



Directors Meeting Minutes 02/12/2020

▶ Virtual ▶ Wednesday, December 2, 2020 ▶ 17.30 ▶ Chair: Ros Caulfield ▶ Clerk: Sue Lambeth

FINAL: The minutes are confirmed and locked.

Governors Attending: >Steven Coles, Ros Caulfield, Alison Hattersley, Sarah-Louise Gohr, Elizabeth Martindale, Nikki Ratcliffe, Mark Whitfield,

Governors Apologies: >Justine Twiss

Non Governors Attending: >Sue Lambeth, Jenny Whiston, Yvonne Hilditch

Non Governors Apologies: >

Agenda Item 1 ▶ Welcome, Apologies and Any Other Business

The meeting was quorate and started at started at 17.31.

MINUTE

The Chair welcomed everyone to the meeting.

Apologies received from Justine Twiss were accepted.

No other business was requested.

Agenda Item 2 ▶ Declarations of Interest

MINUTE

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.

Agenda Item 3 ▶ Minutes of the Directors Meeting 23 September 2020, Matters Arising and actions

The minutes of the Directors' meeting held on 23rd September 2020 were reviewed, agreed to be a true and accurate account and would be signed off by the Chair.

Matters arising

With regard to the discussions at the previous meeting around projected losses at The Berkeley, YH advised that no loss had been made in the year and all was in order.

MINUTE

Actions agreed at previous meetings were reviewed and updated. The following points were highlighted:

- A Teaching & Learning walk would be carried out by EM as soon as permitted.
- LG would report on the role of Link Directors in the spring term meeting.
- JW would take over the action regarding a GDPR report and would contact Cooks Lawyers.
- The School Business Manager (SBM) group was looking into internal auditors.

Agenda Item 4 ▶ Membership

Members

A new Member, Ray Jeffrey, had been contacted and the Directors recommended his appointment at the forthcoming AGM. A former director of Sodexo, with his own catering, cleaning tendering and grounds maintenance consultancy company, he was also a Chair of Governors at a primary trust in the Wirral and was passionate about schools and young people.

MINUTE

Jenny Whiston was no longer a Member from 2nd November but remained a Director currently as her skill set would be required. Other Directors with appropriate skillsets would be recruited and one prospective candidate with banking and SBM experience had been in contact, who it was felt could add to the strength of the board. Succession planning was agreed to be important. Directors **agreed** that the membership of the board would remain as currently particularly due to potential schools looking to join Chancery Trust.

Directors **confirmed** the appointment of:

Vicky Beddows as Staff Governor at Pikemere School
Gill Barker as Co-opted Governor at The Berkeley
Sam Micklewright and Nicola Ratcliffe as Parent Governors at Pikemere School
Gill Burgess as a Co-opted Governor at Excalibur School

DECISION

Directors agreed that the membership of the board would remain as currently particularly due to potential schools looking to join Chancery Trust. Directors confirmed the appointment of Vicky Beddows as Staff Governor at Pikemere School, Gill Barker as Co-opted Governor at The Berkeley Academy, Sam Micklewright and Nicola Ratcliffe as Parent Governors at Pikemere School, Gill Burgess as a Co-opted Governor at Excalibur School.

Agenda Item 5 ▶ Chair's Action and Correspondence

MINUTE

The Chair reported that she had been involved in discussions around the appointment of the new Chancery Trust Member and with the Head and Chair of Governors of a prospective school. It was thought that the school was very keen and the matter could go to the Headteacher board in the Spring Term. Further discussion would take place in part 2 of the meeting.

Agenda Item 6 ▶ Terms of Reference

MINUTE

Finance Committee Terms of Reference had been discussed and agreed at the Finance Committee meeting.

Changes had been felt necessary to the Audit and Risk Committee Terms of Reference - see item 11.

There were no changes to the [LGB Terms of Reference](#).

Agenda Item 7 ► Finance

The report covered the period to the end of October and included all changes. Reports had been presented to the LGBs at Pikemere and Excalibur and also presented to Governors at The Berkeley Academy.

[Section 2](#) showed the financial position of the current year.

[Section 3](#) contained formal approvals for consideration connected to amendments to the original budget approved in July and some orders and invoices relating to the approved Condition Improvement Fund (CIF) bids for safeguarding at Pikemere and windows at Excalibur. Although fully funded by the bid the expenditure still required approval to go through the accounts.

[Section 4](#) showed the forward projections for Chancery Trust as a whole and the individual schools and the trust as a separate entity, pupil numbers, ratio analysis (ratio analysis at The Berkeley was based upon the original budget) and the top slice.

[Section 5](#) detailed the profit making activities at the schools which had previously been a concern.

[Section 7](#) gave details of benchmarking with further details in Appendix F.

[Section 8](#) showed the Assessment of Risks for the schools.

Section 10 contained the following recommendations to Directors:

- Noting of the Chancery Multi Academy Trust Finance report - October 2020.
- Noting and approval of the virements presented.
- Noting of the financial position for the current year including the carry forward value.
- Noting of the profit from other activities.
- Noting of the previous year comparison.
- Noting and approval of the school resource management tool findings.
- Noting the business risks listed.

MINUTE

Directors **agreed** the recommendations in the Finance Report.

[Appendices](#) included the consolidated management accounts, CIF Bid, the Balance Sheet at 31st October 2020, the Cash Flow Forecast to 31st August 2021, the Cash Flow Forecast to 31st August 2022, the 2019/20 latest forecast to actual comparison, the School Resource Management Assessment Tool 2019/20 and the Trust Risk Listing.

A discussion took place around the RAG ratings in Appendix G - School Resource Management Assessment Tool 2019/20 to identify if there was there anything which Directors needed to do or be aware of. YH advised that the summary of agreed actions was shown on the front page & advised that she had answered the questions and the report on page 3 with some benchmarking figures had been presented to the LGBs of Pikemere and Excalibur. YH pointed out that there was a plan to consider the following:

- Looking into value for money across the schools and exploration of the DfE National Deals by the SBMs.
- Benchmarking of the Chancery Trust Senior Leadership Team (SLT) costs against other trusts.
- Looking for a Director with MAT expertise.
- To progress and approve the trust overarching Business Continuity Plan.
- The creation of an audit recommendation list going back to the internal audit from August in the previous year. YH confirmed this was now in place and would ensure that all outstanding matters were resolved.

Trustees Report

YH requested that any changes required should be emailed to her as soon as possible. Actual reports were on TG with copies ready for signature by RC and LG before uploading to the DfE and Companies House.

Directors had no questions and YH was thanked for her report which was found easy to follow and left the meeting at 18.06.

DECISION Directors agreed the recommendations in the Finance Report.

CHALLENGE

Q: What is the current position with the top slice at 4.8%

A: Projections are currently on 4.5%. The percentage will remain at 4.8% for 2020/21 making a total of two years to cover costs. Reduction is likely to take place particularly if other schools join with the associated increase in income. In the summer term of 2021 the 4.8% will be reviewed and schools will be informed with right of appeal.

Agenda Item 8 ► MAT Policies

MINUTE CMAT Safeguarding Policy was now an overarching safeguarding statement which stood over school level policies.

Directors approved the CMAT Safeguarding Policy.

Financial policies reviewed and approved by the Audit Committee

Finance Procedures

All recommendations, procedural only, from the audit had now been reflected in the financial procedures documents.

Accounting Policies

All policies across the Trust had been aligned following the audit recommendations for the treatment of depreciation in accordance with accepting accounting practices.

JW advised she was now working with The School Bus and would be in touch with Directors with any policy actions required.

DECISION Directors approved the CMAT Safeguarding Policy.

Agenda Item 9 ► **CEO Report Autumn 2 2020**

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

- Excalibur had experienced no closure of bubbles and Pikemere had had only one. The Berkeley, however, had suffered greater impact with bubble closures for six classes. On investigation half of the cases had involved staff and half pupils.
- Attendance reported did not include Covid related absences, which related to the self-isolation of whole families. The next data would clearly reflect the impact, particularly at The Berkeley.
- Discussion around the provision of remote learning took place focussing on the quality of the learning and also how this supports wellbeing of pupils. Given the ongoing pandemic it was agreed this provision would be reviewed in order to identify and share good practice and learn from the current situation.

The meeting discussed the availability of virtual classroom training, to allow staff to see expectations and good practice in action. LG confirmed that a programme of support had been offered to all schools in the trust via Cheshire East and Edutec which had shown an impact in those taking advantage of it e.g. at Pikemere teachers were teaching all the pupils with slightly adapted delivery in each class

MINUTE Directors confirmed their support for further development of remote learning across the MAT.

- LG referred to the Action Plan which highlighted that the trust continued to move forwards. The T&L, the Early Years, the Special Educational Needs and Disability (SEND) and the English and Maths and the SBM groups were in place, meeting on half termly basis to look at enhancing and sharing practice. The trust continued to be forward looking.
- New windows had been fitted at Excalibur School and safeguarding fencing at Pikemere and a CIF bid for replacement of the mobile buildings had been submitted.
- Coaching accreditation was in place which added a level of quality assurance.

Directors had no other comments.

Accounting Officer Regulatory Checklist

This item had been discussed previous meeting.

ACTION To carry out a review of remote learning, live teaching and T&L provision across the trust. (LG)

Agenda Item 10 ► **Health & Safety**

MINUTE Trust Update

The Berkeley had received an H&S visit during the pandemic, after which the Headteacher had fed back to the other trust schools. The preparatory work before the visit and the documentation produced for the visitors was impressive. No report was produced.

Agenda Item 11 ► **Reports from Committees and Directors with Special Responsibilities**

Audit and Risk Committee Minutes 18th November

The Chair of the committee had reviewed the minutes and agreed they were an accurate account. JW and LG agreed to review them also.

The meeting received the key points of the overview from Dains on the Financial Statement and the audit recommendations.

This was the third audit where there had been no red areas of concern and YH had been through the key actions to enable future meetings to be more focussed.

MINUTE The Terms of Reference had been updated by YH to reflect the latest Academies Financial Handbook and had been reviewed by Directors offline. Amendments in terms of format and avoidance of duplication proposed by JW were **agreed** and the document would be further updated.

The meeting discussed the change in process recommended by the auditors which would have an impact on work of The Berkeley. The low rated recommendation related to the use of Nursery Manager and PS Financials (PSF) and could result in a repetition of work on two systems. Directors considered whether other measures could be put in place instead e.g. SBMs carrying out spot check or making this a focus for internal auditors. Collaboration and discussion was recommended. YH had been recommended to seek the advice of Dains on ways to reduce the impact.

ACTION To advise YH of amendments to the Terms of Reference for the Audit and Risk Committee. (JW)
To check with YH the position around the risk of using nursery manager and PSF. (LG/JW and Business Managers)

Agenda Item 12 ► **Minutes from Local Governing Boards**

It was agreed that the minutes from the LGBs would be reviewed at the next meeting of Directors as they were as yet not approved.

MINUTE Challenging Questions for LGBs Spring 2021

Directors **agreed** that the following should be posed to LGBs in the spring term 'What is the effectiveness of the Chancery Remote Learning Plan?'

LGBs would be asked for pupil and parent voice feedback on remote learning in terms of what went well and how to make it better.

DECISION Directors agreed that the following should be posed to LGBs in the spring term 'What is the effectiveness of the Chancery Remote Learning Plan?'

Agenda Item 13 ► **Director Visits / Training**

MINUTE There was nothing new to report which had not been reported elsewhere in the meeting.

Agenda Item 14 ► **Meeting Dates**

MINUTE A discussion around the most appropriate number of Directors' meetings during the year ensued. March and July meetings were needed from a financial perspective.

It was agreed that the Directors' meetings on 10th February and 5th May would remain on the calendar and be used for strategy meetings with the focus to be decided in advance e.g. discussion on the compliance of the website or the welcome pack to drive the trust forwards in the long term. One official meeting per term would continue to be scheduled.

The date of the next strategy meeting was agreed as February 10th 2021.

DECISION The date of the next strategy meeting was agreed as February 10th 2021.

Agenda Item 15 ▶ CE Directors Report

MINUTE Directors confirmed receipt of the report and had no questions or comments.

Agenda Item 16 ▶ Any Other Business

MINUTE Third Party Transactions – The Berkeley

There had been a third party transaction with X academy as in the previous year. A statement of assurance had been obtained. The rate of pay of a lunch time assistant had been used and YH confirmed that it had been done at a distance and had been reported to DfE before any transactions had taken place in the contract period. An insertion had been made to the financial statements for the previous year as advised by the auditors.

Agenda Item 17 ▶ Impact Statement

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

- The financial report and audit feedback assured the Directors of the sound position of the school to move forwards.
- The completion of the ICF bid work at Excalibur and Pikemere and the proposed bid for the replacement of the mobile buildings across the trust would further improve the environment for the pupils.
- The minutes from the Finance and the Audit and Risk Committee and actions agreed by the committees confirmed that systems and process within the schools were compliant.
- The headteacher report clearly illustrated the work in schools to make the environments covid safe, secure and welcoming places of learning for the pupils.
- The intention to recruit further directors would strengthen the skill set and expertise on the board.
- The appointment of the Governance Manager would further strengthen the structure in place for compliance and the organisation of the boards and committees across the trust.

The Part One meeting closed at 18.52.

Governor Agreed Actions set during this meeting: 0

Directors Meeting Autumn 2 2020 Pt 1 *dated: 02/12/2020*

Minutes approved by Jenny Whiston