



## Directors Meeting Minutes 23/09/2020

▶ Virtual ▶ Wednesday, September 23, 2020 ▶ 17:30 ▶ Chair: Ros Caulfield ▶ Clerk: Sue Lambeth

**FINAL: The minutes are confirmed and locked.**

Governors Attending: >Steven Coles, Justine Twiss, Jenny Whiston, Elizabeth Martindale, Ros Caulfield, Louise Gohr, Mark Whitfield

Governors Apologies: >Alison Hattersley, Nikki Ratcliffe

Non Governors Attending: >Sue Lambeth, Yvonne Hilditch

Non Governors Apologies: >

### Agenda Item 1 ▶ Welcome, Apologies and Any Other Business

The meeting was quorate and started at started at 17.30.

**MINUTE** The clerk welcomed everyone to the meeting, particularly Mark Whitfield the new Chancery Trust Director.

Apologies received from Alison Hattersley and Nikki Ratcliffe were accepted.

### Agenda Item 2 ▶ Declarations of Interest

No declarations of pecuniary interest or conflict of interest between an individual and the Board of Directors as a whole in connection with the business to be discussed during the meeting were declared.

**MINUTE** Directors were requested to keep profiles on Trust Governor up to date. Declarations of Interest and related party transactions would be reviewed and reported after each Directors' meeting.

One related party transaction had been reported to the DfE.

POST MEETING NOTE: The Directors noted that Jenny Whiston had been appointed as SBM at Pikemere School with responsibility for Governance and Compliance with effect from 1st November 2020, and would be relinquishing her role as Chancery Trust Member and Director.

**ACTION** To update profiles on Trust Governor including the sections on eligibility, Code of Conduct, Safeguarding and Keeping Children Safe in Education. (NR, MW)

### Agenda Item 3 ▶ Election of Chair and Vice Chair

Ros Caulfield, nominated by EM and seconded by JW, was duly elected as **Chair of Chancery Trust Board of Directors** for the academic year 2020-21.

RC took over the meeting from this point and thanked directors.

Steven Coles, nominated by JW and seconded by JT was duly elected as **Vice Chair of Chancery Trust Board of Directors** for the academic year 2020-21.

**MINUTE** The current Chair of **Chancery Trust Finance Committee**, Jenny Whiston, would be required to step down as a Director and Member due to taking up the post of School Business Manager and Head of Governance and Compliance at Pikemere School with effect from 2<sup>nd</sup> November 2020.

The **membership of the Finance Committee** was agreed as: Alison Hattersley, Louise Gohr , Mark Whitfield with Yvonne Hilditch. Alison Hattersley would be approached with a view to becoming chair.

In her absence, NR, nominated by JW and seconded SC was duly elected as **Chair of Chancery Trust Audit Committee** for the academic year 2020-21.

The **membership of the Audit Committee** was agreed as: Steven Coles, Nikki Ratcliffe, Louise Gohr plus one other director.

JW was aware of a possible Member and possible Director to replace her and would investigate further.

**ACTION** To approach Alison Hattersley to take on the role of chair of the Finance Committee. (JW)  
To ask Nikki Ratcliffe to continue as Audit Committee chair. (LG)

### Agenda Item 4 ▶ Part One minutes of the previous meeting, matters arising and actions

The minutes of the Directors' meeting held on 14<sup>th</sup> July 2020 were reviewed, agreed to be a true and accurate account and would be signed off by the Chair.

There were no matters arising.

**MINUTE** Actions agreed at previous meetings were reviewed and updated. The following point was highlighted:

- YH had discussed with LG the Disaster Recovery Policy with a view to producing an overarching Chancery Trust Disaster Recovery Plan to guide the schools. This was ongoing.

### Agenda Item 5 ▶ Membership

Mark Whitfield was confirmed as a Chancery Trust Director with effect from 23rd September 2020 for 4 years as approved by the Members and was welcomed by the chair. Mark had been added to Companies House.

**MINUTE** RC thanked Jenny Whiston for her contribution to the board, Jenny reported she had very much enjoyed her time as a Director and Member and would be visiting meetings to report on compliance matters to the board.

### Agenda Item 6 ▶ Chair's Action and Correspondence

**MINUTE** The Chair reported she had visited Pikemere School at start of term in September to demonstrate the support of the directors for the headteacher

and staff. EM and SC had also made visits to Excalibur and The Berkeley respectively. At Pikemere, as in the other schools, every possibility had been considered and a massive amount of work had been done to ensure the safety and compliance of all. RC thanked LG for all the work undertaken at Pikemere.

SC reported that no stone had been left unturned at The Berkeley to ensure the safety of the school. He saw many members of staff, and all seemed calm, ready and happy to be back. As a director he felt very proud of the evident effort and diligence. EM had submitted a report on her visit week commencing 14<sup>th</sup> September after the departure of pupils and staff. Signage was in place with everything clearly labelled, and EM had met the headteacher and Key Stage 2 (KS2) staff who spoke positively of the experience, staff morale and the pupils. The staff in all schools had been thanked for their work and staff appreciated the presence of the directors.

LG thanked the directors for their visits.

The Board of Directors **agreed** the delegation of the Power to Act on behalf of the Board of Directors to the Chair / Vice Chair.

**DECISION** The Board of Directors agreed the delegation of the Power to Act on behalf of the Board of Directors to the Chair / Vice Chair.

**CHALLENGE** **Q: What is the staffing position at the moment?**  
**A: Currently it is fine.**

**Agenda Item 7** ► **Finance Report**

YH reported on the following matters:  
Year End Accounting Information

Accounts for The Berkeley had been closed down, and the trial balance was now in the position required by Dains Accountants, the Chancery Trust auditors. All lists had been prepared and had been sent to auditors on the 14<sup>th</sup> September to go into the financial statements. YH was happy with the balances to be absorbed as opening balances in Chancery accounts.

The Chancery trial balance and those of individual schools went to auditors on 21<sup>st</sup> September and queries would now be dealt with.

The process this year involved the scanning and sending of document which was time consuming.

From 21<sup>st</sup> September a version one trial balance was available and management accounts at this point had been downloaded and included in a medium term plan for directors, together with a May 2020 comparison.

The predicted Chancery Trust loss of £9530 was now only £3230. The Berkeley predicted loss of £58k now stood at £222k. YH would investigate and report back to directors. Excalibur predicted loss of £13k now stood at £3k and the predicted loss at Pikemere of £24k loss now stood at £5700.

Overall this was less of a loss than predicted and the situation was better than that anticipated in May. Holiday clubs had taken place, some dinner money had been received and some expenses had not materialised.

A comparison would be prepared to show differences.

Management Accounts / Cash Flow Forecast

YH would endeavour to produce monthly management accounts for directors who would be able to submit questions to be evidenced in the following meeting minutes.

Insurance Coverage

Directors were referred to the uploaded documents.

Academies Financial Handbook Updates 2020/21

The new handbook was available on Trust Governor, together with details of the changes in a document from The Key and a clear three minute guide from The School Bus. Directors were requested to familiarise themselves with the documents.

The changes had been incorporated into, and were highlighted in, the Financial Procedures 2020/21 document available on Trust Governor.

**MINUTE** Discussion ensued on the new regulation that Internal scrutiny could not be done by external auditors, unless arrangements had been made before March 2020. Directors felt that separate internal and external auditors would be advisable.

The Audit Committee would now become the Audit and Risk committee and amended Audit Committee Terms of Reference had been uploaded to Trust Governor for the Audit Committee to review and agree at their Autumn Term meeting.

A short discussion on the finances of The Berkeley ensued and YH confirmed that there had been no audit at the school since joining the trust.

Other minor changes were highlighted including the need for Members to receive accounts from the Directors, which happened annually at the Trust AGM, the need for a fixed asset register, the need for Directors to keep their declarations of interest up to date and to challenge the pupil number estimates, and for trust funds not to be used for the purchase of alcohol.

YH confirmed that the Financial Procedures Manual had now been amended in line with the Academies Financial Handbook September 2020.

ESFA letter to Accounting Officers 2020

This had been uploaded to Trust Governor

Risk Review Listing

This is reviewed on a termly basis and fed back to directors, and had been uploaded to Trust Governor.

Accounting Officer Regulatory Checklist

The Accounting Officer Regulatory Checklist would be presented to the next meeting of the directors.

General Data Protection Regulation (GDPR) Update

YH advised that Cooks Lawyers were now responsible in their role as Data Protection Officer (DPO). A GDPR report to directors would be requested, possibly for the spring term.

Directors requested a report which detailed breaches and subject access requests which assured them that everything was dealt with in a timely fashion, policies were in place and systems were robust.

A short discussion ensued on the merits of taking GDPR back in house in the future and YH reported that GDPR IS had been purchased - a system which showed the data held which could provide an audit.

Health and Safety Report

This item was included in the CEO report.

YH was thanked for her report and left the meeting at 18.26.

**ACTION** To investigate internal auditors (JW, YH and LG).  
To add discussion of the Accounting Officer Regulatory Checklist to the agenda of the December meeting of directors. (Clerk)  
To discuss a GDPR report for directors with Cooks Lawyers and arrange for a report in spring term. (YH)

**CHALLENGE** Q: What is the reason for the increase in the predicted loss at The Berkeley from £58k to £222k?  
A: There was considerable movement. The whole year was sent to YH with November onwards on a forecast basis. The loss made in the first 3 months will be checked as part of the September accounts and the reason found.

Q: Has the change in income from the before and after school club and the use of staff in school had an impact?  
A: It will have had an impact. Claims for expenditure have been made but repayment is uncertain or not possible.

#### Agenda Item 8 ► CEO Report

The CEO report had been previously made available to directors on Trust Governor and LG highlighted the following points:

- Attendance was varying day by day but communication was strong, with schools aware of hard to reach families.
- Risk Assessments were in place.
- A Remote Learning Plan had been produced on a collaborative basis and adapted to individual settings.
- Schools were learning from each other with Headteacher briefings on a regular basis to discuss operational matters e.g. parents' evenings and also separate strategy meetings.
- No response had been received regarding the refund of expenses.
- LG had worked with the Headteachers of The Berkeley and Excalibur to draft a development plan continuing from the previous year, with some priorities amended in light of Covid.
- A virtual RPA Health & Safety (H&S) audit had taken place. All points identified had been taken on board and reports were to be discussed by the LGBs.
- The sharing of documents was now taking place across the trust.
- With regard to the outcome of Condition Improvement Funding (CIF) bids, directors learnt that despite being told that initial bids had been unsuccessful both Excalibur and Pikemere had received funding and details of the work was in the report. Contractors used by The Berkeley were being consulted and had visited the sites to identify future bids e.g. for mobile buildings.
- The Risk register had been updated and the financial risk to income particularly at Pikemere had been noted. The question of income from wrap around care would be discussed at the next meeting of the School Business Managers e.g. the amalgamation of holiday provision.

MINUTE

Directors thanked LG for her fulsome report and keeping them in touch.

#### Agenda Item 9 ► MAT Policies

Governors were requested to read the trust Finance Policies, the Pay Policy and the CMAT Financial Procedures 2020/21 documents.

MINUTE

Accounting Policies required updating to ensure consistency across the trust and would be uploaded to Trust Governor.

The Pay Policy had been updated for the new pay ranges.

ACTION

To upload amended accounting policies to Trust Governor and alert directors. (YH)

#### Agenda Item 10 ► Reports from Committees and Directors with Special Responsibilities

There were no reports from the Audit or Finance Committees for this meeting.

MINUTE

The Berkeley were looking to refurbish and add to an existing mobile and directors had been present at the opening of the tenders as the amount was over £50k. Only two quotes had been obtained out of a considerably larger number requested. There was clear evidence of other companies who had declined to quote. Both quotations were examined in detail.

The slightly more expensive quotation from a local company was chosen as it captured the expectations and included all the work requested. Planning permission would lapse in February 2021 and a planning permission extension was under investigation, although the contractor had confirmed work could start before the permission lapse in February 2021.

#### Agenda Item 11 ► Minutes from Local Governing Boards

The directors reviewed the following minutes:

- [Pikemere LGB 15 July 2020](#)
- [Excalibur 14 September 2020](#)
- [The Berkeley 5 May and 30 June](#)

MINUTE

Directors commented that it was positive to see the high levels of challenge at board meetings. Risk Assessments had been challenged and LGBs had supported schools extremely well.

[Challenging Questions for LGBs Autumn 2020](#)

Directors agreed to put questions on pupil progress and attainment on hold in view of the current situation, but **agreed** that LGB agendas should have a standing item 'Wellbeing of staff and pupils'.

ACTION

To add a standing agenda item on staff and pupil wellbeing to each LGB agenda. (Clerk)

#### Agenda Item 12 ► Trust Assessment Results 2020

MINUTE

LG confirmed that the trust was looking at base lining pupils and settling pupils emotionally. Attainment and progress would be reported at a later point. Data would be examined across the trust but would not be rushed. Analysis of what was needed was a priority.

#### Agenda Item 13 ► Scheme of Delegation/Terms of Reference

[Scheme of Delegation](#)

The Scheme of Delegation would be included in the new governance work underway. LGBs would be advised that there were no changes currently.

MINUTE

[Terms of Reference](#)

The Terms of Reference for Finance and Audit /Risk Committees would be discussed and **agreed at the forthcoming committee meetings**.

DECISION

The Terms of Reference for Finance and Audit /Risk Committees would be discussed and agreed at the forthcoming committee meetings.

#### Agenda Item 14 ► MAT Business Plan

MINUTE

A Trust Development Plan was now in place and this item would be removed from future agendas.

#### Agenda Item 15 ► Cheshire East Director's Report

MINUTE

Directors were requested to familiarise themselves with the Director's Report for Autumn 2020 and ensure they had an overview that each board was taking appropriate action. Questions would be taken at the Autumn 2 Directors' meeting.

#### Agenda Item 16 ► Director Visits / Training

MINUTE

Verbal reports from SC, RC and EM were given earlier in the meeting.

#### Agenda Item 17 ► Meetings

MINUTE

The Chancery Trust Directors' meeting dates for 2020/21 were confirmed as:

- 2 December 2020
- 10 February 2021
- 22 March 2021
- 5 May 2021
- 14 July 2021

Finance / Audit Committee Meeting dates were confirmed as:

- 18 November 2020
- 8 March 2021
- 23 June 2021

All meetings are shown on the Trust Governor calendar.

**Agenda Item 18** ▶ **Any Other Business**

**MINUTE** There was no other business.

**Agenda Item 19** ▶ **Impact Statement**

What is the impact of this meeting on the pupils across Chancery Trust?

- MINUTE**
- Directors received an in depth summary of the financial position of the trust and the CFO was charged to report back with explanations where required.
  - Directors were assured that the trust documentation was in line with the Academies Financial Handbook.
  - The meeting was reassured by the visit reports given by directors and was confident that all possible steps had been taken to make the schools Covid secure.
  - The directors were pleased to hear of the close co-operation and collaboration in many areas taking place between the schools in the trust.
  - Directors agreed that the work undertaken as a result of the successful CIF funding applications at Pikemere and Excalibur would enhance the safeguarding and also the learning environment of the schools.
  - The trust focus on the emotional settling of pupils back into school and the wellbeing of staff was the correct approach and one which fitted with the trust ethos. The incredible hard work of all staff was noted and thanks given.

The Part One meeting closed at 18.54.

**Governor Agreed Actions set during this meeting: 0**

Directors Meeting Autumn 1 2020 Pt 1 *dated: 23/09/2020*

Minutes approved by Sue Lambeth