Meeting	Seaford Learning Trustees
Date	Wednesday 6th December 2023
Time	5pm – 7pm
Venue	Board Room, Seaford Head School, Arundel Road site
Trustees	Jane Branson Bob Ellis James Hollingsworth Chris Mercer Margaret Rooms Sarah Speedie
In attendance	Gaynor Newnham (Clerk) Sally Laidlaw Auditors:Tom Tobias and Simon Webber
Apologies	Jon Dilley Jacky Cross
Absent	

Minutes

Item	Item	
1.	**Welcome & Apologies for Absence** SS opened the meeting, as Vice Chair, and congratulated SHS on the successful OFSTED inspection. Apologies were received and accepted from Jon Dilley and Jacky Cross	
2.	**Disclosure of Personal and Pecuniary Interests in Proceedings** JB raised a potential conflict, as Willingdon School, where she is also a governor, is interested in opening a 6th Form.	
3.	**External Audit Report** The auditors presented the annual reported accounts for 2022 2023: Auditors asked if there has been any update on planning permission, and SL confirmed that there has not. If the appeal fails, the money will be returned. Trustees asked if the cost of trips has increased nationally. It was explained that the number of trips declined during the pandemic, and many schools had extra trips to compensate. Trips income directly relates to the cost of trips. Trustees asked if there is a way of reporting accounts per school, and a combined figure, to show the impact of the acquisition of Chyngton. SW explained that acquisition accounting does not allow for this. A termly report could be provided by the CFO. Trustees felt that this would allow Trustees to see if the trust is in a healthy position. It was explained that the acquisition relates mainly to the land and buildings. There may be value in summarising budget headings, year on year, and SL was asked for this to be done for key areas. The CEO suggested that a comparison to last year would be useful, to see what the cost of acquiring Chyngton might be. SW explained that restricted income funds relate to this, and	

	the year-on-year effect is 24% unspent reserves last year, and 13% this year. SL explained that reserves were invested in the building projects. It is advised that there should be a reserve of less than 20%. The relative impact of taking on new schools would need to be assessed; reserves would be needed to support a school with negative budgets. Trustees queried the teacher to pupil ratio a head count, and asked if the staffing could be shown as full-time-equivalent. It was explained that it is not possible to change the benchmark in the audit report, but this could be done at trust level. The increased number of part time staff could be due to Chyngton, or due to a general move towards part time working. The audit raised a potential Related Party Transaction concern, due to JB's consultancy work. JB confirmed that there was a bid for the work, which was declared as an interest at the LGB. The clarity of process and governance was discussed, and it was explained that, if JB's specific expertise is required, and there is no alternative, there may be an appropriate risk, but SW is not comfortable with JB as a Local Governor and a contractor. It was confirmed, in response to a question, that the arrangement does not pre-date the trust, as the work began in July 2023, and the tendering process was in December 2022. The auditors confirmed that this is not technically a breach, but the Board may wish to consider if this is best practice. BE explained that the trust must absorb the impact of falling rolls at primary level at phase 1 of Trust development. Budgets, PAN etc. will be part of the phase 2 development. Trustees asked if taking a school with a falling roll is on the risk register. It was explained that this was the case at Chyngton and will continue to be significant. The focus is to bring the schools into the Trust. The auditors asked if any conversions are imminent and SL explained that there is a vision to bring the other two Seaford primaries into the trust, and relationship building is in progress. If due diligence uncovers issues, this will be taken up with the LA, to ensure the Trust does not inherit a liability. *SW and TT left at 18.12.* Trustees recorded thanks to SL for her work with the auditors. SL explained that the £34k additional income is in a holding account, earning interest. Further investment will be considered. ***Actions:*** • ***Consider Trust position re JB role as a contractor at CS.***
4.	**Finance and operations** <u>Audit and Risk Committee minutes</u> The Audit and Risk Committee minutes were shared for information. The committee met on the 23 November and focused on finance. BE explained that Willingdon has been discussed with Elizabeth Funge at the LA, who explained that a feasibility study will be needed, which the LA has commissioned.

	It was reported that the Audit and Risk Committee meeting was helpful and gave a view of what funds are available and what for. The aim of the Trust will be to ensure equality across member schools. There is a clear focus for the group and the committee will investigate the finances in more detail, for full approval at the Trustee meetings. SL explained that, during the audit, the auditors bring knowledge from their work in the field. She did not feel challenged by the auditors this year, as they were inexperienced, though the people that attended the meeting today gave better information. The next audit and risk meeting will have an internal audit focus, and SL will bring a list of what they will look at. The committee will identify areas of focus to be bring to the Trustee meetings. It was explained, in response to a question, that there is a School Business Managers' network. Recent sessions have discussed pensions and Health and Safety. It was confirmed, in response to a further question, that SL finds the sessions useful. The Local Authority Services to Schools team have been asked to provide a session for secondary Business Managers, and SL has worked with the Business Managers at the local primaries. It was confirmed that an Annual General Meeting is needed, at which the accounts will be presented to the members. Stakeholders should also be invited. JD and GN to arrange a date for the AGM. *JH left at 18.32.* It was reported that the current safeguarding governor at Chyngton is due to stand down and the potential replacement may require support into the role. SS may wish to pick this up, as Safeguarding Trustee. ***Actions:*** • ***Arrange Annual General Meeting***
5.	**Minutes of the Previous Meeting** **The minutes were approved as an accurate record of the meeting.** **Review of Actions:** The summary of actions was reviewed, and all were noted to be complete or in hand, except: • Trustee visit protocol to be discussed at the next meeting. • SS CV has not been shared with Trustees. • Code of Conduct aligned with the Scheme of Delegation – CM to provide details to GN. • Induction information - GN to send to MR. • Process for appointing Trustees and Members to be discussed with the Members – JD to pick up. • External review of chair – Clerk is pursuing this. It was explained that the NLG action plan will come to the next meeting, and a repeat audit should be commissioned. The LA may be able to do this.

	Trustees requested clarity in the papers around acronyms for Seaford Learning Trust and Senior Leadership Team. BE explained that, if Trustees wish to submit questions before meetings, this should be to him, by email. ***Actions:*** • ***Add Trustee visit protocol to the Term 3 agenda.*** • ***Share SS CV with Trustees.*** • ***CM to provide details re Code of Conduct alignment with the Scheme of Delegation to GN.*** • ***Send induction information to MR.*** • ***Process for appointing Trustees and Members to be discussed with the Members.*** • ***Arrangements for external review of chair.***
6.	**Trust – wide health and safety/ premises** It was explained that there were H&S Reports in September and the LA supports SL; there is another meeting planned for January – this level of interaction will be maintained. It was reported, in response to a question, that there are currently no issues, and concerns they would go to LGB's. Premises issues were reported, as follows: • SHS issues with water on grass at Steyne; a temporary fix is in place. • Fire risk assessments have been completed at both schools to inform a CIF bid for a trust wide project. • Quotes have been sought in support of a bid for flat roof work at Chyngton. • The Safeguarding bid documents require submission by the end of term, and the officers' reports have been requested for the appeal. It was explained that the officers approved the request, which the council then rejected. It was explained, in response to a question, that there will be an unannounced visit to review the case, and the school had to state why they felt the ruling was unjust.
7.	**CEO Update – verbal** BE reported that: • there are positive interactions with the local primaries and the termly HT cluster meetings are going well. The Headteacher at Seaford Primary is stepping down and he has offered support to the Chair of Governors. There is a meeting planned with governors at Cradle Hill, to discuss possible support for the school. Trustees asked why relations have improved, and it was explained that recent meetings have talked positively about Seaford-wide issues. The Chyngton Heads have talked about the benefits of joining the Trust. • There has been a positive start by the Audit and Risk Committee. • The Senior Executive Team meetings are going well. SL meets the other schools every Friday and there is now a more holistic view. • The Chyngton Heads will attend the next Trustee meeting to feedback on how the trust has helped. Reducing PAN will need to be considered. They have good ideas and give a good perspective on engaging primary heads. They have bee involved in shaping the input.

	• Investment in a capital project was discussed at the finance group and may attract the other schools. The Trust has supported Chyngton beyond its 2.5 to 3% financial contribution. • Phase 1 is positive and phase 2 will need to be considered. • Seaford Head had a positive OFSTED|, SH6 recruitment is positive, and the school is interviewing for next year. It was explained, in response to a question, that more children from Eastbourne schools want to attend. The importance of the primaries seeing that they have expertise to share across the Trust was noted, they feel valued and have something to offer. It is exciting for the primaries to share best practice, and expertise, as well as being good for recruitment and retention.
8.	**Agenda Items for next meeting:** • Chyngton Heads • Dashboards • Finance – general • Audit and Risk Committee feedback
9.	**Any other business** **Next meeting Wednesday 31 January 5-7pm**

There being no further business the meeting closed at 19.02.

No	Action	By	Notes
1.	Consider Trust position re JB role as a contractor at CS.	Trust	
2.	Arrange Annual General Meeting	GN/JD	
3.	Add Trustee visit protocol to the Term 3 agenda.	GN	
4.	Share SS CV with Trustees.	JD	
5.	CM to provide details re Code of Conduct alignment with the Scheme of Delegation to GN.	CM	
6.	Send induction information to MR.	GN	Complete
7.	Process for appointing Trustees and Members to be discussed with the Members.	JD	
8.	Arrangements for external review of chair.	GN	