

**Minutes of a Meeting of the STEP Board of Trustees
Held on Tuesday, 6 October 2020 at 5.00pm (Virtual)**

Name	Position	Attendance
Trustees		
Ben Bartlett (BB)	Non-Executive Trustee	Absent (Apologies accepted)
Kate Chhatwal OBE (KC)	Non-Executive Trustee	Present (from item 4)
Mark Ducker OBE (MD)	Executive Trustee - CEO	Present (for items 1 – 21)
Angela Farrell (AF)	Non-Executive Trustee	Present
Ross Gardner (RG)	Non-Executive Trustee	Present
Peter Lilford (PL)	Non-Executive Trustee	Present
Rory Nath (RN)	Trustee Candidate (Observer)	Present
Navdeep Sanghara (NS)	Non-Executive Trustee	Present (from item 7)
Shelley Stuart (SS)	Non-Executive Trustee	Present
Rama Venchard (RV)	Non-Executive Trustee (Chair of Trustees)	Present
Attendees		
Jennese Alozie (JA)	Director of Effectiveness and Performance	Present (for items 1 – 21)
Paul Glover (PG)	Deputy CEO	Present (for items 1 – 21)
John Halliwell (JH)	Executive Director of Primary	Present (for items 1 – 21)
James Hooper (JH)	Director of Operations	Present (for items 1 – 21)
Philippa Jackson (PJ)	Governance Clerk	Present
Ben March (BM)	Chief Finance and Operations Officer	Present (for items 1 – 21)
Tim Mills (TM)	Executive Director of Primary	Present (for items 1 – 21)

1	<p><u>Welcome, Apologies and Housekeeping</u></p> <p>The Chair welcomed everyone to the meeting. BB had sent his apologies for the meeting as he was attending a Governing Body meeting at his school. NS had been delayed and would join the meeting shortly.</p>
2	<p><u>Quorum</u></p> <p>The Clerk declared the meeting quorate.</p>
3	<p><u>Election of Chair and Vice-Chair 2019/20 and Appointment/ Retirement of Trustees</u></p> <p>The Clerk invited nominations for the role of Chair and Vice Chair of the Board of Trustees for 2020/21.</p> <p>RV was nominated and elected as the Chair of the Board of Trustees for 2020/21. RG was nominated and elected as the Vice Chair of the Board of Trustees for 2020/21. They thanked Trustees for allowing them to continue to serve as Chair and Vice Chair.</p>

4	<p><u>Review of Pecuniary Interests, Attendance, Skills Audit and Diversity Information</u></p> <p>The Chair asked Trustees to declare any potential conflicts of interest relating to the agenda items for this meeting. There were no pecuniary or other potential conflicts of interest declared. The Clerk confirmed that the Register of Interests would be published on the STEP website</p> <p>Trustees confirmed they had updated their Trust Governor profiles, including personal and pecuniary interests and also confirmed they had read the key governance documents.</p> <p>The annual attendance record for 2019/2020 was noted.</p> <p>The Trustee skills audit analysis for 2020/21 was noted. The Chair commented that the skills audit was a useful tool for mapping out the skills and expertise of the Board of Trustees and to identify any gaps. Trustees felt that the Board currently had the right mix of skills and expertise.</p> <p><i>KC joined the meeting.</i></p> <p>The Chair referred to the STEP Diversity information currently being collated. Following suggestions at the Board Development session, the diversity information for the Academy Leaders and Operations Leaders had been included in the table. The diversity information for the Members and Academy Committees would be included in due course.</p> <p>Trustees raised the following questions: Q: The data showed that gender was unrepresented. Were there plans to review this data every year? A: Recruitment was driven by the need to have a broad set of skills and expertise that would benefit the Trust, including gender, diversity and ethnicity. The intention was to review this annually. It would be linked to the professional development of some groups and the appropriate targets would be considered as part of the action plan.</p> <p>Q: Had there been any issues collating the diversity data? A: Not so far. The diversity data for the Academy Committee and Members would be collated and included in the table in due course.</p>
5	<p><u>Minutes</u></p> <p>The minutes of the Board of Trustees meeting held on 20 July 2020 were approved. The Chair confirmed he would send a signed copy of the minutes at the end of the meeting.</p>
6	<p><u>Matters Arising from the Minutes</u></p> <p>Trustees noted the actions from the previous meetings as set out in the agenda.</p>
STEP First – We are all one team	
7	<p><u>Chief Executive’s Report</u></p> <p>The CEO updated Trustees on developments within the Trust since the last meeting.</p> <p>The CEO reported that his appraisal had been held with the Chair and Vice Chair of Trustees. The performance management process had been supported by Sir David Carter as an independent</p>

consultant. A set of objectives for 2020/21 had also been agreed and were closely linked to the performance of the Trust in the current context including equality and anti-racism and succession planning across the organisation and for the CEO role. The full objectives would be reported in December's CEO Report.

He advised Trustees that STEP had featured as a case study in a recently published book by Sir David Carter: Academy Trusts: Why Some Fail, But Most Don't. The book had been well received across the sector.

The CEO explained that the Department for Education had recently called for more schools to join Multi Academy Trusts. The CEO and Chair had recently attended a virtual meeting with Baroness Berridge, Parliamentary Under Secretary of State for the School System at the DfE, to discuss regulating the MAT programme. A case study has also been submitted to the DfE sharing STEP's experience of working in partnership covered by a Memorandum of Understanding.

NS joined the meeting.

Discussions on future partnerships and leadership were recorded in the confidential minutes.

STEP Compass Priorities Document

Trustees noted the STEP Compass Priorities Document for 2020/21. The CEO advised that the document would go out to the STEP communities and Academy Committees in December.

STEP Ahead – We invest in our future

8 Premises and Estates Strategy

Trustees had received briefing papers on the approach to premises and estates management across the Trust and overall status of the STEP estate as at 31st July 2020 in advance of the meeting.

The Director of Operations advised Trustees that the Premises and Estates strategy had been discussed in detail at the Finance and Operations Committee. He shared some slides and provided a summary of STEP's premises and estates strategy including the service operating model, the STEP Standards scores and descriptors, quality assurance reviews, site manager activity schedules and the different levels of assurance in place across the Trust.

Trustees thanked JH for his presentation and raised the following questions:

Q: Who had overall responsibility of the Premises and Estates strategy?

A: The Finance and Operations Committee had responsibility however Academy Committees also received a copy of the STEP standards scores.

Q: How does the Trust go about fulfilling the shortfall of provision, as outlined in the 'overall status of the estate' document?

A: There was an annual process where the Headteachers and Business Advisors could apply for capital funding to make cosmetic changes and to improve the learning environment.

Trustees commented that it was important to have more visibility of the Premises and Estates strategy as the Trust grew. They thanked JH for his presentation and for the clarity of the paper

	<p>in terms of the strategic oversight and responsibilities of Trustees. Trustees felt that they had been provided with assurance around the evaluation process and reporting of the STEP Standards descriptors and scores.</p> <p>Q: Linking this to the skills audit, it was noted that health and safety was rated red (with the exception of BB rated green). Are Trustees sufficiently assured that they receive sufficient information to ensure accountability and oversight in this area? Do we need an external body to provide assurance to the Finance and Operations Committee?</p> <p>A: The Trust had an external health and safety partner that carried out an independent health and safety audit each year, which included action points with recommended timescales for completion.</p> <p>Q: What was the normal frequency for an external health and safety audit?</p> <p>A: It depended on how established the Trust was and the levels of assurance within the organisation.</p> <p>Q: Could the outcomes of the external health and safety audit be shared with the Finance and Operations Committee? Could the Committee track the shortfall in provision and receive an update on how these were overcome, raising any concerns for the new schools joining the Trust?</p> <p>A: Yes, this can be arranged.</p> <p>Action: Include outcomes of external audit on Finance and Operations Programme of Works and track how we overcome shortfall in provision at the Finance and Operations Committee. (Clerk/ Director of Operations)</p>
9	<p><u>2020/21 Business Plan</u></p> <p>Trustees had received the 2020/21 Business Plan in advance of the meeting. The CFOO advised Trustees that the format of the Business Plan was refreshed every year and reviewed extensively every two years. He took Trustees through the context of the Business Plan and summarised the challenges in relation to the strategy including pay inflation, disparities in the Inner and Outer London schools, how the Trust had grown, GAG income and the challenges around this.</p> <p>The growth aspirations of the Trust had been considered to ensure the strategic design principles were in place to guide this growth. He reminded Trustees to consider whether the design principles of the Trust were still appropriate including the resources, leadership, compass priorities, growth plans, pupil forecasting and future growth.</p> <p>The following questions were raised:</p> <p>Q: The Charity Commission guidance advised that a charity should hold 3 months’ reserves. STEP held 2 weeks’ reserves. Do we have a stated reserves policy?</p> <p>A: Yes we have a policy which is reviewed and approved by the Finance and Operations Committee on an annual basis. If STEP were to hold three months of expenditure in reserves, that would equate to £6m, which was not feasible. As such, we had a level of reserves to meet our obligations on non-Payroll, with Payroll offset by monthly advances. Also, STEP was a charity limited by guarantee. Our intention was to grow the reserves this year and savings targets had been set. Sharing Executive Heads would allow us to reach the savings targets and to also support the new schools joining the Trust.</p>

The Chair of the Finance and Operations Committee advised Trustees that the Committee had discussed in detail how the increased costs against the income would be a challenge for the Trust, particularly in the current circumstances. The Committee had also discussed the risks around this and the need for constant dialogue with the Heads on the importance of controlling staff numbers.

The Committee had been assured by the Executive Team that the budgets were constantly assessed and the surplus would be carefully managed. Trustees recognised the need for future growth opportunities with a surplus to help the Trust grow its reserves. There was a need to decrease the number of 1 form entry schools and add larger schools to the mix.

STEP Up – We all succeed together

10 Financial Management and Monitoring

Year End Financial Reports

The CFOO advised that the year end figures, supporting documentation and the draft financial statements would be provided to the auditors. Any further audit queries and changes to the annual accounts would be finalised by the CFOO. Trustees would receive the Annual Report and Financial Statements for year ended 31 August 2020 for approval at the Board meeting in December.

2020/21 Budgets

Trustees received an update on the changes to the 2020/21 budgets. They noted the expectations that Headteachers and Heads of Service would meet their savings and remain within budget, and that it was likely COVID-19 income would be used to offset spend pressures and potentially contribute to savings targets. However, it was looking likely that the target level of Reserves set by Trustees at the start of 2019/20 - £500,000 would be met.

Trustees raised the following questions:

Q: Had the amended budgets been agreed as part of the Headteacher objectives?

A: Yes. The new targets had been set and the Headteachers had agreed these.

Q: Were the Inner London budget changes due to the staffing costs?

A: Yes. It would be addressed this year.

Q: Were savings typically tagged to staff cost savings or generating income?

A: A mix of both, staff costs and additional income. COVID-19 funding could be offset against the savings targets. These costs were around 2% of the annual expenditure so the schools should be able to make these savings.

Q: Were savings targets set in light of the context of the academy, or was a “salami-slice” approach taken?

A: No, a “salami-slice” approach of every academy having the same percentage saving was not taken. Instead, Executive Directors of Primary (EDP) were engaged early in the process and identified the potential savings targets for each academy. As such, whilst the target overall was fixed, there was flexibility to move savings targets within EDP portfolio.

Academies Financial Handbook 2020

BM summarised the key changes to the Academies Financial Handbook from September 2020 and how STEP would meet those requirements and remain compliant with ESFA requirements.

Trustees formally adopted the Handbook.

Audit Plan 2020

Trustees noted the audit plan update. An audit plan overview report provided by Hacker Young for year end 31 August 2020 would be circulated to the Trustees. The draft annual accounts and reports would be sent to Trustees to consider in due course.

Apprenticeship Levy Report

Trustees noted the Apprenticeship Levy report which had been approved as a Chair's action on 1 October 2020.

More Equitable Distribution of Resources

BM provided a brief update on the themes that had emerged from the introduction of the new model to support the more equitable distribution of resources across STEP.

The Chair thanked the CFOO for providing the financial updates to the Board of Trustees.

11 Educational Standards and Performance

Performance Measures 2020/21

The DCEO advised Trustees that the 2020/21 targets had been discussed with the Headteachers and shared with the Executive Team. The same target setting process, using the Fischer Family Trust, had been used for this year and these would be shared with the Education Committee. The baseline assessments were currently being carried out.

Partnership with Beckmead Trust

Trustees received a briefing paper on the educational benefits of the partnership with Beckmead Trust (a special and alternative provision school trust) at Phoenix Academy. Trustees were eager for the Trust to enhance the future SEND provision and felt that this was a good opportunity to support this.

Ofsted Visits

JA provided an update on the preparations for the Academies due Ofsted inspections. Trustees acknowledged the risks with some of the new schools. JA would spend some time with the Executive Team and the Academy Leaders of the new schools in preparation for the inspections.

12 Academy Engagement

The Chair of Trustees advised that his visits to Benedict and Park Academies had been scheduled for 16 October. Visits to Westbridge and Turnham Academies would be scheduled next term. The Chair encouraged Trustees to contact the Clerk to arrange academy visits where appropriate. The schools would advise on whether the visits could go ahead based on their own risk assessments.

STEP Way – We agree to do things like this

13 STEP Governance

STEP Board of Trustees

The Board of Trustees' Programme of Works for 2020/21 was noted.

STEP Committees

Trustees appointed NS as Chair of the STEP Education Committee and RG as Chair of the Finance and Operations Committee for 2020/21.

It was noted that the 2019/2020 Pay Committee would be held on 10 November 2020 (virtual). The pay recommendations for the CEO, Executive team, Headteachers, Teachers and support staff would be agreed by the Committee

STEP Academy Committees

It was noted that there were no STEP Governor appointments to approve this term.

It was noted that the 2020/21 Chair of Governors appointments for the STEP Academy Committees would be ratified at the December meeting following nominations at the Autumn term 1 meetings.

The Academy Committees' Programme of Works for 2020/21 was noted.

Trust Governor

Trustees confirmed they had updated their Trust Governor profiles over the summer and ticked the boxes to confirm they complied with the Eligibility checklist, Code of Conduct and key statutory documents for 2020/21.

STEP Members

It was noted that the annual STEP Members meeting would be held on 17 November 2020 at 3.00pm (virtual).

Training

The Board of Trustees Safeguarding and Safer Recruitment training report was noted. All Trustees were up to date with the training requirements. RG would complete the NSPCC safeguarding training on-line.

	<p>Feedback was provided on the Governor training session on safeguarding, curriculum developments, engaging stakeholders and anti-racism and equality, held on 16 September 2020. Trustees felt that the safeguarding training had not been as comprehensive as previous sessions and recommended that a more explicit update on the KCSIE changes be provided to ensure the culture of safeguarding across the Trust. The CEO advised that the Safeguarding training would be reviewed for future sessions.</p> <p>The Chair encouraged Trustees to contact the Clerk in relation to any training required.</p> <p>It was noted that the Trustees' and Chairs' Forum would be held on 22 October 2020 at 6.00pm (virtual)</p>
14	<p><u>Safeguarding</u></p> <p>Trustees received the termly safeguarding report. They confirmed they had read and understood 'Keeping Children Safe in Education 2020' and noted the key changes.</p>
15	<p><u>Admissions</u></p> <p>Trustees received a briefing paper on the Trust's admissions arrangements. Trustees approved the admissions consultation to bring the admissions process for Beddington Park, Benedict, Park and Westbridge Academies into line with all STEP admissions policies. Trustees also approved the consultation process to reduce the PAN for Tudor and Benedict Academies with effect from September 2022.</p>
16	<p><u>Complaints</u></p> <p>Trustees noted the complaints dealt with across the Trust during the Autumn term.</p>
17	<p><u>Signing of Legal Documentation</u></p> <p>Trustees noted that the following documentation had been signed by the Company Secretary/ CEO/ Chair of Trustees since the previous meeting:</p> <ul style="list-style-type: none"> • Finance Agreement for STEP van (CEO) • TUPE measures letter for the Beddington Park transfer (CEO) • Deed of Novation for Photocopier at Benedict (CEO)
18	<p><u>Correspondence to the Chair/ Chairs Actions</u></p> <p>There had been no correspondence received by the Chair since the last meeting.</p> <p>The following actions taken by the Chair since the last meeting were noted:</p> <ul style="list-style-type: none"> • STEP Sickness Policy amended so that the Board of Trustees and Members of the Academy Committees are interchangeable in the final stages of the Policy (30 September 2020) • Apprenticeship Levy Report (1 October 2020) • Changes to Support Staff pay (1 October 2020)

19	<p><u>Any Other Business</u></p> <p>Trustees wished AF all the best on her maternity leave.</p> <p>Trustees congratulated NS on her recent appointment as CEO of Woodland Academy Trust. NS thanked MD for his support during the appointment process. She also thanked the Trustees and Executive Team for their continued support and guidance in her role as a Trustee.</p>
20	<p><u>Meeting Impact</u></p> <p>Trustees thanked the Executive Team for their updates at the meeting and reflected on how effectively the team worked together. However, it was suggested that it may not have left adequate time for non executive discussions to add value in some areas. Trustees would like to consider how information was received in advance of meetings to ensure that trustee input focused on strategic issues.</p> <p>The Chair commented that there were a large number of papers circulated ahead of the meetings. It was assumed that Trustees had read the information ahead of the meetings to enable them to effectively contribute to discussions related to strategy and risk.</p> <p>The Chair agreed to discuss the opportunity to further non executive debates at meetings with the CEO.</p> <p><i>Action: Discuss with the CEO about how non executive debates could add further value at Board meetings. (Chair of Trustees)</i></p>
21	<p><u>Date of Next Meeting</u></p> <p>The next Board of Trustees meeting would be held on Thursday, 17 December 2020 at 5.00pm (Virtual).</p>
22	<p><u>Confidential Matters</u></p> <p>Discussions on strategic matters and succession planning were recorded in the confidential minutes.</p>

Action List	
Action	Owner
Include outcomes of external audit on Finance and Operations Programme of Works and track how we overcome shortfall in provision at the Finance and Operations Committee.	Clerk/ Director of Operations
Discuss with the CEO about how non executive debates could add further value at Board meetings.	Chair/ CEO

Signed as a true and accurate record of the meeting

Chair's signature	
Chair's name	
Date	