

**Minutes of Directors' Meeting
30 November 2018 8am**

Attendees : Mr P Lovern (PL) (Executive Head), Mrs H Bowman (HB) (Chair of Directors), Mrs M Havelock-Crozier (MHC) (Vice-Chair of Directors), Mrs A Hodgson (AHod) (Director of Business Operations), Mr C Hopkins (CHO) (Director), Mrs J Smith (JS) (Director), Mr G Wood (GW) (Director).

Also Mr A Conway and Ms N Johnson, Accountants from Mitten Clarke for Item 16.

Clerk: Mrs A Howard (AH)

RC: Richard Crosse

SM: St Mary's

TH: The Howard

ESFA: Education and Skills Funding Agency

KPIs: Key Performance Indicators

SENCO: Special Educational Needs Co-ordinator

HT: Headteacher

1. **Prayer** - PL started the meeting with a prayer.
2. **Apologies** - Mrs S Cockayne (SC) (Director), Mr P Halifax (PH) (Vice-Chair of Directors), Mrs C Humphries (CH) (Director). AH will update the attendance register.
3. **Pecuniary Interest** - All Directors have reviewed their pecuniary interests and some changes were made at the meeting. AH will put the updated register on the website.
4. **Minutes of last meeting** - The minutes of the Directors' meeting held on 24.10.18 were agreed as a true copy; these were signed by MHC. Actions were agreed as completed or to be discussed on the agenda. Confidential items were identified.
5. **Finance - Financial Update** AHod talked through the Financial Report, giving the September/October figures and explaining that although it looked as though there was around £9,000 more than expected, there are extra costs to be included and the MAT was roughly on track to be on budget. The figure on staff costs of around £4,000 better than expected will be reduced by backdated staff pay increases. Less has been spent than expected on catering and administration costs. There has been an overspend on costs of around £7,900. The cost of trips for some children is paid for by the MAT, but Pupil Premium money is used to pay towards this. MHC asked about further contributions from the Trusts at SM and RC, but PL said they were already very generous and, in the case of RC, provided money specifically for the buildings. MHC will approach other Trusts and she recommended that, in the case of looked-after children, the MAT asks Social Services for a contribution. AHod explained that in future the Financial Reports will show individual schools as well as TSSMAT as a whole.
Staffing PL informed Directors that one of the job-share office staff at TH had resigned and it had been decided that the remaining office administrator would work every morning. In order to reduce costs, parents at the school have been informed that the office would not be staffed in the afternoon although the HT or MAT administrators try to be present in the office as much as possible.
PL's Contract/Teaching Staff incremental points *Confidential Item* There have also been changes enforced by the government involving pension employer contribution increases and teacher pay rises; although there will be some additional funding to cover these costs, there will still be a cost to the MAT. *Confidential Items*
Business Charge Card expenses GW and AHod confirmed that these have been reviewed.
6. **Premises** - The heating system at SM is now working; redecoration and new carpeting will be carried out shortly. The work at RC is going well and is on track to finish by the completion date.

Funding for the new classroom at TH was discussed; *Confidential Item* PL expressed the view that a Nursery would make a great difference to the viability of the school. *Confidential Item* HB and PL will meet with representatives of the Friends of TH to discuss building a temporary classroom on site.

7. **Trust Growth** - Anson School will join TSSMAT in April 2019. PL has made contact with a number of schools, but has not had any positive responses. CHo considered that all MATs will have to grow in the future. There will be further discussion at the December meeting on the LGB constitution for Anson, the MAT vision and values, growth strategy and changing the MAT name
8. **Parental Complaints** - *Confidential Item*
9. **IT support** - AHod had received two quotes for provision of IT support and it was decided to accept the lower of the two quotes.
10. **KPIs** - This will be discussed at the next meeting and GW offered to lead this item.
11. **Risk Register** - This has been sent out to Directors and was approved.
12. **Policy Updates** - These have been sent out to Directors and will be reviewed at the next meeting.
13. **Health and Safety** - There were no Health and Safety issues.
14. **Safeguarding** - There were no Safeguarding issues.
15. **Meeting dates** - PL (and the HT at SM) have been called for jury service in January, so it was decided to combine the January and February meetings to one meeting on Friday 1 February 2019. Please note that the AGM for Members and Directors is Wednesday 19 December.
16. **Trustees' Report** - Directors welcomed Mr Conway and Ms Johnson, accountants from Mitten Clarke, to present the draft Annual Report and Financial Statements for the year ended 31 August 2018, prior to approval at the AGM in December. Firstly, the audit journals were discussed, with recommended changes to accounts including the CIF funding, which now should be recognised in full, ahead of expenditure, reclassification of unrestricted donations, adjustments in liability for the Local Government Pension Scheme, reclassification of staff costs, direct and support costs, depreciation charges and staff insurance costs. It was agreed that it was important to have transparency on the central service charges based on pupil numbers per school. The accountants went on to look at outstanding items in the Trustees' Report: it was confirmed that no trade union facility time was used; the use of Reserves was satisfactory and should continue as before; a reserves policy should be developed and ratified; there are nine journal entries still to be considered; the payroll pension query was being checked with Payroll. The financial statements were discussed *Confidential Item*. The balance sheet showed the net assets including CIF money, with the unrestricted funds much the same as the previous year. Although the cash flows showed that £19,000 more had been spent than had been received, this was a much improved deficit compared to the previous year. The accountants discussed the significant audit findings, including pension scheme liability, revenue recognition, management override and fixed asset additions and went on to look at internal controls: the treatment of the CIF grant, monthly checking of the payroll and timely bank reconciliations, the allocation of central costs to be stated in the financial statement. As part of the Regularity assurance engagement findings, the report recommended updating the appointment and resignation dates and information for Members and Trustees on the DfE's online system and also on the MAT website. AHod confirmed to Mr Conway that the Finance email address had been hacked, but no TSSMAT money had been lost and the police and ICO had been informed. Mr Conway suggested that the ESFA should also be notified. Mr Conway concluded by saying that TSSMAT was a going concern and they had no concerns about the long-term status of the MAT. He hoped to sign off the Report during the week commencing 10 December. The Academy Accounts Return is due on 21 January 2019.
17. **Any Other Business** - There was no other business.

Dates of next meetings –

(Directors' and Members' Meetings are held at Richard Crosse)

Directors meetings

19 December (AGM with Members)

1 February 2019

15 March

10 May

14 June

12 July

Members meetings

19 December (AGM with Directors)

6 March 2019

3 July

LAG meetings

4 March 2019 4pm at SM

1 July 4pm at TH

Signed.....

Date

Heather Bowman – Chair of Directors

Item	Action to be taken	Action by whom	Action by when
5	<i>Confidential Item</i>	<i>tba</i>	<i>tba</i>
6	Meet up with Friends of TH to discuss new classroom	HB/PL	19/12/18
7	Trust Growth on agenda	PL/AH	19/12/18
10	KPIs on agenda	GW/PL/AH	19/12/18
15	Note changes of dates of meetings	Directors	19/12/18, 1/2/19