

DULWICH HAMLET EDUCATIONAL TRUST (DHET)

Meeting of the BOARD OF TRUSTEES

Date: Thursday, 7 March 2019

Time: 18.30

Location: Belham Primary School, 165 Bellenden Road, SE15 4DG

MINUTES

Present:	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
	Rebecca Tee	Trustee	RT
Clerk:	Kathleen Formosa		Clerk

1. Welcome & Apologies

- 1.1 The Chair opened the business of the meeting at 18.31, welcoming the members of the Board and others in attendance.
- 1.2 It was **noted** that all Trustees were present at the meeting.
- 1.2.1 The Chair reported that CP's and KR's terms of office had expired. It was **discussed** and **agreed** that CP's and KR's appointments should be renewed for a further term of four years, confirming the Boards earlier agreement.
- 1.3 A quorum was **confirmed** and the meeting proceeded to business accordingly.

2. Declarations of Interest

- 2.1 RT declared as an interest that her daughter is currently on paid work experience at Belham Primary School ("BPS"). She stated that she would withdraw from related decisions where required regarding staffing at BPS or across the Trust.
- 2.1.1 There were no other interests declared.

3. Minutes of the Previous Meeting

- 3.1 The minutes of the DHET meeting of 6 December 2018 (**Paper 1**) were **agreed**, subject to minor amendment and sign-off of the confidential annex.
ACTION: Clerk to amend and recirculate the minutes.
ACTION: Clerk to circulate the confidential annex to Trustees.
- 3.2 The minutes of the Members AGM held on 6 December 2018 (**Paper 2**) were **noted**.
4. **Matters Arising from the Minutes of the Previous Meeting**
- 4.1 Matters arising from the minutes of the previous meetings (**Paper 3**) were **noted**.
- 4.2 Those matters not reported as actioned or otherwise addressed on the agenda were **discussed** as follows:
 - Regarding item 7.4.8, EHT reported that the auditors confirmed that teachers paid on the leadership spine had been counted as management rather than teachers in the end of year accounts. This explained differences from the previous year's report.

- Regarding item 8.1.2, it was **acknowledged** that most Trustees are now receiving the Belham Buzz. It was **agreed** that Trustees should also be receiving the Hamlet Herald. It was stated that both newsletters should be checked to ensure they are being circulated in PDF (rather than Word) format.

ACTION: EHT to check at both schools that circulation lists for Trustees are complete and up to date.

- Regarding item 11.1.3, EHT reported that Trustees would be invited to visit during the governors' morning on Thursday, 20 June at Dulwich Hamlet Junior School ("DHJS"). A date for a Trustees' visit to BPS is still to be determined. It was **discussed** and **agreed** that the DHJS date might be offered to governors from the BPS LGB.

ACTION: KR, as Chair to the DHJS LGB, to extend an invitation via SL to governors of the BPS LGB.

4.2.1 As a further matter arising, it was **noted** with regard to item 8.1.2 that an updated three-year financial plan would be received in April rather than January.

4.3 As a matter arising from the minutes of the AGM, it was asked whether the intention was to appoint additional Members before the next AGM.

4.3.1 The Chair stated that the intention is to appoint two new Members if appropriate candidates are found, ideally before the next AGM. It was **noted** that the new Members would not be appointed as Trustees, as the broader intention is that the majority of Members should be independent.

5. Chair's Report

5.1 The Chair reported that an extraordinary meeting of the Trustees was held on 17 January 2019 for the primary purpose of discussing EHT's request to further reduce her working days from three days to two days per week after the Easter break.

5.1.1 The Chair reported that initiatives and activities to be organised across the schools were also discussed at the extraordinary meeting. One such initiative is the appointment of one governor from each LGB to the Audit Committee, which has been implemented.

5.2 The Chair reported that he and EHT have met with the DfE regarding the BPS building lease and the Trust's concerns about the lease given the number of defects identified in the building.

5.2.1 The Chair stated that details of the meeting would be picked up under the EHT's report and the report from the BPS LGB.

5.3 The Chair reported that he had met with EHT on 24 January 2019 for review of the management accounts and cash flow.

5.3.1 The Chair reported that EHT proposed at their meeting that charges for clubs and voluntary contributions from parents should be increased from September 2019. He stated that the proposal is that voluntary contributions should be increased to £90 per annum, and that clubs should increase from £50 per term to £60 (10 weeks).

5.3.2 EHT clarified that the voluntary contribution is used to pay for school trips, which are not separately charged. The alternative is that families are asked to pay for each school trip on which their child participates.

5.3.3 The Trustees **discussed** and **agreed in principle** the increases to the voluntary contribution and the increases in charges for clubs for the schools, subject to formal approval by the individual LGBs.

ACTION: LGB Chairs (SL / KR) to include consideration of the voluntary contribution and charges for clubs at the next meeting of the LGBs.

5.3.4 It was **noted** that the LGBs would be asked to formally approve the proposal for their respective schools, and that there was no obligation for the LGBs to approve the same increases. The Trustees were advised that there is therefore a chance that one LGB may approve a smaller increase than the other.

6. Executive Head Teacher's Report

6.1 The EHT's Report (**Paper 4**) was **taken as read**.

6.1.1 EHT reported that pupil progress and attainment trends at both schools had been discussed ahead of the meeting with RT and KR.

6.1.2 It was **noted** that the attainment figures provided correspond to last year's pupil cohort.

6.2 It was **discussed** that the attainment targets set by each school are quite ambitious. Questions were raised regarding why the schools believe that the targets they have set are realistic and achievable.

6.2.1 EHT stated that both schools have reported that they are on track to achieve the targets they have set. It was **noted** that the attainment targets are scrutinised closely by the LGBs, and that LGB Chairs are asked to provide assurances regarding the targets as part of their regular reports to Trustees.

6.2.2 It was **discussed** that as Trustees do not have the same benchmarking and detailed progress and attainment figures as the LGBs, the LGBs' reports on progress and attainment should provide some context for any figures presented. It was **noted** that key headlines are all that are needed for Trustees, as the detailed monitoring of progress and attainment targets is the responsibility of the LGBs.

6.3 EHT was asked about the cross-school work of the school business managers and whether this was working as planned.

6.3.1 CP stated that both business managers reported to the Audit Committee's most recent meeting. Both reported positively about their cross-school working, and that they were enjoying working together and were supportive of one another. CP stated that he was assured of their effective work together and in their discrete areas.

6.3.2 EHT stated her view that the work of the business managers collectively will be transformational for the schools. Progress on key HR and financial projects has already been much quicker than expected.

6.3.3 EHT reported that it remains clear to DHJS staff that Sue Roberts (SR) is the business manager there, and to BPS staff that Suresh Shan (SS) is the business manager at BPS. However, there is a greater sense of joined-up working on business matters across the Trust.

6.3.4 EHT reported that it is also clear that all HR matters are dealt with by SR. To this end, all HR files are now located at DHJS. Similarly, it is clear that all finance matters are dealt with by SS, and all finance files are at BPS.

6.3.5 EHT reported that finances across the Trust are now up to date, including VAT. Recruitment for a member of staff to deal with central purchasing is now in progress. Recruitment for an additional member of staff to deal with central invoicing is anticipated to commence in the near term. Internal recruitment is expected for at least one of these posts.

6.3.6 EHT reported that Judicium has been appointed to support SR with HR matters, replacing the existing provider. It is expected that Judicium's appointment will make a positive impact on the quality of HR support provided.

6.3.7 It was **noted** that there are now integrated recruitment procedures to help both schools to fill vacancies. EHT reported that an upcoming vacancy at DHJS is being advertised at the same time as vacancies at BPS. This approach should allow the MAT to hire candidates based on their strengths and to adapt roles to enable working across the Trust to optimise the use of resources.

- 6.3.8 It was **discussed** that the Trust should be mindful to ensure that the pace of change is not more than staff can handle.
- 6.4 It was **discussed** and **agreed** that the school business managers should be invited to attend DHET meetings as needed.
- 6.4.1 The Chair stated his expectation that SS would support the Trustees at meetings in the same way that Barry Walder has in the past, and thus that he would be invited to attend when budgets are discussed.
- 6.4.2 It was **discussed** and **agreed** that the Heads of School should also be invited to attend DHET meetings from time to time, both to inform Trustees about the schools, and also to enable the Heads of School to learn how the Trust board works.
ACTION: EHT to consider appropriate timing for the Heads of School to attend meetings of the Trustees.
- 6.5 The Trust's relationship with other schools was **discussed**.

This portion of the minutes has been removed to Confidential Annex A.

- 6.6 Curriculum developments in the schools were **discussed**.
- 6.6.1 EHT stated that changes to the sex and health education curriculum would be reported on at a future meeting. EHT reported that the Heads of School would be considering an approach to implementing the new curriculum over the summer term.
- 6.6.2 EHT recommended that the Trustees hear reports from the Heads of School regarding the involvement of local religious leaders in school assemblies. She stated that DHET schools have as a part of their mission that they are secular.
- 6.6.3 It was **discussed** and **agreed** that the schools' mission statements should be explicit that they are deliberately non-religious. An approach to making this clearer should be discussed at a future meeting, and perhaps at a future strategy day.

7. Trust Strategy & Development

- 7.1 The Trust strategy paper (**Paper 5**) was **taken as read**.
- 7.1.1 Changes to the paper since its previous iteration, were **noted**, including:
- The addition of an appendix regarding an approach to recruitment and retention of staff – It was **acknowledged** that the schools do not have a problem with recruitment or with retention, but that the appendix had been added for the purpose of clarifying the MAT's approach;
 - The addition of a section on continuing professional development for staff – EHT stated that there needs to be equality of opportunity in how staff are supported in their careers, and it is hoped that this section provides clarification on the opportunities available; and
 - An explanation at page 18 of what DHET can offer new joiners – EHT reported that this has come directly from the new working arrangements implemented for the new business managers.
- 7.2 It was **discussed** and **agreed** that the Trust's mission and vision should be foregrounded in the document.
- 7.2.1 It was **acknowledged** that many of the changes made to the document provided valuable context, but that such context should not overtake the very inspiring things DHET has to say about itself and what it wants to achieve.
- 7.2.2 Questions were raised about the values statements provided by each school and whether these should be the same. It was **discussed** that it was not entirely clear how the Trustees could ensure that there are common values that the MAT is promulgating.

- 7.2.3 It was **discussed** that while values could be school-specific without being inconsistent, it could also be confusing to prospective partners or others outside the Trust if there are different values in different schools in the MAT, and even more confusing if there are also separate Trust values.
- 7.2.4 It was **agreed** that bottom-up values are acceptable, in principle, but that these should take the form of local expressions of Trust-wide values and therefore be consistent with them, and clarifications of how these are carried out in each school.
- 7.3 The Trust Strategy paper was **approved in principle as a draft and developing document**.
ACTION: All Trustees to send feedback and suggestions to EHT for the trust strategy paper's further development.
- 7.3.1 The Chair stated that a date is needed for a point at which the Trustees would be asked to share the points raised in the strategy document with the wider school governance and leadership. It was proposed and **agreed** that this should take place in June.
ACTION: EHT to suggest a date for the Trustees to meet with school leaders for discussion of the Trust Strategy paper.
- 7.4 The Chair stated that a name change for the Trust would be considered at a future meeting. EHT has been asked to make proposals to the Trustees in due course. Trustees will then be asked to make recommendations to the Members for consideration.
- 8. Finance, Audit & Risk**
- 8.1 The DHJS budget update (**Paper 6**) and budget monitoring report (**Paper 6a**) were **taken as read**.
- 8.2 The BPS budget update (**Paper 7**) and budget monitoring report (**Paper 7a**) were **taken as read**.
- 8.3 It was **agreed** that the summer term meeting of the Trustees would focus substantially on Trust finance. It was **noted** that by the summer term, an updated three-year financial projection was expected to be available, and that this would highlight where difficulties are likely to arise in the Trust.
- 8.3.1 It was **discussed** that the information to be presented at the summer meeting should enable the Trustees to remain focused on strategic financial issues for the Trust. It was **discussed** and **agreed** that in due course the Trustees should receive a higher level and more concise financial report than is circulated to the LGBs.
- 8.3.2 It was **confirmed** that it would remain the responsibility of the LGBs to drill down into the details of their own finances and to report via the Audit Committee any risks emerging or being actively monitored by the local governors.
- 8.4 The draft minutes of the 13 February 2019 meeting of the Audit Committee (**Paper 8**) were **taken as read**.
- 8.4.1 It was **noted** that minor corrections to the draft minutes had been received since the circulation of the papers.
- 8.4.2 CP reported that RM has joined the Audit Committee along with one governor from each LGB. It was **noted** that the members of the Audit Committee appointed by the LGBs both have audit backgrounds, and are very well qualified to be on the Committee. CP stated his view that all new members of the Audit Committee have made positive contributions to the Committee's work.

- 8.5 CP reported that he attended meetings of both LGBs in December/January. He stated his view that these visits to the LGBs were productive and helpful for him and for the LGBs in terms of advancing a joined-up approach to identifying, monitoring and managing risk.
- 8.5.1 CP reported that each LGB has been asked to review the risk register and to consider how the risks identified on the register manifest themselves in their particular school.
- 8.6 CP reported that the Audit Committee has received recommendations regarding an additional central Trust bank account. CP stated that contrary to previous proposals that the schools' bank accounts should be merged, the current proposal is that there should be a third, central bank account established to deal with central costs. The Audit Committee has supported this recommendation.
- 8.6.1 It was **discussed** that each school's costs would continue to be paid out of the relevant school's bank account. The central bank account would be used to pay those costs that are particular to the Trust. It was **discussed** and **agreed** that there would need to be a written agreement established that would identify what are and are not considered to be central costs, and articulate how the school bank accounts are funded.
- 8.6.2 The recommendation that a third bank account out of which central Trust costs would be paid was **agreed** by the Trustees. It was **noted** that the new bank account would be implemented from September 2019.

ACTION: EHT to instruct SS to open a Trust bank account for use from September 2019.

9. Governance Matters

- 9.1 The terms of reference for the Pay and Personnel Committee (**Paper 9**) were **noted**.
- 9.1.1 The Chair reported that the terms of reference had been reviewed and agreed by the Trustees at the extraordinary meeting. It was **noted** that the Pay and Personnel Committee had been constituted to meet as required.
- 9.1.2 It was suggested and **agreed** that staff promotion should be added to the matters to be reviewed and approved by the Committee.
- ACTION: Chair to update the terms of reference.**
- 9.2 It was **noted** that RT had been agreed as Chair of the Pay and Personnel Committee. It was **discussed** and **agreed** that RT should report formally to the Trustees in that capacity regarding any decisions taken by the Committee.
- 9.2.1 It was **discussed** and **agreed** that, in due course, RT should visit the LGBs to discuss the activities of the Committee and its remit, just as CP has recently done as Chair of the Audit Committee.
- 9.2.2 Questions were raised regarding the input of the LGBs on pay and personnel decisions in each school. In particular, it was asked whether the LGB Chairs would still be consulted on incremental increases for the Heads of School.
- 9.2.3 It was clarified that the LGB Chairs would still be asked to agree standard or non-contentious increases for the Head of School. Contentious matters may need to be brought forward to the Pay and Personnel Committee.
- 9.2.4 EHT stated that there would be a Trust HR policy manual that applies to both schools, and these will be supported by local procedures in each school.
- 9.2.5 It was **noted** that pay and personnel issues tend to arise in June/July. EHT stated that by this time, the schools should know whether there will be vacancies arising and what staff pay increases are likely to be. It was **agreed** that the Pay and Personnel Committee should aim to convene a meeting in July.
- 9.3 The list of Trust and LGB memberships circulated in advance of the meeting, but separately from the board papers, was **reviewed**.

- 9.3.1 It was **noted** that certain appointment dates and the list of DHJS LGB members should be updated.
- 9.3.2 It was **agreed** that expiry dates for all governor terms of office should be added to the list of DHET and LGB appointments.
ACTION: Clerk to update the list of DHET and LGB appointments as discussed and recirculate the document.
- 9.3.3 It was **discussed** that noting the terms of service for Trustees and local governors should be a standing item for all meetings, with discussion about the renewal of appointments and/or succession planning undertaken as needed.
ACTION: Clerk to develop the document into a terms of service document and include this with the papers for each Trust and LGB meeting.
- 9.3.4 It was **noted** that SL's appointment as a governor at BPS is nearing expiry. SL's reappointment as a BPS governor was **approved in principle**, subject to the agreement of the BPS LGB.
- 9.4 The updated Governance Plan (**Paper 10**) was **reviewed** and **discussed**.
- 9.4.1 It was **discussed** that paragraph 11 of the Governance Plan clarifies the point that appointing staff as co-opted governors is appropriate only in exceptional circumstances. It was **noted** that this clarification would affect the appointment on one governor currently on the BPS LGB.
- 9.4.2 It was **discussed** that paragraph 28 of the Governance Plan sets out the Trust's position on conflicts of interest. It was **agreed** that language in this paragraph could be further strengthened to clarify that anyone having a contractual or personal relationship with a school will not normally be permitted to be appointed as a local governor or a Trustee.
ACTION: Chair to amend the wording of paragraph 28 of the Governance Plan, as agreed.
- 9.4.3 Figure 2 of the Governance Plan was **discussed**. It was suggested that the figure could be clarified to show that the Business Committee and Education Committee are sub-committees of an LGB. It was **noted** that BPS is planning to implement a committee structure parallel to the committee structure in place at DHJS from September 2019.
ACTION: Chair to amend Figure 2 of the Governance Plan, as discussed and recirculate the document.
ACTION: LGB Chairs (SL / KR) to circulate the amended Governance Plan to their respective LGBs.
- 9.5 The recruitment of new Trustees was **discussed**. The Chair reported that there have been approximately 12 expressions of interest received in response to the advertisement placed on the Inspiring Governance website seeking to fill vacancies on the Trust board.
- 9.5.1 The closing date for expressions of interest was **noted**.
- 9.5.2 It was **agreed** that the Chair, EHT and one other Trustee would form a selection committee, and that agreement to a recommendation for an appointment would be sought by circulation.
- 9.5.3 It was **discussed** that the Trust still wishes to "promote" from within by having LGB governors appointed to the DHET board. The Chair stated his view that there were several LGB governors who would be good candidates, but that as many were quite new, these governors should be allowed to bed into their LGB roles before they are asked to join the DHET board.
- 10. Reports of the Local Governing Bodies**
- 10.1 The BPS LGB minutes (**Paper 11**) were **taken as read**.

- 10.1.1 SL reported that the new governors appointed to the LGB have integrated well into their roles and have strengthened the board overall.
- 10.2 EHT reported that she has attended a meeting with the BPS building architects and Southwark Council regarding defects in the building. She reported that 68 defects had been identified by the school facilities manager or the architect, and that each of these defects were discussed during the meeting. It was **noted** that many of the defects discussed were a result of water ingress.
 - 10.2.1 EHT reported that she was reassured by Southwark's strong insistence that corrections are required from the contractor. She reported that Southwark also clarified that the warranty would transfer along with the lease, with the contractor to continue to be held accountable for their work, including righting any latent defects.
 - 10.2.2 EHT reported that another defects walk around had been scheduled for the week of 11 March 2019. Repair works have been scheduled to take place during the school's Easter break. A significant retention sum was held by Southwark pending satisfactory completion of the work.
- 10.3 The DHJS LGB minutes (**Paper 12**) were **taken as read**.

11. Items for Review

- 11.1 The Admissions Policy for DHJS (**Paper 13**) and for BPS (**Paper 14**) were **reviewed**. It was **noted** that there had been no changes in the admissions criteria for either school since the previous year.
 - 11.1.1 It was **noted** that although the admissions policies are not inconsistent, they are not the same. It was **discussed** whether there should be a consistent admissions policy across the MAT.
 - 11.1.2 EHT stated that the schools are required to have their own admissions policies, but that they could use similar language. She stated her view that the BPS Admissions Policy was the most up to date. It was suggested and **agreed** that the BPS Admissions Policy should be used as a template for both schools.
- 11.2 The BPS Community Use Policy (**Paper 15**) was **discussed**.
 - 11.2.1 SL reported that the safeguarding provisions included in the policy had been tightened following discussion at the BPS LGB and review by the MAT's safeguarding lead.
 - 11.2.2 It was **discussed** and **agreed** that the policy as written should be accepted, but monitored to determine how it is working in practice.
 - 11.2.3 It was suggested that it could be clarified in the policy that the caretaker will have responsibility to ensure that no one remains in area of the building following the end of an event. It was suggested that such clarification might be achieved by mirroring language in the checklist for the keyholder in the policy itself.

12. Safeguarding

- 12.1 EHT confirmed that there were no safeguarding matters needing to be brought to the Trustees' attention.

13. Any Other Business

- 13.1 The Clerk reported that as part of her work on the DfE's developing governance programme, she had developed an approach to information sharing and storage of approved minutes, board and committee packs, and policies for the MAT using Microsoft Teams.
 - 13.1.1 The Clerk stated she is working closely with SS to implement this project with good progress anticipated before the next meeting of the Trustees.

ACTION: Clerk to report progress on the Microsoft Teams project at the next meeting of the Trustees.

- 13.2 CP reported that he and KR have attended training on Prevent at DHJS. He reported that the training was helpful and provided up to date information.
- 13.3 KR asked whether the Trust would consider taking up membership of the NGA to support new Trustee and local governor training, and to ensure that up to date information is available regarding best practice and developments within the sector.
- 13.3.1 It was **agreed** that the schools and DHET should become members of the NGA. It was **noted**, however, that joining the NGA as a MAT is not cost effective for a small MAT, and therefore there would be three memberships – i.e., one for each LGB and another for the Trust board.

ACTION: EHT to ask SS to register NGA memberships for each school and the DHET Board.

- 13.4 The Chair reported that the mid-year review for the EHT has been completed.

The business of the meeting concluded at 21:22.

Date of the Next Meeting - Thursday, 27 June 2019 at 18:30 at the DHJS.

KF/kf: 17/03/2019