

Company Number: 10357163

THE MAST ACADEMY TRUST

Minutes of a meeting of the board of directors of The Mast Academy Trust (the **Academy Trust**) held at Birdsedge First School on 3rd October 2016 at 6:30pm (the **Meeting**).

Present	Martyn Jones Helen Carr Claire Grainger Ros Roughton Graham Smith Anthony Wilkinson Andy Williams Glen Wilson	Chairperson
Attendees	Gail Khan Lauren Midgley Jason Field Natasha Greenough Gary Johnson Debra Knowles John Simmons Janine Taylor	Gail Khan Associates Schofield Sweeney Financial Director Scissett Middle School Kirkburton Middle School Shelley First School Birdsedge First School Clerk
Apologies	There were no apologies for absence.	

1 Welcome, Introductions and Apologies

1.1 All directors and attendees introduced themselves.

1.2 It was noted there were no apologies, although Natasha Greenough and Ros Roughton had advised they would be late and arrive around 7.00pm.

2 Project Update

Gail Khan explained at the Members meeting held 6 September 2016 the appointment of the Trustees had been ratified and it had been agreed that only one Head Teacher would be a Trustee (the one that was appointed as CEO) and that the second vacancy should be an independent educationalist from a different phase of education to that of whom is appointed as the CEO. The Business calendar was in draft and would be available for the next meeting in November. The master policy schedules with priority being given to Finance policies would be ready for the November meeting. Training would take place on 30 November at Kirkburton Middle School with a 6.00pm for 6.30pm start time and Members and Trustees would be invited along with Governors and SLT. The importance of attendance was noted. It was explained the Trust had secured an Additional Primary

Grant of £75,000 meaning there was a total of £180,000 to support set up costs between the Trust and the four schools.

3 Election of Chairperson

3.1 It was reported that the directors needed to elect a Chairperson of the Academy Trust at pursuant to Article 82 of the Academy Trust's Articles of Association.

3.2 It was resolved that Mr Martyn Jones be elected as Chairperson.

4 Election of Vice Chairperson

4.1 It was reported that the directors needed to elect a Vice Chairperson of the Academy Trust at pursuant to Article 82 of the Academy Trust's Articles of Association.

4.2 It was resolved that election of Vice Chairperson would be deferred to the next meeting of the Trust Board where there would effectively be 3 further Trustees who may be willing to act in this capacity.

5 Report on incorporation of the Academy Trust

5.1 Lauren Midgley from Schofield Sweeney reported that the Academy Trust has been incorporated as a company limited by guarantee at Companies House on 2 September 2016 and had been given company number 10357163. It was reported that a copy of the certificate of incorporation has been circulated to the directors. It was also reported that a copy of the Memorandum and the Articles of Association of the Academy Trust had been circulated to the directors and would be discussed later in the Meeting.

6 Confirmation of Directors and Company Secretary

6.1 Pursuant to section 16(6) of the Companies Act 2006 (the **Act**), it was confirmed and noted that the following officers of the Academy Trust were:

6.1.1 Rosamond Roughton (Director);

6.1.2 Claire Grainger (Director);

6.1.3 Charles Martyn Jones (Director);

6.1.4 Andrew Williams (Director);

6.1.5 Graham Smith (Director);

6.1.6 Helen Carr (Director);

6.1.7 Glen Wilson (Director);

6.1.8 Anthony Wilkinson (Director); and

6.1.9 Schofield Sweeney (Company Secretary).

7 Notice and Quorum

- 7.1 The Chairperson reported that due notice of the Meeting had been given and that a quorum was present. Accordingly, the Chairperson declared the Meeting open.

Ros Roughton arrived at the meeting at 6.50pm

8 Declarations of interest

- 8.1 The following directors each declared the nature and extent of their interest in the proposed transaction to be considered at the Meeting in accordance with the requirements of section 177 of the Act and the Academy Trust's Articles of Association, as follows:

Name	Nature and extent of interest
Glen Wilson	Although Mr Wilson had no involvement in item 10.1.9 he declared his employment with Lloyds Bank.

- 8.2 The directors agreed to complete the declaration form produced at the Meeting and return a hard copy to Jason Field at Scissett Middle School. It was reported that any other directorships and any potential or actual conflicts that may arise in connection with the relevant director's position with the Academy Trust would be considered at the next meeting of the Academy Trust.

- 8.3 It was noted that, having duly declared their interest, each director was entitled under the Academy Trust's Articles of Association to vote on any matters to be considered at the Meeting and to count in the quorum of the Meeting.

- 8.4 The directors agreed to voice any conflict of interest should it arise during the Meeting.

Natasha Greenough arrived at the meeting at 6.55pm

9 Business of the Meeting

- 9.1 The Chairperson reported that the business of the Meeting was to:

- 9.1.1 Approve the entry of the names of the subscriber members of the Academy Trust into the register of members of the Academy Trust:

It was noted the fifth Member vacancy would under usual circumstances be filled by the Chair of the Trustee Board.

Action: (GK) It was agreed that the decision to fill the fifth vacancy for an Academy Trust Member, by a Board Trustee will be deferred to the November meeting, after the roles and responsibilities of the Member position are circulated.

Consider the following academy trust documents:

- 9.1.1.1 the memorandum and articles of association of The Mast Academy Trust (the **M&As**);
- 9.1.1.2 the draft master funding agreement to be made between (1) the Secretary of State for Education and (2) the Academy Trust (the **MFA**);
- 9.1.1.3 the draft supplemental funding agreement for Shelley First School to be made between (1) the Secretary of State for Education and (2) the Academy Trust (the **Shelley SFA**);
- 9.1.1.4 the draft supplemental funding agreement for Birdsedge First School to be made between (1) the Secretary of State for Education and (2) the Academy Trust (the **Birdsedge SFA**);
- 9.1.1.5 the draft supplemental funding agreement for Kirkburton Middle School to be made between (1) the Secretary of State for Education and (2) the Academy Trust (the **Kirkburton SFA**);
- 9.1.1.6 the draft supplemental funding agreement for Scissett Middle School to be made between (1) the Secretary of State for Education and (2) the Academy Trust (the **Scissett SFA**); and
- 9.1.1.7 the draft scheme of delegation for the Academy Trust.

The significance of the scheme of delegation for operational running of the school was discussed. This was not a model document and had been produced as a working 'live' document to be reviewed throughout the first year in particular. It had been produced taking into consideration the ability of the individual schools and was a reflection of the confidence in the SLT and Governing Body at each school. Any new schools that may join the Trust would be added on an individual basis dependant on their circumstances.

Action: That the document be approved subject to amendments discussed at the meeting which Gail Khan agreed to update.

- 9.2 It was noted that the documents referred to in paragraph 9.1.2 had been produced to the Meeting and were collectively known as the '**Academy Trust Documents**'.

Action: (Clerk) It was suggested in future all documents were circulated as hard copies as well as electronic. Gail Khan advised the Trust Board that a master file of all documents would be produced and circulated once agreed and signed off.

Action: Trustees should confirm to Gail Khan if they wish to have meeting papers in hard copy form as a regular requirement

9.3 It was reported that the following documents would also need to be entered into as part of the academy conversion and that draft documentation would be provided in due course:

9.3.1 the leases for Shelley First School, Birdsedge First School, Kirkburton Middle School and Scissett Middle School between (1) The Council of the Borough of Kirklees and (2) The Mast Academy Trust (the **Leases**); and

9.3.2 the commercial transfer agreements for Shelley First School, Birdsedge First School, Kirkburton Middle School and Scissett Middle School between (1) The Council of the Borough of Kirklees and (2) the Mast Academy Trust and (3) the Governing Body of each school (the **CTAs**).

A discussion took place around Commercial Transfer Agreements and Jason Field would be looking through these in detail including the TUPE of staff and issues with pensions particularly support staff in WYPF.

Action: (LM) It was also suggested with regards to the staff TUPE, a risk assessment was carried out to cover against any employment indemnities. Lauren Midgely would provide a template to enable the Trust to alert the DFE to any potential risks.

Action: (LM) Following a query as to exact commitments for Trustees, Lauren Midgely would provide guidance notes. It was also suggested the Board look into director's insurance to cover for any personal liability.

Following brief discussion around minor land issues, it was noted if there were any issues with land etc that may delay the conversion, it may be advised that some schools join the trust before others, this decision would ultimately lie with the DFE.

9.4 The Chairperson then reminded the directors of their duties as directors of the Academy Trust in considering whether or not to approve the Academy Trust Documents. The directors then considered the rationale for entering into the Academy Trust Documents.

9.5 After due and careful consideration of the Academy Trust Documents, the directors confirmed their understanding of the effect and implications for the Academy Trust of entering into the Academy Trust Documents and agreed that:

9.5.1 entering into the Academy Trust Documents would enable Kirkburton Middle School, Scissett Middle School, Shelley First School and Birdsedge First School to convert to academy status and join the Academy Trust;

9.5.2 it would be in the best interest of the Academy Trust and promote the success of the schools to enter into each of the Academy Trust Documents; and

9.5.3 the execution and delivery of each of the Academy Trust Documents and the exercise by the Academy Trust of its respective rights, and performance of its respective obligations thereunder would not contravene any provision of the Academy Trust's Articles of Association.

Glen Wilson left the meeting at 8.15pm

10 **Resolutions of the directors**

10.1 Following consideration, it was resolved to:

10.1.1 approve the entry of the subscriber members Susan Lord, Peter Laurence, Christine Pickavance MBE, Carol McDermott in the register of members of the Academy Trust;

10.1.2 approve the Academy Trust Documents produced at the Meeting subject to any amendments previously noted;

10.1.3 approve the governance structure circulated at the meeting, noting the 2 outstanding Trustee vacancies.

Action: (Trust Board) The Audit Committee would be populated at the next meeting along with key roles for Health & Safety etc.

Action: The terms of reference will be articulated and highlighted at the training session.

10.1.4 authorise any director of the Academy Trust to agree and execute on behalf of the Academy Trust the final Academy Trust Documents and such other documents to which the Academy Trust is a party as is required (including those outlined above in paragraphs 9.3.1 to 9.3.2 inclusive), subject in each case to such amendments as those executing the same on behalf of the Academy Trust think fit and appropriate.

10.1.5 approve the change of accounting reference date from 31st September 2017 to 31st August 2017 and for subsequent periods to end on the same date and month in future years;

10.1.6 appoint Mazars as auditors of the Academy Trust with immediate effect to hold office until the end of the next period for appointing auditors under section 485(2) of the Act on the terms set out in the agreement for audit services;

10.1.7 appoint Schofield Sweeney LLP as solicitors to the Academy Trust on the terms set out in the agreement for legal services;

10.1.8 To defer the appointment of Clerk to the Academy Trust on the terms set out in the agreement for clerking services to the next meeting following Tender;

10.1.9 appoint the branch at Huddersfield of Lloyds Bank as bankers to the Academy Trust and authorise Martyn Jones, Chair of Board, Vice Chair of Board (on appointment), CEO (on appointment) and Jason Field, Finance Director as signatories.

Current school signatories were:

Birdsedge First School – John Simmons, Diane Conlon, Samantha Lavy

Kirkburton Middle School – Gary Johnson, John Papworth, Lynn Robinson

Shelley First School – Debra Knowles, Sarah Cunningham, Catherine Bacon

It was proposed but not agreed that the Finance Director and CEO are set up as signatories on all school bank accounts; and

10.1.10 appoint HCSS as the Trust FMS provider through to October 2019.

11 **Appointment of the Audit Committee**

It was agreed this be deferred to the meeting to be held 2 November 2016.

12 **Filings**

12.1 The Chairperson instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Academy Trust and to arrange for any necessary forms and documents, including Form AA01 (change of accounting reference date), to be filed at Companies House.

13 **Calendar of meetings for 2016/2017**

The meetings calendar was circulated at the meeting. It was proposed and agreed a further Trust Board meeting be held early in the summer term 2017.

Action: Gail Khan to propose an additional date at Novembers meeting

14 **Training**

Further to the training arranged and discussed earlier in the meeting, Gail Khan asked Trustees to consider any further training requirements and these could be arranged. Employment Law was agreed as an area for development.

It was also suggested Trustees visit schools to familiarise themselves with the schools involved, this will not be in place of governor visits as these are still required as part of their role. It would be useful also for Trustees to meet staff and governors.

A governance Handbook would be produced for the Trust although Trustees were also welcome to look at DFE Handbooks already available on the DFE website.

15 **Any other business**

15.1 Delegation of Authority

Gail Khan explained there may be times when decisions were needed prior to a meeting being held, it was suggested therefore that the authority for some decisions be delegated to an individual/group of individuals so not to block any decisions being made and to avoid the need to call extra meetings at potentially short notice.

RESOLVED: That providing all information was circulated electronically in the first instance and reported at the next meeting of the Trust Board, that any 3 Trustees may be delegated authority for such decisions.

The four Head Teachers left the meeting at this point.

15.2 Appointment of Chief Executive Officer

Gail Khan explained the appointment process of the CEO. Anthony Wilkinson and Glen Wilson had refined the Job Description which had then been circulated to the four Head Teachers with a closing date for applications of Friday 7 October. Anthony Wilkinson and Andy Williams would then interview the shortlisted candidates along with an independent HR representative on Monday 10 October. The position would be offered as a fixed term appointment until December 2018 to be reviewed Summer 2017.

The process had been previously agreed by Members and Head Teachers.

Gail Khan asked the Board at this point to consider the remuneration for the post that would effectively take the successful applicant away from their substantive post for 2 days per week. Their role in school would then need to be covered for this time. Gail Khan explained at this stage a decision is not required and following the interview process Anthony Wilkinson and Andy Williams would put together a proposal to be discussed at the next meeting.

It was agreed that the premium should be proportionate and justifiable and linked to their current rate.

Action: Gail Khan would circulate the CEO Job Description to Trustees.

Action: Gail Khan would circulate Biographies.

16 **Date of next meeting and close**

16.1 It was agreed that the dates of future meetings will be circulated shortly.

16.2 There being no further business, the Chairperson declared the Meeting closed.

17 **General Discussions**

At different points during this inaugural Trust Board meeting there were general discussions and comments about the Board's role and its interrelationship with the School Governing Bodies. Whilst not formally agreed or adopted, the following comments (not verbatim) made by various Trustees reflected the general consensus of the meeting:

- *'The important thing is what we add'. We are dealing here with good and outstanding schools that we trust to deliver. Our involvement should and can be light touch whilst they remain like that or for other similar quality schools that may join the Academy Trust.*
- *'This is not a takeover'.*
- *A key function of the Trust Board is to enable savings that can then be spent in the Schools to benefit the children. We want to move on from the initial Academy set up as soon as possible so that we can further improve things for the schools.*
- *The local Governing Bodies are really important and critical to the success of the whole Academy Trust and the children's education. It is a key function of the 30th November meeting/training to reassure them of this.*

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Signature of Chairperson

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Date