



**MINUTES OF THE TRC  
FULL CORPORATION MEETING**

**MONDAY 27 MARCH 2017**

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**PRESENT**

Mr P Jagger MBE (Chair); Mr R Gray; Dr P R Williams; Mrs A Todd; Mr J Ellis; Mr S Kirk; Mr T Grice; Mr R Leith; Ms B Reynolds; Mr M Chaudhary; Cllr D Roche.

**In Attendance:**

Mr M Patterson, Vice Principal Finance & Resources; Mr A Amery, Assistant Principal Curriculum & Quality, Mr C Walls, Assistant Principal Curriculum & Systems; Mrs S Martin, Clerk.

**APOLOGIES**

16.149 Apologies were received from Ms M Allen and Mr T Mulroy

**DECLARATIONS OF INTEREST**

16.150 Members were reminded of the need to declare any interests and reserved the right to declare an interest at any stage of the meeting.

**MINUTES**

16.151 The Minutes of the Meeting held on 30 January 2017 were agreed as a true and accurate record and were signed by the Chair.

**MATTERS ARISING**

16.152 The Corporation received a list of actions arising from previous meetings and members noted that items were either complete or ongoing.

**CHAIR AND VICE CHAIR POSITIONS**

16.153 The Chair informed members that Ms J Collier had resigned from the Corporation on 8<sup>th</sup> February 2017, providing brief details of his meeting with her just prior to her resignation on the same day. In light of this information, the Chair gave members the opportunity to consider his position on the board and requested that a decision be made as to whether or not he should complete his term of office.

The Chair withdrew from the meeting and left the room, with Mr J Ellis undertaking the role of Chair during his absence. Mr J Ellis requested that members vote, by show of hands, whether Mr P Jagger should continue his term of office as Chair of the TRC Corporation. All were in favour with one abstention.

**RESOLVED: 16.153 that Mr P Jagger should continue his term of office as Chair to the TRC Corporation.**

## **MANAGEMENT ACCOUNTS – JANUARY 2017**

16.154 The January 2017 management accounts were presented to members with no areas for concern identified.

The VP F&R confirmed that the salary saving could result in a total surplus of £200k year end. This prompted discussion regarding funding being linked to student numbers for the previous academic year, and whether this has had a negative impact on staffing levels.

The Principal explained that, to date, the bulk of reductions in staffing have occurred at a senior level with little impact on teaching staff and support staff. In future, the benefit of becoming part of a Multi-Academy Trust will be the opportunity to reduce infrastructure costs, such as licensing, VAT and audit, thus protecting educational expenditure. The VP F&R explained further that the £200k surplus is being earmarked for potential capital projects as well as to help during difficult financial periods e.g. reduced funding due to the ongoing demographic dip.

**The management accounts were noted**

## **GOVERNANCE AND SEARCH COMMITTEE BUSINESS**

### **16.155 Draft minutes of the meeting held on 27 February 2017**

The draft minutes taken at the meeting had been circulated for information. Several recommendations had been made for Corporation approval, which were drawn to the attention of members.

An accurate update of the current membership and vacancies of the corporation was documented within the minutes. No further action has been taken regarding the vacancies as existing arrangements are subject to change depending on the requirements for MAT governance.

**The minutes were noted.**

### **16.156 Code of Conduct for corporation members**

Having been circulated with the agenda for review and recommended by the Governance and Search Committee for approval, the Chair requested any further comment on the Code of Conduct.

**RESOLVED 16.156 to approve the Code of Conduct**

### **16.157 Governance & Search Committee Terms of Reference**

The terms of reference for the Governance and Search Committee had been issued with the agenda for review and recommended for approval by the Governance and Search Committee. The Clerk confirmed the amendment at 2.1 referred to in the Governance and Search Committee minutes of 27 February 2017.

**RESOLVED 16.157 to approve the terms of reference for the Governance and Search Committee.**

## **AUDIT COMMITTEE BUSINESS**

### **Verbal report of the Audit Committee meeting held on 27 March 2017**

16.158 Having been held just before the Corporation meeting, Mr T Grice (Acting Chair, Audit Committee) with input from the VP F&R gave a verbal report of the discussions that had

taken place during the audit committee meeting, drawing attention to the key recommendations.

#### **Annual Internal Audit Report 2016-17**

16.159 The recent Internal Audit report concluded that the College has strong systems and procedures appropriate to its operations in the areas tested. The report highlights two recommendations; one relating to the use of order logs within catering services which will be implemented, and the other regarding an outstanding DBS check which has now been resolved.

#### **The Internal Audit report was noted**

#### **Risk Management Monitoring Report 2016-17**

16.160 The VP F&R referred to the paper distributed prior to the meeting, commenting on the updated items highlighted in the report:

3.3 – The actual number of students enrolled was on target, but there have been a high number of early leavers resulting in a shortfall of around 45 students.

3.10 – The departure date of the VP F&R will possibly be December 2017 and this is linked to the MAT decision. Essential duties continue to be covered by the VP F&R on a 0.5 part time basis.

6 - Health & Safety – there have been no incidents to date.

7.7 –IT issues – Following recent improvements to bandwidth the issues are now resolved.

9.2 – Progress is being made. The risk type was queried, with confirmation that the impact of failure to implement the requirements would be reputational damage.

#### **The report was noted.**

#### **16.161 Audit Committee terms of Reference**

The terms of reference for the Audit Committee had been issued with the agenda for Review and recommended by the Audit Committee for approval. There were no amendments since the previous year and the Chair requested any comments from members.

**RESOLVED 16.161 to approve the terms of reference for the Audit Committee.**

#### **REMUNERATION COMMITTEE BUSINESS**

#### **16.162 Remuneration Committee terms of Reference**

The terms of reference for the Remuneration Committee had been issued with the agenda for review. The Chair confirmed there were no amendments since the previous year and requested any comments from members.

**RESOLVED 16.162 to approve the terms of reference for the Remuneration Committee.**

#### **INSTRUMENT & ARTICLES OF GOVERNMENT / STANDING ORDERS**

16.163 The Instrument and Articles of Government, along with the Standing Orders had been issued with the agenda for review. The Clerk confirmed there were no amendments. The chair requested any comments from members.

**RESOLVED 16.163 to approve the Instrument and Articles of Government and the**

## **Standing Orders.**

### **APPEALS PROCEDURE**

16.164 The Appeals Procedure, having been circulated with the agenda, was presented for review. The Principal confirmed the only amendment was the removal of the title Vice Principal Teaching & Learning.

**RESOLVED 16.164 to approve the TRC Appeals Procedure 2016-19**

### **MAT UPDATE**

16.165 The Principal updated on TRC's academy application. Feedback from the Regional Schools Commissioner received verbally via the Education Funding Agency is that TRC's application for academy status within the Inspire Trust would be unlikely to find approval from the RSC/Head teachers' Board for the following reasons:

- The Trust is too small, falling just short of the 3000 total number of students seen as desirable. A more definite plan and timeline is needed.
- TRC's future impact on school improvement is not detailed and clear enough.
- Details on Members, Trustees and leaders are needed.
- Detailed financial forecasts are needed.

Further work will be undertaken to provide the necessary detail and evidence required, with a deadline of June 2017 agreed for submission of the final application. Providing details of the Members, Trustees and leaders will be easily achieved as those decisions are in the process of being made. Likewise, providing detailed financial forecasts will be a straightforward exercise.

Members felt confident about the level of detail TRC could provide about their future impact on school improvement, but there was general discussion regarding the size of the MAT with the following key points:

- Mr M Chaudhary expressed a view, agreed with by members, that the structure of the proposed MAT is manageable and this should allow a strong foundation from which the MAT can aspire to grow.
- Mr T Grice felt confident that introducing additional feeder primary schools would achieve the numbers required and this prompted queries as to why there aren't already more primary schools within the Inspire Trust. With no definitive answer, the Principal suggested that primary school governing bodies may have been cautious about converting to academy status but ongoing communication with other schools means there is definite potential for future growth.

16.166 Having been circulated with the agenda, the Chair referred members to a paper outlining the discussion points and decisions made on 13<sup>th</sup> March 2017 at a meeting of Chairs and senior leaders from the Inspire Trust and TRC:

#### **Inspire Trust - Members**

5 Members were recommended 2 of who would also be trustees. Whilst noting that members are not representatives of any individual institution within a MAT, at this stage in the development of the MAT all present at the meeting felt it was appropriate to have 1 Member/Trustee from Inspire and 1 from TRC to assist in the achievement of a smooth transition.

3 members were approved to allow for the shadow trust board arrangements to be completed quickly, with agreement that the 4<sup>th</sup> and 5<sup>th</sup> member would be decided at a later stage. The three members approved were:

- Mr Paul Jagger (Current position: Chair TRC Corporation)  
Position approved: Member and Trustee of the Inspire Trust
- Mr Adrian Robinson (Current position: Chair Inspire Trust – Member & Director)  
Position approved: member and Trustee of the Inspire Trust
- Ms Tracey Briggs (Current position: Inspire Trust – Member & Director)  
Position approved: Member of Inspire Trust

It was also noted that Mr M Slattery is a current Inspire Trust member but it was unclear what his intentions and whether or not he wished to continue in this role. Inspire Trust staff agreed to discuss this with Mr M Slattery and report back

The Clerk confirmed that guidance clearly states Members and Trustees are not representatives for any of the individual institutions within a MAT and it is a key principle that they should not act in this manner.

The Principal explained his proposal that the initial membership should comprise 2 from the existing Inspire Trust, 2 from TRC and 1 independent, in recognition of the reconstitution of the Trust with TRC joining as an institution which matched Oakwood and Sitwell combined in size. This was left as a suggestion with no final decision taken on the composition of the members.

#### **Inspire Trust – trustees**

This decision was deferred to a meeting of the Members and professional post holders, with positions to be determined following a skills analysis exercise.

#### **Inspire Trust – Governors of local governing bodies**

This decision was deferred.

#### **Position of existing Senior Post Holders – TRC / Inspire Trust**

A paper had been presented during the meeting proposing the salary points and pay for each of the professional post holders from TRC and the Inspire Trust, along with arrangements for the composition of the Operations and Education Executive (OEE). This stated that all pay proposals would be temporary (01.04.17 – 31.08.17) but would automatically continue from 01.09.17 should the conversion be completed. The proposed salary points and pay for each of the professional post holders were approved, along with the proposed composition of the OEE, subject to review by the Inspire Trust Board following conversion. This includes the temporary continuation of the Inspire Trust Financial and Corporate Services Directors in their posts and the temporary assumption of the Chief Accounting Officer of the Trust (Headteacher of Oakwood) of the role of Chief Executive Officer.

Clarification was sought by members regarding permanent positions for the professional post holders. The Chair explained that any decisions about the long term future of these posts and the senior management structure will be made by the Inspire Trust Board

following conversion.

Having considered the proposed Inspire Trust Members along with the individuals identified to fill the posts of CEO, Director of Finance and Director of Corporate Services, Mr T Grice raised his concerns, commenting that the arrangements appear to be a take-over of TRC by the current Inspire Trust. The Principal observed that the uncontested temporary assignment of the executive roles was a reflection of the time at which TRC would be joining the MAT, given the personal preferences and career stages of the current relevant personnel at TRC and also reminded members that the decision to join the Inspire Trust remains an 'in-principle' decision and at this point negotiations are still taking place with no final decisions made.

#### **MEMBERSHIP OF THE SHADOW BOARD**

16.167 A meeting of the Members and professional post holders included a skills analysis exercise to identify existing trustees and governors, with the required skills, from both the Inspire Trust and TRC boards. The Governance and Executive Framework for the trust identifies six key skills areas to be covered:

- Legal
- Finance
- Business / procurement
- Compliance
- Education
- HR/ Personnel

As a result of this meeting, and subject to Corporation approval, the following TRC board members were offered and accepted a position as a Shadow Board Trustee:

- Mr P Jagger
- Mr T Grice
- Mr T Mulroy
- Mr M Chaudhary
- Cllr D Roche

**RESOLVED 16.167            to approve Mr P Jagger, Mr T Grice, Mr T Mulroy, Mr M Chaudhary and Cllr D Roche as Inspire Trust Shadow Board Trustees.**

16.168 A request was made for the TRC Corporation to approve delegated responsibility to the Inspire Trust Shadow Board, at a level to allow the necessary work to progress.

Mr J Ellis was concerned about this request being made during the meeting with no advance information. It was explained that the need for approval had only been raised that day and every effort will be made in future to ensure that TRC members receive regular updates in between meetings.

Delegated responsibility to the Shadow Board was approved with emphasis on the fact that, at this stage, the decision for TRC to join the Inspire Trust is 'in principle' and that the final decision remains with the TRC Corporation.

**RESOLVED 16.168            to approve delegated responsibility to the Inspire Trust Shadow Board.**

## **APPOINTMENT OF LEGAL ADVISORS – EVERSHEDES SUTHERLAND**

16.169 The VP F&R informed that three legal firms had been invited to submit proposals for completion of the due-diligence work required for academy conversion:

- Browne Jacobson
- Irwin Mitchell
- Eversheds Sutherland

Irwin Mitchell and Eversheds Sutherland submitted proposals and presentations. The decision was made to appoint Eversheds Sutherland on the basis of their educational experience, costs and knowledge of foundation trust issues. In order to begin as soon as possible, the Chair was contacted to approve the decision. For information, Evershed's proposal document along with the presentation notes were circulated with the agenda.

Members commented that they were satisfied with the fees and the level of service being provided. The VP F&R confirmed that the costs are covered by the transitional grant funding.

The VP F&R updated that Eversheds are in the process of reviewing historic conveyance documents and deeds in order to establish the legal status of the foundation trust. A report is expected within the next few weeks.

Mr M Chaudhary and Mr T Grice queried progress with financial due-diligence. The VP F&R confirmed that progress is being made against the list of due-diligence actions to be completed. Detailed Inspire Trust accounts have been received and reviewed by Allotts Chartered Accountants with no cause for concern raised.

*Mr J Ellis left the meeting at 7pm*

Considering the flow of information between institutions, Mr M Chaudhary suggested a Non-Disclosure Agreement should be signed as protection, in the event that negotiations fail and TRC do not join the Inspire Trust. The Chair proposed this to be an item for discussion at the shadow board meeting.

## **CAPITAL / SITE PROJECTS**

16.170 A presentation was given by the VP F&R to update on potential site projects using capital funding. A decision and start date for projects is to be delayed to enable access to the 20% VAT savings if the academy conversion goes ahead. Costings will then be provided for each of the projects.

Projects to be considered in future include the following:

- **Traffic flow and Health & Safety Risks**  
At present the rear car parks create problems due to the access road being only wide enough for one way traffic, as well as bends and obstacles creating blind spots which is a risk to users. To widen the road in two areas would allow two-way traffic and clear sight lines.
- **New building**  
Considering factors that could have a major impact on the need for additional accommodation at the college in future years – increased student numbers due to demographic growth from 2020 and uncertainty over school sixth forms in South Yorkshire given school funding changes and pressures (some schools have in the last

few years cut or closed post-16 provision) there is a need to consider new build accommodation. A feasibility study was completed, with a new build site identified and plans drawn up in preparation to be submitted for planning permission as soon as required. Having the plans already should save 4/5 months in the process once a decision is made to proceed.

- **Security / CCTV system**

Technology has evolved to the extent that it is no longer possible to purchase replacement parts required to repair the faults within the existing CCTV system. The whole system needs to be updated.

Ms B Reynolds referred to the potential increase in student numbers and queried, the impact, along with the changes to the daily timetable that both factors would have on the canteen. The Principal and AP C&S explained that staggered lunchtimes would be a possibility, but that the new timetable should actually help to relieve some of the pressure on the canteen.

The update report was noted.

*Cllr D Roche left the meeting at 7:20pm*

#### **RETENTION AND GRADEBOOK UPDATE 2016-17**

16.171 The Principal gave an update on the student retention figures. Data shows that the drop-out rate from the census date to 1<sup>st</sup> March has increased in comparison with last year's exceptionally low figure but is in line with the 2 previous years of good retention. Drop-out is currently -3.2% compared with 2.7% last year and -3.2% and -3.1% respectively in the 2 previous years.

Retention of Upper Sixth students is in line with last year's but drop-out among Lower Sixth students has risen to 3.8% compared with 3.3% last year. In the small level 2 cohort there is 11% drop-out compared with 4.3% at his time last year.

16.172 Gradebook data was provided by the AP C&Q starting with an overview to remind members of how data is used to track progress. It was explained that, currently, some of the data isn't representative because the benchmarks resulting from the new two year linear A-level syllabus are not yet known.

Attendance figures are strong overall, as are success rates with only level 2 courses slightly below target. High grades are improving and it is anticipated that there will be improved performance in the final few months of the year. Equality and diversity analysis shows that there are no differences in the current modelled success rates of male and female learners.

Members sought clarification regarding the tracking of value added and it was explained that, whilst positive value added is always preferable, negative value added at this stage in the year isn't necessarily a significant concern as a positive result is still achievable by the year end.

#### **STUDENT DROP OUT NUMBERS – REPORT**

16.173 As requested by the Corporation at the meeting held on 5 December 2016, the VP F&R Presented a report analysing the number of student drop-outs in the pre-census, autumn 2016 period and the possible reasons for this.

The actual number of students enrolled in late August 2016 was 1,621 but 20 students never

arrived. 60 left during the period to 1 November 2016 (census date), against a target of 32. The annual early drop-out number varies significantly from year to year and the college has limited control over this, although staff always try to speak to those students who come forward at this stage to ascertain their reasons and to see if the issue can be resolved.

The report provided more detailed analysis on the reasons why each student left, including their destinations where available e.g. employment, other FE college.

The Principal informed members that plans are in place for next year to improve further the subject guidance provided to potential students, linked to their average GCSE scores. Ensuring students opt for suitable subjects to begin with will hopefully have a positive impact on their experience and subsequently the retention figures.

The report was noted.

#### **QUALITY IMPROVEMENT PLAN UPDATE**

16.174 The AP C&Q presented an update of the Quality Improvement Plan, confirming progress in 28 of the 31 development areas identified within the plan including the following:

- High grade performance is improving in-year for all qualification types with the exception of BTEC Certificate, but are not yet hitting final targets.
- Achievement rates exceed the SFC benchmark on 4/5 qualification types. A-level achievement is currently at 92% compared to the 98% benchmark.
- Body retention stands at 96% against the 95% SFC benchmark.
- Success rate is above benchmark for Yr12 A-level and BTEC provision.

Subject specific information was provided for Chemistry, Sociology, English Language and Physics – including outcomes of peer review visits along with gradebook achievement data.

In response to a query regarding how much confidence there is of progress in the areas identified as having 'insufficient progress', the AP C&Q explained there was already progress to report within each of the areas. In particular, the cohort of students in receipt of free schools meals are now confirmed as performing in line with their peers.

The report was noted, with thanks given for the level of detail and explanation provided.

#### **LEARNING WALK FEEDBACK**

16.175 The Principal confirmed that remaining learning walks are due to be undertaken within the next few Weeks. A reminder will be sent out with details of how members can be involved.

**Post-meeting note.** Given the speed at which the bulk of the remaining Learning Walks were then carried out, it was felt by the Principal that engagement with the curriculum in a different way would be more suitable for the Summer term. Details to be sent out to governors.

#### **DATE AND TIME OF NEXT MEETING**

16.176 The next meeting was agreed to be held on Monday 23<sup>rd</sup> May 2017 at 5:30pm.

*The meeting closed at 8:00pm and remained quorate  
Staff and student members withdrew at this point.*

Signed



Chair

Date 23.05.17