

Kirklees Directorate for Children and Adults

Company no: 07729878

THE BOARD OF DIRECTORS OF SHARE MULTI ACADEMY TRUST

Minutes of the meeting of the Board of Directors of SHARE Multi Academy Trust held at 6.00pm at Shelley College on Thursday 13 February 2020.

Present

Mr A Kent (Chair), Mr M Dunkley, Mr N Javaid, Mr J McNally, Mrs L Rawlinson,

In Attendance

 Miss A Emery Minute Clerk
 Mrs D Howard, Director of Operations
 Mrs J Newson, Executive PA, SHARE Multi Academy Trust
 Mrs C Potterton, Director of Finance

Agenda Item	Discussion and Decisions	Action – who/by
389.	Apologies, consent and declarations of LAAPs and interests <ul style="list-style-type: none"> • The Chair welcomed all to the meeting and introductions were completed. • Apologies for absence were received from Mr M Day, Prof J Keay and Prof J Glazzard all with consent. • No one was declared as a LAAP. • The following declaration of interest was made <ul style="list-style-type: none"> - The wife of Mr M Dunkley works for SHARE MAT 	
390.	Matters for any other urgent business <ul style="list-style-type: none"> • Tender for external and internal audits 	
391.	Representation The following matters of representation were approved: <ul style="list-style-type: none"> • Appointment of Caroline Stannard, Trust Governor, Cowlersley 13.02.2020 • Appointment of Karen Preiss, Trust Governor, Heaton Avenue/Millbridge, 13.02.2020 • Appointment of Robert Milthorpe, Trust Governor, Thornhill 	

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	<p>Community 13.02.2020</p> <ul style="list-style-type: none"> • The re-appointment of Robert Iredale, Chair, Cowlersley 13.02.2020 • The re-appointment of Steve Washington, Vice Chair, Cowlersley 13.02.2020 • Sue Bonham to transfer from parent governor to trust governor 13.02.2020 • Kelly Cardwell to transfer from parent governor to trust governor 13.02.2020 • Chris Evans to transfer from parent governor to trust governor 13.02.2020 • Appointment of Mr Tony Walker, Thornhill 13.02.2020 • Appointment of Mrs Jennifer Whitehall, Thornhill 13.02.2020 	
<p>392.</p>	<p>Minutes of the previous meeting held on 5 December 2019 and any matters arising from the minutes</p> <p>RESOLVED: That the minutes of the meeting held on 5 December 2019 be approved and signed by the Chair as a correct record.</p> <p>The following Matters Arising were discussed:</p> <p><u>CEO’s Report to Directors Trust growth (Minute 380 (c) refers)</u></p> <p>It was noted that the Chief Executive Officer (CEO) had replied to the questionnaire from the University Technical College (UTC) and was awaiting their response. The Regional Schools Commissioner (RSC) was also aware of this development</p> <p>The CEO had also discussed the feeder middle school opportunity with the RSC and was now awaiting the decision of the MAST.</p> <p><u>Finance Report – Review of Governance, Finance & Resilience (Minute 380 (f) refers)</u></p> <p>Mrs C Potterton summarised the responses received so far.</p> <p><u>Audit & Risk Committee Update (Minute 384 refers)</u></p> <p>The Chair proposed that Mr R Milthorpe and Mrs K Cardwell be approached to see if they would consider joining the committee due to their financial backgrounds. All agreed that Mr M Dunkley as chair of the committee should contact them.</p> <p>Q. Could another Trust’s Financial Director also be approached? A. Yes, that can be done as well.</p>	<p>CP</p> <p>CP</p>

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	ACTION: Mrs C Potterton	
393.	<p>Reports for Directors</p> <p>(a) <u>Operations/HR Report</u></p> <p>Mrs D Howard circulated the report and updated the meeting.</p> <p>Q. When is the new payroll system being introduced and is it on track?</p> <p>A. Yes everything is on track so far for the new system going live in April. Dummy pay runs will be carried out in February and March.</p> <p>Q. Has it been recorded on the risk register?</p> <p>A. That can be checked.</p> <p>Q. There could be a major problem if the system went wrong, presumably?</p> <p>A. Yes, but the consultant's advice and the dummy runs should mitigate against this. There is also the option of using the current system if it doesn't work. There is a risk of the new system not working but not of the staff not getting paid.</p> <p>Q. Is the new Payroll Manager now in place?</p> <p>A. Yes she is and she brings a wealth of experience to the role.</p> <p>Q. How are the staff consultations on restructuring at Cowlersley and Millbridge progressing?</p> <p>A. The dialogue with staff has progressed and has been very positive with some small changes suggested by staff being implemented. The union are in agreement too.</p> <p>The CEO added that the Breakfast Club has had a very positive impact on the children's attendance.</p> <p>Q. Is the Huddersfield Town Foundation still sponsoring the Club?</p> <p>A. Yes the Foundation is still providing the food at the moment but SHARE MAT will do this if required in future.</p> <p>Q. Have the issues arising from the installation of Office 365 been sorted out now?</p> <p>A. Yes the server was declared as a spam deliverer so the new system had to be installed very quickly. Fortunately the ICT team had the expertise to do this.</p>	

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	<p>JN to liaise with ICT regarding issues experienced by some Directors when logging into the new system.</p> <p>The Chair updated the Directors on the Health & Safety meeting with the Facilities team which had been very positive.</p> <p>External Health & Safety audits had been carried out at the three secondary schools by A J Gallagher.</p> <p>Q. Were there any issues? A. No, both the Private Finance Initiative (PFI) schools scored well in the audits and Shelley College did well too. There were just some minor housekeeping issues around the state of the classrooms and stores.</p> <p>Q. Has the new Health & Safety Compliance Officer started now? A. Yes.</p> <p>Q. Is there any update on the issue with the pigeons at Heaton Avenue? A. Unfortunately pigeons have now got into the roof voids above two classrooms, causing noise and a potential health risk. SPIE were trying various measures and were looking to Kirklees for support.</p> <p>Q. Will there be a cost to the Trust? A. No the costs would be borne by SPIE. It was work in progress.</p> <p>(b) Finance Report</p> <p>Mrs C Potterton updated the meeting and alerted them to the delay in submitting the Accounts Return to the Education and Skills Funding Agency (ESFA), which was due to the external auditors. Provided the March and May returns are submitted on time, the Trust will be able to start afresh from September 2020. The auditors have undertaken to write to the ESFA to give a formal explanation for the delay but it won't change the outcome.</p> <p>Q. In terms of the budget, is spending on track overall? A. Yes, the Central Team are providing reports for all the schools every month and the management reports have all been distributed too. These are useful for Head Teachers to share at local Governing Body meetings. The Period 5 reports show that the budget variances are fairly stable and that six months in, the budget is on track.</p> <p>Q. What about the references to the Review of Governance,</p>	<p>JN</p>

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	<p>Finance & Resilience?</p> <p>A. The review needs to be finalised. Six questionnaires have already been completed and the results are very good so far.</p> <p>ACTION: Mrs C Potterton will re-circulate the questionnaire to Directors and Members and bring back the results to the next meeting.</p>	<p>CP & All</p>
<p>394.</p>	<p>School Resource Management Self-Assessment Tool</p> <p>Mrs C Potterton updated the meeting; all the questions have now been completed. The last question about the dashboard analysis could not be completed until mid-January 2020 as data was needed from the Accounts return for 2018-19. A response to the ESFA will need to be submitted once it has been tabled to the Directors.</p> <p>Q. Is there a deadline date for submission?</p> <p>A. No, there isn't as such. It was beneficial to look at this tool with the CEO and it will help the budget process in future.</p> <p>ACTION: Mrs C Potterton to circulate to the Directors prior to discussion at the next meeting.</p> <p>Q. Where has all the information come from?</p> <p>A. It was circulated to all Governors and there were also discussions with the Directors. The dashboard was populated from the Account returns information and national benchmarking was used.</p> <p>Mrs C Potterton explained that the dashboard provides Red, Amber or Green (RAG) ratings against a school's data that indicates how its spend and characteristics compare with similar schools and nationally recognised bandings and recommendations:</p> <p>Red rating indicates that school data is significantly out of line Amber – considerably out of line Green - in line Dark Green – better than recognised standards.</p> <p>Q. Should there be a correlation with Royds and Thornhill?</p> <p>A. Yes it would be useful to include Royds Hall but as it was not converted until 1 November, it wasn't included by the ESFA.</p> <p>Q. Why are there some Red and Amber ratings?</p> <p>A. These can be explained as the ESFA only consider the size of schools and not their individual situations. For example in section D the teacher contact ratio for Shelley – 0.72 - is lower than the recommended ratio of 0.78, but Shelley has a sixth form which</p>	<p>CP & All Directors</p>

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	<p>impacts on this ratio.</p> <p>Mrs C Potterton highlighted the following data as worthy of further investigation.</p> <p style="padding-left: 40px;">Expenditure on teaching resources at Thornhill is in the lowest 10% of similar schools.</p> <p style="padding-left: 40px;">Energy costs at Shelley are in the highest 20% of similar schools.</p> <p>Q. How precise is this benchmarking?</p> <p>A. Every school has its unique characteristics but it is a good starting point.</p> <p>Q. Is the aim to eliminate the Red ratings?</p> <p>A. Not necessarily. It is important to understand the reasons behind the ratings which can then help determine future budget priorities. It will support long term planning and parameters to be set for each school for up to three years.</p> <p>Q. Are there existing models available for schools to use?</p> <p>A. Yes, the Department of Finance and Administration (DFA) provides free models and webinars.</p> <p>Q. In terms of ESFA updates and the key points from the data findings, is there an expectation that action will be taken or is it more about suggestions for future action?</p> <p>A. No the ESFA are looking more for a response from schools and evidence that the data findings have been investigated and discussed.</p> <p>Q. If the raw data from this is available to parents, is there a risk that the right messages might not be conveyed?</p> <p>A. The data has not been published yet.</p> <p>Q. Presumably parents could request to see it however under the Freedom of Information (FOI) act?</p> <p>A. Yes, but the data does not cover a full school year, so that needs to be taken into account.</p> <p>ACTION: All agreed to take the documentation away and to send any further questions to Mrs C Potterton.</p>	<p>CP and All Directors</p>

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395.	<p>Trust Growth</p> <p>(a) <u>Update from RSC conversation and due diligence document</u></p> <p>The CEO updated the meeting on his conversations with the RSC and talked through the Criteria for a School joining the Trust template. He had taken the recent experience with Royds Hall as an example and highlighted the following for consideration amongst other criteria:</p> <p>Location Budget Pupil numbers Outcomes/results Pupil characteristics could be relevant in some cases Management and Governance</p> <p>The Chair added that this was not meant as a detailed due diligence report but it was a useful document.</p> <p>Q. This is a very good document but in terms of the numbers, and ranking schools, would you have a minimum score? In other words how would you rule a school out? Could there be a range of scores below an accepted level?</p> <p>A. The difficulty with that is a school might potentially score fully on every criteria except location, if it was in London for example.</p> <p>Q. What about a flow chart?</p> <p>A. A level of sophistication would be needed here. It seems best to look at an overall score underpinned by a full discussion. There are concerns about using cut off scores. The school's reputation could be a key factor for example.</p> <p>Q. Surely there already is sufficient information on the model template to aid discussion, without having to add an overall score?</p> <p>A. There is a need however to consider how to differentiate between the good and bad, and also how the model can best be used to save time and effort. RAG rating might be a good approach – with any Red indicators being flagged up and then further investigation to see if the school is worth considering further.</p> <p>Mrs D Howard added that that approach would be similar to a shortlist recruitment grid which had definite “nos” to discount candidates from further consideration.</p> <p>All agreed that that would be a good approach to follow.</p>	

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	<p>The Chair commented that in some organisations there could be scenarios where a Chief Executive wouldn't consider purchase of a product if it didn't reach a certain score, but in terms of the Trust, Directors would always investigate further, as there would be a lot to discuss and clarify about a school's situation.</p> <p>ACTION: The CEO to investigate a method of RAG rating.</p> <p>(b) <u>Pupil numbers</u></p> <p>DELETED – Minute 400 refers</p>	<p>CEO</p>
<p>396.</p>	<p>Verbal updates from Directors.</p> <p>(a) <u>Safeguarding</u></p> <p>The CEO reported that the Safeguarding and Behaviour reports had been completed.</p> <p>Q. Are there any exceptions to be aware of? A. The short term behaviour issues at Royds Hall were flagged up.</p> <p>Q. Were there any spikes? A. Some children with SEND hadn't received as much support as they needed, earlier on in their education.</p> <p>In terms of safeguarding, one issue was raised by pupils concerning the fencing at Royds Hall. At the moment the public can access the school grounds.</p> <p>Q. What is being done to address this? A. Options to install the fencing are being explored. The aim is to channel the public away from pupils at break and lunch times to maintain safeguarding, but it is also an open site during the evenings which needs to be taken into consideration. There have been no safeguarding referrals arising from this situation.</p> <p>Mrs L Rawlinson expressed concern and added that Royds Hall needed to address the situation very quickly.</p> <p>The CEO commented that the young people were not in any immediate danger as the adults were supervising the area.</p> <p>There were no further updates for the meeting.</p>	

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397.	<p>Approval of policies</p> <p>The last meeting of the Audit and Risk Committee reviewed the Annual Accounts and Financial Statements for Year ended 31 August 2019.</p> <p>(a) <u>Nursery Charging Policy & Procedure</u></p> <p>Mrs Potterton presented the policy to the meeting and explained that this was the policy drawn up for Cowlersley which had become a MAT policy. The CEO explained that Cowlersley had been pro-active in its approach and that the Cowlersley Community Out of School Club had left the site at Christmas.</p> <p>The key thing to note was the flexibility over the rates charged for the nursery provision, to ensure rates are competitive</p> <p>RESOLVED: That the Nursery Charging Policy & Procedure be approved and adopted</p>	
398.	<p>Correspondence</p> <ul style="list-style-type: none"> • ESFA notice – this was covered under the Finance report above. • Articles of Association – the CEO informed the meeting that these had been updated and sent to the Charity Commissioner for approval by the RSC 	
399.	<p>Any Other Urgent Business</p> <p>(a) <u>Tender for External and Internal Audits</u></p> <p>Mrs C Potterton informed the meeting that the current auditors had now completed their eight years and outlined the timetable for the tender. The existing auditors would continue for this academic year as agreed by members.</p> <p>The tender process to be recommended to the Audit & Risk Committee and to members.</p> <p>Tenders would be sent out to three or four audit firms at the end of April with a deadline of mid- May for any questions.</p> <p>Tender submission day would be 5 June with a selection panel in July.</p> <p>The results would be announced officially at the December AGM.</p>	

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	<p>Q. Could the current auditors re-apply? A. Yes, and it is normal practice to do so.</p> <p>Q. The ESFA doesn't stipulate a change of auditor? A. No the emphasis is on doing the tender processes with a year on year contract.</p> <p>Q. Could there be a tender process for internal auditors too? A. Yes the existing auditor did both audits but it is possible to have both an internal and also an external auditor.</p> <p>Q. Are there benefits to having two separate auditors? A. It is actually useful to have the same firm doing both audits.</p> <p>Mr M Dunkley commented that larger organisations often prefer different auditors to ensure total independence but it was more helpful in smaller organisations to have the same firm doing both.</p> <p>(b) <u>Remuneration Committee meeting</u></p> <p>Mr M Dunkley reported on the meeting which had taken place at the end of January. Discussion had been productive and Mr M Dunkey was following up on actions. He was looking for external bench marking information for all the roles which might be needed ,to take to the next meeting in March. A proposal would then be drawn up to bring back to Directors for approval. The ESFA also stipulate that the CEO's salary is checked to ensure it is proportionate.</p> <p>Q. Would any of the Financial Directors from other Trusts be able to help with this? A. Everyone seems to be in the same situation.</p> <p>The Chair suggested asking the Confederation of School Trusts (CST) for advice on the remuneration of CEOs.</p> <p>ACTION: Mr M Dunkley to consult the CST.</p> <p>All agreed that the Remuneration Committee should be put on the next agenda</p> <p>(c) <u>New appointment</u></p> <p>Mrs J Newson reported that Elisha Pyrah the new Marketing and Communication Officer would be starting at the Trust after half-term.</p> <p>(d) <u>Governor Training</u></p>	<p>MD</p>

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	Governor Induction training - Shelley College, 25 February 2020 Exclusions training - 25 March 2020 10am-3pm	
400.	Agenda, minutes and related papers – school copy RESOLVED: That minute 395(b) be excluded from the copy to be made available at the School, in accordance with the Freedom of Information Act.	

The Chair closed the meeting at 19.55pm