

BEAUMONT SCHOOL (Company Number 8104190)
MINUTES OF MEETING OF GOVERNORS HELD ON
Tuesday 7th July 2015 at 7.00pm

Governors Present:

Alex Hall (“AHa”) (Chair), Liz Hitch (“EHi”), Martin Atkinson (“MAI”), Chris Aikman (“CAI”), Mike Cameron (“MCA”), Karen Trounson (“KTR”), Natasha Armstrong (“NAR”), Gary Kellett (“GKE”), John McAlister (“JMI”), Carolyn Morris (“CMO”), Hannah Henry (“HHE”), Morag McCrorie (“MMC”), Steve Jump (“SJu”), Lisanne Sherwood (“LSH”), Ian Johnston (“IJo”) and David Lee (“DLE”).

In attendance:

Simone Kilka-Green (“SKI”)
 Mark Eustace (“MEU”) (items 1 -6)

Clerk to the Governing Body
 Project Management Solutions

Actions Agreed at the meeting:

	Action	Responsibility	Timescale
1	SKi to send the Register of Business Interests for School Governors form to those Governors who are absent from the meeting and prepare the register to go on the school’s website.	SKi	ASAP and by 1 st September
2	MEu to provide a list on one sheet of A4 of exactly what is being built/work done as part of the FAB project.	MEu	ASAP
3	MEu to arrange for the figures within the spreadsheet of scores on the OJEU tender to be cross checked.	MEu	ASAP
4	MCA to send to MMC the links to the DfE documents on Counter Terrorism and the use of social media to encourage travel.	MCA	ASAP
5	SKi to review and update the website as necessary to comply with The School Information (England) (Amendment) Regulations 2012.	SKi	ASAP
6	SKi to file the company’s Annual Return at Companies House by 11 th July 2015.	SKi	By 11 th July 2015

1. Apologies for Absence

Apologies for absence had been received from Alison Wallis (“AWa”), Natalie Moody (“NMo”), Rena Prindiville (“RPr”) and Catherine Hopkin (“CHo”). Consent was given to their absence. It was noted that the meeting was quorate.

2. Declaration of any conflict of interest foreseen in relation to agenda items and undertaking to declare any that arises in the course of the meeting-

Governors were reminded that anyone with a conflict of interest must declare it, withdraw from the meeting and take no part in any discussion or decision on the matter. None was declared.

3. To receive notification of any other business for item 15

Actions

AHa referred Governors to the Register of Business Interests form which had been handed out at the meeting. It was noted that new regulations come into force on 1st September 2015 which state that governing bodies will be under a duty to publish on their website their register of interests.

The register should set out the relevant business interests of governors and details of any other educational establishments they govern. The register should also set out any relationships between governors and members of the school staff including spouses, partners and relatives.

As this responsibility goes further than the current declaration of directorships and pecuniary interests form, a new form has been prepared and this is what had been distributed to all Governors for completion at the meeting. AHa asked that all Governors complete the form and leave it for SKi at the end of the meeting. From these, a register will be compiled which will be put on the website. SKi will send the form to those Governors who are absent from the meeting for them to complete. SKi

4. Approval of minutes of the meetings on 18th March 2015 including Part 2 minutes and matters arising

The minutes of the meeting on 18th March 2015 were agreed as drafted.

The action points from the meeting were considered as follows:

	Action	Responsibility	Timescale	Update
1	MMc to give a 15 minute training session on the new SEN Code of Practice at the start of the next FGB meeting.	MMc	Next meeting	This has now been superseded.
2	AHa to check with HCC that the costs of any remedial works to the playing fields after their handover to the school would be paid out of FAB project funds.	AHa	ASAP	This was raised and it has been confirmed by HCC.
3	SKi to circulate to all Governors the boards showing the proposed Phase 2 FAB works.	SKi	ASAP	Completed.

The Part 2 minutes of the meeting on 18th March 2015 were agreed as drafted.

5. Committee reports and updates:

a) Resources

Governors had considered the minutes of the last meeting which had been circulated in advance of the meeting. Other than the approval of the budget which is on the agenda for the meeting, there were no significant issues arising from the matters discussed.

b) Community

Governors had considered the minutes of the last meeting which had been circulated in advance of the meeting. There were no significant issues arising from the matters discussed.

c) Curriculum Teaching and Learning

Governors had considered the minutes of the last meeting which had been circulated in advance of the meeting. There were no significant issues arising from the matters discussed.

6. FAB Project

AHa introduced MEu (the school’s appointed project manager for the FAB project) who had attended the meeting to assist Governors with the decisions to be made at this meeting on the project.

i) Update on the current position and proposed timescale for the commencement of works

Governors had considered the milestones document which had been distributed prior to the meeting. AHa confirmed that he had inserted an overall status bar on the document which is currently amber, i.e. on track but subject to planning and funding issues that are to be resolved and are outside the school’s control.

On planning, AHa explained that it has been necessary for HCC to apply to St Albans District Council (“SADC”) to amend the outline permission to facilitate the development in phases by different parties and

amend the sequencing of those phases. This has been done by a S73 application which has been submitted to SADC and is awaiting determination.

The original S73 application required further amendment and an application has now been submitted by HCC for that, which SADC has to put out to consultation.

In an attempt to speed up the planning process, AHa informed Governors that the school has now submitted its application for approval of reserved matters; Charles Church has also submitted its own reserved matters application. The issue that has arisen is that the S73 application results in the grant of a new outline permission and the worst case scenario for the school and Charles Church is that they have to wait for that new permission and then re-submit the reserved matters applications. The school has been advised that all that is required is a change to the reference on the reserved matters application; however, SADC is more cautious and does not want to act in any way which could be said not to be transparent. To assist with this, the school has obtained the opinion of a planning QC which supports the change of reference point and that has been sent to SADC for them to review.

AHa informed Governors that the Head of Planning at SADC recently attended the school for a site visit and she indicated that SADC want to work with the school, subject to the process all being transparent. At the current time, a response is awaited from SADC confirming their position on the timing.

AHa reported that, in order to meet the school's deadline of completion of the sports hall and classrooms for use by September 2016, the planning consent needs to be in place by 31st August 2015. This would give the necessary lead-in time to commence the piling work on 19th October 2015.

On funding, AHa informed Governors that there have been budget changes within HCC such that the officer who was dealing with this matter is no longer the relevant budget-holder. AHa and SKi met HCC Officers at County Hall to seek clarification of HCC's position on forward-funding the school's construction works in advance of the receipt of the sale proceeds from Charles Church.

HCC's advisers are 90% sure that the land sale with Charles Church will complete by January 2016 and based on that HCC has confirmed that they will forward-fund the school's construction works, but that will be subject to a charge, as HCC's position is that it will have to borrow the money for the project.

There then followed a detailed discussion about HCC's borrowing costs and the impact of this being charged on the project and the contractual position between the school and HCC which is commercially sensitive and is recorded in Part 2 Confidential Minutes.

Governors confirmed that they were prepared to agree to pay HCC's costs of borrowing in order to be able to progress the construction of the new facilities because, on balance, that cost is likely to be less than the costs to the school of delaying the project.

- ii) Approval of the appointment of the drainage contractor – funded by the CIF grant**
- iii) Consideration of the report on the outcome of the OJEU tender process and approval of the appointment of the main contractor**

MEu reported to Governors that the responses to the OJEU tender were received on Friday 3rd July and apologised for the lateness of the distribution of the tender report which had only been agreed by the team earlier that day.

Governors noted that 4 compliant tenders were received after 5 companies were successful at the Pre-Qualification Questionnaire stage of the process. One company declined to proceed as it had won other contracts and no longer had the necessary capacity to undertake the project. The 2 other companies initially interested were asked if they wanted to participate, but both declined also due to them having won other work and not now having enough capacity.

MEu explained to Governors the rigorous adjudication process that had been applied to the 4 tenders including independent scoring of the tenders by members of the Client Project Team and also GKe and the OJEU adviser, Craig Pullen. It was noted that the school's retained costs consultants (RLF) had also carefully scrutinised the

tenders to ensure that they all included the same works and could be directly compared. They had also cross-checked the works packages to make sure that the final stage tender price was likely to come within the school's budget for the project, which MEu confirmed that it did. MEu said that Governors were welcome to review all of the tenders which were available on Dropbox.

The unanimous recommendation within the report to appoint ASHE Construction and keep Morgan Sindall in reserve was noted and Governors asked for clarification as to exactly what commitment is being proposed at this stage.

MEu outlined the financial detail of the proposed contractual commitment which is commercially sensitive and is recorded in Part 2 Confidential Minutes.

MEu informed Governors that the proposed commitment will get the project to the final design stage at which point the design team will be transferred and will then be retained directly by the Contractor. It was noted that MEu and the quantity surveyor will continue to be retained by the school.

The fact that the design and professional team will be retained directly by the school for longer than originally anticipated was discussed and it was noted that this is necessary because of the delays in obtaining planning consent and the need to re-programme the build schedule to 'front load' the design work and still complete the new building by September 2016. It was agreed that it is not possible to re-tender this work under the school's Schedule of Financial Delegation as the same individuals have to continue to work on the project and therefore there is no other viable option but to extend the terms of engagement of the professional and design team members.

The nature of the work and commitment being proposed at this stage was discussed and Governors agreed with the rationale for the sequencing of the work to facilitate the project as a whole and also the further work that is proposed for the summer break 2016.

MEu reported that at the FGB meeting on 8th September 2015 the position on planning will be clearer and Governors will be asked to make a commitment for the hire of the piling rig as there is a lead-in period of 7 weeks for that to start in October half term.

Governors reviewed the cost plan summary which was appendix B to the tender report and MEu took Governors through the detail. It was noted that there are contingencies for site abnormalities, inflation and also general contingency, plus a provision for paying to HCC its costs of borrowing. It was noted that these contingency funds are the school's and are not at the disposal of the contractor.

Governors asked various questions including a request for a list on one sheet of A4 of exactly what is being built/work done as part of the project. Governors have seen various plans of the works but it was agreed that a single list would be useful. MEu agreed to provide that.

MEu

Governors also asked that MEu arrange for the figures within the spreadsheet of scores on the OJEU tender to be cross-checked as Governors have experience of errors having gone unnoticed. MEu agreed to arrange for that.

MEu

On the drainage works, MEu reported to Governors that the work (which is funded by the CIF grant) was separately tendered in accordance with the school's Schedule of Financial Delegation. Three quotes were received and the company that provided the lowest quote was passed to the main contractor as a domestic contractor under the JCT contract. This has the advantage to the school of there being one party which controls all of the works and oversees it, and also the fact that the drainage works will be covered by a 12 year warranty period.

Governors thanked MEu for the thorough process that had been followed in order to reach the recommendations, and the commitments outlined above, namely:

- 1) to issue the letter of intent to ASHE Construction; and
- 2) to issue the Pre-Construction Services Agreement to ASHE Construction; and
- 3) to retain the Client Professional team up to site start; and
- 4) to retain the Design Team up to site start.

were unanimously approved.

iv) Confirmation of the approval of the terms of reference for the Client Project Team

Governors had considered the terms of reference for the Client Project Team which had been circulated by email and approved in advance of the meeting. Governors confirmed that they were happy with the provisions within the terms of reference which provide an appropriate balance between tight budgetary control and flexibility on emergency decision-making.

v) Discussion of the VAT treatment of the project

SKi informed Governors that the school has taken detailed advice on the VAT position of the FAB project from Baker Tilly, as a result of which the school proposes to zero rate that part of the new building that is predominantly for non-business use (where the 5% de minimis limit for business use would not be exceeded). The school's appointed cost consultant will work with the appointed contractor to quantify the appropriate proportion of costs that will be eligible for zero rating.

This has been included as part of the OJEU tender process for the design and build contract and the successful contractor has been asked to consult with their VAT office prior to the start of the works to confirm that the ruling is in line with VAT treatment for the project. The tender documentation states that the school cannot accept any responsibility for changes to the VAT treatment once the ruling has been agreed.

With regard to the balance of the new building, SKi reported that the school has been reclaiming the VAT element of all of the invoices on the project and it has been recommended that the school continues to do so until completion of the new facilities following which the intention is to consider alternative apportionment methods for non-business/business use (some of which may require HMRC's permission, but others may not) and to manage lettings in such a way to achieve maximum VAT recovery within the agreed apportionment method.

It was noted that this 'intention' would operate as a restriction for 10 years which means that it would need to be revisited when the plans for use of the facilities are firmed up. If it becomes clear that the lettings cannot be managed to be below *de minimis* levels then Baker Tilly has advised that the best way to mitigate VAT on remaining areas (those not eligible for zero rating) would be to consider alternative apportionment methods (some of which may require HMRC's permission, but other may not) and this could only be assessed by undertaking further work.

Governors approved the approach taken to VAT to date and agreed that when the position on lettings becomes clearer then the school can take further specific VAT advice.

vi) To note the Risk Register for the Project

AHa reminded Governors that the FAB group and Client Project Team are keeping a detailed risk register which is reviewed at every meeting. If Governors would like to see a copy of it they can request it from AHa or SKi.

MEu left the meeting at this point and Governors thanked him for attending.

7. Chair's Update including:

Governors had considered the detailed written Chair's Report which had been distributed before the meeting.

- dates for meetings 2015-16

Governors had considered the meeting dates for 2015-16 which had been distributed prior to the meeting. The option to have drinks before the first FGB meeting was discussed and it was agreed that there will be drinks at the school from 6.30pm on 17th September 2015.

- agreement to appoint new Community Governor

Governors had considered the CV of Dr Khalid Mirza which had been distributed in advance of the meeting. AHa reported that he, GKe and SKi met with Dr Mirza and all agreed that his skills as a GP with a particular interest in young people and mental health will be a great addition to the Governing Body.

It was noted that his appointment was proposed in place of CMo who will be stepping down at the end of this academic year. This will keep the number of Community Governors at 6 which is in line with the recommendations on the Governing Body structure to be considered later in the meeting.

Dr Mirza's appointment as a Community Governor was unanimously approved with effect from the end of the meeting.

- to note new obligations on governors under the Counter Terrorism and Security Act 2015

Governors had considered the notes which had been distributed before the meeting and had noted the obligation on school leaders, including Governors, to prevent children from being drawn into terrorism. It was noted that much of this will be caught by the school's Child Protection Policy but that some schools are drawing up specific policies on this.

How the school responds to this was discussed and it was agreed that rather than a policy it would be better to draw up guidelines for staff. A Governor referred to some useful documents that have been produced by the DfE on these duties and also the use of social media to encourage travel to Syria and Iraq. MCa agreed to send those links to MMc and the school will consider whether to send them to parents. EHi confirmed that the school's internet has a filter on it to prevent access to extreme materials and IT is notified of any attempt to access such materials.

MCa

- to note the content of the NGA publication 'What Governing Bodies should expect from School Leaders and what School Leaders should expect from Governing Bodies'

Governors had considered the NGA publication which had been distributed before the meeting and agreed that the points made by AHa in his paper are the key points.

Governors discussed the points and it was agreed that the Governing Body is already successfully doing all of these things, but should continue to reflect on its effectiveness, with these points in mind.

- review of the school's website and compliance with The School Information (England) (amendment) Regulations 2012

The requirements of the 2012 Regulations as set out in the Chair's Report were noted. AHa confirmed that the website will be reviewed and updated as necessary.

SKi

- update on BSV discussions on Multi Academy Trusts/Educational Trusts

Governors had considered the detailed update on the discussions within the BeauSandVer consortium ("BSV") on Multi-Academy Trusts/Educational Trust structures and the background to those discussions set out in the Chair's Report which had been circulated before the meeting.

The lengthy debate on this item is recorded in Part 2 Confidential Minutes.

Overall, Governors agreed to consider this further and to move to the next stage of discussions within BSV but were not willing to rush into anything without a full understanding of the strategy and the pros and cons of it. It was agreed that this will be discussed again at the next FGB meeting.

8. Head's Report including approval of the Plan for School Improvement 2015-16

Governors had considered the Head's Report which had been circulated before the meeting. EHi corrected an error which was that the Summer Concert is on Tuesday 14th July 2015.

EHi circulated to Governors a confidential note on staffing for September 2015 which she reported had been

considered by the Resources Committee and she took Governors through it in detail. It was noted that the school is fully staffed for September.

It was noted that in addition to MMc, SJu and CAi both leave the school at the end of term which means that there will be 3 staff Governor vacancies. It was agreed that in line with the proposals on the Governing Body structure (which were considered later in the meeting), MMc's position as Deputy Head will be kept open and so two staff Governor vacancies will be advertised to staff in September, one for teaching staff and one for support staff.

Governors had considered the Plan for School Improvement 2015-16 ("PSI") which had been distributed before the meeting. It was noted that the PSI had been considered in detail by each committee at their last meetings and the PSI was approved as drafted.

9. Approval of the budget for 2015-16 as recommended by the Resources Committee

Governors had considered the budget for 2015-16 with detailed explanatory notes which had been circulated before the meeting. It was noted that the budget had been reviewed in detail by the Resources Committee which had recommended it to FGB for approval.

It was noted that the budget is a deficit budget which is covered by reserves that are brought forward from the previous financial year.

It was agreed that this budget should be reviewed in the light of the budget forecasts for 2016-17, 2017-18, 2018-19 and 2019-2020 which had been distributed as papers for item 10) c) on the agenda and acknowledging the strenuous efforts that are being made by the school to address this deficit forecast.

The budget was unanimously approved.

10. Working Party reports and updates:

A. Governor roles and responsibilities and committee structure

Governors had considered the papers which had been circulated before the meeting.

The recommended structure of two Committees was considered and approved with effect from the academic year 2015-16. AHa reported that the intention is that the Chairs of Committees will meet once per term to discuss strategy and the items to be considered by each Committee. It was also agreed that the Working Parties will all fall away from next year with the exception of the FAB Group.

Governors thanked AWa and the working party for all the work on this project and it was agreed that the work of the working party is now complete and it is no longer required.

B. Ethos and Philosophy – approval of the proposed Ethos Statement

Governors had considered the draft Ethos Statement which had been circulated before the meeting.

Governors approved the Ethos Statement as drafted and it was agreed that it is now handed to the school for it to use as it sees fit for marketing etc.

Governors thanked JMI and the working party for all the work on this project and it was agreed that the work of the working party is now complete and it is no longer required.

C. Budgeting and Fundraising

Governors had considered the detailed paper from the Budgeting and Fundraising Working Party which had been circulated before the meeting together with the budget forecasts for 2015-16 through to 2019-20.

MCa explained that the school's budget position is difficult and if things are not done differently, or the funding

situation changes, there will be a major budget deficit by 2019-20.

MCa took Governors through the areas that the Working Party had discussed in detail and it was noted that no one point will address the position which means that all of the areas need further discussion.

The principle of fundraising was discussed and it was noted that in most contexts fundraising is for a specific project whereas the school needs to cover a revenue deficiency.

EHi reported that the response from parents to the letter that she and AHa sent out recently on this had been positive. It was agreed that this needs to be addressed as a matter of urgency next term and a plan of action needs to be drawn up and then communicated to parents.

Governors thanked MCa and the Working Party for all the work on this project and it was agreed that the work of the working party will now be overseen by the Resources Committee which means that the working party is no longer required.

11. Report on the audit of the school's single central record and compliance with appropriate legislation

AHa reported that AWa had recently attended school to audit the school's single central record and she had confirmed that all was in order and there were no issues arising.

Governors thanked AWa and also Sue Parsons for their work on that.

12. Policies – consideration and approval of the following policies as recommended by the Resources Committee:

i) Health and Safety Policy (due March 2015)

Governors had considered the Health and Safety Policy which had been circulated in advance of the meeting. It was noted that it had been recommended for adoption by the Resources Committee. The policy was approved as drafted.

ii) Policy on the exercise of employer discretions (due June 15)

Governors had considered the Policy on the exercise of employer discretions which had been circulated in advance of the meeting. It was noted that it had been recommended for adoption by the Resources Committee. The policy was approved as drafted.

13. Note the need to file the company's Annual Return by 11th July 2015

The need to file the company's annual return with Companies House by 11th July 2015 was noted. SKi agreed to file it by the deadline. *SKi*

14. Governor Development Co-ordinator Update including feedback from the training session on 25th February

LSH reported that she has sent out various emails to Governors whose exclusions and/or safeguarding training is due to expire. Other than that it was noted that all training is up to date.

15. To receive any other business as notified in item 3

AHa thanked the four Governors who are leaving the school, MMc, CMo, SJu and CAi for all their work for the school and the Governing Body over the years.

Governors congratulated MMc, SJu and CAi on their new posts and particular thanks were given to MMc who had been with the school for many years, has made a huge contribution to it (having been a large part of the outstanding Ofsted grading), and will be sadly missed by staff, students and Governors.

16. Date of next meetings: Tuesday 8th September at 8am and Thursday 17th September at 7pm

Governors were reminded of the drinks at 6.30pm before the FGB meeting on 17th September.

There being no further business, AHa thanked Governors for all their hard work this year, wished them a good summer break and declared the meeting closed at 9.30pm.

Signed:
Chair of Governors

Dated:.....