

**Joint meeting of
SAT's BOARD OF TRUSTEES
WSC's CORPORATION**

Minutes of the virtual meeting held on 31 October 2023 at 4.30pm

Present A Duffety, WSC Governor
virtually: A Maltpress, SAT Trustee
C Higgins, SAT Trustee and WSC Governor **Vice Chair**
C Ridgeon, SAT Trustee
D Wildridge, SAT Trustee
E D'Souza, SAT Trustee and WSC Governor **Chair**
J Drake, WSC Governor
J Wakelam, SAT Trustee
K Chapman, WSC Governor
K Points, SAT Trustee
M Chatt, SAT Trustee and WSC Governor
N Savvas, SAT Trustee and WSC Governor **CEO**
R Inman, SAT Trustee
S Daley, SAT Trustee and WSC Governor **Vice Chair**
S Healey Pearce, SAT Trustee
S Howard, WSC Governor

In Attendance: H Nydam, WSC Committee member (observer)
R Cannon, WSC Committee member (observer)
R Hetherington, WSC Committee member (observer)
S Graham, Chief People Officer
S Gales, Governance Professional

Apologies: H Colthorpe, WSC Staff Governor
J Gazzard, WSC Governor
M Searcey, WSC Governor
R Murray, SAT Trustee

Absent: M Whittingham, SAT Trustee

1. Declaration of Interests and Apologies for absence

In accordance with the Code of Conduct of the Trust and College, members declared their roles and interests as above and C Higgins, E D'Souza, J Wakelam, M Chatt, N Savvas, and S Daley declared their dual roles as Trustees of Suffolk Academies Trust and as Governors of West Suffolk College.

No other conflicts of interest in relation to the items of the agenda were declared.

Apologies were received from H Colthorpe, J Gazzard, M Searcey and R Murray. The absence of M Whittingham was noted.

Note: In advance of the meeting but after the papers were circulated, Members received an email from the CEO item relating to the CFO. The Chair determined to discuss this item under 'any other business'.

The Chair explained the proposal in agenda item 2 is the result of the evolution of the Group* (*as described in our Collaboration Agreement and laid out in our common Group strategy) and **proposed** those present acknowledge the over-arching coincidence of interest resulting from the common Group strategy and agree **to discuss the proposal and the any other business item as a joint meeting of the Trust Board and Corporation**. Then for the Trust Board and Corporation to undertake the decision/vote.

Action

Members of the Trust Board **approved** this approach.

Members of the Corporation **approved** this approach.

2. Establishment of joint WSC and SAT Committees

Governors and Trustees received and considered the proposal to establish joint Committees paper provided.

The Governance Professional advised that that the College and Trust work in collaboration to achieve a common charitable object – the advancement of education for the public benefit and have been operating as an education group to achieve a shared vision under the steer of a collaboration agreement between the two legal institutions/sovereign boards and a shared strategic plan.

The Governance Professional advised that the governing documents of the College and Trust permit the establishment of joint Committees and noted that as advisory Committees the ultimate decision making would be undertaken by the independent Boards of the College and Trust who, in accordance with Charity Commission guidance, would then decide if any decision was in the best interests of the charity.

The Governance Professional advised that the WSC and SAT Nominations and Governance Committees of the College and Trust had reviewed the proposal and, in accordance with their terms of reference, recommend the proposal to the Boards.

The Chair and Vice Chairs of the WSC and SAT Resources Committees voiced their support for the proposal and noted a joint meeting would further the Committee’s ability to fulfil its purpose at a strategic and operational level and would remove inefficient duplication.

Members discussed the proposed Terms of Reference for the joint Resources Committee and asked the Governance Professional to strengthen the wording of responsibility 8 to better reflect the strategic responsibility to oversee the people strategy.

The common Chair and Vice Chair of the WSC (FE) and SAT Educational Excellence Committees voiced their support for the proposal and noted a joint meeting would further the Committee’s ability to fulfil its purpose at a strategic and operational level and would remove inefficient duplication.

Members discussed that the Executive would need to align the reporting templates and finesse Committee reports to identify trends, intent, implementation and impact and other salient points in the executive summary, to ensure the Committee is able to interpret the data and allow sufficient time to discuss and challenge. Moreover, particularly for the Educational Excellence Committee, agenda items will need to be carefully planned and spread across the year, and the potential need for additional and/or separate meetings to review the annual Self-Assessment Reports.

Members **agreed** that the review of the Risk Register extracts would need to continue to be provided by and revert to the separate Audit and Risk Management Committees of the College and Trust.

Members **noted** that advisory Committees could entail additional workload for the Corporation and Trust Board, and that long-term this may need to be reviewed if Board workload becomes unsustainable.

Members discussed the implications and possible perceptions of the proposed membership of the joint Educational Excellence Committee and **noted** different constitutional requirements of WSC’s Instruments and Articles of Government and SAT’s Articles of Association. Members **agreed** to remove SAT staff committee members.

Gov. Prof.

Members discussed Ofsted’s likely reaction to a joint Educational Excellence Committee.

Members **noted** that the joint Committee’s remit will be broader with Group-wide data to discuss, and **agreed** reporting will need to be more focussed. Members identified this could have a detrimental impact on the Governance and Executive interactions if not proactively managed.

Members **noted** the Governance Professional and Committee Chairs will need to carefully manage the agendas to ensure the Executive feel empowered to present effectively within the timing of the meetings and Members **agreed** to utilise their First-Hand days to maintain and strengthen their relationships with the Executive.

Members **agreed** to review the effectiveness of the joint Committees after 1-year and suggested this review should be considered outside the annual internal governance review and be conducted by a panel of members who are not members of the joint Committee(s). The Chair and Governance Professional to oversee the 1-year review.

Members **unanimously voted to agree to establish a joint Resources Committee and a joint Educational Excellence Committee.**

Members **unanimously voted to appoint members to the joint Resources Committee and the joint Educational Excellence Committee,** as described in the proposal.

Members **unanimously voted to agree the terms of reference of the joint Resources Committee and the joint Educational Excellence Committee,** as detailed in the proposal subject to the amendment to responsibility 8 detailed above.

Members **noted** the current Code of Conduct of the College and Trust require members to “offer to leave the meeting for the duration of the discussion and any subsequent vote” if a conflicted matter arises in a meeting and for there to be a sufficient number of members of each charity (WSC or SAT) to constitute a quorum if a vote is needed.

After due consideration of the proposal and of the Charity Commission guidance, Members **agreed** that the establishment of joint Committees is in furtherance to our charitable objects and is in the best interests of WSC and SAT (as legally distinct charities). Members **noted** that as the joint Committees do not have delegated authority to make decisions, the risk of any intra-Group conflicts-of-interest is very low.

In recognition of the effective conflict-of-interest risk management provided by the wholly advisory remit of the joint Committees, Members **resolved to acknowledge and accept the intra-Group interests of the joint Committee members and permit those members to participate** in discussions and votes to recommend items to the Boards for approval. The Governance Professional to amend the Code of Conduct of the College and Trust accordingly to reflect this.

.3 Any other business
- CFO

The CEO informed that A McGarel has been unwell over the past couple of weeks and whilst we expect his return to work in the coming months, we are putting plans in place to provide additional support whilst he recovers and to ensure a smooth supportive transition as he returns to work.

The CEO summarised these plans:

- G Grainger will oversee estates and our physical infrastructure.
- John Raffel (former CFO) has been contracted as an external consultant to undertake the due diligence of the inorganic growth opportunities, supported by S Gales.
- M Chatt (former Deputy CFO) will temporarily resume an executive role, working as ‘Acting CFO’ to oversee Finance, Risk Assurance, Projects and Procurement.

Committee
Chairs
Gov. Prof.

Chair
Gov. Prof.

Gov. Prof.

M Chatt **notified** the Boards that he will resign from his governance roles with immediate effect and will remain in the executive role to support A McGarel's return to work.

Members **accepted** M Chatt's resignation and thanked him for his ongoing support of the Group and expressed support for his future reappointment as a WSC Governor and SAT Trustee.

Members extended well wishes for A McGarel's speedy recovery and asked the Governance Professional to convey these with a gift.

Members noted the ongoing positive and supportive relationships with previous employees is evidence of the strong culture of the Group

Members discussed the impact of M Chatt's resignation on the Committees and **agreed to appoint** C Higgins as Vice Chair of the Finance Committees.

Members queried if M Chatt's resignation would result in difficulties sustaining quoracy. The Governance Professional advised that the Committees have sufficient members to continue effectively and informed of ongoing work to source additional Committee members.

The meeting closed at 5.34pm

Gov. Prof.