

## THINKING SCHOOLS ACADEMY TRUST

COMPANY NUMBER: 7359755

Subject	<b>Meeting of Directors</b>	Date	13 <sup>th</sup> December 2023
Room	Via Teams Call	Time	5.00pm
Present	Peter Martin (PM) (Vice Chair), Kaye Bettey (KB), Stuart Gardner (SG), Derek Morrison (DM), Andrew Medhurst (AM), Clive Star (CS), Steve Geary (SGE), Gerard Newman (GN) (Chair), Dave Glassey (DG)	Clerk	Sara Chesters
Apologies accepted		In attendance	Kelly Denton (KD), Lee Miller (LM), Ashley Hall (AH), Janet Perry (JP), Dan High (DH)

Key Points Discussed and Action Items				
No.	Agenda Item	Action/Discussion	By whom	When
1.	<b>Declaration of business interests</b>	There were no declarations of interest relating to items on the agenda. AM emailed KD to mention that in papers another Medhurst is mentioned which is no relation.		
2.	<b>Welcome and apologies for absence</b>	GN welcomed all to the meeting. Apologies were received and accepted from Ian Mason and Natasha Hurtado. Gavin Jones not present nor Matthew Fleet as attendees but no apologies received.		
3.	<b>Minutes and Matters Arising</b>	The minutes from the previous meeting were reviewed and agreed to be an accurate record of the meeting.  No matters arising from previous meeting.		
4.	<b>CEO Report</b>	SG asked if any questions from the PMI from the report – No Questions  SG referred to Curledge Street's Ofsted taking place over today and tomorrow and would like to refer		

		<p>to one of the Ofsted framework changes from October, which is regarding how Trustees are involved during the inspection process. Sometimes Previously, Trustees could be seen either independently together or with Exec but the new framework specifies that Ofsted do not want to see Trustees in with the Exec team, they want them to be seen separately (independently).</p> <p>In future Ofsted’s, TSAT will need one or two (preferably two) Trustees who will be comfortable talking about the school from a Board perspective. Looking towards next term we are expecting HGS, PHSG, and PA. Over the course of the meeting, if Trustees could think about how TSAT assign Trustees to schools? - It may be that Trustees who have a particular knowledge in specific schools are assigned</p> <p><b>Q - relating to SG’s comments regarding Ofsted changes. “Where do differing levels of governors sit in the process?”</b></p> <p><b>SG A “Ofsted are now putting RGB and potentially, AAB members, with a particular focus on RGB as the decision makers. Trustees will have a separate meeting - this will mean two separate meetings for different tiers of governance.”</b></p> <p>GN commented that this will put a disproportionate burden on Trustees - if they are to have separate meetings, as they will have multiple Ofsted’s in a year and they will have to go to every-one.</p> <p>SG confirmed he has raised this with CST yesterday and it is recognised as a problem in the system. Currently, Ofsted is generically constructed for all types and sizes and working on the average of 6 or 7 schools. It is an issue and Martin Oliver is joining in Jan 2024 as the Chief Inspector and understands larger MAT’s, so there is an expectation that there will be an adjustment in the future. SG is hoping it is an issue that will resolve with time.</p> <p><b>Q – Did you get a view on what it is they are expecting from Trustees as opposed to what they are expecting from governors?</b></p> <p><b>SG A -How do board members know what is going on in the school. Board members receive information through the Curriculum and the Quality and Assurance Committee and Quality Assurance reports are also done for each school. They also receive reflections on outcomes, so can see how it’s going. Whilst SG cannot speak as a inspector, he feels it will be more around how do</b></p>		
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**you know the questions, rather than what do you know about the school.**

**A: Questioned the point further on in the agenda around the governance review and the discussion of moving more responsibility to the AAB. Would that change as Ofsted will want to speak more to AAB or will it still be the RGB?**

**GN responded that the point of moving more responsibility to the AAB, is so that there will be more direct connection between the governance body and the school. There will then be the separate discussion with the Trustees, but GN's view is that the governors will be able to talk more meaningfully to the Ofsted Inspection about the school.**

SG agreed.

SG commented that he would be taking the main themes from the CEO reports;

30/36 projects from the Trust development plan are currently on track for completion as expected. Any delays are almost entirely due to extenuating circumstances.

LM updated on the restructure of thinking Technology; currently the consultation is underway and closes 5<sup>th</sup> Jan, the plan being to put more resources into schools. This will create a regional based model and distributes across three regions. We are also appointing an operations director to link facilities and tech together. Dan High will assume this role from 1<sup>st</sup> April 2024.

[REDACTED]

[REDACTED]

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[REDACTED]

SG reminded board that the new TSAT regional directors join in January and will be reaching out as part of their induction.

SG - Ofsted at HGS delayed due to RAAC which is why they are now expecting it next term.

PA is in a stronger place than has been, but there is still a danger of a no notice inspection and English and Maths are the concern the school are working on.

We are working on the basis that TPA are likely to have their full inspection moved forward following the NFD inspection and preparing on this basis.

*Any questions on Ofsted – no questions.*

GN suggested a pause to discuss the need for governors and Trustees for upcoming inspections.

GN confirmed he is usually involved in discussions with Ofsted anyway. GN did a visit to HGS last week and prepared a visit report on the basis of an upcoming inspection. GN has also done a 2-day visit to PA and is planning a visit to PHSG on Jan 16<sup>th</sup> and will be preparing a further report for PHSG, so GN happy to be one of the Trustees for any of those inspections. Will however, probably need another Trustee for those schools?

SG commented that GN's commitment is very high and a big thank you for the work done. It doesn't always have to be the Chair who does the visits. SG confirmed two Trustees are needed - three would be good.

		<p>DM commented that CDR are not mentioned in Ofsted report. SG confirmed they are correct to be on the list but it is more likely to be Summer.</p> <p><b>Q Is DM able to help out?</b>  <b>DM A Yes</b></p> <p><b>PM confirmed that he is on the RGB for South West so happy to volunteer for schools there and also on Strood so happy to follow up on DM's comments and do CDR.</b></p> <p>GN commented another volunteer needed for HGS and another for PA and PHSG.</p> <p><b>Q to CS "would you be willing?"</b>  <b>CS A "more than happy to".</b></p> <p><b>Q to AM? AM wouldn't feel comfortable to lead but happy to support.</b></p> <p><b>Q to KB? KB confirmed happy to take on any Ofsted roles in Medway - can add to HGS,</b>  <b>A: KB Is the sensible thing for all Trustees to look at regions and upskill on schools where they may need to help.</b></p> <p><b>GN stated on Trustees there is a reasonable coverage.</b>  KD agreed and has listed GN as contact for Governors we should liaise with.  KD has emailed all heads in Ofsted window to see who they want to represent the school.</p> <p>SG confirmed it is important for heads to engage with the individual identified as there is a lot of information.</p> <p><b>Q "What about unexpected Ofsted? Are TSAT going to do anything around allocating to every part of the trust as it feels quite a lot of work and worry on the part of the Trustee, with how much you need to know in terms of number of schools in the Trust. Is it worth having a link Trustee to every school?"</b></p> <p><b>GN A "yes you are right, as a Trustee you are covering all schools in the Trust so agree with the</b></p>		
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concern.” GN confirmed that TSAT know what schools are in Ofsted window so have covered this off for the next six-month window. In time there will also be more awareness as to what Ofsted inspectors are looking for from Trustees

SG Outcomes

- No KS1 23/24 but looking to do voluntarily.
- **Phonics** in the trust is weaker – this is likely to be picked up by Reg Director.
- **RGB and AAB** to really interrogate on school progress and attainment
- **KS2** improvements in Maths - most schools and the Trust at the national average, but below for attainment measures (and there won't be progress data for 24/25). Jody Murphy and her team are thinking how TSAT can demonstrate progress during this interim period. The junior schools in particular are more challenging due to serving more challenging cohorts. There is a need to stay focused on outcomes
- **KS4** in terms of broad improvements, and the key focus is again on outcomes. At TPA, TVA and GA there is a need for the AAB and RGB to be focused with the schools on plans around this.
- **Behaviour** – already know there are rising challenges in schools who are having to hold a challenging line with behaviours, which are being managed fairly well. Some schools are finding this difficult. GN added that it is not just PP that have a high percentage of suspensions it is also SEND - SG agreed
- **Quality Assurance** – A lot has already been undertaken. There was a late addition regarding HGS, and the QA outcomes have gone into the online CEO report. There has been positive QAs for all schools going into Ofsted windows. The Board may recall that NHCA had a poor QA report in April [REDACTED] The report since shows a significant improvement.

		<ul style="list-style-type: none"> <li>• <b>Attendance</b> - Continues to be a challenge. Non-Grammar schools have fallen below national, although by cohort most are around national. The primary schools are doing fairly well but the gap between primary and secondary has opened up.</li> </ul> <p>Any questions from CEO report?</p> <p><b>GN Comment Regarding attendance and governor visits.</b> [REDACTED]</p> <p>[REDACTED]</p> <p><b>SG commented he was not sure about Ofsted consistency - at times they are but he echoes GN's comments</b></p>		
5.	<b>TPA Report</b>	<p>NS confirmed she had prepared a few notes for the update on TPA</p> <ul style="list-style-type: none"> <li>• The school is calmer, students are responding better to operational systems put in place, such as no mobile phones at any time.</li> <li>• Consistency in staff application of behaviour policy, in place, bronze, silver, gold for students who listen – there needs to be more gold</li> <li>• School has worked its way through high challenge issues and now need to work on low level and disruption in some classrooms for some teachers.</li> <li>• The school is now in a position to move from corridors and outside to tackling inside classroom behaviour but require consistency and staff application of sanctions and consequences. Core is relationships and routines and SEND support.</li> <li>• [REDACTED]</li> </ul>		



		<ul style="list-style-type: none"> <li>• Complaints have reduced compared to April/May, are now better tracked and a lot are being dealt with at stage one.</li> <li>• The school has been in the press three times since September with alarming headlines. Also, on [REDACTED]", this is largely commentary from parents which is positive more than negative but is not helpful when the school is in this position.</li> </ul> <p>[REDACTED]</p> <ul style="list-style-type: none"> <li>• The school are reviewing core subjects and the YR 11 strategy. There is a Capacity issue relating to capability to deliver on some things. SG is releasing additional trust leaders to help tackle this in the spring term.</li> <li>• GN confirmed that he has spent time with NS today and followed up on the review of behavioural issues that Matthew Fleet and he had identified, and there has been improvement since October. There is improvement in the security since the last visit. GN also visited the removal rooms, which were calm and students were working, (which they weren't at the last visit). There is still some boisterous behaviour but lessons were calm and students were attentive. GN's overall feeling is when he visited in October with MF it felt a bit heightened walking around and he didn't feel that this time, so it does feel calmer.</li> </ul> <p>The question before was is TPA a safe environment. GN now feels it is but the behaviour issues still need addressing and that will need resources.</p> <p>GN passed thanks to NS and her team as he knows it's not an easy fix and they have been spending time to resolve the issues.</p> <p><b>Q: As Board directors we are meant to have full insight on all schools but there's a fine balance not to know too much. In an ideal world, the Board would be aware of all issues at TPA, which I didn't know fully about. The ideal position to get to, would be to rely on the AAB and RGB members to attend panels to get a full oversight. If there was an Ofsted inspection. I feel I wouldn't be fully aware as do not have the full oversight, but how do we as board of directors know what is going on at schools without knowing too much detail.</b></p> <p><b>SG A: That he would challenge that director needs to know everything going on in all schools as there are 26 schools and SG doesn't know everything that is going on in all schools. Based on risk reports, TSAT raise the profile of schools that need attention and focus. TPA are moving into a</b></p>		
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		<p>better position than previously, and the Board is providing additional resources to ensure this. SG states directors should feel comfortable and confident that the Board is aware and knows what is needed through SG's reports and the committees that are looking more at individual schools.</p> <p>Trustee: agrees and is comfortable with SG's response but would like to be more pro-active than re-active.</p> <p>Trustee: Thanked NS for reflections and referred to extra GDC's and TPA has had a fair number? NS confirmed that was the case, she was not sure how many but by mid Jan would probably be- say around 25.</p> <p>Q: "That's high?"  NS A: Yes there are a number of days I'm not available due to GDC's one, noting that one student is currently at 3 GDC's. It is a lot but the practice around this has got a lot better and a member of staff is now trained around GDC's so I can just tweak. Mostly they are upheld - one wasn't due to unmet SEND need.</p>		
6.	<b>Reports from Committees</b>	<b>Reports from Committees</b> To receive <b>information</b> highlighting key risks from committees and <b>decisions</b> needed by the board: <b>A) Audit &amp; Risk Committee</b> <ul style="list-style-type: none"> <li>- Accountants presentation was that there was that the audit was clean, with very few issues</li> <li>- Thanks to DH, LM and teams for assistance provided to auditors</li> <li>- LM really pleased to receive accounts in format they were, audit report very clean and highlighted strong practices</li> <li>- Assets [REDACTED] broadly due to schools joining</li> <li>- Net current assets gone up by [REDACTED] which shows improved position around liquidity-made up of [REDACTED]</li> <li>- Reserves looking healthy at [REDACTED]</li> <li>- Good position to be in and recommended for sign off</li> </ul> <b>Risks</b> [REDACTED]		



		<ul style="list-style-type: none"> <li>- Acknowledge this is a very difficult period for the operations and central team for several reasons.</li> <li>- The restructure LM leading on has clearly been a well thought out restructure and a lot of work has gone into this. Thanks to LM for leading on this and getting underway. There is a meeting in Jan to discuss next steps</li> </ul> <p><b>Risks</b></p> <ul style="list-style-type: none"> <li>- Thinking facilities James Fenlon has lost deputy and we are recruiting for H&amp;S advisor so they are particularly stretched but actively recruiting.</li> <li>- The Sink Hole in PHSG is a concern [REDACTED] LLM confirmed two strategies being employed. [REDACTED]</li> </ul> <ul style="list-style-type: none"> <li>- H&amp;S training, JF has been clear that there is a skew in the figures from IHasco.</li> <li>- Trust single network migration for Torbay team. The Committee/IT accept lessons learned from the process for when we take on new schools. Some harsh feedback for the IT team so hope lessons are embedded and we have moved on as we are one team.</li> </ul> <p><b>D) Finance Committee</b></p> <ul style="list-style-type: none"> <li>- Reviewed risks &amp; issues</li> <li>- Highlighted piece on report has now been approved</li> <li>- Year end numbers already covered</li> </ul> <p><b>Risks</b></p> <ul style="list-style-type: none"> <li>- Budget – [REDACTED]. Meeting in November, and further meetings to be held in January and February, ensuring board is getting enough financial information to discharge duties</li> <li>- No decisions in terms of the risk register</li> </ul> <p>LM confirmed there should be a channel on teams' group with financial info. Management accounts and cashflow have been updated on there. KD checking if emails sent. GN confirmed the distribution needs updating.</p>		
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		<p><b>E) Governance &amp; Compliance Committee</b></p> <ul style="list-style-type: none"> <li>- Review risks &amp; issues</li> <li>- LL report highlighted concern around P/T timetables in the Trust overall. JM is reviewing and relaunching.</li> <li>- Concerns on compliance with H&amp;S covered by KB</li> <li>- High level of GDC's regarding permanent exclusions rescinded. GN met with LB and can understand why rescinded in the specific instances.</li> <li>- Agreed new Terms of Reference for GDC's to try and streamline process approved – moving towards 2 panel members for Tier 1 GDCs</li> </ul> <p><b>Q: question regarding even number of governors on the committee for GDC's</b></p> <p><b>A: KD spoke to solicitor to check and risk is two people would disagree and the chair would then have the deciding vote.</b></p> <ul style="list-style-type: none"> <li>- Governance Review with accompanying paper to board <ul style="list-style-type: none"> <li>- KD highlighted the recommendations to change local governance establishing new format academy advisory boards with delegated powers, who would meet more often, RGB would look differently and would look at oversight of governance and regional issues to work with regional director.</li> <li>- Recommendations regarding improving data and reporting that goes to governors. Will be working with JM to ensure right information going to the right governance forum.</li> </ul> </li> <li>- Also a recommendation for Governance to have oversight of stakeholder engagement with parents and staff to go into Terms of Ref for the Culture and Development Committee.</li> <li>- We need a decision from the Board on the recommendations in the paper, the working party have looked at these recommendations and agree them.</li> <li>- GN asked if there were any questions?</li> </ul> <p><b><i>Trustees unanimously agreed the proposal including the culture and development committee change to terms of reference to incorporate the stakeholder engagement</i></b></p> <ul style="list-style-type: none"> <li>- <b>Q: really positive to see this, new structure may be an opportunity to reach out to governors lost. They may wish to come back?</b></li> <li>- <b>A: KD agreed she would look at this</b></li> </ul>		
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		<p><b>F) Curriculum &amp; QA Committee</b></p> <ul style="list-style-type: none"> <li>- Review risks &amp; issues</li> <li>- GN said it was a good meeting there is a new format that JM prepared. It was a good discussion and level of challenge. Points discussed already covered in the CEO report.</li> </ul> <p><b>G) Pupil Voice Committee</b></p> <p>Update on issues and actions</p> <ul style="list-style-type: none"> <li>- Wide range of presentations from students and good attendance 13 or 14 schools</li> <li>- Be your best self, charities, food service, earth alliance, anti-bullying were some of the presentations</li> <li>- LM presented back on actions that he has been taking in response to pupil voice forums</li> <li>- GN overall observation, well established forum, growing level of involvement and enthusiasm</li> <li>- Debating forum also set up - first debating competition just taken place</li> <li>- KB great meetings for students and us, KB didn't have in diary the dates and disappointed to be unable to attend. KB can LM give update on catering update on low rating.</li> </ul> <p>LM notified on Thursday that Environmental Health visit two weeks previous gave 1-star hygiene certificate to NHP [REDACTED]</p> <p>LM followed up to ensure actions have been taken to ensure kitchen continues to run in safe way. [REDACTED]</p> <ul style="list-style-type: none"> <li>- LM confident the appropriate action has been taken</li> </ul> <p><b>H) Culture &amp; Development Committee</b></p> <p>Update on issues and actions</p> <ul style="list-style-type: none"> <li>- GN very comprehensive and helpful report</li> <li>- Set up as a forum for new onboarding schools from governance point of view, didn't have any governors from onboarding schools and no apologies</li> <li>- Good discussion around report produced by Mandy Gage, identified themes broadly positive but some IT concerns/glitches. More mentoring/buddies, more clarification around access to information and how to obtain. Overall, very positive.</li> </ul> <p>- <i>KD and GN to get governor from each of the new schools on the Committee for the next meeting.</i></p>		
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7.	<b>Risks Opportunities and Issues from Regional Governing Bodies</b>	<p>GN in terms of risks most have been covered through reports of SG's reports.</p> <p>GN asked if there was anything that anyone would want to highlight or raise from list?</p> <p><b>Q: Pressure on mental health, not been discussed today, understanding on how we are addressing?</b></p> <p><b>LM A</b> There has been the appointment of trust mental health leader Tom Young, who is looking at mental health strategy. Tom has most school leaders, and is looking to support them and their schools. IIP framework, forces TSAT to reflect on how we are supporting mental health and wellbeing of staff. It will be useful to look at the report that comes out to see if there is more that can be done.</p> <p></p> <p>KB GDW problem with ordering system the Trust uses, GDW stating there is a long time in timeline for waiting on ordering items. LM asked to notify DH. KB asked DH to pick up.</p>		
8.	<b>Communication to Governors and Stakeholders</b>	No additional comments		
9.	<b>Chair Update and Correspondence to the Chair</b>	<ul style="list-style-type: none"> <li>- GDW complaint has been made to Ofsted – no details so difficult to respond</li> <li>- Letter received today regarding disability discrimination against student suspended. Hearing in October for PA</li> </ul>		
10.	<b>Any Other Business</b>	<p>Admission policies need to be a minuted for board meeting.</p> <p><b><i>One item agenda meeting 7<sup>th</sup> February 5-5.30pm to discuss HGS and sign off policies. unanimously agreed by Board</i></b></p> <p><b><i>3 RGB member appointments unanimously agreed by Board</i></b></p>		

		<p><b>Alex Hall-Cheng unanimously agreed by Board to be on Staffing, Pay and PG Committee</b></p> <p><u>IT procurement agreement:</u>  AM confirmation of no business interests  DH Infrastructure Maritime Academy due to open in September, two quotes gone through DFE framework. Looking to get approval for purchase £151,97.14 includes supply of access points.  <b>Q: How is DH feeling about budget.</b>  <b>DH A: confirmed Nick O'Donoghue monitoring budget. LM has been on project planning, NO has tracking document to submit to DFE, TSAT buy but DFE fund. They have a tight framework, LM A: reassured DFE would need to have signed off.</b></p> <p><b>Unanimously agreed by Board</b></p> <p>Upcoming dates confirmed:  1 May 2024, Strategic day, London  10<sup>th</sup> July 2024, Leadership Conference, Reading (No board meeting but Board sessions)  17<sup>th</sup> July 2024, full BoD, Maritime &amp; via teams, TBC or Medway Boardroom</p> <p>Meeting closed at 7.07pm</p>		
11.	<b>Confidential Item</b>	See separate minutes		