



Board of Directors' Meeting

**Thursday 27th June 2024 at 5.00 pm
at Queen Elizabeth Sixth Form College, Vane Terrace, Darlington.**

MINUTES

Directors present:	Iain Clyde, Zoe Beach, Emma Chawner, Tim Fisher (CEO), Michael Garmston, Mavis Lord and Professor Graham Wynn.
In attendance:	Lisa Marron: Chief Operating Officer (Inicio Academies) Glen Hart: Chief Financial Officer (Inicio Academies) Laura Hawksby: Trust Governance and Policy Officer (Inicio Academies)

Item	Description of discussion	Action by
1.	<p>Welcome, Introductions and confirmation quorum present</p> <p>The Chair welcomed Directors and those present to the meeting of the Board of Directors of Inicio Academies.</p> <p>The Governance & Policy Officer confirmed that a quorum was present.</p>	
2.	<p>Apologies for absence and their acceptance</p> <p>Apologies for absence were received and accepted from Director Geoff Liddle.</p> <p>Directors RESOLVED that apologies for absence be noted and accepted from Director Geoff Liddle.</p>	
3.	<p>Notification of items of urgent other business</p> <p>There were 3 items of any other business (Minute 25 below refers):</p> <ul style="list-style-type: none"> • Structure of Trust Executive Team (Retirement of Deputy CEO and new Position Executive Director of Education.) • Approval/Due Diligence – Primary School Joining Trust • Current Position Trademark <p>Declaration of personal and pecuniary interests:</p>	

<p>4.</p>	<p>a) Complete / Review the Register of Interest</p> <p>Directors and those present were reminded that they should update the Register of Interest to declare any relevant business and pecuniary interest and close family relationships between Members or Directors and/or Members or Directors.</p> <p>b) To declare any personal or pecuniary interests in any matters arising from the agenda of the current meeting.</p> <p>Directors and those present were reminded that they should declare any personal or pecuniary interest in any matters arising from the agenda of the current meeting. No declarations of interest were made.</p> <p>d) Code of Conduct</p> <p>Directors were reminded they had signed the 'Directors Code of Conduct' upon appointment.</p> <p>Approval of minutes / matters arising</p> <p>Consideration was given to the draft minutes of the Board of Directors' meeting held on 15th April 2024, a copy of which is retained on file. All actions contained within the minutes had been completed.</p> <p>Arising from consideration of Minute 18 (15th April 2024) Hurworth Resource Base Proposal Directors agreed that any potential scheme would require adequate funding for on-going costs and be commercially viable. Directors requested that it be confirmed whether funding is there regardless of the number of pupils potentially using the facilities.</p> <p>Directors RESOLVED that</p> <ul style="list-style-type: none">a) The Minutes of the Board of Directors meeting held on the 15th April 2024 be approved as an accurate record and duly signed by the Chair of the Board.b) That the Chief Executive Officer explore further the proposal of a Hurworth Resource Base via a feasibility study. <p>PART B: Business Items For Discussion</p>	
<p>6.</p>	<p>Chair's Report</p> <p>The Chair verbally reported that that he had undertaken a visit this term to Longfield Academy where he had met with the Head Teacher and undertook a learning walk around the school. He had also looked at safeguarding provided by the school, which he had found to be good and reviewed data from the Head Teacher's report. He would also be visiting The Rydal Academy and Hurworth School.</p>	<p>Governance & Policy Officer</p> <p>CEO</p>



<p>7. Membership Document</p>	<p>Directors RESOLVED that the Chair's report be noted.</p> <p>a) Re-Appointment of Directors Michael Garmston and Geoffrey Liddle</p> <p>The Governance & Policy Officer advised that Michael John Garmston's term of office was due to expire on the 27th September 2024 and Geoffrey William Liddle term of office was due to expire as of the 1st November 2024. Re-appointment of Michael Garmston as a Director of the Company with effect from 28 September 2024 and re-appointment of Geoffrey William Liddle as a Director of the Company with effect from 02 November 2024 was therefore sought with a written resolution to be circulated to the Members of the Company to approve the Directors re-appointments.</p> <p><u>Re-Appointment of Directors</u></p> <p>The Chairperson noted that Michael John Garmston and Geoffrey William Liddle had each consented to be re-appointed as Directors. After due and careful consideration Directors RESOLVED that the Director re-appointments be approved by the Directors and an ordinary resolution approving the Director re-appointments be circulated to the Members of the Company.</p> <p><u>Written Resolution</u></p> <p>There was produced to the meeting a form of written resolution of the Members of the Company to approve the Director Re-Appointments.</p> <p>Directors RESOLVED to approve the written resolution in the form produced to the meeting; and send it to every eligible Member of the Company.</p> <p>b) Ratify Appointment of QE Chair and Vice Chair and Appointment of Principal on QE Local Governing Body</p> <p>Directors noted that the Chair and Vice Chair of QE Local Governing Body had been duly elected at the Local Governing Body meeting held on the 13th June 2024. The Principal as of the 15th April 2024 had also been duly appointed to the Local Governing Body as ex-officio.</p> <p>Directors RESOLVED to:</p> <ul style="list-style-type: none">• Ratify the appointment of Calvin Kipling as the Chair and Tracey Tyler as the Vice Chair of QE Local Governing Body as of the 13th June 2024.• Ratify the appointment of The Principal of QE, Laurence Job, to the QE Local Governing Body as ex officio.	<p>Governance & Policy Officer and Members</p>
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	<p>c) Approval to the Appointment of new General Governor and Teaching Staff Governor QE Local Governing Body</p> <p>The Governance & Policy Officer reported upon and approval was sought to the appointment of Ellie Chapman as a General Governor and Joe Cooke as Teaching Staff Governor on QE Local Governing Body.</p> <p>Directors RESOLVED to appoint Ellie Chapman as a General Governor and Joe Cooke as a Teaching Staff Governor as of the 27th June 2024.</p> <p>d) Note Appointments of Chair & Vice Chair of the Finance & Resources Committee and Standards Committee</p> <p>Directors noted that Director Emma Chawner had been duly elected as the Chair and Director Geoffery Liddle as the Vice Chair of the Finance & Resources Committee. Directors also noted that Zoe Beach had been duly elected as the Chair and Iain Clyde as the Vice-Chair of the Standards Committee.</p> <p>e) Approval to the Removal of Representative from the Trust Executive Team from The Local Governing Body Membership Structure</p> <p>Approval of the removal of the representative from the Trust Executive Team Local Governing Body structure was requested by the Governance & Policy Officer, as this position was no longer required. Directors noted all Local Governing Bodies had been consulted during the Summer Term 2024 at their meetings on the removal of this position and had agreed to this change in structure.</p> <p>Directors RESOLVED that approval be given to the removal of the representative from the Trust Executive Team from The Local Governing Body membership structure as of 31st August 2024.</p> <p>8. Terms of Reference:</p> <p>Directors carefully considered the Terms of Reference for the Finance & Resources Committee, which had been updated since consideration at the Finance & Resources Committee held on 17th June 2024. Directors also gave consideration to the Standards Committee Terms of Reference which had been approved at the Standards Committee held on the 20th June 2024.</p> <p>It was noted that further work was being undertaken on the new Terms of Reference for the Local Governing Bodies and Board and consideration would be deferred until the Autumn Term Board Meetings.</p> <p>Directors RESOLVED that:</p>	<p>Governance & Policy Officer</p> <p>Governance & Policy Officer</p>
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	<p>a) The Finance & Resources Committee Terms of Reference be approved and brought back for annual review by the Board of Directors at the Autumn Term 2024/25.</p> <p>b) The Standards Committee Terms of Reference be approved and brought back for annual review by the Board of Directors at the Autumn Term 2024/25.</p> <p>c) That the new Terms of Reference for the Local Governing Bodies and Board be deferred until the Autumn Term Board Meetings.</p>	<p>Governance & Policy Officer</p> <p>Governance & Policy Officer</p> <p>Governance & Policy Officer</p>
<p>9. Draft Strategic Plan</p>	<p>The Chief Executive Officer (CEO) reported upon the draft Trust Strategic Plan, a copy of which is held on file.</p> <p>He advised the vision as set out in the strategy had been refined in consultation with the Trust Executive Team and that a brief paragraph would be added underneath each value.</p> <p>Directors carefully considered the draft Strategic Plan and suggested a few small amendments which the Chief Executive would include in the updated plan.</p> <p>Directors RESOLVED that the updated Trust Strategic Plan be brought back to first meeting of the Board in the Autumn Term.</p>	<p>CEO</p>
<p>10. Scheme of Delegation</p>	<p>Directors reviewed the current Scheme of Delegation. It was agreed by Directors that the new core governance functions, as per the Academy Trust Governance Guide be included in the Scheme of Delegation. The vision and values section would also be updated as per the updated Trust Strategic Plan.</p> <p>As a piece of ongoing work Directors suggested that the Scheme of Delegation matrix be refined further to break down to individual committees and Local Governing Bodies.</p> <p>Directors RESOLVED that:</p> <p>a) the Scheme of Delegation be approved with the addition of the new core governance functions as per the Academy Trust Governance Guide and the vision and values section to be updated as per the updated Trust Strategic Plan.</p> <p>b) As a piece of ongoing work, the Scheme of Delegation matrix be refined further to break down to individual committees and Local Governing Bodies.</p>	<p>CEO/Governance and Policy Officer</p> <p>Director E.C/CEO/SDO/ Governance & Policy Officer</p>



<p>11.</p>	<p>Lines of Governance</p> <p>The Chief Executive Officer reported the lines of Governance suggested reporting system (ADEMMS), a copy of which is held on file. Directors approved the ADEMSS system and advised that it was also important that it reflected Board compliance at the appropriate point in the Academic Year.</p> <p>Directors RESOLVED that the suggested lines of Governance system (ADEMSS) be approved.</p>	
<p>12.</p>	<p>Budget</p> <p>The Chief Financial Officer reported upon the consolidated final budget for 23-24 and the proposed 2024/25 revenue budget and the medium-term financial plan (MTFP). He also drew Director’s attention to:</p> <ul style="list-style-type: none"> • Key risks and budget sensitivities. • The proposed 2024/25 key performance indicators. • Plans to explore future actions to address the deficit and consider efficiencies or savings within the medium-term financial plan. • The proposed capital position across the medium-term. <p>Directors considered the report and requested further clarification regarding a breakdown of projected pupil numbers in the 2024-25 budget and MTFP. Directors also advised it would be helpful to include notes on exceptions to aid further in their understanding of the budget</p> <p>Directors requested that a finance development session be held in the next Academic Year.</p> <p>Directors RESOLVED that:</p> <ol style="list-style-type: none"> a) A revised 2024/25 revenue budget and MTFP be circulated to Directors for approval by e-mail. b) A finance development session for Directors be held in the next Academic Year. 	<p>CFO</p> <p>COO/CFO</p>
<p>13.</p>	<p>Contracts Awards:</p> <ol style="list-style-type: none"> a) HR IT System – The Chief Financial Officer advised that tenders had been returned for the HR information technology system and recommended that based upon a comprehensive tender exercise the contract be awarded to Fusion Education/Face Ed. <p>Directors RESOLVED after careful consideration that Fusion Education/Face Ed be awarded the HR IT System contract.</p> <ol style="list-style-type: none"> b) Schools/College Transport – The Chief Operating Officer (COO) verbally advised that Durham County Council had carried out the procurement for schools/college transport on 	<p>CFO/COO/ HR</p>



	<p>behalf of Inicio Academies. Tenders were due at the end of July and therefore delegated authority was sought from Directors.</p> <p>Directors RESOLVED that delegated authority be provided to the CEO, Chair and Vice Chair of the Board and to approve the appropriate Schools/College transport tender once all tenders had been received.</p> <p>c) Increased Delegated Authority for Purchasing – The Chief Financial Officer (CFO) advised that arising from a recommendation from the Finance & Resources Committee held on the 17th June 2024, Directors on that Committee had suggested that the Finance Policy be amended at paragraph 6.6 with regard to an increase in delegated authority for purchasing from £40,000 to £100,000</p> <p>Directors RESOLVED that the amendment to the Finance Policy at paragraph 6.6 regarding an increase in delegated authority for purchasing from £40,000 to £100,000 be approved.</p> <p>14. Feedback from Standards Committee</p> <p>The Chair of the Standards Committee provided comprehensive feedback from the Standards Committee held on the 20th June 2024. She advised Directors at the Committee had received reports from the Head Teachers of The Rydal and Longfield Academies, Head of School of Hurworth School and Principal of QE Sixth Form College.</p> <p>It was noted that Longfield Academy had not yet had their final Ofsted inspection. The CEO would continue to support Longfield Academy's improvement journey.</p> <p>Directors RESOLVED that the Chair of the Standards Committee feedback from the meeting of the Committee held on the 20th June 2024 be noted.</p> <p>15. Feedback from the Finance & Resources Committee</p> <p>The Chair of the Finance & Resources Committee provided comprehensive feedback from the Finance & Resources Committee held on the 17th June 2024. She advised of the proposed structure of the senior leadership at QE as reported to the Finance & Resources Committee and of the process for the appointment of the 2 vice principals and 2 assistants.</p> <p>She also reported to the Board that the internal audit report had been clear and duly reviewed by the Finance & Resources Committee and that appropriate assurances were received of no fraud.</p> <p>Directors RESOLVED that:</p> <p>a) The Chair of the Finance & Resources Committee feedback from the meeting of the Committee held on the 17th June 2024 be noted.</p>	Chair and Vice Chair of the Board/ CEO
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	<p>b) The proposed structure of the senior leadership at QE as reported to the Finance & Resources Committee and the process for the appointment of the 2 vice principals and 2 assistants was ratified by the Board.</p> <p>16. Accounting Officer Letter 29th May 2024– For Information</p> <p>The Governance & Policy Officer reported on the ESFA's letter to the Accounting Officers dated 29th May 2024. It was noted by Directors that the 2024 Academy Trust Handbook, due to the general election on Thursday 4 July, had been delayed publication but would be brought back to Directors once published by the EFSA.</p> <p>Directors RESOLVED that the report be noted.</p> <p>17. Inico Academies Risk Register</p> <p>Directors considered the draft Inico Academies Risk Register.</p> <p>The CEO advised that going forward it was planned that Senior Leadership in schools would have greater ownership of their Local Governing Body Risk Registers.</p> <p>Directors RESOLVED that the Inico Academies Risk Register be approved.</p> <p>18. Meeting Dates 2024/25</p> <p>The draft schedule of meeting dates for the Trust were reported upon by the Governance & Policy Officer.</p> <p>Directors RESOLVED that:</p> <ul style="list-style-type: none">a) the schedule of meetings for 2024-25 be approved subject to the removal of the Autumn Term Strategy Alignment Group which was not required that term.b) That the Schedule of Meeting Dates be circulated to Members, Directors and Governors. <p>19. LGB Strategy Alignment Group</p> <p>The Chair of the Board reported back on the inaugural Strategy Alignment Group to which all Chairs and Vice Chairs of the LGB had been invited.</p> <p>He advised this will be a strategic collaboration group to support and share information between the Board and the Local Governing Bodies and to share the organisations' strategic objectives. The first meeting was a chance to discuss how the group would function.</p> <p>Directors RESOLVED that the report be noted.</p>	<p>QE Principal/College HR</p> <p>Governance & Policy Officer.</p>
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<p>20.</p> <p>(21, 22, 23 and 24)</p> <p>25.</p>	<p>Policies</p> <p>Directors noted that the following policies had been taken and approved at the Standards Committee held on the 20th June 2024:</p> <p>In-Year Admission Policy, Capability Policy, IT Acceptable User Policy, Remote Education Policy, Sickness Management Policy, Probationary Policy and Anti-Harassment and Bullying Policy, Whistleblowing Policy and Longfield Early Careers Teachers (ECT) Policy.</p> <p>Directors noted that the following policy had been taken and approved at the Finance & Resources Committee on the 17th June 2024:</p> <p>Anti-Fraud and Corruption Policy</p> <p>It was noted that there were no policies scheduled for approval at this Board of Directors Meeting.</p> <p>PART C: Business Items for Information (To Note)</p> <p>Head of School/Headteachers'/Principal's Reports:</p> <p>Directors noted for Information the Head of School/Head Teachers' and Principal's reports.</p> <p>Directors RESOLVED that the above reports be noted.</p> <p>Items of Other Business:</p> <ul style="list-style-type: none">• Structure of Trust Executive Team (Retirement of Deputy CEO and new Position of Executive Director of Education.) <p>The CEO verbally reported that the Deputy CEO would be retiring at the end of the Summer Term and that a review of the Trust Executive Team structure would be undertaken. A new post of Executive Director of Education was proposed.</p> <p>Directors RESOLVED that the report be noted and approval be given to the advertisement of the new Executive Director of Education Post in the Autumn Term.</p> <ul style="list-style-type: none">• Approval/Due Diligence – Primary School Joining Trust <p>The Chief Executive Officer verbally reported upon a proposal for a Primary School joining the Trust. After careful consideration by the Directors they approved in principle to the Primary School joining the Trust subject to DfE (Department for Education) approval and the relevant due diligence processes.</p> <p>Directors RESOLVED that approval be given in principle to the Primary School joining the Trust subject to DfE approval and the relevant due diligence processes.</p>	<p>CEO</p> <p>CEO/COO/ CFO</p>
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• **Current Position Trademark**

The Chief Executive Officer verbally reported on the current position regarding the Trademark, which was noted by the Directors.

Directors **RESOLVED** that the report be noted.

26. Approval of documents for inspection

Directors **RESOLVED** that the agenda, supporting documents and approved minutes be made available for public inspection with the exception of information concerning identifiable pupils, staff and/or teachers. Information relating to the Primary School joining the Trust and Trademark would also remain confidential due to commercial sensitivity in accordance Article 125 (c).

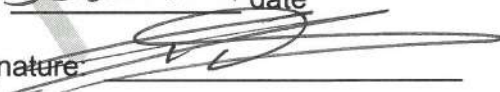
27. Date and time of future meetings:

Thursday 3rd October 2024 at 5.00 pm.

The meeting concluded at approximately 7.00 pm.

These minutes were approved by the Chair of the Board of Directors of Inicio Academies as follows:

on: 30 October 24 date

Signature: 

Print Name: JIClyde