



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 22 September 2022.

Present

Mr M Dunkley (Chair), Mr M Day, Mrs D Howard (Director of Operations), Mr J McNally (Chief Executive Officer), Mr P Marshall, Mrs M Campbell, Mrs C Potterton (Director of Finance), Mrs K Wallett

In Attendance

Miss D Letremy (Minute Clerk)

Agenda Item	Discussion and Decisions	Action who/by
1.	<p>Election of Committee Chair and Vice Chair</p> <p>Committee members were invited to elect a Committee Chair and Vice Chair.</p> <p>RESOLVED: The committee elected Mr M Dunkley as Committee Chair and Mr P Marshall as Vice Chair.</p>	
2.	<p>Review Terms of Office</p> <p>Mr J McNally advised that a constitution will need to be drawn up for the committee which includes the terms of office being reviewed every two years.</p> <p>Q: is it easier to do this annually? A: This would be the safest option. There may end up being elections if more Governors are interested.</p> <p>RESOLVED: The committee agreed an annual review, at the first meeting of each academic year.</p> <p>Mr M Dunkley welcomed Mr M Day to the meeting.</p>	
3.	<p>Apologies, consent and declarations of LAAPs and interests</p> <p>There were no apologies for absence.</p>	

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	<p>The Chair informed that Mr V White is no longer a member as he has come to the end of his term of office and has chosen to retire.</p> <p>ACTION: A thank-you for his service to be passed on to Mr V White.</p> <p>There were no declarations of interest.</p>	<p>Chair</p>
<p>4.</p>	<p>Matters for any other urgent business</p> <p>The following item for Any Other Business was raised for discussion:</p> <p>i. Timing of the next meeting.</p>	
<p>5.</p>	<p>Minutes of the previous meeting held on 27 June 2022</p> <p>The minutes of the meeting held on 27 June 2022 had been distributed in advance of the meeting.</p> <p>RESOLVED: That the minutes of the meeting held on 27 June 2022 be approved and can be signed by the Chair as correct record of the meeting.</p> <p>The Chair requested that a separate list of agreed actions should be included within the papers for future meetings.</p> <p>ACTION: Agreed actions to be included in the papers for future meetings.</p> <p>The following matters arising were noted:</p> <p>(a) <u>Teaching School Hub Budget (Minute 344 (a) refers)</u></p> <p>ACTION: The TSH Report from Mrs M Campbell should be circulated to the A&RAC Members and to the Directors, with additional documents if required.</p> <p>(b) <u>Review Health & Safety and Fire Risk Audits and risk assessment process (Minute 345 refers)</u></p> <p>Mrs D Howard informed the committee that Mr A Kent has confirmed that it was the Information Governance report that was previously referred to in the Health & Safety report shared and reviewed during the June ARAC meeting.</p> <p>(c) <u>Review progress made to address key risks facing the Trust and recommend actions for next year (Minute 346 refers)</u></p>	<p>Clerk/Executive PA</p> <p>Chair</p>

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	<p>The Chair informed the committee that the GDPR audit is booked to take place next week and a report will be distributed in advance of the next meeting.</p> <p>Q: Why is this at Thornhill? A: They asked if they could speak to one school and we chose Thornhill.</p> <p>(d) <u>Review Trust Financial Policies (Minute 349 refers)</u></p> <p>ACTION: The Director of Finance (DoF) to circulate the latest Reserves Policy.</p> <p>(e) <u>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 (Minute 357 refers)</u></p> <p>ACTION: The DoF to distribute the benchmarking report in March</p> <p>(f) Review of Committee Effectiveness (Minute 359 refers)</p> <p>The Chair explained the review process and reminded members of the committee to complete the questionnaire in advance of the next meeting.</p> <p>ACTION: To complete Committee effectiveness questionnaire.</p> <p>(g) <u>Review Committee membership, TOR and Work Programme for the forthcoming year (Minute 360 refers)</u></p> <p>ACTION: The composition of the committee membership to be discussed and shared with the Board for a decision to be made by October 2022.</p>	<p></p> <p>DoF</p> <p></p> <p>DoF</p> <p></p> <p>ALL</p> <p></p> <p>Chair</p>
6.	<p>Consider any residual actions arising from the previous year's internal audit work and review and challenge the internal audit strategy/plan for the new financial year</p> <p>The Chair informed that there is a review next week.</p> <p>The DoF confirmed that there are currently no outstanding actions and that this year, as there is a move away from the traditional financial based internal audit structure, there are other audits to consider. This has been discussed with other Trusts and auditors and the other areas being considered are benchmarking data, carbon reporting and website compliance.</p> <p>Q: How many areas would you audit each year? A: Probably two for a Trust this size.</p>	

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	<p>Q: How established is our current carbon reporting? A: We do measure and report on the usage. This is monitored on a monthly basis. In regards to action to reduce this, we haven't really started on this journey, other than introducing low energy light bulbs. We would have to seek guidance in this area.</p> <p>Mrs D Howard informed that a Trust Sustainability Plan is currently being produced and there should be a policy in place by Easter next year.</p> <p>The Vice Chair suggested that now would be a good time to seek external guidance.</p> <p>Q: What did you have in mind in regards to benchmarking? A: This is from the perspective of the information provided to members and this committee, to give confidence that other Trusts and where we are, are all considered with an action plan of improvements.</p> <p>Q: Are we talking about an audit that would benchmark energy and give an action plan for savings? A: It would be much wider than just energy.</p> <p>Q: Is it possible through CST? A: I think in the past we have had RAG rated reports.</p> <p>ACTION: Mrs C Potterton to contact providers and feedback to the committee at the next meeting.</p>	DoF
7.	<p>Receive the Trust Academic Performance following summer examination results</p> <p>Results were shared in advance of the meeting and the CEO advised that nationally, grades have been awarded more generously than they were in 2019. The very broad headlines are:</p> <ul style="list-style-type: none"> • Sixth form data for Shelley is stronger than last year • Royds Hall outcomes have improved hugely and the positive trend should continue • Thornhill results have improved considerably and are likely to be above the national average • Shelley key stage 4 results have dipped slightly but are likely to be significantly above average • Whitcliffe Mount results are significantly below the national average • Significant increase in students entered for EBACC • KS2 results, on the whole, are disappointing. Millbridge are the exception, with significant improvements made across the board 	

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	<ul style="list-style-type: none"> Phonics is becoming an increasingly important measure and phonics results are at the national average <p>Mrs M Campbell congratulated Millbridge and noted the work to be done at Whitcliffe Mount.</p> <p>Q: Is there a strategy to raise the EBACC measure? A: There has been a positive shift in languages results and there is a strong Director of Languages in post with a new subject lead at Shelley. The poor performance is at Whitcliffe Mount and the biggest challenge is recruiting language teachers.</p> <p>Q: Do Directors discuss this in more detail? A: Yes, with a lot of scrutiny and challenge.</p> <p>The CEO confidentially informed the committee that there has been another OFSTED inspection and this school has been judged good.</p> <p>Q: Is there any further information regarding SEN support? A: The challenge that all Kirklees schools have is that to get support a child needs to be placed on SEN support. It could be behaviour or attendance, it is not necessarily SEN.</p>	
8.	<p>Recommending to Directors which key risks facing the Trust should be addressed</p> <p>The Risk Register had been distributed in advance of the meeting and Mrs D Howard informed the committee that a business meeting was held at the start of term to discuss the key risks which are the financial pressures to do with inflation and staffing costs and the failure to recruit skilled and experienced staff. Recruitment is an issue across teaching and support roles and a lot of factors are being considered.</p> <p>Following a number of meetings, PLMR, an award-winning PR agency, have been appointed to develop a communications strategy for the Trust and to support the delivery of this.</p> <p>The CEO reinforced that PLMR should be useful to help the Trust reputation and recruitment strategies.</p> <p>Q: A lot of work has been done in regards to cyber security so should the rating be re-evaluated? A: The rating is in regards to likelihood and impact. There is a case to argue that this could possibly now be amber and we will continue to do everything that we can.</p> <p>Q: In regards to the counter measures, is the information Triangulated, could this be looked at by the Board? Also, there</p>	

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	<p>isn't anyone against the actions relating to recruitment. A: These are really good points and there will be opportunities to bring expert bodies together. This is on the radar.</p> <p>Q: Is there anything else on the finance side as this area is red? A: This will be covered under agenda item 10.</p>	
9.	<p>Agree the Audit and Risk Assurance Committee's annual report to the Board and Accounting Officer</p> <p>The Chair informed that there will be an update at the next meeting.</p>	
10.	<p>Review of significant budget updates</p> <p>a) <u>Revised budget</u></p> <p>Mrs C Potterton advised the committee that the revised budget plan has not been distributed at this stage.</p> <p>b) <u>Teacher and support staff pay increase</u></p> <p>The 2022/23 Impact of revised pay scales on budget spreadsheet had been distributed in advance of the meeting and Mrs C Potterton talked the committee through the recommended pay increases. Discussions at union level are ongoing and there is a risk that this might change. However; currently this adds six hundred and ten thousand pounds on the budget. There are reserves and this can be funded.</p> <p>Q: Whitcliffe Mount isn't included, is it? A: No, the draft budget has just been finalised. We are close to an almost balanced budget.</p> <p>Q: When does a decision have to be made regarding the support staff pay? A: We do have to wait for the offer to be accepted.</p> <p>Q: Have calculations been done for the Teacher salaries based on current spinal points? A: Yes, we have created scenarios based on applying the new rates on to current contracts.</p> <p>Q: What about the energy rates? A: These haven't been included in this, this is purely salaries but this can now be done. Because we have PFI schools, we do have contract prices built in to the budgets. This information will be brought to the next meeting.</p>	

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	<p>The CEO informed the committee that the Secretary of State is expected to make a decision regarding the teacher pay increase this Friday. There is a proposal to award the support staff increase in advance of a decision being made, however; unions may challenge this. A letter has been sent to unions to inform them of the proposal and one union has responded today to confirm 'noted and thanks'.</p> <p>Q: Is consideration given to the fact that the reserve can only be spent once? A: This point has been made very strongly and the budget is continuously monitored and updated. This will be looked at again for this year and next, when pay increases have been agreed.</p> <p>Q: By dipping in to reserves to meet the shortfall, does this trigger any additional reporting or scrutiny? A: No, there shouldn't be and there is nothing beyond this to be concerned about.</p>	
11.	<p>Correspondence - record any correspondence received by SHARE Multi-Academy Trust Directors</p> <p>The CEO reported that a letter has been received from the Local Authority regarding the closure of the Lily Park site and a meeting has been held to discuss how this will be moved forward. This will be shared and discussed further at the Trust Board meeting.</p>	
12.	<p>Any other urgent business</p> <p>a) Timing of next meeting</p> <p>The Chair proposed that the next meeting be postponed to allow for the accounts to be distributed in advance of the meeting.</p> <p>RESOLVED: That the next meeting of the Audit and Risk Assurance Committee be held on 1 December 2022 at 6.00pm.</p> <p>The Chair requested that a copy of the A&RAC Work Programme be included within the papers for future meetings.</p> <p>ACTION: Copy of A&RAC Work Programme to be included in the papers for future meetings.</p>	Clerk/Executive PA
13.	<p>Agenda, minutes and related papers – Trust copy</p> <p>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.</p>	

The meeting closed at 7.38pm