

**Minutes of CAST Board meeting held on 14th September 2018
at St Boniface House, Ashburton from 10.30am**

Attendees:	John Burnett (JB)	-	Director
	Fr Mark O'Keeffe (FrM)	-	Director
	Andy Nicholls (AN)	-	Director
	Maria Edwards (ME)	-	Director
	Dan Rogerson (DR)	-	Director
	Fr Richard Meyer (FrR)	-	Director
	Sandy Anderson (SA)	-	Director
	Alan Morris (AM)	-	ESG Chair
	Kate Griffin	-	DSC
	Raymond Friel (RF)	-	CEO
	Jacqui Vaughan (JV)	-	Nominated Director
	Helen Laird (HL)	-	Clerk

1. Welcome and Opening Prayer

JB welcomed JV who has been nominated as a new Director.
Thanks passed on to TS for introducing Ann Harris (who was unable to attend this meeting) to the Board.
JB talked of the vision to bringing cohesion to the trust.
JB conducted the opening prayer.

Decision/Action

2. Apologies and Confirmation of Quorum

Apologies received and accepted from Directors:
Terry Stockley, Chris Coward and Graham Briscoe
Ann Harris (Nominated Director)

3. Declaration of Interest

No additional interests declared.

4. Appointment of New Directors

JV left the room to enable the Board to discuss the application of both her and AH for approval.
JB and RF talked of the experience of the 2 candidates and their value to the board.
JB proposed AH be appointed as a co-opted Director.
JB proposed JV be appointed as a co-opted Director.
All were in agreement without hesitation. JV was welcomed back to the meeting.
AN referred to the recommended re-appointment of Laura Sprackman as a Director. AN gave brief detail of the history of LS's involvement with the Board and her move to interim CFO whilst KC was taking the role of interim CEO. AN advised LS can join the Board for 6 months from October. This was fully supported by the Board. HL will make the necessary arrangements to make these appointments official.

Decision:

Appointment of JV, AH and LS as co-opted directors
Action: HL to make necessary arrangements

5. Appointment of Officers

SA proposed JB be appointed as Chair, AN seconded. All agreed.
JB proposed AN be appointed as vice-chair, seconded by FrM. All agreed.

AN asked why the Hub model has not been brought to this meeting as discussed. RF explained that the Vision and Values and Hub Proposal had been entwined during discussions at the

Board meeting in July but these needed to be address separately. The hubs proposal needed focused work and would be brought to the meeting the following week for discussion.

6. Vision and Values Consultation

6.1 Vision and Values Paper

JB congratulated RF on the newsletter which was sent to all schools last week.

JB expressed what an excellent piece of work the V&V paper is and noted it is fully supported by the Bishop.

JB spoke of the report he prepared for the RSC and the Bishop recently and ran through the salient points which included; new appointments to Board, the Vision and Values report, every Student reaching their full potential, happy, optimistic and safe schools and his advice that the Trust has arrested the decline and is improving.

RF talked of the comments received from those absent from the meeting regarding the Vision and Values paper.

AH had noted it was Gospel driven and focused on the way forward.

The Bishop commended the paper to the Board, stating it clearly notes the catholic churches approach to education and encourages schools to provide the very best for the pupils.

RF thanked AM for very careful consideration of all the documents sent out for today's meeting, particularly this one.

RF noted that the paper to be approved is one for consultation with the schools with the view to returning to the board on 26th October for final adoption.

RF planned to send this to schools on Monday 17th September with approval from the Board.

RF advised that the RSC has commented on the length of time taken to consult and said this consultation needs to happen at pace.

The Draft Governors Handbook was also due to be sent with this document and RF feels it is important to do this to rebuild the relationships with the LGBs.

RF would also like to send the Staff Code of Conduct as there currently is not a CAST wide policy in place, schools have their own.

RF has spoken with all the Headteachers through the forums this week and has asked if time should be spent on consulting or if schools should just be told what the way forward is. Unanimously agreed the consultation is required.

RF does not anticipate wildly different views on this document. The values listed are the Gospel Values.

RF advised that the concept of subsidiarity has been removed and explained the thinking behind this.

RF noted the question over changing the name of the Trust and talked of his views on this, referring to thoughts on rebranding following the damage done to the trust or redeeming and becoming successful under the original name. RF suggested a focus group made up of directors, heads, governors may be the way forward with regards to this.

JB invited comments.

DR noted the document articulates what the trust is here to do and will be helpful to not only those who are Catholics working in the schools but also those who are not along with many parents. FrR echoed a point that RF made regarding ensuring words are comprehensible to all staff. RF responded to this by suggesting he prepare a summary of the document for heads to take to staff and parents to ensure clarity. JB asked for all Directors to see this also.

ME stated it is a really good document and a wonderful opportunity to re-engage with Governors and Heads. The timeframe is important and the team must stick to the dates proposed.

SA was in full support of the vision and impressed with the values. He was concerned that if this document was shared with staff and parents it would go unread as it is too long. SA recommended condensing the document with the salient points to go to parents.

AN endorsed SA's comments and added that RF has set down a hugely ambitious timescale to complete this process. AN was concerned that there are only 11 calendar days to produce a document for approval once all feedback is received from the school adding that this process could run on until Christmas and then distract from other areas the trust needs to concentrate on.

JV noted this is a fantastic document and clearly sets out the vision for the trust but agreed it needs to be simpler.

FrM noted the attention to detail of AM and GB and supported the embodiment of the catholic vision. He feels that the detail should not be lost by condensing the document. FrM asked if the document would just be imposed if it was not agreed by all involved in the consultation, advising it is difficult to ask Heads about changing the name of the trust as this could promote a feeling of failure.

JB suggested setting out the Nolan principles within the document. RF responded that this is referred to on page 7 of the document. JB would like these set out more clearly, perhaps in an appendix. ME argued that these are within this document. JB does not feel these are clearly focused on.

KG feels the values should be well embedded in schools and queried the short timeframe to produce a final document.

AM spoke of the concerns of the RSC and what they will expect to see happening. There needs to be a vision shared across the trust and all will sign up to it.

AM reminded of the need for a clear programme in place to implement the School Improvement Plan. If these requirements are compatible to run with the programme to install the V&V the RSC will be happy, should there be any impact they would not be.

The board discussed the various issues with viability of schools. RF provided some detail on his meeting with the Bishop and the letter received with regards to Headteachers across the trust who are not catholic. RF explained that the Bishop has agreed to review on a case by case basis when recommended by RF.

ME recommended questions 7 and 8 should be removed from the Vision and Values document due the diversion into areas which would open up huge discussion. All were in agreement.

Discussion concluded there should be an invitation for any other comments on the paper itself at this point.

Action: RF to produce a supporting document for Heads. To be shared with the board

Decision:
Approval for the Consultation with

The Board agreed to approve the papers for consultation with schools. RF will send all documents to Heads and Governors on Monday 17th September.

6.2 **Articles of Association**

JB talked of the indemnities for directors and explained his concerns. Questioned if this document should be reviewed by a legal professional.

ME noted that she had checked this with Marcus Taylor some time ago and had been advised that there is insurance in place as long as the Directors are not found to be negligent.

AM agreed he feels the Board would be best to have legal support and advice.

AN advised that the document has been reviewed twice by a legal team.

KG advised Christine Fisher is at a loss to understand why the Board have seen fit to alter the document at all. RF responded that the Board wanted to revert to the advice from various sources that the CEO be removed as a Board member. Secondly to clarify the point that the Trustees of Buckfast Abbey were given a veto, the articles could not be changed without their input. They have also given the authority to draw up their own scheme of delegation for St Mary's which is different from all other schools.

RF had that morning sent out a revised articles from Buckfast Abbey to all Directors.

SA provided some historic detail on how the articles were produced and reviewed.

JB queried whether the CES would oversee this. KG explained that they cannot get involved in every trusts articles and provided further detail on this. Christine Fisher feels this document should not be amended by someone without legal expertise. KG suggested a special legal agreement for this school could be put in place.

RF responded by explaining that the draft articles is taken from the CES model.

AN asked for clarification on which version of the document KG is referring to. KG responded that the changes made prior to this version and detailed further 3 areas of change:

- 1 – CEO removed from Board
- 2 - Duration of Directors in place
- 3 – Academy Directors

JB asked AM if it is imperative if these documents are finalised quickly. AM talked of the need for a legal structure in place and the delegation of responsibilities to be done correctly.

6.3 **Scheme of Delegation, Governors Handbook and Staff**

6.4 **Code of Conduct**

6.5 DR expressed his concern about the Draft version of the Governors Handbook going out and then various versions coming after this. RF confirmed this consultation is simply to cover anything that may have been missed or any questions come from it, reassuring that it is not intended to keep making changes once a final format is agreed.

SA clarified that the Code of Conduct would not be for consultation.

AN asked how the comments made on the Governors Handbook will be handled with a view to sending the document out to schools on Monday. RF asked for the discretion to include the

Action: RF to
update Governors
Handbook with

comments received prior to sharing. AN clarified that this will come back through the Board for final approval in October. AN noted the need to ensure the Scheme of Delegation is not viewed to be for consultation but the Governors Handbook is open for comment.

Discussion regarding what the CES can do with regards to the Scheme of Delegation.

KG suggested she could ask a colleague to review the particular point of concern within the Articles at no cost to the Board.

RF clarified it is for the Bishop to approve the Scheme of Delegation but he looks to the DSC and CES for support. If the only objection is the exemption of St Mary's and this is within the Articles. What is the problem? KG responded that the CES do not like that this was in the original articles.

JB recommended the views of Christine Fisher are requested. KG will report this discussion to her this afternoon.

AN recommended that this Scheme of Delegation be distributed with a note "subject to members approval". KG expressed her concern of reaction from schools when they see this one school who has different rules. ME noted that it has always been this way so should not be a surprise.

SA raised his concerns that under the scheme of delegation the clerks are expected to advise LGBs on the law and feels this should be removed from point 6.7.40.3.

DR noted that the responsibility for passing on information to the LGBs lies with the Clerk but this is provided by CAST in some manner.

Agreed to amend to "ensure all communications from CAST are passed on to the Governing Body".

Decision – approval for draft documents to be shared.

recommendations received prior to consultation

Action: KG to discuss the issue within the Articles with her colleague and CF, report back to the Board 21/09/18

Decision: Approval of documents to be shared for consultation

7 AOB

7.1 RF provided some background details to the asbestos incident at one of the CAST schools and the process which has entailed. Directors discussed the steps taken and await further reaction from the HSE.

7.2 RF advised a letter has been received from Lisa Mannall asking if CAST would be interested in taking on the leasehold of Plymouth Studio School.

Discussion on what the building could be used for under CAST.

Agreed to place an Expression of Interest.

Decision: Place expression of interest for Plymouth Studio Schools leasehold