

**Minutes of a Meeting of the STEP Board of Trustees  
Held on Thursday, 17 December 2020 at 5.00pm (Virtual)**

Name	Position	Attendance
<b>Trustees</b>		
Ben Bartlett (BB)	Non-Executive Trustee	Present
Kate Chhatwal (KC)	Non-Executive Trustee	Present
Mark Ducker OBE (MD)	Executive Trustee - CEO	Present
Angela Farrell (AF)	Non-Executive Trustee	Absent (apologies accepted)
Ross Gardner (RG)	Non-Executive Trustee	Present
Peter Lilford	Non-Executive Trustee	Present
Rory Nath (RN)	Non-Executive Trustee	Present
Navdeep Sanghara (NS)	Non-Executive Trustee	Absent (apologies accepted)
Shelley Stuart (SS)	Non-Executive Trustee	Present
Rama Venchard (RV)	Non-Executive Trustee (Chair of Trustees)	Present
<b>Attendees</b>		
Jennese Alozie	Director of Effectiveness and Performance	Present (for items 1-16)
Paul Glover (PG)	Deputy CEO	Present (for items 1-16)
John Halliwell (JH)	Executive Director of Primary	Present (for items 1-16)
James Hooper (JH)	Director of Operations	Present (for items 1-16)
Philippa Jackson (PJ)	Senior Governance Clerk	Present
Ben March (BM)	Chief Finance and Operations Officer	Present (for items 1-16)
Tim Mills (TM)	Executive Director of Primary	Present (for items 1-16)
Carina Saner (CS)	Chair of Westbridge AC and Beddington Park AC (Observer)	Present

<b>1</b>	<p><b><u>Welcome, Apologies and Housekeeping</u></b></p> <p>RV welcomed everyone to the meeting, particularly CS. Following an offer to all Chairs of Academy Committees, CS had asked to observe a Board meeting. CS had also been asked to stay on for the Confidential Matters item as well.</p> <p>Apologies had been received and were accepted from NS (work commitment) and AF (maternity leave). Trustees congratulated AF on the arrival of her baby and wished her well.</p>
<b>2</b>	<p><b><u>Quorum</u></b></p> <p>The Clerk declared the meeting quorate.</p>
<b>3</b>	<p><b><u>Review of Pecuniary and Conflicts Interests</u></b></p> <p>There were no pecuniary or other potential conflicts of interest declared.</p>

	Trustees confirmed they had updated their personal and pecuniary interests on the Trust Governor system.
<b>4</b>	<p><b><u>Minutes</u></b></p> <p>The minutes of the Board Development Session held on 28 September 2020 and Board of Trustees meeting held on 6 October 2020 were approved. The Chair confirmed he would sign a copy of the minutes at the end of the meeting.</p>
<b>5</b>	<p><b><u>Matters Arising from the Minutes</u></b></p> <p>Trustees noted the actions from the previous meetings as set out in the agenda.</p>
<b>STEP First – We are all one team</b>	
<b>6</b>	<p><b><u>Chief Executive Officer’s Report</u></b></p> <p>The CEO updated Trustees on developments within the Trust since the last meeting.</p> <p><u>STEP Standard</u></p> <p>Trustees considered the STEP Standards Heat Map, which showed the Academies’ performance against the Trust’s performance standards. The STEP Standards had been adapted for the Autumn term to reflect the current environment and these had been reviewed in detail at the Finance and Operations and Education Committees. The key changes to the STEP Standards were related to Absence, including Persistent Absence. It was expected to return to the full set of STEP Standards in the Spring and Summer terms 2021.</p> <p>MD explained that as the new schools joined the Trust the scores were expected to be low as they needed to get used to the new leadership. Some of the scores of the more established academies would also be reevaluated as new or less experienced leaders were put in place. For example, the STEP First score at Angel Oak Academy had been lowered due to the change in leadership.</p> <p><i>Confidential discussions on leadership were recorded in the confidential minutes.</i></p> <p>Trustees noted that some of the STEP Standards scores for Catering and Premises had gone down this term and there were a number of academies rated 3 and 4. JH explained that there were no specific elements that had caused these scores but the assessment process, particularly around operational standards, had become more data focused and had resulted in lower scores. The STEP Standard descriptors had been changed for 2020/21 and were no longer comparable to previous years. This was due to the natural development of the descriptors and moving the standard of excellence to a higher level. RG added that this had been considered at the Finance and Operations Committee. The Committee felt that the work being done to link the STEP Standards document to the Risk Register was a positive step forward and it would be clearer from the Spring term to see the reasons behind the scores.</p> <p><u>STEP First</u></p> <p>PG provided an update in relation to Covid 19 and the school closures and raised the following points:</p>

- It continued to be a difficult time and the number of Covid cases in staff and children had increased
- All schools remained open with the exception of Westbridge Academy due to a Covid outbreak
- Tudor and Gonville Academies had been partially closed due to a Covid outbreak
- Bubbles across London and East Sussex had also been closed and the children would revert to home learning
- The anxiety levels of staff had been high during this difficult time but the Trust and the academies had remained united and operated as 'One Team' in line with the STEP Compass.

Trustees raised the following questions:

Q: We were aware that the number of cases had been increasing across all academies. Was there anything that could be done further to prevent in-school transmission?

A: The Executive Team always reviewed the number of cases across all the academies and the systems and controls were tweaked where necessary. Transmissions were due to cases inside and outside of the academies.

Q: What proportion of Persistent Absence was Covid related?

A: As of today, 14% was actual Persistent Absence figure across the Trust (non Covid related).

Q: Was there anything in particular that could be done to help these hard to reach families?

A: These cases would be constantly reviewed and tackled by the Educational Welfare Officers to find out the exact reasons for the absence. Families at some academies were harder to reach than others. Home learning packs and on-line resources continued to be made available for those children that could not attend school.

Q: Had discussions been held on the Trust's position in relation to vaccination? It would be useful for the Trust to seek advice on this and to start forming a position.

A: No particular conversations had been held with the Executive Team but we could start to discuss this.

**Action: Seek advice in relation to the vaccination and discuss with Executive Team. (DCEO)**

Q: How would Persistent Absence feed into the Safeguarding standards?

A: There would be a shift to focus on absence rather than attendance within the STEP Standard rating as part of our safeguarding response. This would be evaluated in each academy on a weekly and termly basis.

### STEP Ahead

Trustees noted the recent achievements in relation to leadership and network developments which linked with our priority to widen STEP's influence. Trustees commended the Executive Team and STEP colleagues for all the work done to promote the external links within the sector.

Q: It was great to see the Trust focused on the important issues. To what extent could we ensure that leaders were able to manage the balance of urgent Covid work, the evolution of the curriculum and school improvement?

A: The mechanisms and executive support were in place within the academies to help manage this balance. The on-going Academy Committee meetings were also well supported to ensure the balance was in place.

Q: Would the Covid pandemic present opportunities for more stand alone schools wanting to join STEP due to financial difficulties?

A: We were operating in a different environment this year. There would be a lot of pressure on trusts to grow and this should feed into our succession planning. It would be important to consider how these opportunities could be aligned with STEP's vision and mission.

*Confidential discussions on strategic issues were recorded in the confidential minutes.*

## **7 Anti-Racism and Diversity**

Trustees received a paper on the Roadmap towards STEP becoming an anti-racist organisation. MD introduced the paper and thanked JA and JH for developing the first draft of the Roadmap. The Roadmap would remain as a live document so that all stakeholders could engage with it and to ensure that it could be developed over a period of time. A number of strands had been identified as themes for particular focus and senior leaders across the Trust would take responsibility and provide oversight for each strand. MD explained that the document was not only a Roadmap but a simple communication tool that, it was hoped, communities would engage with. The Executive Team welcomed feedback from Trustees, particularly on the identified priorities, actions and trustee engagement.

JA provided some background to the work completed so far. She emphasised that it was important to consider what anti-racism and equality meant for the STEP communities and stakeholders and where that thinking came from. The ideas that formed the debate should come from within the Trust but to also join up with others within the community to ensure change and development. The Roadmap needed to be a living document that communities could relate to and interact with.

JA explained that STEP colleagues had spent a lot of time thinking about this and had taken lots of different aspects into account. They felt it was important to balance anti-discrimination with positive promotion within the strategic plan. This would be continuously reviewed over time to ensure diversity and inclusion for everyone but at this time anti-racism had to remain the main priority.

JA and JH took Trustees through the plan. They explained the objectives for each strand of work identified for strategic and operational review, including values and ethos, training and development, leadership and recruitment, curriculum development and policies and systems.

Trustees were asked to raise questions and provide comments on the Roadmap. They raised the following points:

- Trustees felt that that it was a very positive move to communicate the plan to the wider community and to proactively engage with the STEP community.
- SS was very keen to be involved in developing the strategic plan with the Executive Team.
- She was currently working on diversity with other clients and would be happy to share this work with the Trust.
- It may be worth considering how the objectives could be embedded into the Committees of the Board to ensure a wider focus and a stronger position across the Trust.

- Trustees were encouraged to hear the long term strategic view of the Trust and the objectives and actions required to make these changes.
- Trustees requested that new STEP Standards be considered to assess and monitor the effectiveness of the delivery of the initiatives.
- It was helpful to see that the performance measures had been clearly identified to ensure the success of the longer term strategy.

The CEO thanked JA and JH for their presentation. He also thanked Trustees for their feedback on the Roadmap.

## STEP Up – We all succeed together

### 8 Financial Management and Monitoring

#### 2020/21 Budgets

Trustees had previously reviewed and approved the annual budget for 2020/21. BM confirmed there had been no budget changes from the agreed positions.

The budget for Beddington Park Academy was presented. A small in year deficit of £50k had been forecast with reserves in excess of £100k. Trustees approved the budget for Beddington Park Academy.

#### STEP Management Accounts

The STEP Financial Report and Management Accounts for November 2020 were noted. BM provided a summary of the monthly update on STEP's in-year financial positions as at 30 November 2020. He also provided a brief update on the savings targets. The savings targets had been linked to Headteacher performance targets this year. There would be particular challenges with the new schools joining the Trust but the Heads had a clear understanding of the importance of meeting the savings targets. The Heads of Service were also fully aware and supportive of the savings targets. Expenditure was currently on track to meet the 2020/21 budgets. Trustees requested a full review of the Autumn Term, including progress towards the savings targets.

***Action: Carry out full review of the Autumn Term, including progress towards savings targets. (CFOO)***

#### 2019/2020 Annual Report and Financial Statements

Trustees had received the Annual Report and Financial Statements for year ended 31 August 2020. The Trust's Auditors, Hacker Young, had taken the Finance and Operations Committee through the report and accounts in detail at the meeting on 7 December 2020. BM stated that the Committee had approved the Annual Report and Financial Statements and that the Committee considered STEP to be a going concern. As such, the recommendation is for Trustees to approve and sign off the Trustee report and Financial Statements.

BM summarised the significant risks (1 low risk and 1 medium risk) identified as part of the audit and final recommendations.

In relation to the approach taken across the academies to recognise SEND revenue within the year (low risk priority), taking into account the factors from the Local Authorities, the Trust had

acknowledged the differences in the approach and would find a more unified method across the Trust as to how each academy should calculate the income. However, it would be difficult to find a general approach due to the differences in Local Authority processes.

In relation to the late client journals (medium priority), the Finance team would ensure a review of monthly and termly processes to ensure adjustments happen closer to monthly close down. BM reassured the Committee that there would continue to be close working with the Auditors next year to provide an improved timeline for the audit to minimise variances.

The Chair thanked everyone involved for the huge amount of work that had gone into producing the Report and Accounts, and invited Trustees' questions. Trustees raised the following questions:

Q: The gender pay gap had increased since last year. What could be done about this?

A: This was partly due to the anomaly in the education sector. The lower paid and part time roles particularly attracted women. This was not the case in the STEP Senior Leadership Team or the Executive Team where there was a clear gender pay balance. The gender pay gap data across the country needed to be understood.

Q: How did the gender pay gap (32.7%) compare to other trusts?

A: STEP were the only Trust to publish the data in the Annual Report. The full Report was due in the Summer and we could take an action to benchmark this data across the sector.

**Action: Benchmark gender pay gap data across the sector in the Summer term. (CFOO)**

Q: In the audit report, was the issue with calculating the income from the EHCP's mostly within the Croydon schools or across all schools?

A: Across all Boroughs.

RG commended the audit report and confirmed that there were no significant issues for the Trustees to be made aware of. As discussed at the Finance and Operations Committee, the Executive Team considered STEP to be a Going Concern and as such recommended the Trustee Report and Financial Statements for approval.

Trustees confirmed that they consider STEP Academy Trust to be a going concern and as such approved the Trustee Report and Financial Statements for 2019/2020.

#### Significant Items of Expenditure

Trustees noted that there were no significant items of expenditure as recommended by the Finance and Operations Committee.

#### Update from Finance and Operations Committee

RG provided an update on the key areas to note from the meeting held on 7 December 2020. He reassured Trustees that the financial trajectory of the Trust seemed very positive despite the fact of the Trust's growth and the challenging financial environment. The Trust's risks should continue to be carefully managed to accurately project future forecasts. The Committee recognised that it had been a difficult year and thanked the staff for their commitment. The Committee reflected on the Covid crisis and were reassured that STEP remained in a good position to safeguard both the children and the staff.

	<p>The Committee had also recommended to the Board of Trustees to appoint a Risk Trustee to oversee this area, similar to the Safeguarding Trustee. It was agreed to appoint RG as the Risk Trustee.</p> <p><b>Action: Appoint RG as Risk Trustee and amend Board of Trustee membership details on website. (Clerk)</b></p> <p>The Chair thanked the CFOO for providing excellent reports to the Board of Trustees.</p>
9	<p><b><u>Educational Standards and Performance</u></b></p> <p>PG provided a brief update on the Education Strategy for 2020 - 2022 which had been agreed by the Education Committee. The Director roles that operated under the leadership of the DCEO had been reviewed and changed this year. From September, the STEP Ahead Teaching School Alliance also reported directly into the DCEO. The development of staff was a key feature of the Education Strategy and each role had a tailored career pathway. The financial models would be considered in more detail in the Spring term.</p> <p>A brief verbal report from the Education Committee meeting held on 14 December 2020 was provided. The impact of Covid on the children’s learning and wellbeing had been considered by the Committee. Reading had held up well. Arithmetic had dipped but had now caught up with practice. There were gaps in the children’s writing. These were significant risks which could impact the combined figures in the Summer term and actions were being looked at to address this.</p>
10	<p><b><u>Academy Engagement</u></b></p> <p>Trustees noted the briefing circulated by PL following his recent visit to Angel Oak Academy. RV would visit Westbridge Academy on 26 January 2021 and encouraged all Trustees to arrange academy visits where the risk assessments allowed. RN and BB had agreed to schedule academy visits in the Spring term.</p>
<b>STEP Way – We agree to do things like this</b>	
11	<p><b><u>STEP Governance</u></b></p> <p><u>Articles of Association</u></p> <p>Further to the proposed amendments to the Articles of Association (to remove the need for the Chair of Trustees to be a Member), the Trust had been advised that the Articles of Association should be updated in line with the current DfE model. Winckworth Sherwood, the Trust’s Solicitors, would review the Articles and provide an updated version for the Board of Trustees to consider and recommend to Members for approval.</p> <p><u>Scheme of Delegation</u></p> <p>Trustees noted the proposed amendment to the STEP Scheme of Delegation to remove the maximum number of Members so that it aligns to the Articles (which has no maximum) and the inclusion of the clause to allow the Chair or Vice Chair of Trustees to act as an Interim Academy Committee Chair where necessary.</p>

Pay Committee

The minutes of the 2019/20 Pay Committee held on 10 November 2020 were noted.

STEP Members

The Minutes of the annual meeting of the STEP Members held on 17 November 2020 were noted. At the meeting, Members had discussed how they could be kept informed of Trust business to improve transparency. It was agreed that the Minutes of each Board of Trustees meeting would be circulated to all Members. Members would also be invited to attend any Trustee meetings, as an observer, to assess its effectiveness in its support and challenge of the Executive Team.

The Terms of Engagement for Members and Trustees was noted.

Academy Committees

The Minutes of the Autumn Term 1 and 2 Academy Committee meetings were noted.

The Minutes of the Chairs' and Trustees' Forum held on 22 October 2020 were noted.

Trustees approved the STEP Governor appointments and Chair of Academy Committees for 2020/21.

Training

Trustees noted the training session to be held on 27 January 2021 (Code of Conduct/ Roles and Responsibilities/ SEND and More Able/ GDPR). Any requests for training needs should be sent to the Clerk.

**12** **Policies and Procedures**

Trustees reviewed and approved the following statutory policies and procedures:

- Feedback Policy
- Homework Policy
- Teaching and Learning Policy
- Governor/Trustee Expenses Policy
- Young Carers Policy

Trustees noted that there were no changes to the Admissions Policies with the exception of those Academies being consulted on as agreed at the Board meeting on 6 October 2020.

In relation to the Governor and Trustee Expenses Policy, it was noted that Governors were able to claim for childcare or babysitting allowances on a case-by-case basis. They requested that this be more widely publicised as part of the governor recruitment and interview process and to remind Governors at the next Academy Committee meetings.

	<p><b>Action: Publicise that Governors were able to claim for childcare or babysitting allowances in the governor recruitment and interview process and note at Academy Committee meetings. (Governance Team)</b></p> <p>Trustees ratified the following policies approved by the Finance and Operations Committee on 7 December 2020:</p> <ul style="list-style-type: none"> <li>• Trust Reserves Policy</li> <li>• Working from Home Guidance</li> <li>• Staff Pay Policy</li> <li>• Guidance for the Executive Team on gifts and hospitality cases</li> <li>• Anti Fraud and Anti Bribery Policy</li> <li>• Virements Policy</li> </ul> <p>Trustees ratified the following policies approved by the Education Committee on 14 December 2020:</p> <ul style="list-style-type: none"> <li>• SRE Policy</li> <li>• Inclusion Policy (incl EAL, SEND, Child Looked After and Most Able)</li> <li>• Remote Learning Policy</li> </ul>
<p><b>13</b></p>	<p><b><u>Admissions 2022/23</u></b></p> <p>Trustees noted the consultation feedback for the arrangements for 2022/23 Admissions for STEP Academies and formal agreement by Trustees will be arranged separately.</p> <p>Q: In Surrey, the Primary bulge had now fallen sharply. Did you have an idea of what pupil numbers would look like in the future and the likely impact on the Trust?</p> <p>A: We had looked at pupil numbers below PAN for academies in the Trust. There was a mix of birth rates and predicted numbers in the academies across the Trust. In Hailsham, the Local Authority had opened another primary school in the area which had impacted pupil numbers in the Hailsham academies. The Trust was currently consulting to reduce the PAN at Tudor and Benedict Academies from September 2022. The Trust had a good understanding of the risk areas within the Trust and the possible future consultations to reduce PAN in these academies.</p>
<p><b>14</b></p>	<p><b><u>Term Dates 2021/22</u></b></p> <p>The 2021/22 STEP term dates were approved.</p>
<p><b>15</b></p>	<p><b><u>Safeguarding</u></b></p> <p>Trustees noted the termly safeguarding report, specifically the interim update on Attendance and Persistent Absence across the Trust which was reviewed as part of the STEP Standards.</p> <p>RN reassured Trustees that Persistent Absence remained a focus and the Executive Team had put in place provision to ensure that Persistent Absence continued to be reduced for those pupils who had historically been poor attenders.</p>
<p><b>16</b></p>	<p><b><u>Complaints</u></b></p>

	Trustees noted there had been no complaints dealt with across the Trust since the previous meeting.
<i>The Executive Team (except the CEO and CS left the meeting)</i>	
<i>Confidential discussions on succession planning were recorded in the confidential minutes.</i>	
17	<p><b><u>Signing of Legal Documentation</u></b></p> <p>Trustees noted the legal documents signed by the Company Secretary/CEO/CFOO/Chair of Trustees since the previous meeting:</p> <ul style="list-style-type: none"> <li>• Funding approval and transfer letters from DfE in regard to Beddington Park. These confirm the total £150,000 sponsor and EIG grants for Beddington.</li> <li>• Negotiating Offer Closure letter signed and Section A of the Rebrokerage Grant Funding letter completed and signed. (CEO and CFOO)</li> <li>• Deed of Novation and Variation signed by one director and a witness (CEO/ Company Secretary)</li> <li>• Transfer Agreement: one director to insert their electronic signature in the presence of a witness who will also need to sign electronically and complete their details. (CEO/ Company Secretary)</li> <li>• Land Transfer Deed: two directors to insert their electronic signatures. (CEO and Chair of Trustees)</li> <li>• License to Assign. (CEO and Chair of Trustees)</li> <li>• Settlement Agreement (CEO)</li> </ul>
18	<p><b><u>Correspondence to the Chair/ Chair's Actions</u></b></p> <p>There had been no correspondence received by the Chair since the previous meeting.</p>
19	<p><b><u>Any Other Business</u></b></p> <p>It was reported that Human Resources would be brought in house to the Central Team from April 2021.</p> <p>The results of the Brexit Self Audit would be circulated to the Board of Trustees.  <b>Action: Circulate Brexit Self Audit to Trustees. (CFOO)</b></p>
20	<p><b><u>Date of Next Meeting</u></b></p> <p>An Interim Board of Trustees meeting would be held before the February half term to consider the CEO recruitment panel and the due diligence for Telscombe Cliffs Primary School.  <b>Action: Hold interim Board of Trustees meeting for early February to consider Telscombe Cliffs due diligence and CEO recruitment process. (Clerk)</b></p> <p>The next Board of Trustees meeting would be held on Thursday, 1 April. This would likely be a virtual meeting. KC requested that virtual meetings start at 5.15pm to allow for her work commitments.</p>

	The Chair thanked everyone for attending the meeting.
<b>21</b>	<b><u>Confidential Matters</u></b>  Confidential discussions on staffing and succession planning were recorded in the confidential minutes.

<b>Action List</b>	
<b>Action</b>	<b>Owner</b>
Seek advice in relation to the vaccination and discuss with Executive Team.	DCEO
Carry our full review of the Autumn Term, including progress towards Savings Targets.	CFOO
Benchmark gender pay gap data across the sector in the Summer term.	CFOO
Appoint RG as Risk Trustee and amend Board of Trustee membership details on website	Clerk
Publicise that Governors were able to claim for childcare or babysitting allowances in the governor recruitment and interview process and note at Academy Committee meetings.	Governance Team
Hold interim Board of Trustees meeting for early February to consider Telscombe Cliffs due diligence and CEO recruitment process.	Clerk

<b>Signed as a true and accurate record of the meeting</b>	
<b>Chair's signature</b>	
<b>Chair's name</b>	
<b>Date</b>	