






STA Board Minutes 12/11/2018

 Cossington
  Monday, November 12, 2018
  4pm
  Chair: Sarah Noon
  Clerk: Jennifer Barnacle

FINAL: The minutes are confirmed and locked.

Finance Papers will be added shortly

Governors Attending: >Terrence Smith, Christopher Reynolds, Sarah Noon, Brian Underwood, Michael Cummins, Phillip Bateman, Mary Delahunty,

Governors Apologies: >Peter Giorgio, Fr Daly, Anne Chukwudebe,

Non-Governors Attending: >Jennifer Barnacle, Neil Lockyer, Mary Robson, Martin Fitzwilliam, Mike Hobbs. Ruth Hurcombe

Non-Governors Apologies: >

Agenda Item 1 Welcome and introductions

MINUTE The Chair welcomed everyone to the meeting and introductions were made.

Agenda Item 2 Opening Prayer

MINUTE The meeting started with a prayer.

Agenda Item 3 Conflicts of interests and business and pecuniary interests

MINUTE The Clerk requested that all Directors complete the declaration on TG. In addition, a more comprehensive declaration should be completed on the Trust extranet in order to comply with new regulations effective from 1 April 2019 regarding transactions with related parties.

ACTION Trustees to complete TG and additional declaration asap. ALL Link to Extranet to be circulated to Trustees. Clerk

Agenda Item 4 Correspondence

MINUTE None received.

Agenda Item 5 Legal and Regulatory

- MINUTE**
1. Companies House is up to date with all information.
 2. Clarification was requested regarding previous Trusts and ensuring that they have been closed if appropriate.
 3. Charity Commission log in details have been requested and once received it will be updated.
 4. The Dof E requires updating with details of the Trust and log in details are awaited.
 5. There have been no changes to the Trust Board or to Chairs or Heads of schools this term. The appointment of two clerks was approved resulting in all schools having clerks in place.
 6. The Registered Office is Unit 5, Charnwood Edge Business Park, Cossington, LE7 4UZ
 7. It was noted that Trustees must ensure that they have read the code of conduct on TG and tick to indicate that they have read it.
 8. The eligibility section on TG is not comprehensive enough for Trustees and they must therefore sign a Charity Commission Trustee Eligibility form. This was circulated for signature.
 9. Sarah Noon had previously been appointed as Chair of the Trust. This was ratified by the Board.
 10. Christopher Reynolds was proposed, seconded and unanimously appointed as Vice- Chair.

	<p>11. It was agreed that Brian Underwood be appointed Safeguarding Director, Sarah Noon be appointed Director for SEND, Mike Cummins be appointed GDPR Director and Christopher Reynolds be Director for Health and Safety. Clarification on what these roles involve is being sought.</p> <p>12. Committee Chairs were noted: PB - Finance and Estates, BU - Standards, MC - HR and staffing, TS - Audit and Risk.</p> <p>13. It was noted that the pay committee will meet twice a year. CR agreed to Chair it and a further 2 members will be required to sit on it.</p> <p>14. It was agreed that the Audit Committee will be TS, SN and BU.</p>
ACTION	<p>Clarification was requested regarding previous Trusts and ensuring that they have been closed if appropriate.</p> <p>CLERK</p> <p>Update Charity Commission CLERK</p> <p>Update DfE. CLERK</p> <p>Trustees to complete Code of Conduct on TG and complete eligibility form circulated.</p> <p>Recruit Pay Committee. CLERK</p>
DECISION	<p>CR to be Vice Chair.</p> <p>It was agreed that Brian Underwood be appointed Safeguarding Director, Sarah Noon be appointed Director for SEND, Mike Cummins be appointed GDPR Director and Christopher Reynolds be Director for Health and Safety. Clarification on what these roles involve is being sought.</p> <p>It was agreed that the Audit Committee will be TS, SN and BU.</p>
Agenda Item 6	<p>► Diocesan Director of Education</p>
MINUTE	<p>Peter Giorgio had sent his apologies.</p> <ol style="list-style-type: none"> 1. The CEO's of all the Trusts had met with Peter recently. The main item for discussion was payroll. This will be centralised from April 2019 across all 4 Trusts and is likely to lead to an overall saving of approx. £200k. At present there are many challenges in getting the system ready but it is hoped that it will be ready for the end of the year to allow for testing and 3 'ghost' runs to be completed. 2. There had been discussions regarding control and where responsibility lays. Work continues in this area. 3. The CEO appraisals were discussed. They will follow a different format in year one as there are no targets to be measured against yet. The appraisal will be done by the Vice Chair, a director from another MAT, a Foundation Director from STA, Peter Giorgio and an external advisor. In the first year it may take place after Christmas. Going forward targets will be set in September and the appraisal take place later in the year. 4. It was noted that the Diocese will be looking at how the Bishops Vision is being followed by the Trust and its individual schools.
Agenda Item 7	<p>► Report from Chief Executive Officer</p>
MINUTE	<ol style="list-style-type: none"> 1. Catholic Life and Ethos the Board reviewed the DCI gradings for the schools. The higher standards required under the new Diocesan Framework were noted. The Diocesan is looking for embedded values and for the capacity to sustain and improve. Improving RE teaching at Primary schools is a priority for the Trust. it was noted that the Diocese was pleased with the work the Trust had undertaken on RE and training. 2. All committees had agreed that a Lead Lay Chaplain on a full time 3-year basis should be appointed. The advertisement has been placed. 3. Standards The primary and secondary performance data was reviewed and had been discussed in detail at the Standards Committee. In future meetings Standards will focus on those schools at risk. 4. HR Mary Robson presented her report on HR and it was noted that the HR committee had also received it. The reorganisation led to 3 redundancies of office staff. There is no outstanding casework to be picked up by the Trust and this is due to the hard work and commitment of Paula Cooper. The 4 HR Managers of the Trusts are working well together. Work is ongoing to populate the payroll, finance, HR and budgeting integrated system. 5. HR work is concentrating on developing the central offer, meeting with schools to establish their needs, developing policies and making arrangements for teachers pay progressions.

6. **Policies.** All schools have been informed that existing policies will remain in place until new CMAT policies are issued. Currently the following policies have been agreed upon and will be shared with schools at their advent 2 LGB - Whistleblowing, Acceptable use (ICT), Financial procedures, Competitive tendering, Anti-fraud, bribery & corruption, Directors' & Governors' expenses and Investment.
7. Currently the following policies are at draft stage and have been shared with schools for feedback (by 26 November 2018) - Teachers' Pay, Teachers' Appraisal, Capability and Appeals.
8. Further policies / documents currently under development are Health & Safety, Business Continuity Plan, Privacy notice, Freedom of information publication scheme and Charges & remissions. LGB's have been requested to supply a list of all their policies and when they are renewable.
9. It has been agreed that chairs symposiums will take place twice a term and one will be arranged before Xmas.
10. **Feedback.** LGB's had fed back to the Board via the minutes and the issues raised were reviewed. The Trusts response will be submitted to all schools via the CEO. The following issues had been raised: -

Training • There were requests for safer recruitment training • There were requests for governor visits training • There were enquiries around safeguarding & prevent training • There was a request for more notice when training is being run . **Response:** The teaching school is running training sessions, and these have been circulated to governors. Some sessions have already been run. The sessions have been set for the Spring term, but consideration will be given to setting training for the whole academic year. Timing of sessions will be considered with evening courses available where possible. It was noted that some training takes place in classroom settings with children so it is not always possible.

Clerking & agendas • Several schools commented on the lateness of agendas • There was some concern raised over the 48-hour turnaround required for minutes, with some schools asking for 5 working days allowing for accuracy checks. • The importance of reflecting each individual school's ethos, character & priorities in agendas was emphasised by one school. **Response:** It was acknowledged that the first agendas were late, and the Diocese is now issuing them in a timely manner. It is important that the minutes are uploaded promptly as they need to be reviewed by the Trust before the Board and Committee meetings. It is important that individual schools' priorities are considered, and agendas must provide a facility for a good level of discussion, especially as committees are no longer necessary. Work is ongoing to compile a standardised head report to ensure governors receive all the necessary data.

Finance • One school enquired about the CMAT's view of local fundraising pots (e.g. PTAs) **Response:** If the funds are completely separate and do not come into the Trust then they can be a separate account for the school. If the funding comes into the Trust it is not possible to keep it as a separate pot. Consideration must be given to the constitution and running of PTA's to ensure there is no risk of reputational damage to the Trust and guidance will be issued.

Operations • One school observed that only one date for HT appraisal was given and at short notice. • One school asked about the value for money in replacing a "free" provision (e.g. governors) with a costed approach for Health & Safety oversight. • There was a query about the implementation of CMAT-wide policies, and how we are ensuring that they are appropriate for implementation in every school setting. • One school asked about whether holiday dates would be aligned across the CMAT. **Response:** Sufficient notice was given for appraisals and it was only possible to give one date due to the large number of schools in the Trust and the window available for completion. The Health and Safety responsibility lies with the Trust and therefore it must have a person who is responsible for it and coordinates it. Policies must be agreed, and feedback can be taken into account to ensure they are appropriate. Holiday dates in 2019/20 are as per the Local Authorities, which have aligned their dates.

Trust Governor • PDF documents were described as 'impractical' as they cannot be edited. • There was a query about which TG content is accessible by other users. • One school asked why the CMAT chose a bespoke package (TG) whereas a standard package would have been cheaper. **Response:** PDFs are used to ensure no changes are made to documents. School information is only viewable by the governors and head and clerk of the school, relevant central team and the Board. Trust Governor was considered the best option for meeting and governor management by the Diocese.

ACTION

Arrange Chairs symposium before end of term. NL
Respond to feedback from LGBs. CEO

DECISION

To hold Chairs Symposiums twice a term.

Agenda Item 8



Finance Director Report

MINUTE

1. The Finance team had had a very challenging start. Issues that had arisen were noted.
2. The volume of invoices means that the September accounts have not been closed off yet. They will be available by 31 December 2018. The Board acknowledged that it is not possible to challenge the figures as they are incomplete but they were reassured by the FD that he has a good understanding of the situation and all income is now being paid into the Trust.
3. The payment of some school's payroll twice did not cause the Trust to go overdrawn. It had caused significant issues for some staff affecting benefits, pensions, tax codes. The payroll provider had taken full responsibility and written to all affected staff asking for them to repay. A helpline was set up. MorePay have offered to waive 3 months fees but a decision needs to be made if that is adequate considering the additional work that was necessary.
4. Monthly management accounts will be available going forward and the level of detail required by the Finance committee must be agreed.
5. The draft balance sheet was reviewed, and the cash situation was positive.
6. The summary position for all the schools was reviewed. It was noted that some further work is needed on the figures as the inherited budgets are being used at present and these require checking. Priorities have been identified and these include all four secondary schools as they are significantly impacted by the 5% top slice. Forecasts are being reviewed to ensure they are accurate. Priorities are where the school is already in deficit or could potentially be in deficit within the next year.
7. Integrated Curriculum and Financial Planning reviews are to be undertaken to identify efficiencies etc. Secondary schools and Christ the King (because of its size) will be priorities.
8. Currently the total overall position is a £1.4 carry forward with a £400k in-year deficit but there is time to put plans in place to reduce the deficits.
9. Convertor budgets need to be submitted by 10 December and the Board reviewed them. Some indicate an in-year deficit. The Board approved the budgets apart from Holy Cross which requires additional work. Holy Cross will be presented at the AGM on 10/12 for approval.
10. The integrated reviews will look at all costs. A Trust level for payroll percentage will be considered. Teachers time allocation and class sizes will be reviewed. It will tie in with the workforce strategy. Standards must also be considered when looking at staff levels.
11. Trusts are expected to provide 'alternative assurance' to the ESFA to say that all new academies that have joined the Trust will take on the financial governance and internal controls as the existing MAT. In our case, this is not appropriate as the Blessed Cyprian Tansi arrangements are not suitable for our new larger MAT. The Accounting Officer and Chair of the Board have written to the ESFA to explain that although we are technically not a new Trust, for FMGS purposes we effectively are a new Trust and will therefore complete the full FMGS questionnaire and submit as soon as possible. The questionnaire was reviewed and agreed for submission.
12. A tendering of auditors for 2018/19 has taken place and 3 firms were interviewed on 7/11. The interview panel fed back their recommendation to the Board, which is that Forrester Boyd be appointed as auditors to the Trust with an opportunity to review in a years' time. The Board agreed that this recommendation is put to the AGM in December. The recommendation is based on best value and experience. They had quoted £96k in total.
13. The ESFA letter to the CEO was noted. It highlights and provides guidance on key areas for the CEO - financial handbook, related party transactions, controlling executive pay, scrutinising the budget, acting on audit findings, financial returns, providing governance and executive details and better financial reporting programme.
14. It was noted that one financial return was submitted late due to lack of information and has resulted in an automatic 'black mark'. Two black marks results in names being published.

ACTION

Decide what level of compensation is adequate from MorePay. FD

DECISION

The Board approved the budgets apart from Holy Cross which requires additional work. Holy Cross will be presented at the AGM on 10/12 for approval.
FMGS approved for submission

CHALLENGE

When will accounts be available? IS the FD confident that he has a good understanding of the overall financial position? Response at 2.
What impact had the payment of some school's payroll twice in October had? How had it been addressed with staff? Is compensation available? Response at 3

How are the priority schools identified? Response at 6
Many of the convertor schools have payroll over 80%? Is this being addressed? Response at 10

Agenda Item 9	▶ Estates
MINUTE	<ol style="list-style-type: none"> 1. Capital Funding will all be kept centrally by the Diocese. They will shortly reveal how to bid in for funding. 2. A priority list for capital spend is currently being compiled and includes work to increase capacity, including those schools which had geared up for expansion before funding was withdrawn and some urgent school issues. 3. The capital funding announced in the October 2018 budget will not be pooled and will be kept by individual schools although guidance on how to spend it will be issued by the Trust.
4.	
Agenda Item 10	▶ Admissions Arrangements 2020-21
MINUTE	<ol style="list-style-type: none"> 1. The policy is set by the Diocese and it was approved for consultation. It will be available on the Website from December. The Board asked that feedback is given to the Diocese about first priority being given to pupils who attend partner primary schools in the event of over subscription and ask for clarification that that is appropriate.
ACTION	feedback is given to the Diocese about first priority being given to pupils who attend partner primary schools in the event of over subscription and ask for clarification that that is appropriate.NL
Agenda Item 11	▶ Next Meeting
MINUTE	<p>17 January 2019 at 4pm.</p> <p>Budget position and HR data to be considered.</p>
Agenda Item 12	▶ Closing Prayer
MINUTE	The meeting closed with a prayer.

Governor Agreed Actions set during this meeting: 0

STA Trust Board meeting *dated:* 12/11/2018
Minutes approved by Jennifer Barnacle