



Holy Family Catholic Multi Academy Company

Meeting of the MAC Directors
Thursday 6th December 2018, 6.30pm
St Benedict's Catholic High School, Sixth Form, First Floor

Present

Kayleigh Sterland Smith	Foundation Director and Chair
Steve Groves	Foundation Director
Teresa Quick	Foundation Director
Maretta Pearson	Foundation Director
Tristram van Lawick	Foundation Director (+6.47pm)
Ted Hammond	Executive Director

Others

Lisa Fryer	Clerk to Directors
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The meeting was quorate with 5 members.

Apologies

Tristram van Lawick and Simon McVeigh both sent apologies for late arrival. Alannah Bayliss and Louise Armfield sent apologies.

Meeting opened at 6.39pm

HFC181206.1 Opening Prayer

The meeting opened with a short prayer led by the Chair

HFC181206.2 Welcome, apologies and thanks

The Chair welcomed everyone to the meeting and heard that Tristram van Lawick had sent a message that traffic was heavy so he would be late in arriving. Simon McVeigh was also en route but did not expect to be at the meeting for the start.

HFC181206.3 Declarations of business and pecuniary interest

There were none noted for items on this evenings agenda

HFC181206.4 Approval of Director roles

A new appointment for co opted Director would be confirmed when the candidate was able to attend. Meeting dates had been sent for the new year and the clerk would communicate directly to arrange their attendance.

Directors confirmed that they would like to appoint specific individuals to have oversight of certain areas of the MAC. These included Catholic Life, and Pupil Premium. Maretta Pearson nominated Teresa Quick for the Catholic Life role, and Kayleigh Sterland Smith seconded.

Teresa Quick was duly appointed as Director with oversight for Catholic Life in the MAC.

No nominations were received for the oversight of pupil premium in the MAC, and the Chair noted that they would check with the absent members to see if they would be prepared to support this role.

HFC181206.5 Approval of minutes from previous meetings

The minutes from 20th November and 24th October had been circulated before the meeting. Amendments requested to the 24th October minutes had been made.

Directors approved the minutes of both meetings as accurate.

Tristram van Lawick joined the meeting at 6.47pm

HFC181206.6 3 year forecast update and ESFA response

The Chair suggested moving on to the next agenda item to allow the absent member time to arrive.

HFC181206.7 Presentation to Diocese

The Chair explained that there had been a presentation the previous day at the Diocese, which Teresa Quick, Kayleigh Sterland Smith and Ted Hammond were present for. Directors heard feedback from the members who were presenting, starting with the summary of Catholic life of the MAC.

It was specifically noted that the new Headteacher at the St Benedict's had identified some priorities that were in support of strengthening the catholic life in school. Some challenges were noted with admissions at Stratford which had impacted on the catholicity of the school as an intake of catholic pupils had been limited. This was having an effect on the number of pupils in current year groups and their siblings years, with parents opting to apply for places in other schools. The board heard that a 'bulge' year should have been applied for at the time, but this had not happened and the school was still addressing the impact of this.

Considering the other primary schools, Evesham has positive catholic character and experience. Within the Federation, Our Lady's Alcester is being inspected for Section 48 next week, however there was a very positive atmosphere noted and expectation that a stronger outcome was possible. Henley had not been visited, There were limited catholic teachers, and the 'deputy' was not catholic, which the Diocese felt needed addressing.

Broadway, the Catholic SEF has been produced by the only catholic teacher on site, and the school needed to improve catholic life. It was noted that the parish priest has been visiting the site more frequently and there was improved communication.

Leadership and pupil outcomes were covered by the Accounting Officer. The leadership structure was presented and shared, with Directors hearing this would be covered in later agenda item. It was confirmed that the Teaching School designation had been relinquished following discussions with the DofE.

Consolidated data was presented to the diocese, with Our Lady's, Alcester being identified as the primary school needing support from the other primary's in the MAC. The Sixth Form was identified as the 'jewel in the crown', and Directors heard from the Accounting Officer that this was a strength that needed promoting further. The secondary school GCSE outcomes were not strong, but it was understood the new Headteacher was looking at how this could be addressed. Increasing the stability of the sixth form numbers and possibly growing these further through progression on from the main school was noted as a priority.

HFC181206.8 Returned to the previous agenda item, ESFA response

The Accounting Officer started with a comment that specifically noted the support and work of the Chief Financial Officer in the preparation and collation of the details. The response had been necessary as the ESFA had written to the MAC regarding the 3 year forecast position. There were assumptions built in to the forecast that the Accounting Officer talked Directors through these, explaining that some factors were 'worst case scenario' and therefore not supporting a strong forecast. In preparing the response to the ESFA these assumptions were addressed and adjusted to a more optimistic submission.

Later in the response details were included that explained and supported the plans and actions that were already in place for the next 3 yrs. The position for the current year end was converted to a positive. The 3 year picture has changed significantly from a deficit of around £900k down to £400k, which is less than 5% of the overall annual deficit. The original forecast had been submitted with around 10% as a deficit. The Accounting Officer has been allocated a 2 hour discussion with the ESFA to analyse and sign off the response. The Accounting Officer explained to Directors that the content of the report has assured the auditor that the MAC can be signed off as a going concern in the accounts submission.

The Accounting Officer gave Directors an overview of the assumptions that had been included in the original forecast. Cost savings had been identified through replacing the minimum funding guarantee, adding the additional funding allocated to cover pay increase awards, reducing the utilities cost rises, and some of the reductions already identified at St Benedict's from their working group. None of these conditions were included in the original submission to the ESFA.

The Accounting Officer has asked the CFO for a quarterly management account in January to enable the board to monitor the current year expenditure. Directors asked when the CFO would be loading on the updated figures to the new software that had been purchased, and heard the training had taken place the previous week. Directors then wanted to understand how the actions in the report were to be delivered by the schools. Engagement with the Headteachers was key as they monitored the expenditure in the first instance.

The deficit at Broadway was noted as a significant factor that reduced the reserves in the MAC, with current repayments coming from the central funds as the school was still running at an in year deficit.

The production of management accounts was discussed and the delivery on time for school level reporting. There were still challenges about the delivery of prompt information, which was coming from both the schools and the central team, with the central team awaiting some schools details before reconciliation was possible. The Accounting Officer would discuss with the Headteachers at the next meeting, making it clear that expected deadlines needed to be met between the schools and central team.

Directors heard that it was not unreasonable to expect the management reports to be available before the end of the following month. The Accounting Officer felt there needed to be a consolidated picture for the board at every meeting. It was explained that the CFO had been asked to prepare a report for the first quarter before Christmas.

HFC181206.9 Accounting Officer summary of priorities and update

Then the Accounting Officer spoke about the teaching and learning focus that was necessary. The Directors heard from the Accounting Officer of 12 challenges under 3 key headings. School Leaders, MAC Central team and Governance.

The status of the Heads of School in the Federation was discussed and the Accounting Officer spoke about the current salary range and the size of school. There was an indication that the current pay scale was generous and would transfer across to a new scale. The band width would need to be increased, to show 7 point differential as this was necessary for Headteacher appointments. The Board heard that external advertising was not an option to recruit as additional numbers were not possible. An option was to consider offering the current post holders the role of acting Headteachers, with the new range, which would cover the concern regarding accountable individuals on site and Ofsted. Directors asked about the confirmation that practicing catholic was necessary part of the process, and heard that the Diocese would allow the individuals time to provide the required details. The Board felt that the acting Headteacher option was the most appropriate proposal to support and asked that this was discussed with the Head of HR.

Directors agreed that the Accounting Officer could progress with preparing the necessary HR documents and detail for discussions to take place in January, with the Remuneration Committee to hear details for approval at their next meeting.

Recruitment of the Deputy Headteacher post at St Benedict's was the next priority, and the Head of HR had reported that they had been following up with the Headteacher, who now has some detail this week to start recruitment action.

Finally under school leaders, the Accounting Officer raised a concern regarding Headteachers absence from the school site, and appropriately appointed second in command. It had been identified that there have been costs involved with the cover that has been paid for stepping up, when it's already considered as a consistent part of their package. Stepping up has a 'kick in' period, which would be checked by the Accounting Officer. The Headteachers were currently making payments to some

teachers to cover meetings and events they attended off site. Directors heard there were differing practices in the MAC locations which should be addressed as a priority. This would apply to all the assistant and deputy posts in place around the MAC. Off site occurrences were being covered by stepping up payments in one school in particular at a significant additional cost. The Accounting Officer would raise this with the heads when they met on Monday.

The Accounting Officer then moved on to the MAC central team priorities. It was explained that a substantive Accounting Officer must be appointed as a matter of priority and there has to be a strategy for a substantive recruitment. It was also important to determine the CFO appointment and pay scale, as this individual was currently on a fixed term acting post. Clarity was needed over the allocation of costs and posts in the central team. Finally the HR recruitment relating to the recent resignation was also an urgent factor.

The Chair then explained to the board members that the Diocese had confirmed that the direction of travel for Holy Family was to merge with another MAC in the region. The Chair had already been in contact with the Chair of this board about potential progression towards this, and there had been some discussion about sharing resources.

Directors heard that merging with the other MAC would help establish a secure base for further growth, with a cluster of primary schools making preparations for academisation in the future. Having a secure base would attract other smaller schools in the longer term, which would help increase numbers further. The Accounting Officer spoke about due diligence would be necessary and essential given the experience the MAC had already had with Broadway.

Directors spoke about the ideal situation and the capacity within the MAC teams to handle the position at this current stage. It was felt that the MAC had not been established for very long, and that a lot had been undertaken in a short time. Some Directors felt that there was a more diplomatic approach that could have been taken.

The Board heard that a positive picture had been presented by the Accounting Officer yesterday, and that the diocese were aware that a considerable amount had been achieved in a very short period of time. Directors heard that there was a sense of urgency in starting the process off with discussions to establish when due diligence and information sharing might start formally.

It was noted that the board would appreciate recognition from the Diocese for the work undertaken since established, to share with the central team and schools in particular. They felt this would be important in ensuring that engagement in the continued change was gained. The board asked what the timescale and workload would be, and heard that there was the potential for a short timescale so that the merge could be achieved within this academic year. However this should not be seen as the only target and once discussions had started a suitable timescale could be established that suited both teams.

Directors agreed to take a brief break before continuing. The meeting paused at 8.30pm. The clerk shared with the Chair that Simon McVeigh had sent apologies as he would not be able to attend the meeting following very heavy traffic and accidents affecting his journey home.

The meeting restarted at 8.32pm

The Chair asked the board for agreement to open discussions with the potential merger MAC. The process of merging was discussed, including the potential costs, and retaining reputation.

Directors voted on enabling discussions to start and this was unanimously approved.

A working party for progression of meetings on to formal discussions was agreed. Members included Kayleigh Sterland Smith, Teresa Quick and Steve Groves. The Chair would make contact and see what dates for meetings could be established. The Accounting Officer offered to support in the future discussions, once more formal arrangements might be needed. It was considered that arrangements should not include large numbers of the board and central team, as this would be overwhelming and may restrict open discussion.

HFC181206.10 Accounting Officer recruitment

The Accounting Officer suggested that with the decision to open discussions with another MAC, the progression to appoint a Catholic Senior Executive Leader should be deferred until the point that any agreement could be made jointly. However the board were asked to be clear with what they expected any new appointment would be responsible for, as the role required more hours than had currently been allocated.

HFC181206.11 HR proposal, Finance recruitment

The Directors heard that the current position of the CFO was an acting fixed term appointment. The Accounting Officer was aware that the board highly value the input from the CFO, and work being undertaken already is significant which is to be noted.

Regarding the HR proposal, the Directors heard that the proposal had been put forwards to recruit additional staff in place, however the proposal was cost neutral. The Accounting Officer felt that the proposal was a suitable option for a temporary solution, and that any back filling should be considered as a temporary appointment.

Given the context of a potential merge in the future, the Accounting Officer made the board aware that any permanent changes may not help in the longer term as a mixture of arrangements would need to be blended.

Directors discussed options and agreement was taken that no permanent appointments should be made currently and the Chair would speak directly with the Head of HR and CFO early next week.

Directors discussed the communication on to the Headteachers. The Accounting Officer would make a clear statement to the Headteachers at their next meeting that the Diocese have instructed the two Chairs of MACs to initiate discussions regarding mergers.

The Directors discussed representation for the Headteachers at the board meetings, not with voting rights, to help support communication and share their views. The Board did not wish to open the meetings for all to attend as this put an unnecessary burden on all Heads. It was suggested that the group should nominate one representative who would be in place for the remainder of this academic year. It was also suggested that whoever the representative was may potentially be included discussions relating to the future merging process.

Board members agreed this proposal.

HFC181206.12 Heads of School and Federation

Directors heard that following on from Remuneration meeting in January, where the committee would confirm pay ranges and scales, then Acting Headteacher appointments could be made. The Accounting Officer recommended that the MAC keep the Federation governance arrangements in place for the remainder of the academic year.

Clarification was sought around the approval process for the Leadership performance management. The clerk confirmed that some recommendations from LGB pay committees have been received, and passed on to the Remuneration Committee, who are in the process of deciding whether to approve. Some performance management had only been completed very recently and so recommendations for pay had not been received yet.

The clerk asked for clarification on how the Heads in the Federation would be represented on the Local Governing Body. There was only one vacancy with voting rights, and to change the number of voting places available would mean amending the constitution and recruiting more Foundation Governors. Directors felt the most appropriate option for the rest of the academic year would be that the Heads should nominate one among the three to take the official post, but all were allocated a standing invitation to attend.

HFC181206.13 MAC wide priorities

Directors agreed that this had been covered in previous discussions and did not require further time.

A Director raised a question relating to the nursery at Our Lady's, which had been previously discussed at an earlier meeting. The board heard that the owner was wishing to sell the business, however the CFO had understood from previous discussions that the business was a charity and could not be sold. The board requested that the nursery owner should be invited to a formal meeting on 9th January with Accounting Officer and CFO to discuss options and implications.

A Director asked a question relating to the School Improvement Partner for primary schools, and wishing to understand if they were paid for from MAC central funds, or by each individual school. The clerk thought this had been asked before and recalled it was each school who arranged the contract, but would confirm with the CFO and communicate back to the board. Concerns were then raised about the quality of support and accuracy of the predictions, with board members feeling alternative provision could potentially be sought and negotiated centrally to get a consistent service and standard.

Finally a question was asked regarding the Administrator in post at the Teaching school, following confirmation that the designation has been relinquished. The Accounting officer confirmed that a formal conversation needs to take place with the individual, and that the Head of HR had been in contact with them already. One student teacher that had been supported by the school will move to The Rivers from their provision. The board heard that the administrator should be offered alternative roles that may be available in the MAC to see if any were suitable before any redundancy was processed.

HFC181206.14 Location of future meetings

The clerk asked Directors what would be appropriate regarding future meetings that had been scheduled for other schools around the MAC. The Accounting Officer encouraged Directors to visit the schools within the MAC during the daytime, when they could get a better understanding of the work being done and meet staff too. Directors agreed that all future meetings should be held at St Benedict's for the remainder of this academic year.

GDPR update, the clerk reported to Board members about the required training, which was in modules they could complete on line, and that link emails would be sent.

HFC181206. 15 Close and date of next meeting Wednesday 16th January 2019 at St Benedict's

Meeting closed at 9.41pm

Action By	Minute Number	Action	Date completed
Clerk	<u>HFC181206.4</u>	Clerk to add Director for oversight of Pupil Premium to the next meeting agenda.	
Accounting Officer	<u>HFC181206.7</u>	Identify support from other primary schools within the MAC on teaching and learning to assist at Our Lady's Alcester.	
Accounting Officer	<u>HFC181206.8</u>	Report back to board once ESFA review of forecast had been completed.	

CFO and Accounting Officer	<u>HFC181206.8</u>	Agree on initial format of quarterly summary of MAC accounts for reporting to the board and prepare for January meeting	
MAC central team	<u>HFC181206.8</u>	Investigate 'stepping up' payments being requested and communicate expected situations for future use with Heads.	
Accounting Officer	<u>HFC181206.8</u>	Communicate with Headteachers and CFO the expected standards and deadlines for information sent to and received from the Central Finance team.	
Chair	<u>HFC181206.9</u>	Contact Chair of MAC to arrange discussions on Diocese direction to merge.	
Accounting Officer	<u>HFC181206.11</u>	Discuss with Heads their representation at board meetings and arrange to notify the clerk of nomination to include for invitations.	
Chair and Accounting Officer	<u>HFC181206.11</u>	Communicate decision regarding central structures on to CFO and Head of HR.	
Head of HR and Clerk	<u>HFC181206.12</u>	Ensure pay recommendations are communicated on and approved by Remuneration Committee members	
Clerk	<u>HFC181206.12</u>	Agenda item for Remuneration Committee, Headteacher pay ranges	
Clerk and Accounting Officer	<u>HFC181206.12</u>	Notify clerk to LGB of arrangements for Head representation on LGB	
CFO and Accounting Officer	<u>HFC181206.13</u>	Arrange to meet with Owner of nursery at Our Lady's to formally agree options.	
Clerk	<u>HFC181206.13</u>	Check with CFO regarding payment of SIP contract and communicate on to Board members.	
Accounting Officer and Head of HR	<u>HFC181206.13</u>	Formal communication regarding Teaching School designation and the administrator role.	