

## Kirklees Directorate for Children & Young People

Company no: 07729878

## THE BOARD OF DIRECTORS OF SHARE MULTI ACADEMY TRUST

Minutes of the meeting of the Audit & Risk Assurance (A&RA) Committee held at 5:30pm via Microsoft Teams on Thursday 18 June 2020.

## **Present**

Mr M Dunkley (Chair), Mrs M Campbell, Mrs D Howard (Director of Operations), Mr J McNally (Chief Executive Officer), Mrs C Potterton (Director of Finance), Ms K Wallett and Mr V White.

## In Attendance

Mr G Sale (Minute Clerk).

Agenda **Discussion and Decisions** Action Item who/by 256. Apologies, consent and declarations of LAAPs and interests Apologies for absence were received from Ms E Lewis (consent). No one was declared as a Local Authority Associated Person (LAAP). · Mr Dunkley declared an interest as his wife works for SHARE Multi-Academy Trust (the Trust). 257. Matters for any other urgent business There were no items notified to be raised under any other urgent business. 258. Representation The following matters of representation be noted: Appointment With Effect From Name <u>Category</u>



Agenda	Discussion and Decisions	Action	-
Item		who/by	
	Ms K Wallett Member 16 April 2020		
	The Chair welcomed Ms Wallett to her first meeting, and a round of introductions commenced from all Committee members.		
259.	Minutes of the previous meeting held on 26 November 2019		
	<b>RESOLVED</b> : That the minutes of the meeting held on 26 November 2019 be approved and signed by the Chair as a correct record of the meeting.		
	The following matters arising were noted:		
	(a) A&RA Committee effectiveness questionnaire (Minute 244(b) Action 1 refers)		
	Responses to the questionnaire from Members and Directors have been collated by the Director of Finance (DoF). Following recent discussions, a decision needs to be taken as to whether this questionnaire should be reissued for a repeat exercise. Ms Wallett will be asked to complete the questionnaire in due course.		
	(b) Reserves Policy Review (Minute 244(c) Action 2 refers)		
	This will be discussed later in the agenda, when the DoF will report the reserves figure for the Trust to the Committee.		
	(c) Pupil Premium Director (Minute 244(f) Action 3 refers)		
	The Chief Executive Officer (CEO) confirmed that Mr J Glazzard has agreed to take on the role.		
	(d) Annual Report and Accounts for 2018/19 (Minute 246 Actions 4 to 9 refers)		
	The DoF confirmed that all actions had been updated and addressed in the Annual Report and Accounts for 2018/19 before these went to the Annual General Meeting (AGM). Most amendments were to the report, in particular the Trustee report.		



Agenda	Discussion and Decisions	Action –
Item	(e) Recruitment of A&RA Committee members (Minute 252 Action 10 refers)  The Chair reiterated his earlier introduction to Ms Wallett as a new Committee member, and provided an update regarding his current efforts to broaden membership. This is an ongoing action, and any further suggestions would be welcomed by the Chair.	who/by
	<b>ACTION 1</b> : Committee members to send recommendations for potential new members to the Chair, and the Chair to contact prospective members to determine their interest.	Committee members / Chair
260.	CEO Report for Directors	
	The CEO reported numerous changes since the last meeting of the A&RA Committee, with two CEO Reports having been provided to Directors during the interim period.	
	The latest Directors' meeting focused on the Trust's Budget, during which the overarching parameters of the budgeting process were agreed. The final Budget is due to return to Directors in July 2020, with all schools aside from one now presenting a balanced position. The Chair commented that the Trust's finances are much improved since the previous Directors' meeting.	
	The CEO provided an update on a potential new school, the Chair of which has confirmed their intention to proceed with Associate Membership of the Trust. The school is a potential financial asset to the Trust, and further detail will be provided to Committee members shortly due to the sensitive nature of ongoing discussions.	
	Q: What is the latest regarding 2019/20 examination results? A: All results have now been submitted across schools within in the Trust. At a national level schools have been too positive and optimistic. Within the Trust, it has been difficult to be accurate without damaging children's life chances. We therefore expect the submitted results to come down a little and be in line with last year's results. This is disappointing as the trajectory has been improving year on year.	



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	The national debate is now moving on to consider the curriculum for next year give the extent of missed learning for current students e.g. Year 10. The Directors' meeting in July will cover the Trust's plans for September 2020 onwards.		
261.	2020/21 Trust Budget		
	The DoF introduced this item, explaining that the sequencing of discussions had been altered to allow sufficient input from Directors due to the cumulative level of deficit across the Trust. She welcomed views from the Committee on the latest documents, circulated prior to the meeting, before the Budget returns to Directors in July 2020.		
	<ul> <li>Q: When speaking of balancing the Budget, are you referring to this year only rather than the medium-term plan?</li> <li>A: Yes, we have taken steps to balance the 2020/21 Budget with all schools now having a surplus except for one. There are also challenges with regards to 2021/22 and 2022/23, but substantial reserves in some schools can be used to offset this.</li> </ul>		
	<b>ACTION 2</b> : The DoF to set up a separate meeting with Ms Wallett to discuss the content of the Budget in detail.	DoF	
	From 2020/21 onwards there is a degree of uncertainty about the Trust's funding due to the impact of the National Funding Formula (NFF). Whilst this is not yet in place, the pace at which it is due to come into effect is increasing. Some grants (e.g. teacher pension) will continue into 2020/21, but will then be subsumed into the NFF.		
	The plan for 2020/21 and the following two years is prudent, with inflation rates (3% for teachers, 2.75% for support staff, and 1% for other costs) accounted for on top of 2019/20 levels. The Budget has been prepared in anticipation of the NFF coming into effect.		
	<ul> <li>Q: Do we know when the NFF is likely to commence?</li> <li>A: No, nothing has yet been confirmed by the Education and Skills Funding Agency (ESFA). Whilst considering the minimum guarantee level from last year, information provided in advance from the Local Authority (LA) is different to the figures contained in</li> </ul>		





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	the allocations from the ESFA. DoFs in other Multi-Academy Trusts are experiencing the same.		
	The Chair commented that forecasting out for 2-3 years without this information is very difficult. The DoF confirmed in response that the ESFA has not asked for a 3-year forecast this year, instead just a 1-year forecast which is due to be submitted in September 2020 rather than July. The CEO added that the difficulties with forecasting have been felt for several years since the introduction of the NFF, and that reserves held by the Trust's schools are challenging to spend due to authorisation procedures. This results in unfair penalisation of the Trust.		
	The ability of the Trust to deliver a balanced Budget was discussed in further detail, with secondary schools generally finding it easier than primary schools to deliver a surplus due to economies of scale and larger class sizes. The Trust's heavy reliance on certain schools for financial stability (e.g. Shelley College and Thornhill Community Academy) was considered against the financial positions of new schools (e.g. Royds Hall) and others from which deficits have been inherited previously (e.g. Beech and Luck Lane).		
	Following budget meetings in all schools within the trust, the DoF reported a current Trust-wide deficit of £240,000, with savings identified (circa 400k) across the Trust's schools and central team which could be reasonably achieved. This was a marked improvement on the previous position presented to Directors in which a deficit of over £1million was predicted.		
	A further key factor in reducing the deficit will be the success of the deamalgamation process for Beech, Luck Lane and Royds Hall. The CEO received an update that this is likely to require ministerial signoff as Royds Hall Community School is not rated good or outstanding. As such, it is not likely to occur before September 2020. The CEO continues to push to make the School financially viable, liaising with the ESFA relationship manager for support. Completion of the de-amalgamation process by Christmas 2020 is realistic.		
	The DoF confirmed that whilst savings from the de-amalgamation process (c.£240-250,000) would be useful for 2020/21, these are not currently factored into the Budget.		





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	The CEO also reported an estimated increase in the number of students at Shelley College Sixth Form from September 2020, with the Principal confident about the anticipated demographics. This will have a positive impact on the budgeted position, in addition to some further potential staffing savings.  The Chair thanked the DoF and her team for the hard work put into the		
	Budget since the previous Directors' meeting, which is evident in the detailed work undertaken.		
	Q: Subject to the outcome of the discussed de-amalgamation process, is this now the final Budget to be sent back to Directors? Will anything else change?		
	A: No. The newly expanded central finance team has been undertaking deep dive work into expenditure during 2019-20, building more detail and insight on the back of previous coding inconsistencies, and budget allocations. The DoF is confident in the value of this work when combined with the 2020/21 Budget setting process with schools.		
	Reserves at the end of 2019/20 are c.£2million. If we get close to balance for 2020/21, the reserves will provide a safety net for 2021/22.		
	Q: The reported level of reserves sounds like a healthy position.  Are you able to articulate the year end accounts in relation to the Reserves Policy and targets?		
	A: A reserves level of 6.8% (measured against grants) has been forecast for 2020/21, slightly down from the previous level of 8% in 2019/20. This is not a dramatic change, which reflects the current financial landscape, but the Trust has previously been in double percentage figures.		
	Q: Can you break this down against the limits in the Reserves Policy?		
	A: Yes. Shelley College is at the upper limit range and Royds Hall is at the minimum level. All primary schools in the Trust are currently significantly lower than the minimum limit in the Policy.		
	Q: Will our reliance on reserves lessen in the medium term?		
	A: Yes. Reserves are now anticipated until the end of 2021/22 only.		



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	Ongoing financial difficulties at Cowlersley, such as not being able to meet the monthly staffing wage bill, have been factored into the model. However, the financial position of Cowlersley impacts negatively on other schools in the Trust e.g. Shelley College which wants to move forward with site-related projects but cannot do so due to reserves being pooled across the Trust.		
	Q: Whilst we continue to closely monitor the finances for Royds Hall, is the position at Cowlersley now more concerning? A: The CEO met with Cowlersley colleagues on 18 June to discuss actions to reduce the projected deficit. The CEO will be liaising with the LA about the longer-term viability of the School, which has been a financial liability to the Trust from the outset and is becoming unsustainable. The process for closing a School is lengthy and complicated, but must be weighed up against the continued financial risk posed to the Trust as a whole. Whilst actions to reduce the deficit at Cowlersley may have some impact before Christmas 2020, some savings cannot be made without sufficient staff consultation (which has been disrupted on account of the COVID-19 situation).		
	Q: What savings can be identified at Cowlersley in the short		
	term?  A: By Christmas 2020, we anticipate a reduction in staffing costs (c.£30,000) and an increase in income from Education, Health and Care Plans (EHCPs, c.£20-30,000). The School has been asked to consider the structure of its senior leadership team, which is currently top-heavy, but this may not precipitate short-term savings due to the potential impact of the three-year period of staff protection. If done quickly, therefore, savings of approximately £60,000 are possible.		
	The DoF also confirmed that caretaking provision across the Trust's cohort of primary schools was being reviewed, which may release further modest savings.		
	Q: How long would the process take to close Cowlersley, if it is decided to do so?		
	A: The consultation period can take up to 2 years. Whilst there are options to rehouse children across the Trust, a recent school		



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	closure elsewhere in Kirklees has proved to be both a complicated and protracted process.  The Chair thanked the DoF on behalf of the Committee for her continued hard work on the Trust's finances, recognising also the input of other Trust staff including the CEO and Director of Operations (DoO).	
262.	Review of Trust Financial Policies  The Chair thanked the DoF for a paper summarising key changes to the	
	Trust's Financial Policies circulated prior to the meeting.  The DoF proposed putting the Reserves Policy on the agenda for the first A&RA Committee meeting next year, following the final work on this year's Budget. The Chair agreed with this proposal.	
	<b>ACTION 3</b> : Reserves Policy to be included on the agenda for the first meeting of the A&RA Committee in 2020/21.	Clerking Service
	With regards to the Procurement Policy, and the Scheme of Delegation, the DoF explained that the lower limit on quotes for goods and services had not been updated since the Trust's inception in 2008. The limit is currently set at £3,000, above which it is necessary to seek three quotes for any goods procured. The DoO has proposed increasing this limit to £5,000 for operational reasons. Committee members agreed that this was a sensible proposal, with the backup of appropriate checks and balances, and the DoF also explained that this figure was in line with reasonable inflation over the period.	
	<b>RESOLVED</b> : That the limit on quotes for goods and services procured by the Trust be amended to £5,000.	
	<b>ACTION 4</b> : The DoF to update the Procurement Policy and Scheme of Delegation to reflect the agreed increase in procurement limit to £5,000.	DoF
	<ul> <li>Q: Do we also need to reconsider the higher limits in the Scheme of Delegation?</li> <li>A: The DoF has not yet considered the higher limits and it was</li> </ul>	
	agreed that this would be revisited in the next academic year.	



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item	The DoF raised no further key areas for discussion, reflecting that much detailed work had been done on the Trust's policies in 2019/20 which resulted in them being more user friendly.	who/by	
	<ul> <li>Q: Have the suggestions submitted by Mrs Campbell via email in March 2020 been considered?</li> <li>A: The DoF apologised for the delayed response to Mrs Campbell and agreed to consider each comment in turn. She will revert to the Committee for any matters of substance, but otherwise will go ahead and make the suggested changes.</li> </ul>		
	<b>RESOLVED</b> : That the Trust's Financial Policies be approved subject to the DoF's consideration of suggestions put forward by Mrs Campbell.		
263.	Review of relevant actions plans to address key risks facing the Trust (including the Business Continuity Plan); recommend actions for next year  The DoO introduced this item, confirming that the latest risk register for the Trust had been shared with Committee members w/c 8 June. The most significant change since the previous meeting had been the addition of COVID-19 as a significant risk to the Trust, which will be discussed later in the meeting. The DoO sought thoughts and comments from Committee members in response to the latest risk register, with Mrs Campbell again having provided comments in advance.  Q: Trust Members have been considering how to deliver against the Trust's charitable objectives during the ongoing COVID-19 situation, which under normal circumstances is taken for granted. Is the risk of COVID-19 impacting upon the Trust's charitable objectives reflected in 'failure to secure good academic outcomes' on the current register? If so, why is this rated amber and not red?  A: This risk should be red, given the focus of work across the Trust over the coming weeks is to mitigate the impact of COVID-19 on all of our children. The CEO proposed rephrasing the risk register to focus more on quality of delivery rather than outcomes.		





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	<ul> <li>Q: The financial sustainability of the Trust needs to be better reflected in the risk register. Whilst 'failure to recruit sufficient children' in part covers finances, where is staffing taken into account?</li> <li>A: Given the risks about financial management previously discussed, the CEO proposed subsuming this under 'failure to manage the Trust effectively' on the risk register. He cautioned the Committee against creating new subcategories which may bypass wider risks.</li> </ul>		
	<ul> <li>Q: Should resilience of the Trust's senior leadership team be identified as a risk? If the CEO were to fall ill, for example, who would act as his Deputy?</li> <li>A: This is a fair point, but should be weighed against the cost and time implications of formally naming a Deputy CEO. In the short term, any risk of absence of the CEO would be mitigated by experienced Head Teachers/Principals at the Trust's schools in addition to a strong cadre of leaders in the Trust's central team. The CEO suggested talking to Directors about formally nominating a Deputy CEO and the implications of this decision.</li> <li>ACTION 5: The CEO to call a meeting of Members and Directors to discuss the process and implications of appointing a Deputy CEO for the Trust.</li> </ul>	CEO	
	<ul> <li>Q: Is there a succession plan in place for when the CEO leaves the Trust?</li> <li>A: Not formally, but the CEO has identified 2-3 people across the Trust who could step into the role in the longer term. Again, time and money should be considered if looking to establish any additional Trust-wide roles.</li> <li>The Chair agreed that this line of enquiry is necessary to explore further in the event that the CEO is indisposed.</li> <li>Q: Can the DoO update us on progress regarding improvements</li> </ul>		
	to Information and Communications Technology (ICT) infrastructure across the Trust, which was raised as a major concern at the last Committee meeting?		



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Item		who/by	
	A: At the last meeting, we changed the RAG rating for ICT infrastructure to Red following the results of an external audit together with concerns raised internally by staff members. Since this time, money from a capital grant was secured to support the Trust's ICT team in setting about improving Trust-wide infrastructure. The initial focus was in primary schools, but this has recently expanded to secondary schools. The result of this work has resulted in the risk being recalibrated to Amber.		
	<ul> <li>Q: ICT systems were recently temporarily suspended in Thornhill Community to migrate its systems to Microsoft SharePoint. Did this work go to plan?</li> <li>A: This was part of a different project to the wider ICT infrastructure</li> </ul>		
	A: This was part of a different project to the wider ICT infrastructure work, specifically concerning the migration of all Trust school systems to Microsoft Office 365. For example, all schools are to have Trust email addresses in a common format. The DoO reported no known issues with completion of the work at Thornhill Community.		
264.	COVID-19 update		
	The DoO reported that it had been a testing time across the Trust over the past three months; work in individual schools and at the centre has required a huge effort from staff. The COVID-19 risk assessment, which underpins all planning across the Trust, was recently shared with Directors.		
	It is now the third week of schools having reopened across the Trust, which initially started with primary schools w/c 1 June. The latest students to come back to school have been Year 10 this week, with Year 12 to return from 19 June. Feedback across the board has been positive, with children behaving admirably and the new processes going smoothly. It should be noted that there are currently only limited numbers of children in schools, however, and the focus for the next phase of planning will be how to prepare for wider reopening in September 2020.		
	The 2m social distancing rule is a limiting factor for many schools across the Trust, with the potential for a large positive impact on numbers able to be catered for if this is relaxed. A priority is also the means by which any impact of missed learning can be minimised for disadvantaged students,		





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	which is a growing concern as time moves on. Further issues of focus include supporting staff in relation to workload and wellbeing, as well as student and family resilience (including wider communities). The Trust is considering how to adapt teaching practices to remote working in the longer term, including how the curriculum might best be delivered. Methods to keep children engaged are important, particularly given the known discrepancies in motivation between students across all schools. Finally, safeguarding continues to be a priority.		
	The CEO commented that all schools are currently calm and relaxed environments, with each site managing to maintain 2m social distancing despite this not being the essential criteria for schools. Current guidance to schools mandates adopting bubbles of no more than 15 people, including staff and children. The CEO is resisting calls to announce wider plans for September 2020 until the start of July, when it is hoped the Government's plans may be a little clearer.		
	<ul> <li>Q: Are you considering creative options to scenario planning, such as constructing marquees in school fields?</li> <li>A: Whilst the national debate is focusing on space as a limiting factor, the reality for the Trust is that the fixed group size (bubbles comprising 15 people with two staff members, including extra staff to cover absences) is preventing wider scaling of student numbers. The CEO will investigate e.g. erecting temporary classrooms on field space if the Government commits funding, but the degree to which this can be accommodated varies across the Trust's schools. In addition, considerations including Health and Safety may result in significant delays of up to six months.</li> <li>The CEO believes the best option moving forward is for a blended model of leaning, with children on site some days, then taking work home to combine with online learning on other days.</li> </ul>		
	Whilst this is likely to be effective in secondary schools, however, it is more difficult at primary school level.  The Chair thanked the DoO and CEO for keeping the Trust's schools open whilst ensuring the safety of all staff and children. The CEO's daily updates were praised by Committee members as a vital source of information during the ongoing COVID-19 situation.		



Agenda Item	Discussion and Decisions	Action who/by	-
Item	ACTION 6: The CEO to add Mrs Wallett to the distribution list for his daily update.	CEO	
265.	Consider the external audit strategy proposed in respect of the current year's accounts		
	The DoF confirmed that the Trust's accountants and external auditors, Wheawill & Sudworth, will be auditing and putting together the final reports for 2019/20. The deadline for the Trust to complete and submit this report to the ESFA is 31 December 2020, at which point it should also be sent to Companies House and published on the Trust's website.		
	The 2019/20 accounts are standard, but the report will also include any auxiliary audited accounts such as the collaborative fund for the teaching school at Shelley College. It will also cover a review of the Local Government pension scheme, but this is undertaken by a third party.		
266.	External and Internal Audit		
	The DoF provided an update on the Trust's audit tender process, which was recently prompted on account of the current external auditors (Wheawill & Sudworth) having been in place for eight years. The tender is expected to include external audit and internal audit scrutiny, though not necessarily provided by the same company.		
	The draft tender documentation was completed in January 2020, and a panel was agreed comprising the Chair, the DoF and Ms Lewis.		
	The process has stalled on account of the current COVID-19 situation, however, and the DoF raised concerns about conducting the entire tender process virtually. It was felt that face-to-face conversations with prospective audit firms would be beneficial before making any final decisions.		
	The Chair summarised the two main options available to the Committee: either to move forward with the prospective timetable to have an agreed auditor in place by December 2020; or to defer the whole process until the next academic ear.		



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	Committee members agreed with the DoF about the important of face-to-face discussions, particularly with shortlisted candidates. However, it was commented that there may not be a suitable space across the Trust to hold these discussions safely whilst adhering to social distancing requirements.		
	Concerns were also raised about whether prioritising the continuation of the tender process was the best use of available resource in light of the COVID-19 situation, in particular for the DoF and her team.		
	The risks of delaying the tender process again were also discussed, with the Trust's current auditors confirmed on an annual basis via the Trust's AGM in the autumn.		
	The CEO suggested that there may be creative means by which to continue the tender process without committing to it completely at this stage. For example, he suggested progressing preliminary work to research the capacity of preferred companies, and their willingness to engage in face-to-face discussions if shortlisted during the current situation. The DoF confirmed that the intention was to tender to 3-5 audit firms agreed internally based on e.g. recommendations and the approved register. She also alerted Committee members to the fact that some auditing businesses may be impacted negatively because of COVID-19 and therefore not available to tender.		
	It was agreed that the next stage of researching which companies may be invited to tender be completed, with no firm decision on whether to progress or delay the formal tender process until the shortlisted organisations have been identified.		
	The Chair confirmed this approach, suggesting that the DoF have initial conversations with each company prior to sending the agreed questionnaire to ascertain willingness to engage with the Trust.		
	<b>ACTION 7</b> : The DoF to continue work on the audit tender process, identifying preferred companies and making initial contact to ascertain interest before reporting back to the Committee on suggested next steps.	DoF	
	With regards to the Trust's internal audit, the DoF confirmed that a separate team at Wheawill & Sudworth were progressing this work despite		



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Item	some delays. Remote access will be granted to the Trust's finance system to allow the auditors to engage in this work fully, which will comply with GDPR obligations. The DoF reassured Committee members that all necessary aspects would be completed to ensure that the annual accounts were submitted to the ESFA by the deadline.	who/by	
267.	Final review of the External Audit Management Letter for the previous year, any emerging findings from the current interim/ in-year work of external audit, and external audit's approach to their work  The DoF reminded Committee members that there were no findings or recommendations contained in the 2018-19 auditor's Management Letter, updates - a situation that had not changed for the past 5-6 years. As such, no action was required.		
268.	Review the Committee's own effectiveness in its work over the past year and how it could work more effectively  The Chair commented that this had been covered by the questionnaire to Committee members (Minute 259(a) refers).  The DoF confirmed that the next stage is to present the evaluation to Directors, with papers already having been compiled for 2018/19 in preparation for the Committee meeting in March 2020 which was cancelled. The DoF proposed using the same documentation and RAG rating system developed for 2018/19 for the 2019/20 evaluation, as well as to put forward the 2019/20 evaluation only for Directors' consideration. She suggested sending this to the Chair to review before issuing to Directors at their next meeting.  ACTION 8: The DoF to prepare a draft of the 2019/20 A&RA Committee evaluation for the Chair's approval, prior to submitting to the Trust's Directors.	DoF	
269.	Review of Committee membership, TOR and Work Programme for the forthcoming year		



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	This was discussed earlier in the agenda (Minute 259(e) refers), and the Chair reiterated his commitment to expanding the Committee's membership.	
	The DoF informed Committee members that two documents need to be updated for 2020/21: the A&RA Committee's Terms of Reference, to be amended to reflect current membership, and the Committee's Work Programme. The Chair agreed and asked for the Work Programme to be discussed at the next meeting of the Committee.	
	<b>ACTION 9</b> : The DoF to circulate the proposed A&RA Committee TOR and Work Programme for 2020/21 to members for approval.	DoF
	<b>ACTION 10</b> : A&RA Committee Work Programme to be added to the agenda for the Committee's next meeting.	Clerking Service
270.	Correspondence	
	Whilst not an identified risk, the CEO alerted Committee members to a recent staffing issue which has been referred to Acas for dispute. There is the potential for a tribunal to be held. The CEO does not anticipate high costs but is taking legal advice.	
271.	Any other urgent business	
	The were no items of any other urgent business to be discussed.	
272.	Agenda, minutes and related papers – Trust copy	
	RESOLVED: That no part of these minutes, agenda or related papers be excluded from the copy to be made available at the Trust, in accordance with the Freedom of Information Act.	

The meeting was closed at 7:18pm.