.
- 5.29 A Trustee noted the need to be clear on not just why they had taken the decision to merge but also why now.
- 5.30 The CFO suggested that each Trust could put funds together to provide project management support to drive the merger through.
- 5.31 Trustees agreed that:
- The merger being in the best interest of the children and young people is non-negotiable.
 - It should be a merger not a takeover.
 - The values align.
 - This is the right time.
 - The Trust need to take the opportunity to build something to incorporate everything South Bank know an organisation needs to safeguard the success of schools.
 - There are concerns over capacity so need to ensure the process is properly resourced and this is monitored.
 - If education in the Trust is suffering this needs to be quickly resolved.
 - The Trust will ask for help and expertise drawing on others experiences.
 - Trustees would want a clear first year plan to deliver benefits.

- Trustees need to be satisfied whoever will be the CEO is the right person.

- 5.32 **Resolution:** Trustees agreed to progress the due diligence process for a merger with South York MAT.
- 5.33 A Trustee asked if the Chair or Trust Principal needed support at this stage. The Chair explained that many of the tasks at this stage are tasks that Trustees wanted to do anyway and he will draw on the expertise of the Board as appropriate.
- 5.34 Trustees agreed that the CEO / Trust Principal recruitment engagement process was successful and suggested drawing on this format to include the LGB community in the merger discussion.
- 5.35 The Chair will communicate with Members tomorrow (8 Oct 20), governors will be updated at the Governance Briefing (13 Oct 20), senior leaders will be updated this week and will then cascade down to staff including central staff. It was agreed that all internal personnel will to be told by Thursday 15th October 2020 and a press release issued on Friday 16th October 2020 at which point it will be public.
- 5.36 **Action:** Chair to update Members on the decision to progress the merger process.
- 5.37 **Action:** Mr Wiggins to inform Academicis to hold the Chief Executive recruitment process and inform any candidates in the pipeline.
- 5.38 The Chair noted the need to be sensitive to the target date of September 2021 which would imply Mr Cooper remaining as Trust Principal for an additional term.
- 5.39 **Action:** Chair to communicate with the Knavesmire Chair of Trustees about the need to extend the interim Trust Principal arrangement.

6 ANY OTHER BUSINESS

- 6.1 There were no items for discussion under AOB.

7 FUTURE MEETING DATES

- 7.1 The next Trust Board meeting is scheduled for the 20th October 2020

The meeting closed at 8.10pm.

Meeting Decisions
Trustees agreed to progress the due diligence process of a merger with South York MAT.

ACTIONS

22nd October 2019

Item	By	Action	Date
6.11	TP	Review website efficiency / commonality across the trust.	Sep 2020
8.2	JH	Schedule a Pupil Premium Link Governor meeting to understand strategies and best practice. Was scheduled for 31 st March but is now postponed	Jul 2020

14.7	Chair	Develop Collaboration Guidance.	May 2020
14.8	TP	Communication Plan to address the high power high impact quadrant to be included in the Strategy Plan. The Trust Principal has applied to the University of York for a suitable intern.	Jul 2020

4th February 2020

Item	By	Action	Date
6.7	TP	Provide a timetable for a consistent MIS System at the May meeting.	Sep 2020
8.7	Chair	Discussion of the ethos of autonomy to be part of the next away day.	Sep 2020
8.15	Chair	Source training on how to be a good director and asking the right questions.	Jul 2020

17th March 2020

Item	By	Action	Date
18.2	TP	Review what is in place for personal development as part of the performance management process and discuss with the Headteacher Group if changes are needed.	Sep 2020

7th July 2020

Item	By	Action	Date
7.6	IW	Mr Wiggins to communicate the Trust Principal recruitment plan with LGBs and invite a governor representative on the recruitment process alongside himself, Michelle Blake, Jill Hodges and the CFO.	Sep 2020
11.3	TP	Trust Principal to establish a Pupil Premium Covid-19 research project.	Oct 2020
13.8	TP	Work with the Headteacher Group to understand expected support from a full time Trust Principal and develop an engagement plan.	Sep 2020
17.2	CFO	Check schools are using the correct Zoom accounts.	Jul 2020

7th October 2020

Item	By	Action	Date
5.36	Chair	Update Members on the decision to progress the merger process.	8 Oct 20
5.37	IW	Inform Academicis to hold the Chief Executive recruitment process	Oct 2020
5.39	Chair	Communicate with the Knavesmire Chair of Trustees about the need to extend the interim Trust Principal arrangement.	Oct 2020

Approved on 20th October 2020

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Chair of South Bank Multi Academy Trust