



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 6.00pm via Microsoft Teams on Thursday 21 September 2023.

### PRESENT

Mr M Dunkley (Chair), Mrs S Bonham, Mr S Burnhill, Mr M Day, Mr P Marshall, Mr J McNally

### In Attendance

Miss A Emery (Minute Clerk)

Mrs J Carr (Executive Principal Head teacher, Royds Hall)

Ms A Kimber (Chief Financial Officer)

Mrs N McSheffrey (Director of Operations)

Mrs J Newson (Governance Professional and DPO)

Agenda Item	Discussion and Decisions	Action who/by
1	<b><u>Election of Chair and Vice Chair</u></b>  <b>RESOLVED:</b> That Mr M Dunkley be elected Chair  <b>RESOLVED:</b> That Mr P Marshall be elected Vice-Chair	
2.	<b><u>Apologies, consent, and declarations of LAAPs and interests</u></b>  The Chair welcomed everyone to the meeting.  There were no apologies for absence.  Mr P Marshall declared for the record at the beginning of the new academic year, that he was the Chair of another Multi-Academy Trust (MAT).	
3.	<b><u>Any Other Business</u></b>  There were no items raised for Any Other Business.	

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4.	<p><b><u>Representation</u></b></p> <p>There were no items raised for Representation.</p>	
5.	<p><b><u>Minutes of the previous meeting held on 5 June 2023 and review of the action log.</u></b></p> <p><b>RESOLVED:</b> That the minutes of the meeting held on 5 June 2023, be approved by the Chair as a correct record.</p> <p><b><u>Action log</u></b></p> <p>The action log was reviewed in detail, and updates were received on the outstanding items from the previous meeting of 5 June 2023.</p> <p>The CEO identified another important outstanding action - the area of Pupil Premium (PP) progress which had been identified as a priority in the internal audit.</p> <p>The Chair confirmed that this area would be covered later in the meeting under the report on the summer exam results – (minute 11 refers).</p>	
6.	<p><b><u>Work programme review</u></b></p> <p>The Chief Financial Officer (CFO) updated the meeting. The governors proposed that one item – The review of the A&amp;RA committee's effectiveness (minute 42 b refers) be extended to November for discussion at the next meeting.</p> <p>The CFO reminded everyone to complete and return the survey in preparation for the review.</p> <p><b>ACTION:</b> Complete and send the survey to the CFO.</p> <p><b>ACTION:</b> To include the review of the A&amp;RA committee's effectiveness on the agenda of the next meeting.</p> <p>All the other matters were covered in the agenda.</p> <p><b>Q. In view of the significance of issue of the Reinforced Autoclave Aerated concrete (RAAC), would it be possible for the committee to have a more detailed report, as well as details in the risk register?</b></p> <p><b>A.</b> It is covered within the risk register, and updates for Shelley College is awaited from the surveyor. However, a report for the next meeting would be provided either in a written or verbal update format.</p> <p><b>ACTION:</b> A detailed report on RAAC to be provided for the next meeting of the A&amp;RA committee.</p>	<p><b>All</b></p> <p><b>GCS</b></p> <p><b>CFO/Director of Operations</b></p> <p><b>GCS</b></p>

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	<b>ACTION:</b> To include the report on RAAC on the agenda of the next meeting.	<b>GCS</b>
7.	<p><b><u>Review Terms of Office (TOR)</u></b></p> <p>The Chair introduced the TOR to the meeting and added that the document for 2023-2024 was very useful. He invited comments from the meeting.</p> <p>It was noted that the amount for a hotel stay in London had now been set at £190.00</p> <p><b>RESOLVED:</b> That the TOR of the A&amp;RA committee for 2023/2024 be adopted.</p>	
8.	<p><b><u>Residual actions from the internal audit</u></b></p> <p>The CFO reported that it had been a very positive review over two days with a thorough examination of all the budgets and processes. The only area suggested as requiring attention was in the use of software.</p> <p>The CFO was in discussion with access and was awaiting updates.</p> <p>The Chair commented that there was very little to improve on and congratulated the CFO on a very good result.</p> <p><b>Q. Would it be worth seeking advice from the trust's data manager to see if he could help with suitable software.</b></p> <p><b>A.</b> The MAT already used Access, so there would be no further costs incurred, and it would be useful to improve the use of excel too.</p>	
9.	<p><b><u>Internal audit programme for 2023-2024</u></b></p> <p>The CFO explained that PP had been discussed as an area for the internal audit to consider in 2023-2024. The Academy Trust Handbook recommended that trusts should consider a couple of areas – one in finance and one covering effectiveness for their internal audits.</p> <p>The CEO remarked that a review of PP would cover both the financial and effectiveness areas.</p> <p>Another area to consider would be a re-examination of the capital funding spend.</p>	

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	<p><b>Q. Should the committee wait for the letter and report from the auditors, and then make the decision at the next meeting?</b></p> <p><b>A.</b> It is difficult to book an auditor to visit, so it would be advisable to make a decision if the committee wanted to go ahead this financial year.</p> <p><b>Q. Could the PP effectiveness review be booked in this term and the financial side in the new year?</b></p> <p><b>A.</b> From the financial side, it would make sense to book the auditors in August to tie in with the academy year end.</p> <p><b>ACTION:</b> The CFO to book in the auditors in June 2024 for the PP review (effectiveness section) and in August 2024 for the finance section of the PP review.</p> <p>Mr P Marshall commented that owing to the concern over the capital spending, it would be good to book an auditor in for that area too.</p> <p>The committee discussed the timings further and the CEO proposed that as the funding from the Education and Skills Funding Agency (ESFA) came through in March, all agreed it would be best to do the Capital spend audit before March 2024.</p> <p><b>ACTION:</b> The CFO to book in the auditors before March 2024 for the capital spend review.</p>	<p><b>CFO</b></p> <p><b>CFO</b></p>
10.	<p><b><u>Review of governance statements included in the year-end financial statement</u></b></p> <p>The CFO invited recommendations and feedback from the committee.</p> <p><b>ACTION:</b> Committee members to send further recommendations and feedback to the CFO.</p> <p>The Chair suggested contacting the Governance Professional and DPO to discuss training opportunities and all the governors agreed.</p> <p><b>ACTION:</b> The Chair to discuss training opportunities with the DPO.</p> <p>The Chair also pointed out that the section highlighted in yellow needed further discussion.</p> <p>The CFO agreed that this section needed updating and asked if there would be any governance reviews in this coming year.</p> <p>Mr P Marshall commented that it was a very good summary and confirmed the need for updates.</p> <p>The CEO added that the document read well.</p>	<p><b>All</b></p> <p><b>Chair/DPO</b></p>

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	<p><b>Q. Has there been a recent Governance review?</b>  <b>A.</b> Ambition Institute reviewed our governance in 2021-22. It was agreed it would not be helpful to undertake the reviews too often.</p> <p><b>Q. How frequently should reviews take place?</b>  <b>A.</b> It is normally between 3 to 5 years for whole trust governance.</p> <p>The Chair suggested making reference in the document to the last review and a possible date for the next one.</p> <p>The CFO and all the governors also proposed making reference to the Governance Professional and the internal review of governance.</p> <p><b>ACTION:</b> The CFO to do above references in the document.</p> <p><b>ACTION:</b> The DPO/Governance Professional to help the CFO.</p> <p>The CFO reported that so far 4 committee members had completed the questionnaire and requested the others to complete them too.</p> <p><b>ACTION:</b> Committee members to complete the questionnaire and return to the CFO.</p>	<p><b>CFO</b></p> <p><b>DPO/CFO</b></p> <p><b>ALL</b></p>
11.	Deletion (See Minute 18).	

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12.	<p><b><u>Risk register</u></b></p> <p>The Director of Operations gave an update. The register had previously been circulated to all the governors, and overall, it was business as usual. However, RAAC had been added to the register and highlighted as a high risk. RAAC had only been found and identified at Shelley College. However, checks had been carried out at all the other schools too and they had been confirmed as being free of RAAC.</p> <p>The Director of Operations explained that a number of steps had been undertaken to detect the presence of RAAC, along with an assessment by and confirmation from the surveyor. There had been an immediate evacuation of the area at Shelley where RAAC was confirmed, including the front reception area, the MAT office and the boiler room, and the necessary safety measures were carried out.</p> <p>Recommendations from the surveyor were awaited and the situation was being monitored.</p> <p><b>Q. Are there any indications so far of the condition of RAAC?</b></p>	

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	<p>A. Some of the concrete has crumbled in the boiler room and there may have been a small collapse above one ceiling, following a water leak. Otherwise, there is no sign of damage. The DfE have now advised, however, that RAAC can collapse without warning.</p> <p><b>Q. Is there any immediate risk?</b></p> <p>A. Overall, it is fine, but Acrow props are being used as mitigation. The whole RAAC situation is a risk currently.</p> <p><b>Q. Were the visual checks carried out at the other schools sufficient?</b></p> <p>A. Every possible area which could have contained RAAC was examined and checked. However, some of the other schools were built before RAAC was used and the others were built after the 1990's and the use of RAAC had been phased out by that stage.</p> <p>The Director of Operations also highlighted the second new risk – namely the financial position of Kirklees Council. It was important for the Trust to be aware of the situation and the potential risk of additional pressures and adverse impacts on provision for Special educational needs and disabilities (SEND), Early help and Social Care.</p> <p><b>Q. Are all the industrial actions now concluded?</b></p> <p>A. The pay dispute has been resolved. However, the NASUWT is pursuing workload actions. No issues have been reported so far. GMB have also informed us they are in dispute and are seeking an above inflationary pay rise. We have always followed the Local Government Association (LGA) negotiations for support staff and plan to do so again.</p> <p><b>Q. Presumably this dispute will affect a lot of trusts and schools and is another area to monitor in terms of risks?</b></p> <p>A. Yes, definitely.</p> <p><b>Q. I note that there are currently 14 identified risks on the register, do they need updating? A few have also been flagged as “treat.”</b></p> <p>A. Yes, there are a couple of entries to be updated. The Director of Operations intends to do a more detailed overview of the risk register to capture the right information to report back to the committee.</p> <p><b>ACTION:</b> The Chair and the Director of Operations to do a detailed overview of the risk register.</p> <p>The Chair thanked the Director of Operations for her report.</p>	<p>Chair/ Director of Operations</p>
13.	<u>Review of significant budget updates</u>	

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	<p>The CFO explained that the budget summary previously circulated, only gave a snapshot, as it was a continually moving budget with various adjustments being made as term progressed. A fuller budget review would be made available for discussion at the next meeting. One of the Trust schools would also be having an intensive financial deep dive.</p> <p><b>ACTION:</b> Review of the budget to be included on the agenda for the next meeting.</p> <p><b>Q. Looking at the revised budget of 11 September, am I correct in noting some good news in terms of revenue?</b></p> <p><b>A.</b> Yes definitely. Once the data had been reviewed and analysed in depth, it was still a balanced budget. The spending of the SCA funding would be significant amount to add.</p> <p>The Chair thanked the CFO for her work on the budget.</p>	GCS
14.	<p><b><u>Review of the Trust's financial performance</u></b></p> <p>The CFO reported that at the end of period 12, the capitalising of costs and accruals to adjust the figures, had shown a surplus of 1.5 million. The year-end financial statement would be available for the next meeting. There was nothing of concern to report.</p>	
15.	<p><b><u>Review of the auditors' letters of engagement</u></b></p> <p>The CFO informed the committee that amendments had been made to the standard letter.</p> <p><b>Q. I note that there are now two letters.</b></p> <p><b>A.</b> Yes, that is correct. One covers the annual audit and the other covers the audit of accounts return and the TPS. This change has resulted in a significant reduction in the auditors' fees.</p> <p>The Chair commented that it was a good reminder that the audits were very comprehensive.</p> <p><b>Q. Are there any challenges when it comes to audit timescales and cycles?</b></p> <p><b>A.</b> Yes, that was something to bear in mind particularly due to the need to work from home currently due to the RAAC. However, there were no undue concerns and all the deadlines should be met. The annual audit would take place on 23 October and the team were prepared for that.</p> <p><b>Q. How were the team finding the new auditors to work with?</b></p> <p><b>A.</b> So far everything was going well.</p> <p><b>Q. Are there any concerns about the systems and data</b></p>	

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	<p><b>sharing?</b></p> <p>A. The auditors have their own portal for sharing information and are also conducting site visits. Everything was working well so far.</p> <p><b>ACTION:</b> The letters of engagement to be signed by the Chair</p>	AK/ Chair
16.	<p><b><u>Correspondence received by SHARE MAT Directors</u></b></p> <p>1) The Chair noted that a notification of the GMB dispute had been received.</p> <p>2) The Director of Operations reported that the Department of Education (DfE) had informed Shelley College that RAAC had been found at the College and that it would be added to the national list of educational settings with confirmed RAAC and mitigations.</p>	
17.	<p><b><u>Any other urgent business</u></b></p> <p>No other urgent business had been received.</p>	
18.	<p><b><u>Agenda, minutes, and related papers – Trust copy</u></b></p> <p><b>RESOLVED:</b> That Minute 11 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.</p>	

The meeting closed at 19:12

Signature: .....  
CHAIR

Date: 23/11/23.....