



GODALMING LEARNING PARTNERSHIP

Hambledon Road, Godalming, UK, GU7 1PJ
A charitable company limited by guarantee
Reg no: 11717912

Trust Board Meeting Minutes

13 May 2019, 4.30 pm
The Chandler Junior, Witley

PRESENT:

Primary: Valerie Elliott, St James
Junior: Hugh Rawson & Ann Fraser, The Chandler; Adam Samson (AdS) & **Michael Guest (Chairman)**, Godalming; Richard Catchpole & Ron Downhill, Busbridge Jnr;
Infant: Sally Warnke & Katherine Smith, Busbridge; Andrea Simonsson (AS) & Tom Rainer, Farncombe; Andrew Stear (ASt), Milford; Victoria Abbott & Elaine Joyce, Moss Lane; Kate Turner & Charlie Lewis, Witley Inf
CSNet: Jon O'Connor
Potential Educational Partners: Elizabeth Higgins & Dr Mark Farrar, St Edmunds;
Potential Strategic Partners:
In attendance: Andrew Smith(ASm), GLP Director; Rachel Dunnage, GLP Clerk;

Meeting is quorate: 17/21 trustees

	Item	ACTION
	<i>Note: GLP = Godalming Learning Partnership</i>	<i>Who & when</i>
1.	<p>APOLOGIES FOR ABSENCE: Chris Wilmott & Lisa Seeley, The Wharf, Maureen Holland, Milford; Nigel Edwards, Rodborough; Bev Cook, St James; Serena Roberts & Richard Thompson, St Mary's; Philippa Leftley & Chair, Green Oak; Amanda Pedder & Drew Shovelton, Loseley Fields; Matthew Armstrong-Harris & Tony Klein, Rodborough; Lizzi Matthews & Debi Lawson, Broadwater; Cara Harding, Area Education Officer SCC; Diocesan Board of Education; Winchester Uni</p> <p>WELCOME: MG welcomed our educational Partner schools and Jon O'Connor our Trustee from CSNet.</p> <p>FEEDBACK ON TODAY'S GLP LAUNCH MG expressed our thanks to The Chandler for hosting the GLP launch event so well. He also asked ASm to pass on our thanks for the delicious G, L and P cakes and AdS to pass on our thanks to the pupils from his school who read their speech on the theme of <i>Achieving More Together</i> so clearly and confidently. MG finally thanked ASt for coming up with the new words for us to sing to <i>All together now</i>. Schools feedback that their school events also went well.</p>	
2.	<p>DECLARATION OF INTERESTS</p> <p>a. <i>Board members to confirm completion of GLP Trust Declaration of Interests.</i> The Clerk reminded members that they all need to complete the Declaration of Interests form sent out with the meeting Agenda.</p> <p>RD to send out to JO'C</p> <p>All members to complete Declaration of Interests and return to RD as soon as</p>	<p>R Dunnage 15 May All members 25 May</p>

	<p>possible.</p> <p>b. <i>Board members to declare any interests in agenda items.</i> ASm recorded a potential conflict of interests in the Company Secretary item.</p> <p>c. <i>Clarification of any possible conflict in appointment of a Chair of Governors as a Trust Foundation Governor.</i> Completed. There is no conflict.</p> <p>d. <i>Clarification of any possible conflict in appointment of Andrew Smith as Company Secretary.</i> ASm has meeting with StoneKing arranged to try and understand the reluctance from CSNet that he should combine the Company Secretary role with that of GLP Director. JO'C explained that there may be potential conflict in managing operational work as well as overseeing the legislative compliance of the company. No Trustees had an issue with ASm being confirmed as Company Secretary.</p> <p>JO'C will let RD know how to update the Companies House information.</p>	<p>J O'Connor 25 May</p>
3.	<p>AGREEMENT OF THE MINUTES OF 15 FEBRUARY 2019</p> <p>a. Members of the Trust Board agreed the minutes of the February Board meeting as an accurate record. The minutes were signed by the Chairman.</p> <p>b. Members noted that all ACTIONS and matters arising are already covered under agenda items.</p> <p>c. The Board consider how minutes will be distributed and published. They agreed to distribute Board minutes amongst all schools with which we work, member and partner organisations. Minutes will be posted on the GLP website once agreed by the Board.</p> <p>Members requested sight of the draft minutes closer to the meeting date. RD will ensure this is the case.</p>	
4.	<p>CONSTITUTION OF TRUST BOARD</p> <p>A: <i>ASm to source independent advice on the additional implications that a company directorship brings.</i> JO'C confirmed that there are no real implications, as the company is of limited liability. You may need to declare your trusteeship on a tax return. ASm has asked StoneKing and is waiting for a meeting with our representative there.</p> <p>a. Associate Members</p> <p>i) Confirmed new Associate Members The Clerk confirmed that we have additional signed trustee documentation from the following Associate Member schools</p> <ul style="list-style-type: none"> • Witley Infant • Busbridge Junior <p>ii) Potential Associate Members The Board understood that the Chair of the Wharf Nursery & Children's Centre is waiting for a reply about the implications of being a company director (trustee) before committing to signing up. The Nursery is fully committed to the GLP idea and all its work.</p> <p>b. Partners</p>	

	<p>i) Educational Partners</p> <p>ASm informed the Board that agreements had been reached between the Trust and the following Educational Partners:</p> <ul style="list-style-type: none"> • Broadwater Secondary • Green Oak Primary • Rodborough Secondary • St Edmund's Primary <p>ASm proposed that the minimal involvement of Loseley Fields (now part of the Guildford Education Partnership MAT) might preclude them from being a full Educational Partner, but that he would keep them very much part of our linked work on a more commercial than strategic basis. Trustees understood and agreed with this approach.</p> <p>ii) Strategic Partners</p> <p><i>Board to receive confirmation of the agreements between the Trust and the following Strategic Partners:</i></p> <ul style="list-style-type: none"> • Guildford Diocesan Board of Education • Surrey County Council • Winchester University <p>No agreements have yet been signed.</p> <p>iii) Representative Council</p> <p>The Board considered the make-up of the Representative Council i.e. 1 or more from each Constituency (see Appendix 1 Trust structure).</p> <p>Busbridge Jnr: What is the purpose of the Representative Council?</p> <p>JO'C explained that it is a forum through which we canvass the views of our stakeholder groups and are accountable to them. It is likely to be a group of c25 people who represent our 6 constituencies and they may need to be elected if lots of people want to join. It is not like an open AGM meeting which has a formal agenda but anyone can attend. JO'C offered to link us with some other Trusts which are shaping how they might make good use of these stakeholders' views. The Board considered:</p> <ul style="list-style-type: none"> • an event where representatives are invited and informed about all that is going on in the GLP. • a widespread survey, followed by display event that all can attend <p>MG flagged up that he will later talk about setting up a Steering Group which could be charged with taking this further.</p>	
5.	<p>LAND AND ASSETS TRANSFER FOR FOUNDATION SCHOOLS</p> <p>A: <i>Each Founder school will ask for an update on the cost for the transfer of land and assets. Board to receive update on the progress towards transferring their school land and assets to the Trust.</i></p> <p>Completed.</p> <p>Moss Lane confirmed that they have been told there are no issues with the transfer but it is still being delayed.</p> <p>Busbridge Jnr: Who bears the cost of this conveyance?</p> <p>ASm explained that during talks about the set-up, the Confederation of schools agreed to set aside a sum of Confederation money to cover the conveyance cost. Moss Lane is not</p>	

	<p>expecting any shock from StoneKing, who have also embraced the cooperative schools movement ideals. They have been asked for further information on predicted fees but are not yet able to give that. The Trust is very aware that lawyers costs can escalate and will keep trying to pin down the fees so far.</p>	
6.	<p>FINANCE & FINANCIAL MANAGEMENT</p> <p>a. Trust Finance Committee</p> <p>The Board considered the establishment of a Trust Finance Committee and agreed in principle that we should have such a committee, that could perhaps extend to a Resources format if we include the employment of personnel. Perhaps to be a working group to set up financial processes, rather than a standing committee. JO'C recommended avoiding complicated structures for devolved decision-making through committees and keeping the working groups fluid according to strategic need.</p> <p>Busbridge Jnr: <i>What issues are there with the premises of the Trust schools?</i> The responsibility for the land and assets remains the responsibility of each individual school.</p> <p>Busbridge Jnr: <i>Do we employ staff and how do we manage that?</i> We currently only employ the Clerk as a permanent employee; this is managed through The Chandler payroll. The GLP Director is self-employed and contracted to work for us.</p> <p>ASm: <i>What do we do at the end of year regarding the financial accounts?</i> We can submit abbreviated accounts online (likely to take c20mins). We do need to produce a formal accounting report with a statement for our stakeholder group at the AGM.</p> <p>Trustees agreed to go ahead on the basis of the Steering Group managing the finances and reporting to the Board termly. This way of working can then be reviewed and amended if necessary.</p> <p>b. Steering Group</p> <p>MG noted that a group has informally developed in order to get everything moving between meetings. So far, this has been: Chairman of Trust, Chairman of HT Group, GLP Director and Clerk.</p> <p>Trustees agreed that the Steering Group could continue as it and that if a Vice-chair is appointed, they would join as well. The Steering Group will be accountable to and report to the Board.</p> <p>c. Trust Bank Account.</p> <p>ASm is still waiting for guidance on what we need as a Trust Bank Account. JO'C advised:</p> <ul style="list-style-type: none"> • all directors must be declared • 4-5 signatories should be agreed • you may register for VAT • should think about the service, principles and offer of the financial institution we go with. <p>He was clear that greater accountability and safety comes from Trusts holding their own bank account, rather than mixing Trust monies up with one school's finances and he strongly recommended that we do set one up.</p>	<p>A Smith July 19</p>

	<p>ASm will investigate the options for banking provider and present back to Trustees.</p> <p><i>KSmith left the meeting.</i></p> <p>b. Transition of funds from Godalming Confederation ASm explained how the funding previously delegated to schools for the Confederation would become the funding schools would allocate to the GLP. He confirmed that Confederation funds already held would become GLP funds and be used to complete the work of the GLP as already agreed by the HT Committee and the Board.</p> <p>c. Purchase of Trustee Indemnity Insurance The Board agreed that ASm should purchase Trustee Indemnity Insurance as required by our Articles of Association. JO'C highlighted that Director and Officer liability cover can be arranged with <i>Barnes Smith</i> who offers discounted insurance to all the cooperative members. JO'C will send ASm details so that he can purchase on behalf of the Trustees.</p>	<p>J O'Connor 20 May</p>
7.	<p>TRUST ROLES</p> <p>a. Development of role descriptions and person specifications</p> <ul style="list-style-type: none"> i) Company Secretary ii) GLP Director iii) Clerk iv) Finance Officer <p>The Board were content that Steering Group should finalise these role descriptions to bring them back to the Board for approval.</p>	<p>Steering Gp Sept 19</p>
8.	<p>TRUST STRATEGIC PLAN</p> <p>a. Headteachers' Blue Sky thinking session HR informed the Board of the session when HTs looked at what they would like to see in the next 5 years. The headlines from that session are:</p> <ul style="list-style-type: none"> • Ensuring shared, cooperative values were explicit • Developing the community around us • Improving all areas of transition from pre-school to college • Developing some shared policies • How to protect vulnerable schools without damaging own budgets • Shared staffing • Developing career progression opportunities for staff • Identifying a teaching school • Developing clerking and governance • Developing shared events and teams • Selling our expertise <p>He would like to use these areas to work up a Vision for the Trust over the next five years. He confirmed that the Trust Strategic Plan would come out of this work.</p> <p>JO'C congratulated the Chair of the Board and Chair of the Headteacher committee on their discussion, which illustrates exactly how the partnership works. He will be able to help the partnership develop the actions that go around these headlines.</p> <p><i>Andrew Stear left the meeting.</i></p>	

	<p>b. Development of Strategic Plan</p> <p>The Board considered how the Strategic Plan should be finalised.</p> <p>Members agreed the proposal set out: to establish a Working Group from the Board, Company Secretary and Clerk to further develop the headline objectives developed by the Headteachers' Blue Sky session and ensure consistency with other work e.g. Operational Working Group discussion on ultimate size and composition of Trust, School Direct training programme development.</p>	
9.	<p>TRUST DEVELOPMENT PLAN</p> <p>a. 2018-2019 Development Plan (Appendix 2). ASm provided members with a brief update on progress towards objectives this year.</p> <p>b. 2019-2020 Development Plan ASm explained that HTs had requested additional elements to the plan e.g. KPIs, costings. It will be re-presented at the June HT meeting and then come back to the Board in the autumn term for approval. ASm invited governors to contact him with ideas about how the GLP can help Governance as this area needs developing.</p> <p>The Board tasked ASm with conducting a governor skills audit across the GLP schools for the next meeting. They would like the audit to identify training needs and areas of expertise.</p>	<p>All Gavs 15 June</p> <p>A Smith 15 July</p>
10.	<p>MEMBERSHIP DEVELOPMENT</p> <p>a. Financial agreement with Educational Partners. ASm has visited all the Confederation schools who are not associate members and confirmed:</p> <ul style="list-style-type: none"> St Edmunds is completely committed to the full programme and involvement at all levels. Green Oak is completely committed to the full programme but involvement is likely to remain to HT Committee level rather than attending Board meetings. Loseley Fields only wish to buy into the sports programme. Secondaries are both are fully committed to the full programme for the next year and say that the cost of the Sport Coordinators (which the GLP funds) will remain at its current level. <p>Moss Lane: <i>Can we still involve schools in our transition work even if they are not fully signed up to our programme?</i> Yes, we can and should.</p> <p>b. Constituencies The Board considered how to ensure involvement of our constituencies in 4.b.iii. and now agreed that the Steering Group should look further into how this could be achieved.</p>	
11.	<p>BOARD GOVERNANCE DEVELOPMENT</p> <p>Members agreed that this item should be postponed until the skills audit has been completed.</p>	
12.	<p>ANY OTHER URGENT BUSINESS</p> <p>There was no other urgent business.</p>	
13.	<p>DATE AND TIMES OF NEXT MEETINGS</p>	

	<p><i>Note: Our first AGM is required to take place within 18 months of incorporation i.e. before June 2020.</i></p> <p>Witley confirmed that they are happy to host again for an 8.30am meeting.</p> <p>RD to conduct a doodle poll to find the best date in the middle two weeks of October.</p> <p>ASm to suggest dates for spring and summer.</p> <p>RD to arrange Steering Group meeting before end of summer term.</p>	<p>R Dunnage 25 May</p> <p>A Smith Sept 19</p> <p>R Dunnage 25 May</p>
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Meeting closed 6.10pm

Chairman's signature: *Michael Guest*

Date: 06.11.2019

Trust Board

VOTING membership:

2 Trustees per school & Representative Council

FOUNDER SCHOOLS

- Busbridge Infant
- Godalming Junior
- Milford School (Infant)
- Moss Lane School (Infant)

REPRESENTATIVE COUNCIL

ASSOCIATE SCHOOLS

- Busbridge Junior
- The Chandler Junior
- Farncombe Infant
- St James Primary
- St Mary's Infant, Shackleford
- Witley Infant

1 Trustee per CSNet and Partner organisations (Educational Partners & Strategic Partners)

CSNet

EDUCATIONAL PARTNERS

STRATEGIC PARTNERS

+

NON-VOTING membership: open to our Partner organisations where the representative chooses NOT to become a Trustee. **Our non-voting membership in May 2019 is:**

EDUCATIONAL PARTNERS

- Broadwater Secondary
- Green Oak Primary
- Rodborough Secondary
- St Edmund's Primary
- The Wharf Nursery

STRATEGIC PARTNERS

- Guildford Diocesan Board of Education
- Surrey County Council
- Winchester University

Headteacher Committee

Headteacher, Head of School or designated deputy from each:

- Founder school
- Associate school
- Partner school

Each representative has one vote.

Representative Council

One or more elected representative from each of the GLP's constituencies, as agreed by the Trust Board

Sub-committees

- Business Managers
- Subject Leaders
- SENDCos
- EYFS
- Deputies
- HLTAs
- HSLW

Groups

- Governance
- Clerks

Constituencies

- Learners
- Parents & carers
- Staff
- Local community
- Community organisations

ARTICLES OF ASSOCIATION			
Vision	Aims	Strategic Plan	Values



OPERATIONAL DOCUMENTS			
Terms of Reference	Memorandum of Understanding	Funding Agreement	Scheme of Delegation
	Development Plan	Budget Plan	



Godalming Learning Partnership 2018-2019 Development Plan (Agreed 15 Feb 2019)

	Key area	Success Criteria	Timescale	Key Personnel	Cost	Progress
1	Cooperative Foundation Trust status	<ul style="list-style-type: none"> The Trust is established and all Confederation schools have passed formal agreement to become equal partners. 	Jan 2019	HTs & CoGs with FGB approval	£4,000	
		<ul style="list-style-type: none"> Educational partners have been established and their role defined. 	Jan 2109	HTs & CoGs with FGB approval		
		<ul style="list-style-type: none"> All assets of the four new Foundation schools are successfully transferred to the Trust . 	April 2019		£6,000	
		<ul style="list-style-type: none"> The role for the Board has been defined; a draft business year has been agreed with a suitable timetable of meetings 	Sept 2019			
2	Financial sustainability Plan	<ul style="list-style-type: none"> A plan for the financial sustainability of the Trust is agreed by all parties <ul style="list-style-type: none"> - initially for financial year 2019/20 - for the next three years 	Dec 2018 April 2019	HTs & CoGs with FGB approval	NIL	
3	School Direct programme	<ul style="list-style-type: none"> Register the GLP as a provider of Primary School Direct programmes with UCAS and DfE. 	Sept 2018	Director	£600	
		<ul style="list-style-type: none"> Advertising including a new website is in place. 	Sept 2018	Director & Admin	£1750	
		<ul style="list-style-type: none"> Further advertising organised if necessary subject to recruitment 	Jan – April 2019	Director & Admin	Up to £2,000	
		<ul style="list-style-type: none"> School based training programme is agreed and parts allocated to all schools. 	Sept 2018	All schools and HTs working grp	NIL	
		<ul style="list-style-type: none"> Training programme developed and standardised. 	April 2019	HTs working grp	NIL	
		<ul style="list-style-type: none"> Candidates recruited in consultation with Winchester University. 	June 2019	HTs working grp	NIL	
		<ul style="list-style-type: none"> Liaison with Winchester University 	Throughout year	HTs working grp	NIL	

4	School Support Policy	<ul style="list-style-type: none"> Develop a School Support Policy for the GLP to ensure that all schools in the partnership remain 'good' or better. 	June 2019	HTs group in consultation with CoGs & FGBs	NIL	
		<ul style="list-style-type: none"> Consult with external agencies that can provide objective analysis of all schools performance. 	June 2019	Director	NIL	
		<ul style="list-style-type: none"> Establish acceptable levels of support from partnership schools for any school needing support 	June 2019	HTs group in consultation with CoGs & FGBs	NIL	
		<ul style="list-style-type: none"> Establish the role of the Trust in this policy 	June 2019	Board	NIL	
5	Recruitment protocol	<ul style="list-style-type: none"> Establish a protocol between all schools regarding <ul style="list-style-type: none"> - Advertising promoting the GLP - Sharing of unsuccessful candidates - Promoting School Direct through LSA recruitment - Retention and promotion of staff - Interviewing of common candidates 	April 2019	HTs group	NIL	
6	Establishment of GLP SENDCos group	<ul style="list-style-type: none"> Redefine the SENDCos group under the clear direction of the GLP HTs Group direction 	Dec 2018	HTs group	NIL	
		<ul style="list-style-type: none"> Agree a steer for the group to establish a SEND protocol across all schools and phases to ensure all SEND children have a high class experience throughout their education 	Dec 2018	HTs group	NIL	
		<ul style="list-style-type: none"> Set a timescale for the completion of such a protocol and monitor its progress. 	Throughout 2018-2019	HTs group	NIL	

Other maintenance work

1.	INSET				
2.	IPRs				
3.	Bursars				
4.	Early Years				
5.	Literacy Leaders				
6.	Maths Leaders				
7.	SSCo Sport programme				