



A meeting of the Hart Schools Trust (formerly the North Hertfordshire Studio Schools Trust) was held on Wednesday 1 December 2021 starting at 08.35, by videoconference.

PRESENT

Andrew Simmons (Chair)
Kit Davies (Vice-chair)
Geoff Cleverdon
Hilary Clifford
Jonathan Ellam

Socrates Karidis
Mark Lewis (Managing Director)
Stephen Marshman
Vicky Parsey

IN ATTENDANCE

Paul Harte (Group Finance Director)

Robert Dale (Company Secretary/Clerk)

WELCOME

- Trustees welcomed Socrates Karidis to his first meeting of the HST Board and introduced themselves.

ITEM 1A: APOLOGIES FOR ABSENCE

- None.

ITEM 1B: DECLARATIONS OF INTEREST

- The Chair declared that he was Chair of the Corporation Board for North Hertfordshire College and Trustee of another Multi-academy Trust (the Agora Learning Partnership).
- Kit Davies declared that he was a member of the Board of WENTA and had joined the Board of the Hertfordshire Virtual School. Jonathan Ellam declared that he was employed by Herts for Learning as a governance advisor. Vicky Parsey declared that she was CEO of Aspire Academies Trust.

ITEM 1C: MINUTES OF THE PREVIOUS MEETING

- The minutes were agreed as an accurate record and would be signed accordingly.

ITEM 1D: MATTERS ARISING/ACTIONS

- These had been addressed as follows:
 - Include time on a future agenda for a strategic thinking session. **Action complete.** This was included on the agenda plan for March 2022 meeting – though ongoing Trust Development discussions is also covering strategic matters.
 - Consider how to use lessons from the ETF evaluation process in reviewing the effectiveness of the Trust Board. **Action under way.** This was being developed.

- Confirm appointments and reappointments to the Trust Board and LGBs. **Action complete.** Both LGBs had had appointments and reappointments confirmed. A new Parent Governor (Jamil Grant) had recently been elected to the TAA LGB and Roebuck was planning a staff and a parent governor election.
- Add Character Education to a future agenda. **Action complete.** This subject was on the agenda plan for the February 2022 meeting.
- Contact the other Trusts and prepare a recommendation for review. **Action under way.** This matter was on the agenda at Item 5.
- Circulate the approved Audit & Risk Committee Terms of Reference. **Action under way.** The new Terms of Reference would be circulated.
- Arrange to have the new contract signed and the old contract wound up to ensure a seamless transition. **Action complete.** The cleaning contract had been successfully transferred. There had been an improvement in service quality, although there were some recruitment challenges for the new contractor and service was not yet at the level promised.

ITEM 2: HST PERFORMANCE UPDATE

- Since the previous meeting, the Roebuck Academy had been inspected by Ofsted and the report had been published confirming that the school was a Good school. The feedback given verbally to the headteacher and governors had been very positive, and some of that had come across in the report's standard phrases. The team was very proud of the outcome, particularly given the context. There was no complacency, and the focus on progress and achievement would continue. Trustees expressed their appreciation for the excellent leadership and whole team effort; the school fully reflected the Trust's values. Following the 2019 Ofsted inspection of the Thomas Alleyne Academy (TAA) in autumn 2019, both schools could now be considered securely good and improving.
- The school had been approached to take on the Four Seasons pre-school, located in the same building, but with a separate lease and entrances. This was being considered – there would be benefits from operating a pre-school linked to Roebuck, but also some material financial risks and it might be that influencing who became the commercial operator was a better outcome.
- The TAA local governing body had recently considered proposals for refreshing the sixth form offer with the aim of increasing the Y12 recruitment to c50-60 annually, without compromising the intention to provide objective advice to students about destinations. The proposals involved introducing three new post-16 courses and removing two and had been endorsed by the LGB.
- Trustees were advised that TAA proposed not to renew its contract with its current Management Information System provider (SIMS). The provider had new owners and was demanding that schools signed up to three year contracts. Because the school wished to move to a cloud-based solution (to mitigate some of the risks of a ransomware attack) which SIMS did not offer, a long-term arrangement was not in the school's best interests. Herts for Learning (HfL) had recently completed a procurement exercise on such systems (which SIMS had not entered) and recommended a preferred alternative (Arbor) which appeared to provide a better option. It was intended to proceed with replacing the management information system by Easter 2022, which was said to be achievable – though the risk was identified and

would be mitigated. Julia Cooke would manage the project for the school. It was recognised that some data cleaning might be necessary

Question: *Such system changes invariably took longer than expected and posed operational and strategic risk; what was the market doing in response to the demands from SIMS?* HfL was apparently expecting 150 schools in Hertfordshire to switch this year and more than 2,000 nationally. Arbor had reassured the market that it had the ability to cope. A Trustee confirmed that their MAT was in the process of moving to the same new provider and would be happy to provide the benefit of their experiences. Stone King had been giving advice on the legal aspects of the change and teachers had found the product easier to use with better analysis.

Question: *Were the risks around taking on Four Seasons financial?* Yes, mainly; as a school, there would be an obligation to employ a qualified teacher (increasing costs) and the local authority would not guarantee funding (creating an ongoing financial risk). There was also a 'distraction' risk in respect of management resource. Only two schools in Hertfordshire ran pre-school provision which was suggestive that others had reached the same conclusion.

Question: What were the issues holding attendance down? A combination of factors applied including the ongoing COVID-19 pandemic. Persistent absence had increased and was a concern, but the school was not sure what more could be done to address this; calls, home visits, minibus pick-ups, fines where appropriate and rewards/incentives were all in place. Attendance issues increased from Y7 upwards with Y11 the greatest concern at present. Other heads expressed similar concerns.

- The Remuneration Committee had recently received a request to adjust the salary range for the Deputy Headteacher at the Roebuck Academy. The pay range was not adjusted in 2017, when the range for the Head teacher had been adjusted to reflect the increased size of the school (now with a two form entry) the equivalent adjustment had not been made for the Deputy Headteacher. As the school was now a two form entry in all year groups, it was appropriate to make the change, especially in the context of the Good Ofsted inspection in which the Deputy Headteacher had played a significant part. He had also taken on the additional responsibility of designated senior person for child protection in the school. The LGB Chair confirmed that he supported the proposal which was also endorsed by the Remuneration Committee. The impact of the change would be to permit progression to the next point in the Leadership scale (from Point 12 to Point 13). Trustees noted that the progression would be backdated to 1 September 2021.

Question: *Was this also considered to be an element of succession planning?* The deputy's skills were recognised and opportunities would be made available for further training and development when appropriate. He was currently leading on Child Protection, which was a significant additional responsibility and there were no immediate plans for taking on a 'headship' qualification.

- **Trustees agreed** the proposal to adjust the salary range for the Deputy Headteacher of the Roebuck Academy **and endorsed** the MD's proposal to award progression to Point 13 backdated to 1 September 2021.
- Mark Lewis left the meeting.
- Trustees considered a recommendation from the Remuneration Committee that the Managing Director (MD) be awarded progression to point 4 on the MD's pay scale approved in 2018/19 (and adjusted by the rate of general teacher pay awards since then). Progression would be on the basis of excellent performance in 2020/21. The

proposal had been benchmarked against data for academies of a similar size and was still at the median.

- **Trustees agreed** to award progression to Point 4 on the MD scale backdated to 1 September 2021.

Action: Confirm these remuneration decisions to the HR team.

- Mark Lewis rejoined the meeting.

ITEM 3: P1 (SEPTEMBER) 2021 MANAGEMENT ACCOUNTS REPORT

- Although it was early days, the year-end forecast surplus remained at £75k and the cashflow forecast continued to improve. A cost risk relating to energy prices was identified but could not yet be quantified.
- Following the Buzzacott audit, further development of the management accounts will take place during the year to align them more closely with elements of the statutory accounts. It was intended that this should make them more informative for Trustees.
- The Trust Board accepted the report..

ITEM 4: CORPORATE RISK REGISTER

- The paper summarised adjustments made to the risk register since the previous meeting. No risks had been closed and one opened (relating to TAA sixth form recruitment). It was intended to open another risk relating to the MIS replacement project.
- **The Trust Board endorsed** the latest iteration of the Risk Register.

ITEM 5: TRUST DEVELOPMENT

- Trustees were briefed on the current policy context for Multi-academy Trusts (MATs). There was a general expectation that there would be consolidation in the sector with smaller trusts combining with larger ones, and another push for all schools to become academies over the next few years. As a small trust, HST was not currently seen by the Regional Schools Commissioner as having the capacity for major growth. The MD was pursuing two strategies to overcome this:
 - First, by reminding the local authority of its strengths (which the latest Ofsted outcome reinforced).
 - Second, by considering opportunities to grow through 'merger' with other trusts.
- In respect of the first, the MD was part of an independent Board which had been established to run a Stevenage primary school with serious challenges. Representatives from two other MATs were also involved, but it was important to be seen to take part, not least because other opportunities might subsequently arise.
- **The Trust Board agreed** that this approach was desirable so long as the MD was confident that progress at TAA and Roebuck would continue. In medium term, these sorts of activities could provide opportunities for Executive headship arrangements for the Roebuck headteacher.

- In respect of the second, an opportunity had arisen as a result of a 'cold call' from a consultant working for another MAT which was also looking for partners. Since then, the MD had met senior leaders and both senior teams had visited each others' schools. There was clearly a similar set of values and a common ethos in both trusts and there was an interest in working more closely together. The Board of the other trust – based near Huntingdon and with one secondary and three primary schools – had authorised its CEO to consider proposals up to and including merger.
- Trustees noted that care needed to be taken in respect of terminology; it was likely that an outcome would be what is known in the FE sector as a Type B merger (where one trust continues and the other is dissolved with its staff, assets and liabilities transferring into the remaining trust). The alternative Type A (both trusts dissolve and a new trust is formed) are less common because they are more complex and time-consuming.
- The paper set out some of the risks and opportunities of pursuing this course; some members would recall a similar discussion about the Agora Learning Partnership which had been de-railed by the COVID-19 emergency. It was also fair to recognise the risk of staff time being diverted into something that might eventually go nowhere, and to note that the current Service Level Agreement (SLA) with the Hart Learning Group could not be expected to take on all of the additional work that was envisaged.

Question: *Was there a preferred route for growth?* The initial plan had been for growth centred in Stevenage, but the current landscape meant that this was unlikely to succeed; a larger trust might have a better chance of working with more local schools.

Question: *What would a merger mean for executive roles?* Currently, there was little space for a large Executive team. Growth would move the trust in the direction of being able to build its own central education service team – which would provide additional challenges for senior leaders to keep them interested. Growth would also change the requirements for support via the service level agreement with the Hart Learning Group – the current sponsor. There would also be an expectation that the role of the sponsor might no longer be needed.

Question: *Was the other trust in discussions with any more potential partners?* It had been in contact with another MAT in Bedfordshire but had parked these conversations while speaking with HST.

Question: *What was the sponsor's role at the other Trust?* The sponsor was a local business person involved in the music industry who was keen to make sure children received a broad education including the arts generally. He was the current Chair but was looking to step down on merger.

- Trustees agreed that a key consideration should be what benefits would accrue to learners at TAA and Roebuck from such a development. They sought assurance that the ethos and influence of HST senior leaders would not be lost or diluted in a bigger entity and appreciated that articulating why joining with a group of schools some distance away was the right way forward. Nevertheless, this was an opportunity that could not be ignored, and members endorsed the MD's view that HST had a lot to offer for schools in need of support. While none of the other trust's schools were in difficulties, there was much that could be learned eg from Roebuck's experience.
- Trustees gave cautious support to proceeding to the next stage considering some high level 'due diligence' matters and preparing a non-disclosure agreement for both parties. A working group made up of senior leaders and Trustees would be set up to move matters forward with the aim of presenting an initial recommendation from high-level due diligence potentially at the February Board meeting. At the same time, a joint

executive group would develop more detailed thinking about what a merged trust would look like in practice.

- **The Trust Board authorised** the MD to proceed with an initial due diligence exercise aimed at presenting a recommendation as early in 2022 as was practicable and to work with senior leaders at the other trust to develop a proposal about how a merged trust would operate.

Action: Conduct high level due diligence work and prepare a 'go/no go' recommendation.

Action: Develop outline structure for merged trust for review.

ITEM 6: AUDIT & RISK CHAIR'S REPORT

- The Audit & Risk Committee had met on 25 November 2021. Most of the meeting had focused on the year-end items and external auditors report, but the Committee had also reviewed the risk register, including discussion the MIS risk discussed at Item 2, and noted that a Safeguarding audit had been commissioned for early 2022. A cyber security audit would be delayed until after the MIS implementation and might be undertaken by the Group's IT team, as they could be independent and had experience from their own recent audits.
- The Trust Board accepted the report.

ITEM 7: LOCAL GOVERNING BODY REPORTS

The Roebuck Academy.

- The LGB had met virtually on 18 November 2021. Among the matters discussed had been the recent Ofsted inspection and the draft report. The head had been assiduous in ensuring that the report properly reflected the verbal feedback given to governors after the visit, and a number of adjustments had been made to the draft report as a result of her efforts. Governors commended the exceptional effort and commitment of the whole staff team in supporting the school community, not just during the inspection, but throughout the COVID-19 emergency. The Trust could be proud of what had been achieved.

The Thomas Alleyne Academy

- The LGB had met virtually on 11 November 2021. Amongst the matters considered at this meeting had been the planned refresh of the sixth form offer, which members supported. Maintaining the school's commitment to providing advice to students about progression with integrity (ie not encouraging students to stay at TAA if their best interests would be served by progressing to another provider) was important, but at the same time, promoting the virtues of the small group teaching and individual attention available at TAA should not be neglected. The refreshed post-16 offer had been developed following consideration of the reasons for students leaving for other provision and consideration of student views; reaction at the recent open evening had been positive.
- The Trust Board accepted the reports.

ITEM 8: POLICIES REVIEW

- **The Trust Board agreed** to defer consideration of this Item until its February meeting.

ITEM 9: ANNUAL SAFEGUARDING REPORT 2020/21

- Following detailed consideration by the relevant local governing bodies, and the feedback from the recent Ofsted inspection of the Roebuck Academy which had been positive about the school's safeguarding culture, Trustees were satisfied that the arrangements for safeguarding across Trust schools were robust.
- **The Trust Board accepted** the Annual Safeguarding Report for 2020/21.

ITEM 10: ANY OTHER BUSINESS

- None.

ITEM 12: DATE OF NEXT MEETING

- Wednesday, 23 February 2022, starting at 08.00 by videoconference (Microsoft Teams).

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Signed as an accurate record: Chair

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Date

ACTION LOG

Date	Item	What	Who	When
14/07/21	6.	Consider how to use lessons from the ETF evaluation process in reviewing the effectiveness of the Trust Board.	Robert Dale	30/09/21
06/10/21	10.	Circulate the approved Audit & Risk Committee Terms of Reference.	Robert Dale	31/10/21
01/12/21	2.	Confirm these remuneration decisions to the HR team.	Robert Dale	03/12/21
01/12/21	5.	Conduct high level due diligence work and prepare a 'go/no go' recommendation.	Mark Lewis	31/01/22
01/12/21	5.	Develop outline structure for merged trust for review.	Mark Lewis	31/01/22