

DOMINIC BARBERI MAC

MINUTES OF THE 39th DIRECTORS MEETING

HELD ON WEDNESDAY 27th MARCH 2019, AT 6.30PM, AT ST. GREGORY THE GREAT

	<p>Present: Paul Concannon (PC - Foundation/Chair), Gerald Crown (GC – Parent /Vice Chair), Fraser Long (FL - Executive Principal), Judith Schmidt (JS - Foundation), and Adrian Waters (AW – Foundation/PFMAC Director)</p> <p>In Attendance: Georgina Paton (GP - Chief Business and Finance Officer – DBMAC) Kathy Smith (KS - Company Secretary) and Paul Wileman (PW – Assistant Principal St Gregory the Great School (SGG) for item 2</p> <p>The meeting was quorate and opened at 6.30pm with prayer.</p>										
<p>1</p>	<p>Opening Prayer PC opened the meeting with prayer.</p> <p>Welcome, Apologies, Declarations of Interest PC welcomed everyone to the meeting, including PW who was present to give an update regarding the astro-turf for SGG. Directors agreed to take all items for both GP and PW to allow them to leave the meeting.</p> <p>Apologies received and accepted: Fr. Mervyn Tower (F) (FMT)</p> <p>Verbal declaration of Business/Pecuniary interests There were no business or pecuniary interests declared in any item on the agenda.</p> <p>Any urgent items of AOB (notified to Chair in advance) There were no items of urgent business raised for discussion under any other business.</p>										
<p>2</p>	<p>Minutes of last meeting held on 12th December 2018 The minutes of the meeting held on 12th December 2018 had been circulated prior to the meeting and were agreed as a correct record of the meeting, signed by the Chair and filed.</p> <p>Actions from 12 December 2018 Meeting</p> <table border="1" data-bbox="220 1809 1503 2125"> <thead> <tr> <th>Item</th> <th>Action</th> <th>Responsibility</th> </tr> </thead> <tbody> <tr> <td>2</td> <td>Review the Finance Manual with regard to providing clarity around expectations regarding quotes and raising purchase orders – Completed</td> <td>Finance, Resources and Audit Committee – 27th February 2019</td> </tr> <tr> <td>2</td> <td>Arrange sign off of Annual Report and Financial Statements 2017/2018 and ensure report arrives at Critchleys well before Christmas break – Completed</td> <td>GP/KS</td> </tr> </tbody> </table>	Item	Action	Responsibility	2	Review the Finance Manual with regard to providing clarity around expectations regarding quotes and raising purchase orders – Completed	Finance, Resources and Audit Committee – 27 th February 2019	2	Arrange sign off of Annual Report and Financial Statements 2017/2018 and ensure report arrives at Critchleys well before Christmas break – Completed	GP/KS	
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2	Arrange sign off of Annual Report and Financial Statements 2017/2018 and ensure report arrives at Critchleys well before Christmas break – Completed	GP/KS									

3	Kitchen update for Finance, Resources and Audit Committee meeting 27 th February 2019 – Completed	GP to task VM
8	Contact Rebecca Tonks at BDES seeking guidance with regard to whether the same solicitor can be used by DB/PFMAC to re-broker SJC – Completed	GP
9	Update Finance, Resources and Audit Committee regarding long term health and safety plan for SJC - Completed	GP
9	Update Finance, Resources and Audit Committee with regard to adopting LA Swimming Policy – Completed	FL
10	Review governance grid and incorporate director roles and responsibilities within it for Board meeting in March 2019 – Completed	KS
12	Inform SJT of HSLW and TA approval – Completed	GP

Astro-Turf SGG - approval

PW was then asked to present his business proposal for replacing the Astro-Turf at SGG. 'SGTG Astro-Turf' a brief summary had been circulated prior to the meeting. PW raised the following points:

- Astro-Turf approximately 13 years old
- A recent survey identified it as having a possible 12/18 remaining months of life
- £500K to replace it

Directors asked how much use it is getting currently, PW advised that about 25% of students in school use it at break and/or lunchtimes, adding that it has a huge impact on the provision of the PE/Sports curriculum. Directors questioned what alternative action could be taken if the Astro-Turf became totally unusable. PW confirmed that the school has use of the field beyond the Astro-Turf area, however, it is further away and takes longer to get there and back thus eating into curriculum time.

Directors then discussed how valuable replacing the Astro-Turf would be for both the local and school community. PW advised that this area of East Oxford did not have a viable pitch in the locality and the Hockey team had long given up on using the pitch, preferring to practice elsewhere. PW confirmed that Oxford University had offered to donate 20% of the £500K to the school if they could be given 6-9 hours per week use of the pitch outside of school hours.

PW advised that the application window to the Football Association (FA) and Football Foundation (FF) funding bid closes on 1st October 2019. The SGG SIB had formed a working party some months ago to explore options around the pitch and had researched lettings viability for schools within the DBMAC and wider community. PW advised that the working party are working with the FF and he was asking for £20K to secure the bid preparation, seek the relevant planning permission, prepare designs, arrange surveys and draft a business plan.

Directors questioned SGG's budget surplus and asked GP to confirm that £20K is available from their budget; GP confirmed a budget surplus within SGG sufficient to take account of the required £20K. Directors **approved** the £20K spend and requested notification on the success or otherwise of the bid and thanked PW and the working group for this initiative. Directors acknowledged the investment this initiative would bring to the school. PW left the meeting at 6.50pm.

Budget Update**Matters arising from Finance, Resources and Audit Committee meeting held on 13th February 2019:**

Directors discussed the Period 6 financial reports previously circulated and asked GP for a brief update. GP confirmed that she had now updated staffing costs and taking that into account the in year budget surplus is £287K, £47K above forecast. Directors briefly discussed the 'little extras' as an in year one off capital payment, noting that SGG as an all through school will receive £66K and the primaries around £10K each.

GP produced a depreciation form (in line with the requirements of the Academies Financial Handbook), to write off a £200 debt which had arisen due to a parent not paying for school meals at SJC; the form required a director's signature and was duly signed.

Directors requested an update with regard to any in year deficits at any DBMAC school, GP advised that both SJF and STM are projecting in year budget deficits.

STM - the projection is for an in year deficit of £41K, Directors asked if the school is aware and GP confirmed that it is. Directors suggested a benchmarking exercise should be undertaken noting that other schools received similar results to STM but without such heavy costs and asked if staffing is the issue. GP advised that staffing at STM is in line with other schools and had not caused their in year deficit. Directors took account of their spend on resources which impacted on KS2 results last year and their boiler replacement. PC will look at their expenditure in depth to identify the cause.

SJF - Directors noted that a £17K in year deficit had been identified within the original budget and asked for the percentage figure for staffing against GAG funding, GP confirmed it as 92% against GAG and 78% against total income. GP advised that staffing would be higher against GAG given that SJF has a nursery and she would separate out the nursery and primary costs in due course. FL confirmed the employment of an additional SIP and both a Maths and an English consultant had been a necessary expenditure given low progress and attainment figures at SJF.

LOLOL - Directors discussed the £2K in year deficit at LOLOL, noting that their kitchen cost should have come out of last year's budget, unfortunately their SBM was away and invoices were not paid in time. Directors noted that the cost of the kitchen at £43K was taken from LOLOL reserves.

SJT – Directors noted an in year surplus of £1K

SJC – Directors noted an in year deficit of £19K, an improvement on a £30K deficit within their base budget

OLC – had a £22K base budget surplus, now increased to an in year £111K surplus. Directors acknowledged this was due to LAC members monitoring effectively, cheaper staffing and cautious spending.

Capital Expenditure**Kitchens update OLC/STM**

STM had received quotes from:

- Factory First included all building alterations and project management - £67,491.60 including VAT
- D3 design did not include electric and plumbing alterations and project management - £69,756, should that be included the cost is likely to rise to £80K

The third quote had not as yet been received. Directors noted that staff are working with Barbara Baldwin (Catering Manager for Caterlink) to explore options to use the current kitchen rather than pay £800 per month to transport food from New Marston to STM, which had been

set up to commence after the Easter break. Directors recognised that the kitchen is likely to cost around £68K and **approved** that expenditure pending the third quote.

OLC had accepted a quote from Factory First, cost £48,962 ex.VAT given that it was a turnkey quote and included equipment delivery, installation and project management. Work is expected to start at the end of this term and to be complete before the start of the Summer Term, contingency plans are in place in case of unforeseen delay. Directors accepted that Ross Phillips was totally independent of any of the companies who had quoted for the kitchen and had given his expert advice freely for the good of the school

MUGA STM approval

The following documents had been circulated prior to the meeting:

- Request for design and quotation
- Installation of a new build MUGA – S&C Slatter cost £64,574.56 ex VAT
- MUGA pitch on field with new base – Timotay cost £69,974.42 ex Vat (Option 1)
- MUGA Location 1 – novasport cost £51, 852.25
- Update to the Board of Directors of the DBMAC on current capital funding requirements for St Thomas More School (MUGA and Kitchen Plans)

Directors asked GP what the balance of STM reserves were, GP confirmed it as £298K. Directors discussed the recent health and safety issues regarding the playground at STM, two children had suffered broken bones recently. Directors **approved** the expenditure in principal given the recent health and safety issues and acknowledged that it would help attract new families into the school. Directors questioned whether Sports Premium would be used against the cost, and requested further details on how the school intended to fund the MUGA; KS will contact the LAC Chair. Directors noted that the LAC had favoured Option 1 and are currently waiting for final approval on the location of the MUGA within the school site from Cherwell District Council. The MUGA is likely to be constructed in the summer holiday.

Artificial Grass Surface Proposal OLOL – approval

‘Trulawn Surfacing Proposal’ and brief report had both been circulated prior to the meeting.

The brief report itemised quotes received as follows:

- The Perfect Lawn - £11K
- Greenscythe - £31,476.77
- Trulawn - £24,268

The poor state of the surface in the Foundation Stage garden had been discussed as part of OLOL future plans at the Curriculum Committee held on 13th March 2019, when photographs had evidenced the lack of grass and how it becomes a mud area during wet weather.

OLOL are requesting to use £11K of their reserves to pay toward their preferred option for Trulawn Prestige revised quote at £19K ex VAT. Directors **approved** the expenditure noting the positive impact that would have for children’s outdoor learning.

GP accepted the impact of £200K capital expenditure just approved by directors against cash flow.

4 Staffing issues including impact of golden ticket

‘Notice to consult: Review of requirements for St Gregory the Great Roman Catholic School Teaching Staff (Secondary phase)’ had been circulated via Governor Hub prior to this meeting. GP confirmed that consultation had begun regarding a possible redundancy situation at SGG; Directors asked to be kept informed.

	<p>Directors questioned how many students would be admitted to Year 7 in September. GP confirmed that 108 had applied and that she had based the budget on student numbers of 170, given that the Local Authority (LA) had approached the school to take extra students in September. FL confirmed that he had met with staff to discuss the curriculum timetable for the new academic year and requested modelling for 4, 5 and 6 form entry. Directors noted that this is a bulge year coming through and the new Swan School would be taking around 120 students this year.</p> <p>Directors asked what the ‘golden ticket’ referred to, GP advised that SJC and STM had implemented a scheme whereby teaching staff are guaranteed to receive an additional day’s leave to reward them for their hard work. Directors discussed the scheme acknowledging that good intentions were behind it. However, Directors recognised that a change to terms and conditions should be fully consulted on with appropriate trade unions and should be inclusive of all staff within the DBMAC company; this scheme would also impact on the Pope Francis MAC and its staff following the expected merger of both MACs. Directors agreed that the scheme should cease, FL would discuss a way forward with principals at their next meeting.</p>	
<p>5</p>	<p>Cleaning Contract update</p> <p>The following documents were distributed at the meeting by GP:</p> <ul style="list-style-type: none"> • Executive Summary of Procurement of Cleaning Services for the DBMAC • Notes to accompany cleaning contracts • Contract for Cleaning Services – Intelligent Workplace Solutions • Contract for Cleaning Services – LC Housekeeping <p>Judith reported back on the contract negotiation process stating that she had gained a great deal of knowledge from the tender process which had informed her understanding and had been a huge asset to her in the negotiation.</p> <p>Directors agreed that having a director take a lead in contract negotiation had been a good model to continue with and a huge success in terms of directors being more aware of the process and being kept informed.</p> <p>Given JS’s involvement and assurances that legal advice had been sought where necessary, PC signed the contracts at the meeting and requested an electronic copy from GP.</p> <p>Directors noted that there is a shortfall between the tender price and available budget for SGG. The budget had been increased from £115K to £132K for 2019/20 with an adaption to the specification to reduce cleaning in specified areas, along with a reduction in service provision from 44 to 40 weeks in the secondary and 38 weeks in the primary. Directors acknowledged that the budget and specification will be reviewed annually with a purpose of narrowing the gap between the ideal specification and available budget.</p> <p>Directors thanked JS and VM for their work and commitment to the task.</p>	
<p>6</p>	<p>Catholic Life (Fr. MT) – update</p> <p>Directors agreed to defer this item to the next meeting given that Fr. MT is currently away on pilgrimage.</p>	
<p>7</p>	<p>Note Accounting Officers letter from ESFA dated 15th March 2019</p> <p>‘Financial returns requirements for 2019’ had been circulated prior to the meeting, Directors noted the letter which set out the timetable for all the academy sector financial returns to the end of 2019. Directors also noted the new requirement to declare all new related party</p>	

	<p>transactions and seek approval for agreements with a value of £20K or above. Further details are available within the Academies Financial Handbook in section 3.10.</p>	
<p>8</p>	<p>Committee Reports Standards and Achievement Committee meeting 13th March 2019 (business case for additional provision for 6 children at OLOL)</p> <p>The draft minutes of the committee meeting held on 13th March 2019 had been circulated prior to this meeting. FL reported that the Principal and Chair of SJF and Principal and Chair of OLOL had attended and both schools gave good presentations and updated directors on their progress and attainment across their schools. Directors who attended stated that the meeting had been effective and indicated an improvement in communication across the DBMAC. Both schools had listened to each other’s presentations and felt able to comment. Dianne Carbon had thanked directors and stated that she appreciated being held to account and welcomed challenge from wherever it came. FL confirmed that he was able to ask questions and to ascertain how the provision and support supplied by the SIP had been received and was pleased to note how useful and positive it had been.</p> <p>OLOL had raised concern with regard to around 6 children in Year 2 who will not reach the required attainment level but should make good progress. Directors had asked at Standards and Achievement Committee whether those children could reach the required level if further support were provided, both JS and JW had confirmed that if those children were invested in there would be an impact. Given that the issue is a lack of staff to provide a personalised curriculum, a ‘Proposal – Supporting Families’ had been circulated prior to the meeting, outlining the provision of Home School Link Worker support for 2 days per week at an annual rate of £14K. FL confirmed that this had been outlined at the Committee and should go ahead, directors approved the proposal.</p>	
<p>9</p>	<p>Working Group (Oxfordshire wide MAC)</p> <p>PC confirmed that the recovery plan had been sent to the ESFA including a business case to secure the £900K internal debt owed by SGG. PC advised that Gareth Hunt (ESFA) had asked more questions and he had responded to those. FL had been advised by staff at the ESFA that the DBMAC may receive all of its CIF bids.</p> <p>PC advised that on the day of SGG Head recruitment he had an opportunity to walk around the school and its grounds with the knowledge that the lease had been valued at £3.5M, confirming that there are a number of options to explore. PC advised that the lease had been reviewed and increased from £143K to £213K, still with a discount relating to SGG dilapidations. AW is currently researching funding for the lease whilst PC is looking into the covenants within the lease and what they relate to. Directors thanked PC for his update.</p>	
<p>10</p>	<p>Standing items Health and Safety</p> <p>GC confirmed that he had not received any health and safety accident/incident analysis. There was nothing further to report at this time.</p> <p>Safeguarding</p> <p>Directors had not been made aware of any concerns at this time.</p> <p>Policy approval (if required) –</p> <p>‘Model Policy on charging for and remissions for school activities’ had been circulated prior to the meeting. GP had reviewed and there were no changes to be made; KS will circulate to Principals, LACs and SBM’s.</p>	

<p>11</p>	<p>Governance Governance Grid ‘Governance Grid Dominic Barberi Multi Academy Company (DBMAC) based on Scheme of Delegation’ had been circulated prior to the meeting. KS confirmed that she had now placed titles on every page and would re-circulate to LACs. Directors noted that the new scheme of delegation is about 40 pages long and the grid would probably not be required once the new paperwork was accepted.</p> <p>Training - Procurement ‘Contract management and procurement from VM’ had been circulated prior to the meeting. Directors discussed whether there was a need at this time for training given that schools are focussed on raising progress and attainment and that there are no major contracts coming up for renewal in the near future. Directors agreed that procurement training was not necessary at this time, many LACs had been involved in the tender process for the cleaning contract and had improved their knowledge through that process.</p> <p>Link Meeting Directors discussed agenda items for the next link meeting due on 19th June, agreeing that the previous meeting had worked well by inviting LAC Chair and Principals. KS will email chairs and principals to ask them to forward agenda items. The following items will be included in the next meeting:</p> <ul style="list-style-type: none"> • Update on the Working Group • Investment across the DBMAC through kitchens and MUGA
<p>12</p>	<p>AOB Directors discussed the Caterlink Contract Review meeting held earlier in the day and reported back on the issue of 43% loss of sales compared to a falling roll of 20%. Caterlink had been asked to provide figures to back up their claims that falling numbers was the main factor in a decline in sales. Directors and Caterlink had both agreed to increase uptake of school meals, Caterlink by ensuring produce was fresh and inexpensive, and directors would contact principals through FL to explore options to increase take up.</p> <p>OLOL – Resignation of Principal, JS advised that Jenny Walker would be leaving at the end of the academic year.</p> <p>SGG – Sean Tucker (ST) had been appointed substantive Head. FL is in contact with Niall Williams who was previous Head at Carterton Community College and the Oxford Academy to provide leadership mentoring to ST. Directors agreed to pursue the appointment of an overall Principal and to re-advertise the post in September.</p> <p>Governor Hub – Directors agreed to subscribe to Governor Hub, KS will contact Governor Services to implement.</p>
<p>13</p>	<p>Dates of Forthcoming meetings Board – 10th July 2019 Finance, Resources and Audit Committee – 26th June 2019 Catholic and Ethos Committee – 15th May 2019 Standards and Achievement Committee – 3rd July 2019 Governor Board meetings – 19th June 2019</p> <p>All meetings held at SGG at 6.30pm</p>

14	<p>Review of the effectiveness and impact of the meeting</p> <ul style="list-style-type: none"> • ESFA Accounting letter, contents had been noted • Investment in kitchens, providing good food for our children and in some cases the only hot meal they will receive that day • Investment in outdoor equipment/astro turf/artificial grass to ensure children are active • Approve the appointment of a HSLW at OLOL, giving high needs children an opportunity to progress and succeed • Subscribe to Governor Hub to ensure documentation is secure and processes streamlined, assisting with governance structure • Supporting schools through the provision of a SIP • Tracking and monitoring progress and attainment in all schools to ensure standards are improved and sustained 	
	FL closed the meeting at 8.20pm with prayer.	

KS 30th March 2019

Actions from 27 March 2019 Meeting

Item	Action	Responsibility
3	PC will explore STM budget information to clarify the cause of their deficit	PC
3	KS will contact STM LAC to find out if Sports Premium will be used as part cost for the MUGA	KS
4	FL to raise the cessation of the golden ticket scheme at the next principals meeting	FL
5	GP to send an electronic copy of all cleaning contracts to all directors	GP
10	KS to circulate the Charing and Remissions Policy to all Principals, SBM and LACs	KS
11	KS to ask Principals and LAC Chairs for items for the Link Meeting in June 2019	KS
12	KS to organise access to Governor Hub for the DBMAC	KS