

**Minutes of the STEP Board of Trustees Board Development Session
Thursday, 19 January 2023 at 2.00pm at Tudor Academy**

Name	Position	Attendance
Trustees		
Ben Bartlett (BB)	Non-Executive Trustee	Present
Kate Chhatwal OBE (KC)	Non-Executive Trustee	Present
Angela Farrell (AF)	Non-Executive Trustee	Present (from item 3)
Ross Gardner (RG)	Non-Executive Trustee (Vice Chair)	Present (Virtual)
Paul Glover (PG)	Executive Trustee (Chief Executive Officer)	Present
Peter Lilford (PL)	Non-Executive Trustee	Present
Rory Nath (RN)	Non-Executive Trustee	Present (Virtual)
Ursula Norbert (UN)	Non-Executive Trustee	Present (Virtual) (from item 8)
Navdeep Sanghara (NS)	Non-Executive Trustee	Present (for items 1-6)
Shelley Stuart (SS)	Non-Executive Trustee	Present (Virtual) (from item 7)
Rama Venchard MBE (RV)	Non-Executive Trustee (Chair of Trustees)	Present
Executive Team		
Paul Glover (PG)	Deputy CEO (CEO Designate)	Present
John Halliwell (JH)	Executive Director of Primary	Present (for items 1-6)
James Hooper (JHo)	Director of Operational Services	Present (for items 1-6)
Claire Majumdar (CM)	Director of Quality Assurance, Data and Governance	Present
Ben March (BM)	Chief Finance and Operations Officer	Present (for items 1-6)
Tim Mills (TM)	Executive Director of Primary	Present (for items 1-6)
Other		
Philippa Jackson (PJ)	Senior Governance Clerk	Present
Diane Moss (DM)	NGA Consultant	Present (for items 1-6)

1	<p><u>Welcome and Apologies</u></p> <p>The Chair welcomed Trustees and the Executive Team members to the meeting. There were no apologies received.</p> <p>The Chair extended a particular welcome to DM, NGA Consultant, who would facilitate the session on the STEP Vision and Growth Statement. The Vision had last been reviewed in 2019. There had been many changes within the Trust since then and it felt like an appropriate time to revisit this.</p>
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2 Impact of the new Schools Bill

Trustees noted a briefing paper on the Schools Bill.

CM provided an update on the content of the White Paper and the impact on the Trust. In December 2022, the Secretary of State confirmed that the Schools Bill would not be progressing through Parliament. However, she had made it clear that she remained committed to the important objectives that underpinned the Bill and the policy positions in the White Paper.

There were no current plans to force well-performing schools to become academies. The DfE’s plans for MATs to focus on internal growth, economies of scale and pupil numbers around 7,500 would remain. It was noted that STEP currently had 6,000 pupils (excluding the nursery children). The Education Investment Areas (EIA’s) would still be prioritised for MAT development and STEP should consider the remit and opportunities that this may present for the Trust. The Schools Bill also set out ambitions around high attainment and school inspections by 2025.

TM advised that the CST would issue a paper advising Trusts to continue with plans that underpinned the Bill.

Q: (Posed to BB and NS) What are your respective Trusts doing in relation to this?

A: BB explained that his Trust was not intending to steam ahead with growth but would do so when it had the capacity to grow. In Surrey, he had seen more discussions taking place about joining MATs. Many of the growth opportunities were opportunistic and depended on the circumstances of the schools. Some MATs in this area had publicly said that they would not support 1-form entry schools for financial reasons.

NS added that it all depended on capacity from her Trust’s perspective. Their Trust Board had stabilised and discussions about growth opportunities could now take place.

KC reported that from Challenge Partners’ perspective, most MATs were expected to move forward in terms of growth as the system had reached tipping point financially.

PG explained that from STEP’s perspective, growth had previously taken into consideration our moral purpose when assessing opportunities. With a more mature model in place, the Trust needed to increase consideration of the financial aspects and the impact on existing pupils.

3 STEP Vision/ Growth Strategy Statement

DM explained that the purpose of her presentation and facilitated discussion was to help Trustees review the overarching Vision Statement, agree whether it was still relevant and develop a specific Growth Statement.

Mission Statement

What does the reference to ‘all children’ within the Mission Statement mean?

- The Mission Statement was well known with colleagues across the Trust and was vital for attracting new staff;
- Our moral obligation to the communities we serve and our intent to reach more children;

- Outreach work engaging with other MATs and the indirect impact more widely;
- Aspirations for national impact but ensuring that the current children within the Trust are not impacted;
- Inclusivity and not excluding children with barriers to learning;
- Showed the commitment of the Trust and considered everything that the Executive Team do;
- Not constrained by ambition but capacity: the focus on capacity had to come from the Trust Board.

AF joined the meeting.

Motivators for Growth

- Mission: Where we have the capacity to make a difference we are morally bound to do so;
- Further economies of scale;
- Proven track record of school improvement, capability and skills of the Executive Team to turn schools around and deliver our moral purpose;
- Destination of STEP's pupils beyond primary;
- Long term sustainability of the Trust;
- How we articulate the Trust as a business to ensure growth, economies of scale and financial viability;
- Consider special schools or Alternative Provision (AP) if the Trust is fully inclusive and whether there was more the Trust could do for the SEND children;
- Consider schools that ensure that Trust remains financially viable;
- With a high staff retention rate, growth could provide staff with more opportunities;
- Encourage the ambition of the Trust to maintain and keep talent;
- The desire of the Executive Team to have more impact on the education landscape: the personal influence on a much broader and national scale.

Growth Targets (3 Years)

- Continued growth in areas that the Trust already served, as the reputation of STEP remained strong;
- Desire to work in a third geographical area;
- Ideal scenario would be to have a secondary within a current hub but tactically we are unsure how to achieve this;
- Ideally all children in current STEP primary schools would have an all through STEP education;
- Consider whether the desire to move into secondary had to be within a current hub;
- Geographical aspects were not quite so important but the STEP Mission and culture must be aligned;
- Within 2-5 years, aim to have a secondary but not necessarily fed by a STEP primary;
- Possibly consider a special school or AP;
- Growth ambition to work as a guiding star rather than a map;
- If committed to grow the primary aspect, it would be logical to introduce a new geographical hub;
- Interpret in Mission Statement the desire to grow into a new hub and into secondary;
- Reflect on new opportunities in primary within a third hub.

How do growth targets impact the motivators for growth?

- Opening schools in a new geographical hub, may impact the growth targets (all through education) in the future but not immediately;
- To build the Trust's secondary credibility, there was a need to be flexible to work towards the end goal for all STEP primary schools.

Obstacles for achieving growth strategy:

- Internal capacity (finding and building capacity);
- Networking opportunities not always feasible;
- Financial capacity within the framework;
- Secondary or SEND experience could be developed in preparation for and to build capacity to allow us to support different areas in the future;
- Secondary academisation rate saturation;
- Demographic change - primary budget surplus places coming to an end;
- Some opportunities at secondary level would be much less attractive now than previously;
- The Trust's lack of appetite to take risk;
- To find a secondary that met all defined needs was unlikely;
- Consider building reserves and how this would put pressure on current academies;
- This was a continuous challenge and difficult to balance the risk;
- Consider how reserves could be used for investment purposes, maintaining the balance with the current academies – this may pay off in the future;
- Reserves were important to safeguard the Trust – the decision to grow the reserves puts pressure on the Trust in many areas;
- Board of Trustees to consider how much of the reserves could become an investment fund;
- It was important to ensure that further growth of the reserves does not worsen the spending pressure of the current academies;
- Board of Trustees to formally agree/define the non-negotiables (through the equitable funding model) and agree manageable risks to ensure growth;
- Board of Trustees to discuss the Trust's current perception and impact of low risk appetite;
- Consider whether the lack of time for networking/sales had limited the ability to deliver the Trust's Mission Statement.

Areas to consider in Growth Statement:

- Mixed schools;
- Different geographical hubs (local, regional and national);
- Decisions to be made at no detriment to current pupils/ academies;
- Consider an investment fund to meet long term vision and fulfill growth strategy;
- Build relations with new schools to help develop growth strategy.

Next steps:

- Review the Vision in line with intended purpose;
- The Vision statement should underpin the Mission and Values – The Vision for the Trust;

	<ul style="list-style-type: none"> • Consider a Growth Statement instead of Vision Statement (all academies currently had a Vision Statement through the STEP Way Statement); • The Growth Statement should articulate the growth strategy. <p>Actions:</p> <ul style="list-style-type: none"> • Review Vision Statement in line with intended purpose. Develop a Growth Statement (3 year) and present to Board of Trustees in March. • Board of Trustees to discuss the Trust’s current perception and risk appetite in relation to growth. <p>The Chair thanked DM for facilitating the session.</p>
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STEP Way – We agree to do things like this

6	<p><u>Governance Review Action Plan</u></p> <p>The Chair provided a progress update on the governance review actions.</p> <p>Action: Guidance and best practice for the Academy Committees to be prepared in relation to Action point 2.6: The Trust Board should consider ways in which the Academy Committees could feel more engaged in holding the school leadership to account for standards and school improvement strategies. (Directors of Primary)</p>
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	<p>There was a short break in the meeting.</p> <p><i>DM left the meeting.</i></p> <p><i>The Executive Team (except CM) left the meeting.</i></p> <p><i>NS left the meeting.</i></p> <p><i>SS joined the meeting.</i></p>
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7	<p><u>Training</u></p> <p>The proposed EDI training session for Trustees and the Executive Team was discussed. Trustees agreed that there was no immediate need for specific EDI training at this stage. Trustees agreed that the need for a diverse Board of Trustees was crucial to the success of the Trust and this should be incorporated into the Trustee recruitment process.</p> <p>Action: Agree the desired outcome for the Board and Executive Team in relation to EDI training and investigate training opportunities as appropriate. (CEO/ Director of Primary/ Chair)</p>
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STEP Ahead – We invest in our future

8	<p><u>Succession Planning/ Trustee Recruitment</u></p> <p><i>UN joined the meeting.</i></p> <p>A paper setting out the Trustee recruitment process was noted.</p>
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Trustee Recruitment Process

It was agreed that a Nominations Committee would be established to oversee the current round of trustee recruitment as the Trust was looking to appoint a number of new trustees. There would not be a standing Committee, but a 'task and finish' group, responsible for overseeing the recruitment process and making recommendations to the Board and Members about who to appoint. It was agreed that an initial discussion with candidates would be held by the Chair and CEO, followed by an interview with KC and one other trustee. Final nominations would be issued to the Members to confirm the appointments, followed by formal approval by the Board of Trustees and an agreed induction process.

Job Description and Person Specification

The Trustee Job Description and Person Specification was noted. It was agreed that amendments would be made to ensure that candidates with lived experience of educational disadvantage and diversity was fairly considered, as well as the specific skills required by the Trust Board. The Job Description and Terms of Reference would be amended in line with Members' recommendations.

Members' Recommendations on Future Appointments and Terms of Office

The following changes proposed by the STEP Members were noted:

- The appointment of Trustees will be reserved to Members with any recommendation for appointment being made by the Trust Board and supported by a business case around how the skills of the nominee fit with the skills required by the Trust Board;
- The appointment of the Chair of Trustees will be for the Trust Board and through a democratic vote. However, Members will be asked to confirm any appointment. This confirmation will be limited to ensuring that there are no reputational risks associated with the appointment, and ensuring the integrity of any electoral process;
- Trustees - including Co-opted Trustees - will be appointed for three years, with them being able to serve a maximum of three terms. This does not apply to Ex-Officio Trustees;
- All Chairs - both of the Trust Board and any Committees - will continue to be elected annually but will be limited to a maximum term of three years;
- There will be no change to existing Trustee's terms but the maximum term of 9 years will apply to all Trustees;
- Members would see these actions coming into effect from the beginning of the next academic year to minimise any disruption.

Trustees noted the reasons for the recommendations made by the Members. Members had considered the guidance in the DfE's Governance Handbook that made recommendations to ensure effective succession planning. The appointment of Trustees for three years, for three terms, was recommended based on the review of the 2006 Charities Act, which supported the principle of this term limit.

Some Trustees felt that the three year term limit for Chairs may impact the time for Trustees to gain the right experience and knowledge to be able to effectively contribute to a Chair role. However, they recognised the need for regular rotation to ensure that Trustees with new skills were appointed to the Trust Board. Trustees also recognised that best practice across Boards globally was three years for three terms.

	<p>They recognised that the current Trust Board had become very reliant upon the more experienced Trustees over a long period of time and that was not particularly helpful for succession planning. They also felt that the more regular rotation of the Chair roles would bring in diversity and new ways of thinking for the Trust Board.</p> <p>Trustees were in agreement with the Members’ recommendation for Chairs to be appointed for three years with a three year term but would like to see an exceptions process at the discretion of the Members. This would allow the Trust Board to accommodate any extenuating circumstances in the future.</p> <p>Trustees accepted that a review of the Articles of Association would need to take place to take account of the changes recommended by the Members.</p> <p>Taking into consideration the recommendations made by the Members, a number of gaps would need to be considered as part of the Trustee recruitment process. A new Chair of Trustees and Chair of the Finance and Operations Committee would need to be appointed from the new academic year. The current Chair of the Education Committee would remain in place until September 2023. It was also felt that a Trustee with education experience should be appointed to the Finance and Operations Committee to ensure a new perspective and new ways of thinking were held at Committee level.</p> <p>RG was nominated and elected, subject to Members’ approval, as the Chair of the Board of Trustees for 2023/24. This would be for a period of one year, to allow time to identify a new Chair of Trustees for the longer term. A Chair of the Finance and Operations Committee would be actively recruited for as part of the Trustee recruitment process. In terms of the remaining skills gaps, Trustees with safeguarding and risk and audit skills would also be recruited in line with the Trust’s succession plans.</p> <p>Actions:</p> <ul style="list-style-type: none"> • <i>Adopt recommendations made by Members and request that an exceptions process be included to accommodate any extenuating circumstances in the future.</i> • <i>Investigate amending the Articles of Association, Terms of Reference and Trustee Job Description to reflect the Members’ changes.</i> • <i>Ensure that the identified skills gaps and other EDI categories were included in the current Trustee recruitment process;</i> • <i>Nominations Committee to be established for this round of trustee recruitment and Chaired by KC and one other trustee;</i> • <i>Recommend to Members that RG is appointed as Chair of Trustees for 2023/24.</i>
10	<p><u>Meeting Impact</u></p> <p>Trustees considered this to have been a very positive session. They had found the facilitated session particularly worthwhile and felt that there had been a good level of debate on the Trust’s growth strategy.</p> <p>Trustees had found the session to be very positive and had allowed them to collectively agree on the Trust’s strategic direction and outcomes.</p>

	<p>It had also been helpful to discuss the Members’ recommendations in detail, how these impacted the Trust Board and agree a way forward in relation to the Trustee recruitment process.</p> <p>Trustees felt that RG would no doubt be an exceptional Chair of Trustees. They acknowledged RV’s contribution and thanked him for all his effort and commitment as Chair of Trustees.</p>
11	<p><u>Date of Next Meeting</u></p> <p>The next Board of Trustees meeting would be held on Wednesday, 29 March 2023 at 5.15pm (Virtual).</p>

Action	Responsibility
<p><u>STEP Vision/ Growth Strategy Statement</u></p> <ul style="list-style-type: none"> • Review Vision in line with intended purpose; • Develop a Growth statement (3 year) and present to Trust Board in March; • Board of Trustees to discuss the Trust’s current perception and risk appetite in relation to growth. 	<p>CEO</p> <p>Chair of Trustees</p>
<p><u>Governance Review Actions</u></p> <p>Guidance and best practice for the Academy Committees to be prepared in relation to Action point 2.6: The Trust Board should consider ways in which the Academy Committees could feel more engaged in holding the school leadership to account for standards and school improvement strategies.</p>	<p>Directors of Primary</p>
<p><u>Training</u></p> <p>Agree the desired outcome for the Board and Executive Team in relation to EDI training and investigate training opportunities as appropriate. (CEO/ Director of Primary/ Chair)</p>	<p>CEO/ Director of Primary / Chair of Trustees</p>
<p><u>Members Recommendations/ Trustee Recruitment</u></p> <ul style="list-style-type: none"> • Adopt recommendations made by Members and request that an exceptions process be included to accommodate any extenuating circumstances in the future; • Investigate amending the Articles of Association, Terms of Reference and Trustee Job Description to reflect the Members changes; • Ensure that the identified skills gaps and other EDI categories are included in the current trustee recruitment process; • Nominations Committee to be established for this round of trustee recruitment and Chaired by KC and one other trustee; • Recommend to Members that RG is appointed as Chair of Trustees for 2023/24. 	<p>Chair of Trustees</p>

Signed as a true and accurate record of the meeting

Chair's signature

Chair's name

Date