

**Minutes of Directors' Meeting
22 November 2019 8am**

Attendees : Mr P Lovern (PL) (CEO), Mr C Bradshaw-Smith (CBS) (Director), Mr P Halifax (PH) (Vice-Chair of Directors), Mrs A Hodgson (AHod) (Director of Business Operations)

Mr J Taylor (Cooper Parry) (JT) - Item 10

Clerk: Mrs A Howard (AH)

RC: Richard Crosse

SM: St Mary's

TH: The Howard

AS: Anson School

SENCO: Special Educational Needs Coordinator

GAG: General Annual Grant

KPI: Key Performance Indicator

ESFA: Education and Skills Funding Agency

TA: Teaching Assistant

1. **Welcome, Prayer** - PL opened the meeting with a prayer.
2. **Apologies** - Mrs H Bowman (HB) (Chair of Directors), Mrs S Cockayne (SC) (Director), Mrs J Smith (JS) (Director), Mrs M Havelock-Crozier (MHC) (Vice-Chair of Directors), Mrs C Humphries (CH) (Director). AH will update the attendance register.
3. **Pecuniary Interest** - As a result of the Audit process, PL has updated his Pecuniary Interest form to reflect his involvement with the Richard Crosse and St Mary Foundation Trustees. HB will be asked to amend her form to mention her involvement with the Richard Crosse Foundation Trustees and CBS will update his form to reflect his involvement with other companies (not necessarily linked to education). Other Trustees and Members will be asked to review their forms to ensure that all involvement with other companies is mentioned.
4. **Minutes of last meetings** - The minutes of the last Members'/Directors' meeting held on 23.10.19 will be signed at the next meeting as neither PH nor CBS were present at this meeting. The minutes of the strategy meeting held on 8.11.19 were agreed and signed by PH, but these will not be put on the public website as it was not a standard Directors' meeting.
5. **Tree Survey at TH** - Directors agreed that this should go ahead.
6. **Letter from Lord Agnew** - Directors acknowledged receipt of this letter. CBS asked about the reference to eligibility funding and PL has looked into this.
7. **SEN policy and information report 2020** - Directors acknowledged receipt of this and PH asked whether AS should be included. PL confirmed that the report referred to RC, SM and TH but a separate report was also available on AS.
8. **Policy Updates** - These were accepted. CBS recommended the use of a provenance sheet and it was agreed that in future there should be some indication as to whether there were any changes (and highlight these changes) or whether it was a new policy.
The following items took place at the start of the meeting:
9. **Finance, Audit and Risk Committee** - CBS was appointed as Chair, with PH as back-up if CBS is unavailable. The first meeting will take place on Friday 28 February 2020. PL explained that the main remit of the committee was to undertake scrutiny of the finances, monitoring the situation with regards to budgeting during February to June, and to look at the internal audit and review risks.
10. **Cooper Parry** - James Taylor was welcomed to the meeting to present the completion document. Giving the Executive Summary, he was pleased to note that the audit and assurance reports were

both good and there were no issues noted for key risks. Excluding the Diocesan improvements, there was a net operating surplus of £33,000 and a carry-forward of £164,000. There were audit adjustments with regards to Pupil Premium; a mistake regarding accrued income made by the accountants was rectified. The two internal control improvements set at yellow (regarding disclosure and the purchase ordering system) were not major issues. Directors will note on their Pecuniary Interest Forms their involvement in all companies or trusts and Directors present agreed that the present purchase ordering system was a practical and pragmatic arrangement. In the Financial Overview, the unrestricted (self-generated) and restricted (provided by government) funds were noted. JT expressed thanks to AHod for a set of records which were clear and accessible. *Confidential Item* PL confirmed to CBS that there was one central system used for the TSSMAT accounts; JT suggested that at some stage TSSMAT could consider pooling the GAG funding and the School Reserves for all the schools and Cooper Parry could provide free training for this. Directors thanked JT for his presentation and were pleased to accept the clean audit report.

11. **Finance Report** - AHod presented the October year-to-date figures (September accounts are available in Google Drive for Directors to read). With regards to Income, ESFA income was £1,600 less than expected and Early Years income was £1,700 down; Care Club was £2,300 better than expected, LA and SEN income £5,000 better and other income including money from Anson was £21,300 better. Total income was £34,600 better than expected. Moving on to expenditure, the amount for teaching staff was £14,900 better than expected, but there are cost of living increases and incremental rises still to be included. Money spent on TAs is £2,000 better than expected, but money on Premises and Care Club staff are both around £400 down. Although money spent on Financial and Administration staff is £3,600 better than expected, this amount will be eroded. Staff costs are £21,600 better than expected. Non-staff costs (building costs, insurances, educational supplies, catering, admin and ICT) are £10,300 overspent compared to the amount budgeted, mostly due to conversion costs and audit fees. Overall, there is a surplus of £42,600. With regards to self-generated funds, Care Club has provided £11,000 and catering £4,700 (£6,000 if AS is excluded as they have two kitchen staff). Staff costs as a percentage of total income are 69% and 89% of GAG income, which Directors noted was a good improvement. PL thought in future it would be useful to show the percentage spent on Central Office functions. AHod also gave a cashflow forecast showing that there could be £9,000 less in August 2020 than at the start of the year. AHod showed Directors a balance sheet with current assets and current liabilities; PH asked that in future Restricted and Unrestricted amounts be identified. She confirmed to CBS that tax was only payable if trading was above a certain level.

Directors agreed that TSSMAT was in a healthy position and thanked AHod for her hard work with this.

PL and AHod presented the Dashboard for the School Resources Management Self-Assessment Tool; most answers are positive, with a small number partly achieved. Directors were also shown the completed external benchmarking exercise and CBS agreed that this annual comparison with other schools could be built into the KPIs and used as part of the Balanced Scorecard.

CBS will sign the Business Charge Card.

12. **Trust Growth** - *Confidential Item*
13. **KPIs** - PL had sent these out to Directors. PH and CBS considered that there were too many and CBS will produce a one-page version and advised using lagging and leading indicators.
14. **Internal Audit** - AHod showed Directors a report on the Internal Audit (available for Directors to read on Google Drive). This involves reviewing the risk register, a programme of internal scrutiny (prioritising higher risk items) and determining appropriate bodies or personnel to undertake tasks. From next year, a summary report must be submitted to the ESFA. The Finance, Audit and Risk Committee will be involved in this.
15. **Any other business** - PL signed a Memorandum of Understanding for the cross which has been erected at the entrance to the school.

Directors are invited to Christmas lunches at RC, SM and TH, all to be held on Friday 13 December at 12am at the different schools. Please telephone the school office to book a place.

Directors are also invited to attend the Christmas plays and Christmas services. The dates are as follows:

Christmas plays

10 December	Richard Crosse	6pm-7pm
11 December	St Mary's	5pm- 6pm
17 December	The Howard	9am-10am
17 December	Anson	2pm-3pm
18 December	Anson	2pm-3pm

Christmas services

19 December	St Mary's	2pm	
19 December	Anson	6pm-7pm	Carol Service
20 December	Anson	2.30pm-3.30pm	Christmas service
20 December	Richard Crosse	9.30am	(Directors' and Members' AGM that morning)

Dates of meetings 2019 – 2020

Directors' meetings: 8am on a Friday

20 December (AGM with Members)
24 January 2020
28 February (Finance, Audit and Risk Committee)
6 March (with Members)
1 May
19 June
10 July (with Members)

Members' meetings: 8am on a Friday

20 December (AGM with Directors)
6 March (with Directors)
10 July (with Directors)

LAG meetings: 4pm on a Monday

9 March 4pm at TH
22 June 4pm at SM

Signed.....

Date

Heather Bowman – Chair of Directors

Item	Action to be taken	Action by whom	Action by when
3	Review Pecuniary Interest forms with regards to involvement in other companies.	Directors and Members	20.12.19
4	Sign minutes of meeting on 23.10.19.	HB	20.12.19
8	Provide provenance sheet with policy updates	PL/JB	20.12.19
9	Note date of Finance, Audit and Risk committee	CBS/PH/HB/SC	28.02.20
12	<i>Confidential Item</i>	PL	20.12.19
13	Produce one-page version of KPIs	CBS	20.12.19
15	Book a place for Christmas meal	Directors	before 13.12.19
15	Note dates of Christmas plays	Directors	various