

## DULWICH HAMLET EDUCATIONAL TRUST (DHET)

### Meeting of the BOARD OF TRUSTEES

Date: Thursday, 10 October 2019

Time: 18.30

Location: Belham Primary School, Bellenden Road, SE15 4DG

### MINUTES

<b>Present:</b>	Crispin Tuckley	Chair	Chair
	Sonia Case	Executive Head Teacher	EHT
	Simon Latham	Trustee	SL
	Rafael Marks	Trustee	RM
	Christopher Parsons	Trustee	CP
	Karen Robinson	Trustee	KR
	David Swordy	Trustee	DS
	Maryah Tafri	Trustee	MT
	Rebecca Tee	Trustee	RT
<b>Clerk:</b>	Kathleen Formosa		Clerk

#### 1. Welcome, Quorum & Apologies

- 1.1 The Chair opened the business of the meeting at 18:30, welcoming the members of the Board and others in attendance.
  - 1.1.1 It was **noted** that this was RM's last meeting as a Trustee. Thanks were expressed around the table to RM for his service to DHET over many years.
- 1.2 It was **noted** that all Trustees were present at the meeting.
- 1.3 A quorum was **confirmed** and the meeting proceeded to business accordingly.

#### 2. Declarations of Interest

- 2.1 SL declared as a standing interest his work as Head of the Town Clerk & Chief Executive's Office at the City of London Corporation, noting that he could be reasonably expected to be privy to discussions about the strategy and management of the City of London Multi-Academy Trust ("CoLAT") which the City Corporation sponsors and of which the Town Clerk is a company member. This might occasionally include discussions about expansion of CoLAT in Boroughs neighbouring the City (i.e. including Southwark). SL confirmed that he exercised no executive and/or delegated authority functions in respect of this matter, but would nevertheless recuse himself if necessary from any discussions pertaining to DHET's growth or expansion.
  - 2.1.1 DS declared his work with ESFA, and it was **acknowledged** that this presented no conflict with business on the agenda for the meeting.
  - 2.1.2 There were no other declarations of interest.

#### 3. Minutes of the Previous Meeting

- 3.1 The minutes of the Board of Trustees held on 27 June 2019 (**Paper 1**) were **reviewed** and approved subject to the correction of a typographical error at 8.2.1.  
**ACTION: Clerk to amend the minutes.**

#### 4. Matters Arising from the Minutes of the Previous Meeting

- 4.1 Matters arising from the minutes of the previous meeting (**Paper 2**) were **reviewed** and **discussed** as follows:

- It was **noted** that item 2.4.3 regarding the circulation of materials from a recent trustee development meeting attended by the Chair and RM remained outstanding. It was **agreed** that these should be forwarded to all Trustees and not just to RT.  
**ACTION: Chair to forward to all trustees the materials from the recent trustee development meeting.**
- Regarding item 2.5.3, the ongoing issues with GIAS were **noted**. The Clerk stated that these matters had also been reported to Audit Committee.  
**ACTION: EHT to follow-up with DfE to identify the DHET “super user” who can provide access to the Clerk.**
- Regarding item 6.2, KR reported that the governors at Dulwich Hamlet Junior School (“DHJS”) had agreed to keep the voluntary contribution at £25 per term with an option to top up, and this was **accepted**.
- Regarding item 6.2, updates to the terms of service schedule were made at the table.
- Regarding item 6.2, the Clerk was instructed to remove RM as a Trustee on all relevant registers, effective upon the expiry of his appointment as shown on the terms of service schedule.  
**ACTION: Clerk to update GIAS and Companies House registers to reflect the expiry of RM’s appointment.**
- Regarding item 9.4.1, the Chair reported that updates to the governance plan were in progress and would be dealt with by circulation.  
**ACTION: CT to seek Trustee approval of the governance plan by circulation.**
- Regarding item 13.1, it was **agreed** that safeguarding training would be made available to Trustees ahead of a future meeting within the academic year.  
**ACTION: SL to contact Southwark to source in-house safeguarding training for Trustees.**

4.1.1 As a further matter arising, it was **noted** that NGA membership had still not been secured for Trustees and governors.

**ACTION: EHT to follow up with the Suresh Shan (SS) on this matter.**

## 5. Executive Headteacher’s Report

5.1 The EHT’s report (**Paper 3**) was **taken as read**.

5.1.1 The positive attainment and progress data for both schools was **acknowledged**, and the Heads of School were commended for these results. It was **noted** that detailed data reports would be made in December.

5.2 Matters relating to the Caretakers House lease were **discussed**.

5.2.1 EHT reported that the local authority had not been responsive to the Trust’s request to access the building to enable a survey of the property. It was **agreed** that a business plan regarding the Belham Primary School’s (“BPS”) proposed use of the building would be submitted nevertheless, and would include a note to record the Trust’s disappointment at the local authority’s lack of response.

5.2.2 It was **noted** that there had been no commitment in writing from Southwark regarding its verbal commitment to work with the Trust to develop the Caretaker’s House site. It was **discussed** that unless and until such commitment is in hand, there would be no point in pursuing potential funders.

5.2.3 **A Trustee asked if the key elements of the business plan could be explained.**

5.2.4 EHT reported that the business plan was focused on the provision of music as a cornerstone of the BPS curriculum. As BPS is rapidly outgrowing the space available in the school, the development of the Caretaker's House into a facility for practice space had been proposed on the basis that such development would enable the school to continue providing the high-quality music education it aspires to. EHT stated that another key element of the business plan is that the facility would be open on weekends as a community facility, opening practice rooms to school children at neighboring schools.

**ACTION: SL, as Chair of BPS LGB, to ensure that consideration of the Caretaker's House and the business case are placed on the LGB agenda as appropriate.**

5.2.5 It was **discussed** that the provision of a community facility would appeal to Southwark, who may agree that in exchange for DHET's commitment to fund the development of the site through private fundraising, they would offer a peppercorn rent on the property over the long term.

5.2.6 It was **noted** that the relevant departments dealing with matters relating to the Caretaker's House and the Trust's proposal for its use would be Regeneration, and also Education. EHT stated that the officers in these departments should be given a chance to respond to the Trust's proposal before it is escalated to local councilors. Trustees **endorsed** this approach.

5.2.7 It was **noted** that the longer the building sits vacant, the greater the risk that the property becomes derelict, and the greater the chances that this begins to present a danger to the school.

5.3 **A Trustee asked about the Trust's preparations for Brexit and how potential issues around settled status for staff and recognition of EU qualifications in the event of no-deal would be dealt with.**

5.3.1 EHT reported that all matters were in hand.

5.4 **A Trustee asked about the catchment zones for the schools and why these were so different between the two schools.**

5.4.1 It was **noted** that the catchment area for Dulwich Hamlet Junior School ("DHJS") seemed unusually large, particularly in comparison to the BPS catchment area, which is less than a radius of 500m. EHT stated that the DHJS catchment had expanded, as housing layouts are more widely spaced and the area demographic subscribes heavily to independent schools.

5.5 **A Trustee commended the schools for dealing forthrightly with climate change, support for childhood vaccines, and the new SRE curriculum.**

5.5.1 Regarding climate change, EHT stated that an authorised absence was granted for a child at DHJS whose parents had made a very compelling case for the child to join them at recent demonstrations in London. EHT stated that the school had considered the case on its merits, including the child's good record of attendance.

5.5.2 EHT reported that the Heads of School had been asked to include information in their newsletters about the ways in which children were being actively educated about climate change.

## **6. Trust Strategy & Growth**

6.1 Proposed next steps regarding Trust growth (**Paper 5**) were **reviewed**.

6.1.1 The Chair reported that there had been no follow-up from the school Trustees had last engaged with.

6.1.2 It was suggested and **agreed** that a working group should be constituted to take forward conversations about Trust growth. The following Trustees were agreed as members of the working group – CT, CP, RT, and DS.

**ACTION: Chair to propose dates to the working group, with a report to be made at the next meeting.**

- 6.1.3 MT registered her interest in the working group, but was unsure if she would be able to commit to meetings between now and the next Trustee meeting. It was **agreed** that she should be kept informed of meeting dates.
- 6.1.4 It was **agreed** that EHT would be kept informed of meeting dates and would have a standing invitation to attend meetings, as her schedule allowed.
- 6.1.5 Terms of reference for the working group were **noted**, and Trustees were invited to offer comments and suggested amendments over email to the Chair.

**ACTION: Chair to seek approval of the working group terms of reference by circulation.**

- 6.2 The sponsorship route to Trust growth was **discussed**.
- 6.2.1 EHT stated that she would not recommend a sponsorship approach, as she was uncertain of the Trust's ability to evidence sufficiently its ability to improve schools.
- 6.2.2 The Chair reported that he recently attended a CST seminar at Stone King, which indicated that applications for the current round of Trust Capacity Funds as well as new free school development may not be dealt with in a timely manner given the strong possibility of a general election in November and the purdah period around this.
- 6.2.3 It was **discussed** that as local authorities continue to struggle financially, it is possible that maintained schools would be looking to join MATs to ease funding pressures. It was **discussed** that the Trust might consider schools from outer-London boroughs where families are more heavily concentrated.
- 6.2.4 It was suggested that other forms of growth should be considered – e.g., partnerships with local schools around specific themes, joint tendering for services, etc. – as growth of the Trust is contemplated. It was **noted** that the Caretaker's House proposals were good examples of this type of partnership working.
- 6.3 It was **discussed** that Trustees may need support to take the growth strategy forward beyond a certain point. It was **agreed** that the Trustees would consider where such support may be needed, and to retaining consultants to assist with development of the strategy document.

**ACTION: Chair to check the procurement threshold to confirm whether consultancy work would need to be put to tender.**

**7. Annual Review with DfE/RSC**

- 7.1 EHT reported that prior to the MAT review meeting at DfE on 27 November 2019, DHET should consider making a proposal to DfE/RSC regarding its plans for growth. She stated that the aim would be to determine what support RSC could provide to assist DHET in realising its ambitions.
- 7.1.1 The Chair stated that developing the proposal and determining the level of support available from RSC would be key tasks of the growth strategy working group in the near term.
- 7.1.2 It was **noted** that the strategy document to be sent to DfE/RSC should set out a range of options, including goals and objectives, rather than a complete, polished strategy.
- 7.1.3 The Chair stated that DHET would seek to secure RSC as broker to guide DHET toward schools which may be open to joining it. He stated that SS would accompany the Chair and EHT to this meeting so that financial implications of the proposal could be adequately explored.
- 7.1.4 **A Trustee asked who would handle the project management aspects of any growth project.**

- 7.1.5 The Chair stated that the consultant to be retained to assist with the growth strategy might be expected to assist with project management aspects of the growth project.

## 8. Finance Update

- 8.1 CP reported that initial outturn figures had been reviewed verbally at the Audit Committee meeting, and indicated no significant variation from the agreed budgets.

8.1.1 It was **noted** that the December Board of Trustees meeting would include full information on the final outturn figures.

8.1.2 It was **accepted** that the paper to have circulated regarding the outturn figures (**Paper 6**) was currently being finalised and would be circulated following the meeting.

**ACTION: CP/Chair to circulate outturn figures once finalised.**

8.2 It was **noted** that the budget monitoring reports would be dealt with by each school's LGB, with any matters needing Trustee attention to be reported back in the LGB reports to the Trustees.

8.2.1 CP stated that it had been agreed by Audit Committee that it would be responsible for reviewing the central Trust budget monitoring report and reporting back relevant matters to Trustees.

8.3 CP reported that the central Trust bank account was now open. He reported that SS had worked with the Heads of School to determine those costs that should be considered central costs. He stated that the schools had previously paid central costs out of their budgets, and these were balanced by a system of cross-charging. The Trust bank account removes this administrative complication. The schools have agreed what of existing expenditure is "central" vs. "school specific" and this has been rationalised through implementation of the Trust bank account.

8.3.1 CP reported that a termly schedule had been agreed between the Heads of School and SS, and the schools have made their first termly contributions to the central account. He stated that all costs to the schools were fixed, and there would be a fixed share that they would contribute.

8.3.2 **A Trustee asked what governance was in place to ensure the fair determination and fixing of costs.**

8.3.3 CP stated that ratios had been determined based on the size of the school, and that this was not expected to change. It was **agreed** that the Audit Committee should see the methodology agreed between SS and the Heads of School annually, and sufficiently in advance to allow Audit Committee's review and comment before any change to future ratios were put into effect.

8.4 CP reported that both schools have healthy carry-forwards, which are considered contingency funds. Contingency planning remains a work in progress, and would likely dovetail with work currently being done to assess and mitigate current and emerging risks.

8.5 It was **noted** that matters relating to the Caretaker's House had been dealt with elsewhere on the agenda.

## 9. Committee Reports

9.1 CP reported that financial oversight matters dealt with by Audit Committee at its recent meeting had been reported under the previous agenda item.

9.2 CP reported that oversight of preparations for the annual audit were substantially discussed by the Audit Committee. He reported that audit outcomes would be dealt with at the 26 November 2019 meeting of Audit Committee, to which MT and DS had been invited.

- 9.2.1 CP reported that the new requirements set out in the Academies Financial Handbook had been considered, and in particular the number of reports now required by ESFA. It was **noted** that many of the things now required – e.g., having an Audit Committee – are already in place in the Trust.
- 9.2.2 The need for DHET to update its Whistleblowing Policy was **noted**. Per the new ESFA requirements, the Whistleblowing Policy requires that a named member of staff and a named trustee are included as contacts in the policy.
- 9.2.3 It was **noted** that the Chair had circulated a letter from the Chief Executive of ESFA (**Paper 9**) setting out the new requirements per the Academies Financial Handbook. SS has assured Audit Committee that he has capacity to meet all ESFA reporting obligations, and reported that he had diarized relevant reporting deadlines.
- 9.3 CP reported that Audit Committee had considered several emerging risks across DHET.
- 9.3.1 He reported that the risks associated with the ongoing delays with the novation of the BPS building lease had been considered, as the correction of building defects continues to lag.
- 9.3.2 CP reported that Audit Committee was informed that the building boilers had recently started to malfunction and it has been found that they were never registered for warranty by the subcontractors who installed them.  
**ACTION: SL to raise the issue of boiler defects and warranty registrations at the next BPS LGB.**
- 9.3.3 As an additional risk, CP reported that the McCloud judgment had been reviewed, the effect of which is that liabilities under the local government pension scheme in which non-teaching staff are enrolled may become significantly greater.
- 9.3.4 CP reported that the Audit Committee had considered the possibility that the legal consequences of the judgment may have substantial impact on the Trust and therefore wished to highlight to the Trustees the potential that non-teaching staff pension liabilities may be a future issue requiring Trustee consideration. It was **confirmed** that the matter had been added to the risk register.
- 9.3.5 It was **noted** that the Audit Committee would continue to include the risk register as a standing item on each meeting agenda, with the risk register put to the full Board for consideration and approval at least once per year.
- 9.4 RT reported that the Pay & Personnel Committee (“PPC”) had met just previous to the Board of Trustees meeting. She stated that no urgent issues had emerged from the meeting.
- 9.4.1 RT reported that the main business of the PPC committee included discussion of the DHET Pay Policy which is being revised.
- 9.4.2 RT reported that PPC formally approved a teachers’ pay award of 2.75%, and the nationally recommended pay award of support staff. Trustees confirmed their support for PPC’s decision.
- 9.4.3 It was **agreed** that minutes of the PPC meeting would be circulated in draft to Trustees once RT had signed off the draft.  
**ACTION: Clerk to circulate the draft PPC minutes to Trustees, once available.**

## 10. Reports of the Local Governing Bodies

- 10.1 The draft minutes of the DHJS LGB of 8 July 2019 (**Paper 10**) were **noted**.
- 10.1.1 Various queries were raised regarding points of wording and action points in the minutes. It was **agreed** these would be dealt with by KR in her capacity as DHJS LGB chair when minutes are presented for approval at upcoming LGB meeting.

## 11. Items for Review

- 11.1 The Scheme of Delegation (**Paper 11**) was **noted**.

- 11.1.1 The Chair reported that changes to the Scheme of Delegation continue to be suggested. He invited Trustees to offer their final comments as soon as possible in the interest of presenting a finalised document at the next meeting.
- 11.1.2 The Chair reported that the Governance Plan also included pending updates and would be updated in line with the Scheme of Delegation.  
**ACTION: Chair to include approval of the Scheme of Delegation and the Governance Plan at the next meeting of the Board of Trustees.**
- 11.1.3 The Trustees expressed thanks to the Chair for keeping track of these important documents and ensuring that they are regularly updated.
- 11.2 The Chair reported that a query had recently been raised regarding a Trustee expenses policy.
- 11.2.1 The Chair reported that there is a DHET Trustee and Governor Expenses Policy, but that it is very out of date. It was **confirmed** that all Trustees and Governors are entitled to claim for travel to and from meetings.  
**ACTION: EHT to ensure the DHET Trustee and Governor Expenses Policy is updated and presented for approval at a future meeting.**
- 11.2.2 It was **agreed** that the usual term of “reasonable expenses” would be clearly defined, and that the policy, to the extent possible, would align with the staff expenses policy.
- 11.3 The Chair reported that business continuity planning was in hand. It was **acknowledged** that the matter was not urgent, but would be kept on the agenda as there should be a clear plan that has been reviewed and endorsed by Trustees.  
**ACTION: Chair to keep business continuity planning on the agenda.**
- 11.4 The DHET website policies review (**Paper 13**) was **noted**, and areas needing updates were **reviewed**.
- 11.4.1 RM was thanked for the work undertaken to review the website and to put together the report.
- 11.4.2 RM stated the following as recommendations, which were **discussed** and **agreed** by Trustees:
- All policy documents should show the date of last review and the date of next review. This is currently inconsistent across the documents posted to the website.
  - There should be consistency between the two school websites regarding how and where policies can be found, and particularly for those policies that are shared across the Trust.
  - Information on DHET should be easily accessible through each school website.
  - The DHET website should have a greater “stand alone” presence, and include links through to each school website.
- 11.4.3 It was **noted** that BPS had twice as many policies listed on its website as DHJS. EHT stated that as a new school, BPS was required to get all statutory policies online in order to be approved to open. As DHJS prepares for Ofsted scrutiny, there will be greater attention to getting all required policies online.
- 11.4.4 **A Trustee asked whether there were any analytics available to indicate how frequently policies are accessed on either school website.**
- 11.4.5 EHT stated there were no such analytics. It was **discussed** that an Ofsted inspection would be expected to include a review of the website, and that policies should therefore be available whether they are actively being accessed or not.
- 11.4.6 The challenges of keeping the websites up to date were **discussed**. It was **acknowledged** that there was no clear resolution to how to address this, but that discussion would continue internally within the schools.

- 11.4.7 RM stated his finding that no one in either school had ownership of maintaining the information available through the websites.
- 11.4.8 It was **discussed** that consideration should be given to employing someone on a fixed-term basis to take on this piece of work. EHT stated that there were no existing staff with the capacity to take this on. Various approaches to finding an appropriate existing or new member of staff to take responsibility for website updates were **discussed**.

**ACTION: EHT to consider options regarding the appointment of an intern or fixed-term staff to take responsibility for website updates and to bring forward a proposal to Trustees.**

## **12. Items for Information**

- 12.1 The Ofsted research report on MATs (**Paper 14**) was **noted**.

## **13. Safeguarding**

- 13.1 EHT stated there were no safeguarding matters to be reported to Trustees.

## **14. Any Other Business**

- 14.1 EHT reported that she had been appointed as a public governor of Kings College Hospital Foundation Trust.
- 14.1.1 She reported that she has also been appointed a magistrate to the Bromley criminal court. It was noted that this has taken eighteen months since the point of application.
- 14.1.2 EHT was congratulated on both appointments.
- 14.2 The Clerk reported that she had taken a decision to wind down her clerking practice and would be transitioning out of her role at DHET within the year.
- 14.2.1 She stated while currently she was able to cover all meeting dates previously agreed with the Trust, additional professional commitments she had taken on may make this increasingly difficult. For this reason, she had recommended to the Chair, Chairs of committees and EHT that alternative clerking arrangements are made as soon as possible, which would enable her to assist with any handover.

The business of the meeting concluded at 21:00.

**Date of the Next Meeting - Thursday, 5 December 2019** at 18:30 at Dulwich Hamlet Junior School.

*KF/kf: 20/10/2019*