

Directors Meeting Minutes 4th December 2015 8am

Attendees : Mr P Lovern (PL) (Executive Head), Mrs H Bowman (HB) (Chair of Directors), Mr P Halifax (PH) (Vice Chair of Directors), Mrs M Havelock-Crozier (MHC) (Director), Mrs J Smith (JS) (Observer), Mr G Wood (GW) (Director), Mrs L Brown (LB) (Business Manager)
Clerk to Directors: Mrs A Howard (AH)

RC: Richard Crosse

SM: St Mary's

HP: Howard Primary

LGPS : The Local Government Pension Scheme

FMGS : Financial Management & Governance Self Assessment

1. **Prayer** - PL started the meeting with a prayer. HB welcomed Julie Smith to the meeting; she has agreed to stand as a Director and this has been approved by the Members. The appointment has yet to be approved by the DfE so JS attended the meeting as an Observer without the power to vote.
2. **Apologies** - Mrs S Cockayne (SC) (Director), Mrs C Humphries (CH) (Director).
3. **Pecuniary Interest** - The pecuniary interest file was made available. No new declarations were made.
4. **Minutes of last meeting** -
 - a) **Actions taken:** HB has sent the letter of thanks to Mr Farrington; the Cricket Club and Pay Policy appear on the agenda; the criminal checks on staff who have lived or worked abroad are ongoing; it had been decided that the minibuses would not be hired out to other schools, only for occasional community use, so a policy would not be required.
 - b) **Items to carry forward:** Headteacher's Performance Management Review to be arranged.
 - c) **Approval and signing of minutes:** These were agreed as a true record and signed.
5. **Safeguarding** - New guidance has been issued to Directors, with changes made in July. This is a shortened version and Directors are asked to read this before the next meeting when the policy will be signed by all Directors. HB commended the clarity of the guidance and PL drew attention to the fact that if a member of staff, Director or Member lives with someone with a criminal record this must also be declared. There is also guidance on mobile phones: these are now not allowed in the EYFS for staff, helpers or visitors. JS advised that in some companies visitors are asked to hand in mobile phones on arrival. It was agreed that visitors should be asked to turn off mobile phones and they can only be used in the office or staffroom. Parent helpers are advised of this at induction training.
6. **Policies and Procedures** –
 - a) **Pecuniary Interest Policy:** LB referred the Directors to the new Pecuniary Interest Policy that had been sent out prior to the meeting. The policy was approved.
 - b) **Accounting Officer Checklist:** LB referred the Directors to the Accounting Officer Checklist that had been sent out prior to the meeting. Directors discussed the use of this to as part of the Internal Controls Framework and it was agreed that a similar document should be used by SC when carrying out the internal audit checks. LB offered to produce this document.
 - c) **Key Responsibilities Document:** LB referred the Directors to the 'Key Responsibilities Document' that had been sent out prior to the meeting. LB advised that this document was currently in draft

format and would be used to as part of the work on the 'Terms of Reference' documents and MAT Financial Procedures handbook. LB advised the Board that it was unlikely that the final documents would be ready for approval before the end of the academic year as advice from auditors would be required.

d) **Apportionment of Costs and Central Funds Policy:** this is a work in progress. Directors were asked to be aware and comment if necessary. The Policy will be finalised once auditors have been appointed and their advice sought. The Entrust Accountant had reviewed the policy and found the policy to be in line with that of other academies.

7. Finance -

a) **FMGS:** LB referred the board to the final FMGS document sent prior to the meeting and reported that no questions had been raised by Directors. LB reported that the FMGS document had been submitted on time.

b) **Auditors:** LB informed Directors that the Members will be meeting with three sets of Auditors on 11/1/16 to hear their presentations and interview them, with a view to appointing Auditors as soon as possible in the New Year. LB did highlight the fact that the delay in appointing auditors had held her back in producing some of the documents required as their advice was needed.

c) **PS Financials:** LB reported that there have been some technical problems which have proved time-consuming; PS Financials have given good support but there still remains issues with processing transactions . LB advised the board that the Entrust Accountant is due to spend a day with LB in January to look at the finances with a view to extracting the first set of management reports for Directors.

d) **Local Authority Balances:** LB reported that these have changed and now show balances of around £69,000 at HP and £56,000 at RC/SM. A carry-forward of around £60,000 was planned. It is hoped that these will be paid over to the MAT during December. LB informed Directors that a VAT reclaim would be required however due to the healthy cashflow she felt this would be better processed after the March Accounts return had been produced to ensure that all VAT related transactions had been entered onto the finance system correctly. LB recognised that the recovery of vat has changed slightly since converting to an academy and certain vat transactions will be unrecoverable (i.e. expenditure on traded services). LB advised the board that academies can reclaim vat for up to 4 years prior. Whilst the MAT will wait until May / June to complete their first vat reclaim it is anticipated that in future it will be completed each month / quarter to help with cashflow. PL & LB reported that they had started working on the MAT's 3-5 year budget plan and will share this with Directors in June / July.

e) **Absence Insurance:** A quote has been received of £8967 from Schools Advisory Service Absence Insurance (sponsored by the NAHT). Two further quotes have been requested and LB awaits these. Directors accepted that the value of this fell within PL's authorisation limits and were happy for PL and LB to determine the most suitable quotation once the other arrived. Directors acknowledged that cost alone would not be the deciding factor and that recommendations, customer service, response time, claims process, level of support would all be considered when making the final decision.

f) **Actuarial Reports:** LB confirmed that pension reports have now been received from LGPS and the deficit, at £328,000, is considerably less than expected. LB said that CH and the Auditors will be able to give further guidance on pensions and the employer's contributions. LB advised the Directors that information she has received leads her to believe that it is expected that the DfE will have to cover any deficits, including those of Academies, in this regard. PL said that any changes required to pension contributions would be taken into account when setting the annual and 3-5 year budget plans. LB confirmed that at present the academy will continue to pay the Certified contribution rate that was determined for all academy schools as part of the 2013 formal valuation. The certified contribution rate for the MAT being 20.2% pa for the period 1 August 2015 to 31 March 2016 and 21.2% pa for the period 1 April 2016 to 31 March 2017. The contribution rate will apply until 31 March 2017 and will be reassessed at the next formal valuation of the Fund as at 31 March 2016. Directors will be updated once new information is available.

8. **HR -**
- a) **Policy and Procedure Update:** CH has looked at the reference questionnaires and has tweaked these slightly to be more appropriate; there is also an optional teacher appraisal information form which PL viewed as very useful. LB considered that it has to be shown that all reasonable steps have been taken in ensuring that suitable staff are appointed. GW asked whether teachers can be struck off and was advised by PL and HB that there are procedures in place for removing teachers who are poorly performing (who may go on to teach elsewhere) or have been found to have committed a serious offence (who will then be put on to a special DfE list and not allowed to teach). Although there has been quite a turnover of staff at RC in recent years, the main cause of this has been the relative youth of recently appointed staff who have been offered promotions elsewhere.
- b) **Confidential Item**
9. **Directors' Roles and Responsibilities -**
- a) **Revisions to Roles and Responsibilities:** Members have recommended that each Director is responsible for a particular area. The role of Parent Champion (held by Mr Farrington) will be passed to SC who will also be responsible for the LAG; JS, once appointed as Director, will be responsible for Health and Safety, the local environment and estates; GW will be responsible for Finance and Trading; CH for HR and Personnel; MHC for SEN and Safeguarding; PH for Standards and Performance; HB for Strategic Issues. LB will circulate a document confirming this over the next few weeks.
- b) **Training Needs Discussion:** PL asked Directors to consider their particular training needs, which could be e.g. Raise Online or Finance or their own area of responsibility. The budget will include funds specifically for Director training. MHC advised Directors that she has completed her SEN governor training.
10. **LAGs Constitution -** PL advised that, according to school numbers, it was recommended that there could be 1 parent from HP and SM and 2 parents from RC, 1 Head of School from each school, 1 member of staff from each school, 1 representative from the PTA from each school and 1 Director who will be SC and who will chair the meetings. However, after discussion, it was decided that this makes a large group and it is not necessary to have members of staff as Heads of School can report and consult staff at staff meetings. This will make a group of 11 including SC and will have no delegated powers, being a consultative group. PL does not have to attend every meeting but has the right to attend, as do other Directors who may attend if they wish. GW thought that the formation of this LAG was very important. For elections of parent and PTA governors, the skill sets of individuals will be crucial. The parents at each school will be asked to complete an application form, outlining their skill sets, and the Directors will consider these applications and could interview parents with the appropriate skills. It is important that parents are aware that they will have a collective responsibility for the three schools, not just their own school. Meetings will take place once a term, starting at 4pm, possibly on a Thursday. Subject coordinators will be asked to report occasionally to LAGs and on a regular basis to Directors meetings; they will give an idea of their Action Plans for the following year. GW advised that there should be three meetings of the LAGs, before the summer, the first one possibly including a tour of the three schools to familiarise the representatives with the different schools.
11. **Any Other Business -**
- a) **Dyslexia Friendly:** Emma Bowring has sent Directors an email on this subject and will attend the next Directors' meeting in January. There will be Dyslexia Friendly re-verification for SM and RC and the first verification process for HP in February; MHC and HB will be informed of the date and will be involved in this. MHC and HB will be meeting up with Mrs Bowring in January.
- b) **Website Update:** Filming has taken place and there have been discussions with the website company. LB and PL have requested various improvements and amendments and parents' requests have been considered. LB will discuss possible printing of the website prospectus with PH.
- c) **Confidential Item**

d) **Update on new Headteacher's Report format:** GW had met with PL to discuss the format of Directors meetings and recommended using a Dashboard to give more visual information about Standards, Core Financial Probity, Director Functions and Duties to enable Directors to focus on the important key facts. For example, in discussing Standards, the focus would be on What's gone wrong, why and what interventions have been introduced to improve; highlighted red areas would show areas of concern (and green areas could also show what is going really well). Showing achievement for Pupil Premium children, SEN, boys and girls could be done in a clearer way. PL asked whether Directors wished to receive information in the Headteacher's Report on the extra-curricular and enrichment activities and gave the example of a very enjoyable visit of the whole school at RC to the pantomime in Lichfield, financed by the PTA. Directors did wish to receive this, but other information could be gained from the website and should not be included. GW will look at the format of the Headteacher's Report and report back to Directors. PL confirmed that assessment data will be given to Directors at the first meeting of each term.

e) **Date and time of next meeting:** Friday 5th February 2016 at 8am

f) **Further business:**

- PH and LB will continue to look at quotes for IT equipment.
- PL asked Directors to consider the number required for meetings to be quorate: Directors agreed that 5 Directors should be present for the meeting to be quorate. LB asked whether she could send out urgent information for Directors to read and confirm agreement within 7 days to avoid calling extra meetings and this was agreed.
- PL considered that a complaint at SM should be considered by the PTA and it was agreed that the PTAs or Friends of School should each have a constitution and a complaints procedure. However, in the meantime, HB will meet up with the parent who has made the complaint.

Item	Action to be taken	Action by whom	Action by when
3	Update register of pecuniary interest declarations if required	AH	8/1/16
4b	Headteacher's Performance Management Review to be arranged	Paul Lovern; Directors' sub-committee	tba
5	Read Safeguarding guidance and sign policy at next meeting	Directors	8/1/16
7d	Prepare 3-5 year budget plan	Paul Lovern/Leanne Brown	ongoing
7e	Purchase Absence Insurance once 2 final quotes are received	Paul Lovern	Asap
8b	Confidential Item		Tba
9a	Circulate document with Directors' roles and responsibilities	Leanne Brown	Before next meeting
9b	Inform Paul Lovern of training needs.	Directors	8/1/16
10	Prepare for LAG: prepare parent	Leanne Brown	Tba

	application forms and invite PTA nominations		
11a	Prepare for Dyslexia Friendly assessments: arrange date for meeting	MHC and HB to meet up with Mrs Bowring	January
11c	Confidential Item		8/1/16
11d	Review format of Headteacher's report	GW	8/1/16
11f	Discuss quotes for IT equipment/printing of prospectus	PH/LB	Tba
11f	Meet up with parent at SM	HB	8/1/16

Signed..... Date

Chair of Directors