

**Peterborough Diocese Education Trust**  
Company Number 08509710  
**Board of Directors**  
**Draft Minutes of the Meeting**  
**held on 16 December 2021, 2.00pm**  
**VIRTUAL MEETING VIA ZOOM**

Attendance Key:		✓ = present; A = apologies received and accepted; ApN = apologies received but not accepted; Ab = absent; R = resigned								
Name	Category	30/9/21 EGB	12/10/21	16/12/21	10/2/22	31/3/22	16/5/22	19/7/22		
Cathy Armstrong (CA)	Director	✓	✓	✓						
Kevin Binley (KB)	Director	✓	✓	✓						
Bishop Ed Condry (+EC) (Resigned end 12/10/21)	Director	✓	✓							
Margaret Holman (MH)	Director and Chair of the Board	✓	✓	✓						
Natalie Howes (NH)	Director	A	A	✓						
Jan Martin (JM)	Director	✓	✓	✓						
Dr Janet Northing (Appointed Dec 21) (JN)	Director			✓						
Andrew Scarborough (AS)	Director	✓	✓	✓						
Anup Sodhi (ASi)	Director	✓	✓	A						
Dr Gordon Temple (GT)	Director and Vice Chair	✓	✓	✓						
Ruth Walker-Green	CEO & Director	✓	✓	✓						
Andrew Weatherill (AW) Resigned end of 30/9/21	Director	✓								
Attendance %: this meeting		92%	89%	90%						
Attendance %: year to date		92%	90%	90%						
	<p><b>In attendance:</b> Gill Broughton, Director Learning &amp; Achievement Helen Buckley, (HB), Director, Governance &amp; Compliance Lee Hughes (LH), Chief Financial Officer, Director Business &amp; Finance, PDET  Maxine Ward, (MW) Independent Governance Professional, Hallam Learning Consultancy</p>									

## 1. WELCOME AND PROCEDURAL

- 1.1 The Chair welcomed everyone to the meeting including Dr Janet Northing who had been appointed as a Director by PDET Members for a term of 4 Years. Anup Sodhi, Director, had sent apologies. Kirstin Howarth, Headteacher Representative had also sent apologies. KH had sent a message of thanks to the Executive which was shared and acknowledged. It was pleasing to hear that Headteachers had felt supported over this challenging year:

*"I think the Board should be aware that even in tough times, the central team and the PDET leaders have continued to provide excellent support to schools. This includes school improvement, legal, SEN and GDPR/ SARS support.....Having spoken to 4 or 5 other heads recently, all make similar comments. We spend most our time driving forward, seeking improvement, stressed about all things covid .....but the end of the year seems a good time to reflect on those things that have worked well despite the challenges. The fact we have such a strong team behind those of us on the chalk face makes leadership of our schools significantly better than those leading schools not in PDET so, a huge thank you to RWG and the central support team."*

GT led the Board in an opening prayer.

## 1.2 Declarations of Interest

The following Directors declared standing interests as members of Academy Governance Committees (AGCs):

- Cathy Armstrong: St Andrew's C of E Primary School, Kettering
  - Jan Martin: St Luke's C.E. Primary School, Northampton
  - Natalie Howes: Freemans Endowed CE Junior Academy and St Barnabas C of E School Wellingborough
  - Gordon Temple: Welford, Sibbertoft and Sulby Endowed School and Barby C of E School
- Janet Northing declared her interest as a member of the Peterborough Diocese Board of Education.

MW reminded Directors that the Register of Interests should be kept up to date including with any changes of registrations at Companies House.

**Action 1: Directors to advise MW of any changes by email so that the Register could be updated. There would be a standing reminder.**

## 1.3 There were no items of additional business for discussion at Item 7.3.

## 2. EXTERNAL AND INTERNAL AUDITORS' REPORTS

The Board expressed thanks to the CFO and the PDET Finance Team for all their hard work and preparation for the external audit. Directors were pleased that the Auditors had commented that it was the highest quality audit they had been able to perform due to the quality of information received from the team. This was reflected in the comments in the Audit Completion Report (2.1) and Directors expressed their confidence that they had assurance that the management of finances in PDET was secure.

LH provided brief context and an update on the Internal Audit Summary Annual Summary Report (2.3). Three internal audits had been completed. The Risk Management audit was advisory, and a new approach was being developed in PDET. The findings and recommendations were incorporated in the new Risk Management Policy.

Matters identified in the Key Financial Controls review had been mainly addressed. There was a good understanding of the issues that had faced the Trust in ensuring that the controls were in place across all the individual schools. 'Reasonable Assurance' had been given for the Key Financial Control Review. Considerable work had been completed and the Board could be assured of improved compliance and that the direction of travel was positive.

The IT General Controls Review was the area of greatest concern. There was already awareness of the issues. The developing IT strategy would deliver a way forward but IT remained an area of vulnerability. The concerns and associated risks would take time to address. The review was considered as a baseline assessment and a follow up audit would be completed in the second year, allowing time for the new strategy and processes to become embedded. The Business and Finance Committee would be monitoring the project and it would be a standing item on their agendas.

***THE BOARD REVIEWED AND APPROVED THE FOLLOWING DOCUMENTS. ALL DOCUMENTS HAD BEEN SCRUTINISED BY THE AUDIT AND RISK AND BUSINESS & FINANCE COMMITTEES, AS APPROPRIATE, AT THEIR MEETINGS ON 3 DECEMBER 2021.***

- **2.1 Audit Completion Report**
- **2.2 Letter of Representation**
- **2.3 Internal Audit Annual Summary Report**
- **2.5 Going Concern Report**
- **2.4/2.6 Annual Report and Accounts 2020-21 for submission to the ESFA.**

### **3. VALUE FOR MONEY/FINANCIAL OVERSIGHT & MONITORING**

#### **3.1 Finance Reports: October 2021**

The Finance Report, Board Pack and Appendices (papers 3.1.1- 3.1.4) had been circulated in advance providing the management accounts to 31 October 2021. All documents had been scrutinised by the Business and Finance (B&F) Committee.

The reporting pack continued to be enhanced and LH was reviewing how the information could be better presented to support Board scrutiny. Reforecasts had been completed in November and these would be shared through B&F in January.

Directors discussed the need to have greater clarity and transparency about variances in income and expenditure on a school by school basis. It was important to have a good understanding of the need for subsidies at individual schools to enable the Board to track the related moral question on using the funds allocated to schools to drive improvements in education. Cross-subsidy was an accepted element of the PDET operating model however, Directors had a responsibility to ensure that investments were managed in a balanced and equitable way and monitor that funds intended to support education in large schools in areas of high deprivation should not be over diluted to sustain small schools.

**Action 2: LH to review the reports to ensure that B&F monitored the detail of variances at school level (based on what would be managed at locally) with high level reports presented to Board on a termly basis. Directors suggested that combining the existing income and staff costs variance reports would present a simple solution.**

## **THE BOARD RECEIVED THE FINANCE REPORTS/MANAGEMENT ACCOUNTS FOR OCTOBER 2021**

### **4. VISION AND ETHOS**

#### **4.1 Growth Working Party**

GT provided a progress update on the discussions of the working party to enable the Board to consider PDET's growth strategy. Parameters that were discussed included the drivers, risks and benefits of growth and covered:

- The moral purpose of PDET and the reasons it was established
- Risks and benefits of expansion, including the opportunities to provide education in church schools for more children, in more places, whilst recognising the financial vulnerabilities in securing the survival of small schools
- If growth was beneficial, should it be delivered strategically or opportunistically and how would that drive a plan. Modelling sustainability over long term horizons was important.
- The types of school and educational phases that would be attractive to PDET
- How attractive PDET was to schools in the Diocese and elsewhere and the importance of establishing a sustainable financial model to deliver effective and high quality education in all PDET schools.

The next meeting would take place in January. A paper with recommendations for the strategy would be presented to the Board in due course.

JN offered to join the working party if additional input was required.

## **THE BOARD THANKED GT FOR THE UPDATE**

### **5. STRATEGIC PRIORITIES**

#### **5.1 CEO's Report to the Board**

In response to questions, RWG explained the rationale for reducing Pupil Admission Numbers (PAN) in some schools. PANs of 18/19 children did not lend themselves to effective curriculum planning and the delivery of good educational provision. Fifteen was a more appropriate number (a combined class of 30) to deliver the curriculum across two-year' cycles as it enabled continuity where there was a need to mix year group classes.

The challenges of Covid outbreaks and the need to activate outbreak management plans were acknowledged. Schools had moved in and out of outbreak management plans. The number of schools had been relatively stable but different schools would have active plans at times over the course of the term. When outbreak plans were in place it was difficult for education to progress and have the expected impact.

It was confirmed that where funds were provided for school led tutoring, each school was accountable for the funds and must demonstrate the impact of the (15 hours) provision for each eligible child. The funds could not be pooled but the Trust did support by helping to source tutors on a cluster led basis.

The Recovery Premium was restricted in the same way as Pupil Premium and could be used more broadly but it would still be necessary to demonstrate impact.

Directors were pleased to see the positive pattern coming through in Ofsted outcomes during the term and thanked the CEO and the education team for continuing to deliver high quality education in such challenging times.

### **5.1.1 Stanton Cross Outcome**

PDET had been unsuccessful in its bid for the new school at Stanton Cross and the rejection letter had been circulated for information. Recognising the time and costs invested in putting the bid together and that the reasons for rejection may impact on the future growth strategy, RWG had sought feedback from North Northamptonshire Council. A meeting would be held in January.

<b>Action 3: RWG would advise the Board once the successful bidder was known</b>
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Directors had asked whether it was worth the investment cost to continue to put bids together for new schools. Overall, whilst the outcome was disappointing, the letter did suggest that future bids from PDET would be welcomed: *'NNC would like to emphasise that it would happily engage with your Trust in the future on any similar process for forthcoming new schools in North Northants, such was the strength of your bid.'*

It was thought that there had been around twelve parties that had submitted bids for the school and whilst the PDET growth strategy was still being agreed, the consensus was that it would be worth bidding for the new schools as they became available. It was noted that competitors may have stronger communications and marketing strategies with greater brand awareness than PDET currently had. The development of the wider Trust communications and marketing strategy would help to address that.

### ***DIRECTORS RECEIVED THE CEO'S REPORT AND THE LETTER FROM NNC RE STANTON CROSS***

## **5.2 Strategic Priorities Update**

### **THE BOARD RECEIVED PAPERS 5.2.1 AND 5.2.2 WHICH HAD BEEN SCRUTINISED AT COMMITTEE LEVEL**

## **5.3 MAT Self-Evaluation (MATSE)**

RWG delivered a PowerPoint presentation to explain how the Trust's Self-Evaluation Document was being developed and that it would be expected to be in place for the Ofsted MATSE. The purpose was to articulate the trust dividend; how the Trust adds value to each of its schools so that they achieve more being within PDET than they would if they were not. Directors should know what the Trust had done, what impact PDET's strategies and actions had and how the Board knew.

The work completed so far was shared and discussed. All Directors should be familiar with the summary statements and particularly those relating to the quality of education.

Directors discussed that it was important for the SEF to articulate what was unique about PDET and the context of the Christian vision and faith underpinning the value added. The document should differentiate between what had been achieved and what continued to be areas for development. The SEF would bring together a common understanding of the Trust's strengths and weaknesses. Directors further considered that the Trust added value through the transition journey and transformation as schools joined the Trust. Schools would be at different points on the journey and case studies might be used to articulate the impact and how the

character of PDET shaped and added value to the transformation. The unique ethos should be clear from the outset of the documented SEF.

Further work would be completed and shared with Directors so that the Board could have input and there would be agreement from the Board to the summary statements. The detailed elements of the SEF would be shared with the relevant Directors.

**Action 4: RWG to update the document and share with Directors for the next meeting.**

***DIRECTORS NOTED THE WORK THAT HAD BEEN COMPLETED AND WAS ONGOING AND THANKED THE CEO FOR HER PRESENTATION.***

#### **5.4 Education Update: Curriculum**

The Curriculum update had been discussed in depth at Education Committee. The Chair of the Education Committee confirmed that it had been agreed that the strategic thinking and vision to support schools in their curriculum planning was impressive. The quality and vision was a real strength of the Trust and brought strength and rigour to the Trust's approach to school improvement.

***DIRECTORS RECEIVED THE EDUCATION UPDATE INCLUDING DOCUMENT 5.4 AND THANKED GB AND RWG FOR THEIR WORK ON THE CURRICULUM***

#### **5.5 Safeguarding Report to the Board**

Questions were invited on the safeguarding report. It was noted that recent Ofsted Inspections across the Trust had (as expected) given high profile to safeguarding and it was important to be prepared for that.

HB asked Directors to confirm they had completed their safeguarding training. MW was making sure there was a record.

Directors expressed concern about the issues with the local authorities. It was important to link all the information available when considering safeguarding issues and at Trust level, consideration should be given to joining up the link reports, accident reports and information from My Concern. Recent high profile cases where LAs were being found to be negligent in listening to and acting on information was concerning.

Directors asked if there was more that could be done at Trust level to ensure opportunities to spot and identify concerns were maximised.

HB explained how My Concern helped the process, especially as patterns could be identified but the biggest issue remained the responsiveness of the LAs, particularly in Northamptonshire.

Recent evidence of serious issues of concern in PDET schools would be taken directly to a meeting with officials at the LA. Schools and Headteachers were working extensively to support children.

Directors asked if there were any opportunities to collaborate with other trusts to feedback to the LA. HB explained that there were various forums and PDET schools and the Trust participated to create a joined up approach where possible. It may be beneficial to discuss further with other MATs how they could work together to influence action at the LAs.

**Action 5: HB to follow up with other MATs and report back to Board on actions that might be taken**

Directors then enquired about Children Missing In Education and noting the increasing numbers that were being reported nationally, to what extent did PDET schools have a problem and could they account appropriately for any children who were not attending school.

HB explained the processes that were in place and provided assurance that schools would follow up for both existing children on roll and then through reporting any children who were due to join school but did not arrive. Attendance was monitored and actions taken where necessary.

Home Schooling was an increasing concern with families choosing to take the children out of school and it was recognised that small schools had little capacity to monitor this position.

The ongoing issues with the LA safeguarding provision were acknowledged. It was essential that schools and the Trust followed all processes and that there was complete evidence of reporting through the appropriate channels. The implications for Headteachers' and staff wellbeing when they worried about children who needed further support from social services with limited capacity, were acknowledged.

**Action 6: HB to follow up with meeting senior safeguarding team at the Children's Trust/LA**

#### ***THE BOARD RECEIVED THE SAFEGUARDING BOARD REPORT, PAPER 5.5***

##### **5.6 Revised Risk Register**

Papers 5.6.1, Risk Register, 5.6.2, Risk Register, Education; 5.6.3, Risk Register, Operational People & Pay were circulated in advance.

Papers 5.6.2 and 5.6.3 were examples of the new Register format based on the Risk Management policy. These had been reviewed at committee level.

The Board were advised that the risk in relation to lack of Directors had been reviewed and should be red. This was being addressed through recruitment, discussed at 6.3 below.

***DIRECTORS RECEIVED THE RISK REGISTER AND NOTED THE REVISED REGISTERS AND SCORES WERE BEING DISCUSSED IN DETAIL AT COMMITTEE LEVEL***

## **6. GOVERNANCE AND COMPLIANCE**

### **6.1 Health & Safety Update**

All incidents had been investigated and policies had been followed. LH advised that work was being completed to ensure that there was consistency in reporting categories. A group of Headteachers were on the panel. He confirmed that there were no areas of particular concern in the reported figures.

HB confirmed that work continued on My Concern to define and streamline reporting categories for safeguarding incidents.

***DIRECTORS RECEIVED THE HEALTH AND SAFETY UPDATE***

## 6.2 Standing Committees

Minutes from all Committees had been shared on Governor Hub. Questions were invited.

### 6.2.1 Business & Finance Committee

It was highlighted that the Committee would be monitoring costs carefully. The Trust had operated through a period of relative stability but the economic shock over the coming year would impact at all levels.

### 6.2.2 Audit & Risk Committee

A paper to enable Board discussion and approval of Risk Appetite would be brought to the next Board meeting.

**Action 7: HB/RWG to produce Risk Appetite Paper. MW add to agenda**

### 6.2.3 Education Committee

The majority of issues discussed had been referenced above. Directors were reminded of the ongoing concerns around SEND provision in the Local Authorities. The Committee would continue to monitor this area.

### 6.2.4 People & Pay Committee

It was reported that teachers' pay rises had been reviewed and agreed in line with policy. Robust challenge had been provided.

The Committee had also recommended implementation of the Support Staff pay rise at 1.75%. This was due to be paid in April 2021 but had not yet been finalised at national level. The final agreement would not be less than 1.75% and in the unlikely event that a higher rise was agreed, the difference could be paid at that point.

A Trust Wellbeing Link was required and MH invited Directors to express interest.

**Action 8: Directors to advise MH if they would like to take on the role of Wellbeing Director**

It had been agreed that new HR policies were required as a matter of urgency and since the meeting the unions had agreed to advise which organisations might provide appropriate templates that were already adopted by other MATs. People and Pay Committee would review the new policies in due course and recommend to the Board for approval.

### 6.2.5 Trust Governance Committee

HB gave an update on AGC monitoring activity. A reporting mechanism for AGCs to feedback to the Board (via the Central Team) on the work they were completing had been introduced. Some of the concerns they raised related to areas, for example, finance, which were not in their remit.

There was a lot of information available for AGCs but it was not always accessed. A new webinar had been prepared to help understanding of the role. Other issues would be addressed through the Communications Strategy. Directors highlighted the importance of hearing stakeholder voices including those of local governors. Covid had impacted on the work that was intended to be carried out but these issues would continue to be addressed through TGC.

**TGC HAD MADE A RECOMMENDATION THAT, IN LINE WITH GOOD GOVERNANCE PRACTICE DIRECTORS SHOULD (IN NORMAL CIRCUMSTANCES), SERVE A MAXIMUM OF TWO 4 YEAR TERMS OF OFFICE. THIS WAS AGREED AND WOULD BE SHARED WITH MEMBERS.**

**Action 9: MH to advise PDET Members of the recommendation**

**THE DRAFT MINUTES OF THE STANDING COMMITTEES WERE RECEIVED**

### **6.3 Board Succession Planning/Recruitment of Directors**

**6.3.1** Thanks were given to KB who had been a Director for 6 years and had now decided to step down and this would be his last meeting. The Board thanked KB for his significant contribution, expertise and challenge that he had brought over that period.

**6.3.2** It was noted that Dr Janet Northing had been recommended to the Members through the TGC. Members had subsequently passed a resolution to appoint JN as a Director.

**6.3.3** MH left the meeting. Directors discussed her significant contribution to the role of Chair and the Board. Her current term of office would end in April 2022. She had already served two terms of office but overall, the Board agreed that to secure succession planning for an effective Board, it was recommended that the Members appointed MH for a further term. It was noted that MH did not wish to serve another full 4 Year' term and would aim to move on once the Board was stable.

MH returned to the meeting and was informed of the recommendation.

**6.3.4** GT left the Meeting. GT's term of office would end in March 2022. He had served one four year term. Directors discussed GT's significant contribution to his roles on the Board, as Chair of the TGC and now Vice Chair of the Board. It was agreed that it was appropriate to recommend that the Members appointed GT for a further term of office. It was noted that GT did not wish to serve a full term and would aim to move on once the Board was stable.

GT returned to the meeting and was informed of the recommendation.

**IT WAS AGREED TO RECOMMEND TO MEMBERS THAT BOTH MARGARET HOLMAN AND GORDON TEMPLE WERE APPOINTED AS DIRECTORS FOR A FURTHER TERM OF OFFICE**

**Action 10: MH to advise PDET Members of the Board's recommendations**

**6.3.5** The Chair provided a verbal update on actions being taken to recruit additional Directors. Academy Ambassadors had been commissioned to source candidates for Director vacancies. The Chair had ensured that Members were involved and kept up to date. Another person with experience in finance and risk had expressed interest in the role and as this was a key skills gap, she had been invited to submit an application form. The Board was also using existing networks to source a Director with appropriate large MAT educational experience.

An update would be provided at the next meeting. Directors were also asked to recommend that Members agreed to increase the number of Directors to 13/14 to enable new Directors to develop into roles and provide effective succession for MH and GT to step down at the right time.

**DIRECTORS AGREED TO RECOMMEND A TEMPORARY INCREASE IN THE NUMBER OF DIRECTORS.**

#### **6.4 Annual General Meeting**

The agenda for the AGM was circulated in advance. It would take place on 2<sup>nd</sup> February at 10.00am. Directors may attend the AGM if they wished and could speak but did not have a vote.

***THE BOARD APPROVED THE AGENDA FOR THE AGM AND THE FORMS OF PROXY***

#### **6.5 PDET Board Code of Conduct**

**Directors confirmed that they had read and agreed the Code of Conduct.**

#### **6.6 Confirmation of Committee Membership**

The updated framework for Committee Membership reflected recent changes in the Board and was approved.

***THE BOARD APPROVED THE COMMITTEE MEMBERSHIP AS SET OUT IN DOCUMENT 6.6***

### **7. BOARD'S ORGANISATIONAL MATTERS**

#### **7.1 Approval of Minutes**

The minutes of the Full Board meeting on 12 October 2021 were approved.

#### **7.2 Action Log**

The Action Log was reviewed.

All Items were complete/discussed within agenda items apart from Directors' attendance at AGCs.

Directors were reminded to return the Competency Assessment Forms by the end of the year and confirm that they had read KCSIE and completed safeguarding training.

#### **7.3 Any Other Urgent Business Agreed at Item 1.5**

There was no urgent business.

#### **7.4 Dates of Future meetings**

The next Board meeting dates were noted as:

10 February 2022

31 March 2022

16 May 2022

19 July 2022

*The meeting closed at 16.01pm*

*The Confidential Part of the Meeting continued and was minuted separately.*

Chair:

Date: