



Kirklees Directorate for Children and Adults

Company no: 07729878

THE BOARD OF DIRECTORS OF SHARE MULTI ACADEMY TRUST

Minutes of the Meeting of the Audit & Risk Assurance Committee held at 5.30pm at Shelley College on Tuesday 18 September 2018.

Present

Mrs A Poppleton (Chair), Mr M Dunkley, Mr J McNally, Mrs C Potterton, Mr V White, Mrs D Howard, Mr A Ahmed, Miss E Lewis

In Attendance

Ms E Kilner (Minute Clerk)

Agenda Item	Discussion and Decisions	Action – who/by
165.	<p>Election of Chair and Vice Chair</p> <p>RESOLVED: That Mrs A Poppleton be elected as Chair for a term of 1 year.</p> <p>Mrs A Poppleton noted that she will resign as a governor of Shelley College.</p> <p>RESOLVED: That Mr M Dunkley be elected as Vice Chair for a term of 1 year.</p> <p>It was noted that Ms S Strafford has resigned from the Audit & Risk Assurance Committee.</p> <p>It was agreed that the Chair will write a letter of thanks to Ms S Strafford.</p>	AP
166.	<p>Apologies, consent and declarations of LAAPs and interests</p> <ul style="list-style-type: none"> • Apologies were received from Mrs M Campbell (a new Member) with consent. • Mrs A Poppleton was declared as a LAAP. • The following declarations of interest were made: <ul style="list-style-type: none"> - The wife of Mr M Dunkley works at Shelley College. - The mother in law of Mr J McNally has been appointed at Cowlersley Primary School as an Interim Head Teacher. 	

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167.	<p>Matters for any urgent other business</p> <p>The following matters are to be discussed under any other business:</p> <ul style="list-style-type: none"> • Approval of the Finance Policies. • Business Interests – reminding all that they are required to submit declarations. • Gender Pay Gap. 	
168.	<p>Minutes of the previous meeting held on 5 June 2018 and any matters arising from the minutes</p> <p>RESOLVED: That the minutes of the meeting held on 5 June 2018 be approved and signed as a correct record of the meeting subject to the changes below.</p> <p><u>Minute 153(a) Page 66 – end of first paragraph</u></p> <p>'PFI contacts' to be replaced with 'PFI contracts'.</p> <p><u>Minute 163 Page 71 – heading</u></p> <p>'2017 – 2018 academic year' to be replaced with '2018 – 2019 academic year'.</p> <p>The following matters arising were noted.</p> <p>(a) <u>Review of SHARE MAT annual reports and Financial Statements Year Ended 31 August 2017 (minute 152(b) refers)</u></p> <p>It was agreed that discussion of actions to address the gender pay gap will be deferred until the next meeting of the Audit & Risk Assurance Committee in November 2018.</p> <p>(b) <u>Trust Growth (minute 152(c) refers)</u></p> <p>Mr J McNally updated that conversion of the two schools has not yet completed due to PFI contract issues. Conversion is now on track for 1st October 2018.</p>	DH

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	<p>(c) <u>Audit and Risk Committee focus (minute 152(d) refers)</u></p> <p>Mrs C Potterton updated on progress with SHARE MAT budget including Royds Hall budget. The budget review process will continue through the autumn term aiming to finalise budgets with final funding and restructure impacts by end of December 2018.</p> <p>Implementation of restructure actions will commence from January 2019.</p> <p>Q. Have Royds Hall budget control processes improved?</p> <p>A. Yes. Mrs C Potterton has now taken control of the budget process and a new accounting system has been introduced across the Trust.</p> <p>Q. How much work remains to be done to finalise the SHARE MAT budget.</p> <p>A. A significant amount of work is required on restructures to reduce existing deficits and confirming income.</p> <p>Q. Will Junior school budgets be split out for Royds Hall?</p> <p>A. Yes, each school will have a budget.</p>	
169.	<p>Feedback from the Directors Meeting 11th September 2018.</p> <p>Mr J McNally updated the meeting.</p> <ul style="list-style-type: none"> • The focus of the meeting was discussion of Trust governance structures. • The proposed Interim Structure will be to continue with all existing schemes of delegation and a governing body structure as follows: <ul style="list-style-type: none"> - Heaton Avenue and Millbridge will have a combined governing body. - Royds Hall governing body will be separated into Secondary and Primary with the Royds Hall governing body continuing for Secondary education. 	

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	<ul style="list-style-type: none"> - Cowlersley governing body will continue and include Royds Hall primary education. - Thornhill governing body will continue as is. - Shelley governing body will continue as is. • Consideration of a Parents Council in the governance structure will be made. • Our Values as a Trust and Our Goals as a Trust were summarised. Mr J McNally noted that this was an initial view for discussion and refinement and that feedback from schools had been requested. • The Safeguarding and Child Protection Policy - Version - 1 September 2018 was approved and adopted. 	
170.	<p>Review of committee membership, TOR and work programme for the forthcoming year</p> <p>Terms of Reference and work programme had been circulated prior to the meeting for review.</p> <p>It was noted that existing terms of reference are based on HM Treasury Audit and Risk Committee Handbook.</p> <p>It was noted that the role of the members is to ensure that governance is effective and hold the board of directors to account.</p> <p>Discussion included consideration of:</p> <ul style="list-style-type: none"> • Should the committee report to the Members rather than the Board of Directors? • Could the Audit and Risk Assurance Committee make initial recommendations to the Board of Directors and if not satisfied then report to the Members? • Should quorum for a meeting be increased? • Should voting rights be weighted? <p>It was agreed that Mrs C Potterton would circulate a copy of the Treasury Audit and Risk Framework sample Terms of Reference.</p>	CP
	<p>It was agreed that quorum for a meeting should be 3 rather than 2 and this should be included in the revised draft Terms of Reference.</p> <p>It was agreed that the Chair and Mrs C Potterton would make a proposal for weighted voting rights.</p>	CP CP / AP

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	<p>It was agreed that Mr J McNally would circulate SHARE MAT structure charts to the members.</p> <p>It was agreed that Mrs C Potterton would work with the Chair to draft a revised Terms of Reference based on discussion. This copy would be circulated to all for review and comment and then be presented at the AGM on 4th December for Members to agree.</p> <p>It was agreed that minutes will from reporting from each meeting but in the case of exceptional issues, the Chair of the Audit and Risk Assurance Committee will write to the Chair of the Board of Directors to highlight issues and request a response.</p> <p>It was agreed that the work programme should be cross referenced to the revised Terms of Reference to make sure that all responsibilities of the Audit and Risk Assurance Committee are included in the work programme.</p>	<p>JMcN</p> <p>CP</p> <p>AP</p> <p>CP</p>
171.	<p>Internal Audit Checks</p> <p>Mrs C Potterton updated the meeting.</p> <ul style="list-style-type: none"> • Review of the HR and Payroll Audit findings will be deferred until the next meeting. It was agreed that the new HR function lead will be invited to the next meeting to present. • Mrs C Potterton will also review any other residual items from audit checks at the next meeting. • It was noted that the auditors are now suggesting a more generic approach to internal audit checks across the trust. It was agreed that Internal Audit programme will be submitted to the next meeting for review and agreement. <p>Q. Will the programme of checks be the same for all schools or will it allow for additional work at schools with issues?</p> <p>A. The programme will allow flexibility as required.</p>	<p>DH</p> <p>CP</p> <p>CP</p>
172.	<p>Trust Budget</p> <p>Mrs C Potterton updated that review of the 2018-19 Trust Budget will be deferred until the revised budget is available. Revised budgets will include the impacts of planned restructures and also all confirmed funding post completion of conversion.</p>	

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	<p>Revised budgets will be presented to the Audit and Risk Assurance Committee after presentation to Directors.</p> <p>Q. The current view includes significant deficits, will these be reduced in the revised budget view? A. Yes as it is expected that income will increase in the revised view and costs will reduce as a result of restructure plans.</p> <p>Q. How conservative are assumptions in the current budget view? A. Very conservative.</p> <p>Q. What budget has been agreed by directors? A. Directors have agreed the first year only relating to 2018/ 2019.</p> <p>Q. What is the timescale for completion of the revised SHARE MAT budget? A. This will be complete and approved before the end of December to allow restructure plans to be implemented from January 2019.</p> <p>Q. Are we still lobbying for additional funding? A. Yes but the main issue is primary pupil numbers at Royds Hall and Cowlersley.</p> <p>Q. Have we reviewed potential increases in pupil number in the area? A. Yes. Government figures suggest some growth in the area but the impacts may be limited as a new free school is being opened in the area.</p> <p>It was agreed that Mrs C Potterton would arrange a meeting with the new Trust Members to provide an overview of MAT budgets and finances.</p>	<p>CP</p>
<p>173.</p>	<p>Review of Key Risks</p> <p>Mr J McNally confirmed that the current key risk for SHARE MAT is the performance of Cowlersley Primary School.</p> <p>Q. Have any risks emerged after the summer exam results? A. Cowlersley performance is a major concern. Other primary school performance is in line with last year and Secondary performance is in line with expectations with Shelley College having strong performance.</p>	

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	<p>Q. When are final progress results available? A. Primary are available in December and Secondary in January.</p> <p>Q. How was A Level performance? A. Considerably improved. Only Shelley College has a 6th form.</p>	
<p>174.</p>	<p>Trustee Allowances</p> <p>Mrs C Potterton updated that only one Trustees claim had been made for £214 and confirmed that the claim was in line with the agreed policy.</p>	
<p>175.</p>	<p>GDPR Update.</p> <p>Mrs D Howard updated the meeting on progress.</p> <ul style="list-style-type: none"> • GDPR came into force at the end of May 2018. • Working parties have been put in place to ensure the trust is compliant. DfE documents, KEY and external training have all been used to inform the working parties and actions plans are now in place. • A GDPR policy is in place and a DPO has been appointed for the SHARE MAT. • School Business managers have been assigned responsibility for GDPR in their own schools. • A checklist with a RAG status is now in place for all actions that need to be completed at all schools. Some actions are quick fixes and some are longer term. • Visits have now started to all schools to review progress with the checklist of actions and to ensure that compliance is evidenced. <p>Q. Will risk assessment be performed on school non-compliance and potential parent challenges? A. Parent challenges are difficult to predict but schools risk assessment for non-compliance will be performed.</p> <p>Q. Who is responsible for Subject Access Requests? A. Individual schools will be responsible but logs will be maintained to allow overall review.</p>	
	<p>Q. Have data sharing agreements been put in place? A. Yes these are in place for LA, payroll and suppliers. All schools have a file of data sharing agreements as evidence.</p>	

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	It was agreed that an updated progress report would be presented to the next meeting including the checklist of actions for all schools and RAG status.	DH
176.	<p>Effectiveness of the Audit and Risk Committee</p> <p>Q. What are the measures of effectiveness? A. We could potentially use a questionnaire to measure.</p> <p>Q. Have we got a list of objectives? A. This will be covered by the Terms of Reference responsibilities.</p> <p>Q. Do we have a log of recommendations to Directors? A. Yes but this could be improved to include outcomes.</p> <p>It was agreed that a full effectiveness review will take place at the end of each academic year. The Chair will propose appropriate measures of effectiveness. The review will take place at the Audit and Risk Assurance Committee scheduled for 20th June 2019.</p> <p>Mrs C Potterton agreed to review and update the log of outcomes from Audit and Risk Assurance Committee actions and recommendations. This can then be used as an input to the effectiveness review.</p> <p>Mrs C Potterton agreed to present the log of recommendations and outcomes at each meeting of the Audit and Risk Assurance Committee.</p>	AP CP CP
177.	<p>Annual Report</p> <p>It was agreed that the Chair would draft the annual report and send to Mr M Dunkley and Mr V White for review. This report will summarise the recommendations made by the Audit and Risk Assurance Committee and the final report will be presented at the AGM on 4th December 2018.</p>	AP
178.	<p>Correspondence</p> <p>None.</p>	
179.	<p>Any Other Urgent Business</p> <p><u>Accounting Policies 2018 – 2019</u></p> <p>RESOLVED: That Accounting Policies 2018 - 2019 should be recommended to the SHARE MAT Directors meeting</p>	

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	for approval.	
180.	<p>Dates of meetings for the 2018 – 2019 academic year</p> <p>The next meetings of the Audit and Risk Committee are scheduled for:</p> <ul style="list-style-type: none"> • Tuesday 27 November 2018 at 5.00pm • Thursday 21 March 2019 at 5.00pm • Thursday 20 June 2019 at 5.00pm <p>Q. Can SHARE MAT Members attend SHARE MAT Directors meetings?</p> <p>A. Yes, they are eligible to attend but SHARE MAT Members must attend AGM scheduled for 8.30am on Tuesday 4 December 2018</p> <p>It was noted that the proposed Schedule of SHARE MAT meetings for 2018 / 2019 needs to be amended to show ‘SHARE MAT Annual General Meeting’ on 4th December at 8.30am replacing ‘SHARE MAT Directors Annual Meeting.</p>	Governor Clerking Service
181.	<p>Agenda, minutes and related papers – school 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 School, in accordance with the Freedom of Information Act.</p>	

The Chair closed the meeting at 7.15pm.

Chair M.



Date

27/11/18

