



Minutes of Meeting number TB2 of the Trust Board held on Thursday 10th September at 4.00 p.m. in the Staff Room, Bobbing Village School.

Present: Mr G Lloyd (Acting Chair), Mr A Horton, Mrs K Ware (KW)(Executive Principal) and Mr K Wiesmath (KW).

In attendance: Mrs D Stacey (DS) (School Business Manager)

Clerk to the Trustees: Mr M Hydes (MH)

No.	Item/detail	Action
	Welcome and Introductions	
	The acting Chair welcomed all to the meeting and explained that the overall purpose of the meeting was to consider the new Trust governance arrangements. The acting Chair confirmed that the meeting was quorate. Trustees were informed that under the new arrangements Mr Hydes had been appointed as Clerk to the Trust Board and Mrs Wilson as Clerk to the Local Advisory Boards of Bobbing Village School and Iwade School.	
1.	Apologies	
	Apologies had been received from Mrs Angela Edwards (personal reasons). The apologies were accepted.	CtT
2.	Declarations of Business Interests	
	Trustees had no business interests to declare other than those already registered. It was noted that the Trust's auditors (UHY Hacker Young) required a 'Related Parties Questionnaire' to be completed by all Trustees and returned to the School Business Manager (SBM) by 21/9/15. Mrs Wilson was co-ordinating the returns.	Trustees/ SBM by 21/9/15
3.	Minutes of the Meeting TB1 held on 16th July 2015.	
	The minutes were accepted as a true and accurate record and signed by the acting Chair.	CtT
4.	Matters arising from the Minutes.	
4.1	Benefits of having five Trust members and clarification of the role of 'member'.	
	Trustees noted the comment (page6) in the Academies Financial Handbook (July 2015) that the Department for Education (DfE) " <i>encourages trusts to have at least five members in total as this: ensures that enough members can take decisions via special resolution (which requires 75.0% of members to agree) without requiring unanimity, and facilitates majority decisions being taken by ordinary resolution (which requires a majority of members to agree)</i> ". Trustees noted the distinction between the members of an academy trust and its trustees as follows: members are the subscribers to the trust's memorandum of association, and other individuals permitted to become members under its articles of association. Members have an overview of the governance arrangements of the	

	<p>trust and have the power to appoint and remove trustees. Members can amend the articles of association and may do so to support stronger governance arrangements (Timu Academy Trusts' current members are: Mr D Walker, Mr M Gale and Mr G Lloyd).</p> <p>Trustees understood that members can also be trustees but that having some distinction between the two layers of governance ensures that members, independent of trustees, provide oversight and challenge.</p> <p>Trustees acknowledged that they are the people responsible under the trust's articles of association for controlling its management and administration: they have the responsibility for directing its affairs and for ensuring it is solvent, well-run, and delivering the trusts' charitable outcomes for the benefit of the community.</p> <p>Trustees noted that with the new Timu structure there was a further level of governance with the local advisory bodies at Bobbing and Iwade being delegated by trustees to manage their respective schools. The new structure allowed for other schools to join the trust.</p> <p>In his role as a member, GL commented that members would be meeting at a future date to consider the appointment of additional members.</p>	GL
4.2	Financial arrangements for growing the Trust.	
	<p>The SBM informed trustees that each school in the trust had its own budget.</p> <p>Trustees noted that a 68.5 to 31.5 ratio would be used in 2015-2016 for apportioning costs between Iwade and Bobbing schools (based on pupil numbers as at September 2015). Changes in pupil numbers over the year e.g. casual admissions would be adjusted for at the year end.</p> <p>Trustees agreed that:</p> <ul style="list-style-type: none"> • for 2015-2016 the Trust would top-slice a proportion of the Government Annual Grant (GAG) for central costs but were happy to consider alternative strategies as they were presented; • there should be a contingency fund to be used in the event of an unexpected problem arising in a school; • schools would have some discretion in the use of their budgets but that the trust would have the final word. For example, it might become necessary to direct funds to a particular issue across the trust's schools e.g. Early Years; • the principle of bidding for funds was followed by each school. <p>Trustees requested further guidance on at what level decisions would be taken about bidding for funds i.e. finance committee or board and agreed to invite () to the next board meeting for this purpose.</p>	CtT/?
4.3	Key priorities for the forthcoming academic year.	
	Trustees agreed that the work of trust schools should be aligned with the	Trustees/

	trust's corporate plan. Further discussion on this matter was deferred to the October meeting.	CtT
4.4	Costs of company secretary to the trust and clerk to the local advisory bodies	
	Trustees noted that the company secretary would be working on a self-employed basis and that fees had been agreed with the school business manager. Hours for the clerk to the LABs were being finalised.	SBM
4.5	Annual timetable (see also 5.1 below)	
	Trustees were advised that the trust's auditors (UHY Hacker Young) had made an interim audit visit on 21 st August 2015 and would be conducting an audit fieldwork visit in the w/c 19 th October 2015. UHY Hacker Young would be attending the finance committee meeting on 7 th December 2015 and, after approval by the trust board, signed accounts had to be returned to UHY Hacker Young by 14 th December 2015. Trustees agreed that they would meet on 11 th December 2015 to approve the accounts.	CtT
4.6	Feedback form/skills matrix	
	Trustees acknowledged the importance of having the right skills sets in each component of the new trust structure and requested that the CtT to draw up a matrix of skills sets for members of the trust board and each local advisory body. It was agreed that Mr John Truman (educational consultant) should be asked to evaluate the outcomes. Trustees also requested that trust board and local advisory board members be provided with a feedback form so that the efficacy of meetings could be evaluated.	CtT/ Mr. J.Truman
5.	To consider programme of meetings for 2015-2016.	
5.1	Term 1 Board meeting	
	Trustees confirmed the calendar of board meetings for 2015-2016 based on 1 meeting per term i.e. 6 per year. Meetings would usually take place on a Thursday from 4.00 – 6.00 p.m. unless circumstances dictated otherwise. LABs would also meet on the same pattern and so as to ensure that a written record of the meeting is forwarded by the Clerk to the LAB to the CtT in sufficient time for its inclusion in on the agenda of the next meeting of the board. Trustees noted that the finance committee would be meeting on 7 th December 2015 and would be made up of KW (Chair), MG (LAB –Iwade), LW (LAB – Bobbing), KW (EP), CM (SP- Iwade), LH (SP – Bobbing and DS (SBM Timu Academy Trust). The meeting would be clerked by the CtT. The SBM advised trustees that the responsible officer (UHY Hacker Young) was scheduled to make three visits per annum. Trustees noted that UHY Hacker Young had confirmed that the board did not need to have a separate audit committee and that it would part of the finance committee.	CtLAB/CtT
5.2	Board action plan for 2015-2016	
	Trustees discussed the remit of various committees and agreed as follows: Finance Committee – finance, audit and premises Standards and Curriculum – standards, curriculum and staffing Parents, Community and Extended Services – ? Trustees noted that other committee functions needed to be confirmed e.g. pay, discipline, complaints, EP's appraisal and appeals.	

	Trustees noted that terms of reference would need to be up-dated and that, in some cases trustees would need training up-dates e.g. for serving on disciplinary panels.	Chair/EP
6.	To agree support for LABs	
6.1	Monitoring/paperwork	
	Trustees noted that AH (Trustee) intended to attend the Bobbing and Iwade LAB meetings on 16 th and 17 th September respectively. AE (Chair) and KW (EP) would also be providing on-going support to each LAB. Trustees also noted that where there were currently vacancies on a LAB, one or more board members would attend to ensure quoracy. KW informed trustees that agenda had been drawn up for both meetings. Trustees confirmed that minutes should be produced in accordance with Board guidelines.	CtLAB
6.2	Code of Conduct	
	Trustees agreed that the Code of Conduct should be up-dated and signed by all trustees/directors on an annual basis.	CtT/CtLAB
7.	To consider academy policies for review and ratification	
7.1	The SBM informed Trustees that Judicium (school support services) had reviewed a number of academy policies as to fitness for purpose. Trustees agreed that a schedule of policies should be drawn up with dates for review and ratification so that Board meetings could consider policies in a timely fashion. Trustees acknowledged the importance of academy trustees working in accordance with published policies.	Chair/SBM /CtT
8.	Any Other Business	
	None	
9.	Date of Next Meeting	
	Trustees agreed that the date of the next meeting should be brought forward to Tuesday 13 th October 2015 at Bobbing Village School starting at 4.00 p.m.	CtT

Signed _____ (Chair)

Date _____

NB

CtT = Clerk to Trustees

CtLAB = Clerk to Local Advisory Body

EP = Executive Principal

SBM = School Business Manager