

**Uttoxeter Learning Trust  
Trustees' Board**

Minutes of a meeting of the Trustees' Board held in Picknalls First School, Uttoxeter, on Thursday, 13 December 2018 at 6.00pm.

**Present:**

Member and Trustee – Mr S Slater (in the chair)  
Trustees – Mrs E Bell, Mrs P Livesey, Mr L Trigg

**Also Present:**

Chief Executive Officer (CEO) – Mrs A Tapp  
Chief Finance Officer (CFO) – Mr A Storer  
Clerk to the Uttoxeter Learning Trust (ULT) – Mr R Sheldon

**Apologies:**

Apologies for absence were received from Mrs V Bennett, Mr R Oldham, Rev M Sherwin, Mr T Sutcliffe.

**114. Declarations of Interest:**

Declarations of interest were given from Mr S Slater (DfE consultant – Minute 115) and Mrs Tapp and Mr Storer (ULT employees – Minute 120).

**115. Chair – Power to Act:**

The chair reported on the following actions taken between this and the last meeting:

- He had written to the DfE to express concerns regarding changes made to the listing of schools in the performance tables. The changes had meant that the success of Thomas Alleyne's High School was not properly reflected in the tables.
- He had written to the DfE to express concerns regarding the new national funding formula which disadvantaged high schools in a three tier system.
- He had responded to JCB Academy who was consulting on changes to their admission arrangements. An objection to this had been made clear in the response.
- Arrangements had been made to meet with Cheadle High and Abbot Beyne High Schools with a view to possibly joining the ULT.

It was resolved –

That trustees fully support all actions taken by the chair.

**116. Trustees' Board Minutes:**

Minutes of a meeting of the Trustees' Board held on Wednesday, 17 October 2018 had been previously circulated.

It was resolved –

That the minutes of the meeting be received and approved.

## 117. Matters Arising:

a) Safeguarding Reviews (Minute 105(f) refers)

The CEO reported that five out of the seven schools had undergone a safeguarding audit and, although formal audit reports were still awaited, the schools had developed an action plan to ensure that any appropriate actions were taken.

It was resolved –

That the CEO be requested to circulate a copy of the audit report with the agenda for the next meeting to enable further discussion on this matter.

b) HR Central Role (Minute 112(a) refers)

The CEO reported that schools had agreed that a central HR role was not necessary. An HR appointment had subsequently been made by Thomas Alleyne's High School.

## 118. Chief Executive Officer Report:

The chief executive officer presented her report on the work of the ULT, a copy of which had been previously circulated. Discussion followed with particular reference to the following matters:

a) ULT Pay Policy

Staffordshire County Council had now made available its model pay policy and the CEO was currently working with Insight HR on updating the ULT pay policy, taking account of SCC guidance. Work was also being undertaken to revise the ULT staff code of conduct. Both policies would be presented at a Trust Board meeting early in the New Year for formal approval.

b) Growth of the MAT

The CEO reported that, together with the chair of the Trust Board, a number of meetings had been held with schools regarding the possibility of joining the ULT at a point in the future. Meetings had recently been held with St Mary's First School, Uttoxeter, and Abbot Beyne Secondary School, Burton. A meeting was also shortly to be held with Cheadle Academy. Trustees would continue to be updated on how the meetings developed.

c) Local Authority School Categorisation Letters

The CEO reported that all schools in the ULT, with the exception of middle schools had been given a level 1 category by the local authority – no concern. The middle schools had been given a level 2 category – some concern.

It was resolved –

That the CEO be thanked for her informative report and that it be received.

## 119. Education Committee Report:

Trustees had been previously circulated with minutes of a meeting of the Education committee held on 2 October 2018. Trustees also noted that a meeting of the Education committee had recently been held on 20 November 2018. In the absence of the committee chair, the chair of the Trust Board outlined the issues that had been considered at both meetings.

He reported that particular focus continued to be given to school performance, with the performance of middle schools causing the most concern. As such, the middle school headteachers had been requested to develop action plans to demonstrate actions being taken to bring about the required improvement. The CEO confirmed that action plans for the three middle schools were now in place and that good progress was being made.

The chair also reported that sixth form outcomes at Thomas Alleyne's High School were also of concern and that he had met with the headteacher to discuss actions taken to bring about improvement.

With regard to the first schools they were now all using FFT data to track pupil progress and Mr Sutcliffe had developed a flight path programme to help all schools track the continued progress across all schools in the ULT.

The chair also confirmed that external governance reviews for all schools had been agreed and should be completed by the end of term. Subsequent reports would be made available to trustees once received.

It was resolved –

- i) That the minutes of the Education committee meeting held on 2 October 2018 be received and accepted and that the report of the meeting held on 20 November 2018 be received and noted.
- ii) That the Education committee be requested to ensure continuous challenge to all schools to help bring about required improvements.

## **120. Finance Committee Report:**

Trustees had been previously circulated with minutes of a meeting of the Finance committee held on 25 October 2018. Trustees also noted that a meeting of the Finance committee had recently been held on 29 November 2018.

The chair reported that the meeting held on 25 October had focussed on the budget for Oldfields Hall Middle School and that the headteacher and chair of governors had been invited to attend the meeting to outline plans to make necessary savings. A number of options were being considered and the Finance committee had agreed to keep the school's budget under review.

The chair further reported that the meeting held on 29 November had focussed on the external audit and the auditors had also been present at the meeting to go through the draft report. Discussions had also taken place regarding a number of staffing issues and further details around this can be seen in the confidential appendix (attached).

It was resolved –

- i) That the minutes of the Finance committee meeting held on 25 October 2018 be received and accepted and that the report of the meeting held on 29 November 2018 be received and noted.
- ii) That the Finance committee be requested to continue to closely monitor school budgets causing concern and to ensure that appropriate actions are taken as necessary to balance budgets.

## 121. External Audit – Annual Report and Financial Statements:

The chair reported that, as outlined above, the draft annual report and financial statements for the period ended 31 August 2018 had been discussed in detail at the recent meeting of the Finance committee in the presence of the auditors (Mitten Clarke). He further reported that some information had still to be obtained before the report could be completed and this had caused the postponement of the original planned meeting of the Trust Board.

Trustees were then circulated with a copy of the final report and other associated documents and noted that the auditors had recommended acceptance of the report so that it could be signed off. Trustees agreed to go through the detail of the audit report and full discussion followed. A number of suggested amendments, as indicated, were agreed before the report could be signed off. The CFO was requested to make changes as necessary before re-submitting to the auditors. Agreed changes were:

### a) Trustees' Report

- Page 9 – amend reference to third party transactions to show that trustees are currently reviewing and investigating any third party transactions
- Page 13 – reference to pupil attainment and progress
- Page 14 – reference to fundraising complaints
- Page 20 – reference to external safeguarding reviews
- Page 20 – reference to in-year balance budgets
- Page 21 – reference to disclosure of information to auditors

It was resolved –

That, subject to the changes being made as indicated above, the Trustees' Report be approved and signed by the chair.

### b) Governance Statement

- Page 22 – amend trustee attendance figures
- Page 23 – reference to tendering for services
- Page 24 – reference to auditor report to trustees

It was resolved –

That, subject to the changes being made as indicated above, the Governance Statement be approved and signed by the chair and chief executive officer.

### c) Statement on Regularity, Propriety and Compliance

Several amendments to the wording of the statement were agreed.

It was resolved –

That, subject to the changes being made, the Statement on Regularity, Propriety and Compliance be approved.

### d) Statement of Trustees' Responsibilities for the Period Ended 31 August 2018

It was resolved –

That the Statement of Trustees' Responsibilities for the Period Ended 31 August 2018 be approved as presented and signed by the chair.

e) Independent Auditors' Report on the Financial Statements to the members of Uttoxeter Learning Trust

Discussion took place as to whether the report should be provided for Members or Trustees.

It was resolved –

That, subject to confirmation around the presentation of the report being to members or trustees, the Independent Auditors' report on the Financial Statements to the Members of Uttoxeter Learning Trust be approved as presented.

f) Independent Reporting Accountants' Assurance Report on Regularity to Uttoxeter Learning Trust and the Education & Skills Funding Agency

It was resolved –

That the Independent Reporting Accountants' Assurance Report on Regularity to Uttoxeter Learning Trust be approved as presented.

g) Statement of Financial Activities Incorporating Income and Expenditure Account for the Period Ended 31 August 2018

It was resolved –

That, subject to the CFO and CEO checking the figures, the Statement of Financial Activities incorporating Income and Expenditure Account for the Period Ended 31 August 2018 be approved and signed by the chair.

h) Notes to the Financial Statements for the Period Ended 31 August 2018  
Page 64 – amend statement relating to third party transactions.

It was resolved –

That, subject to the changes being made as outlined above, the Notes to the Financial Statements for the Period Ended 31 August 2018 be approved.

Trustees also considered two letters to accompany the annual report and financial statements. One was to be signed by the chair of the Trust Board to accept that the representations made by the auditor were on the basis of enquiries of management and staff with relevant knowledge and experience. The other letter, to be signed by the accounting officer for the auditors, was to confirm that responsibilities had been fulfilled under the requirements of the funding agreement between the ULT and the ESFA.

Discussion followed and the CEO was requested to make the following changes to the letter to be returned to the auditors (Mitten Clarke) by trustees:

Point 16 – amend to reflect previous discussions around third party transactions

Final paragraphs of letter – amend to make clear Trustee/ Trust Board responsibilities

It was resolved –

i) That, subject to the changes outlined above, the representations letter to be submitted to the auditors be approved and signed by the chair.

- ii) That the letter to be signed by the accounting officer for the auditors be noted.

## **122. External Audit – Report to Management:**

In addition to the annual report and financial statements, trustees had also been circulated with a copy of the auditor's Report to Management which included details of matters which were considered should be brought to the attention of trustees together with recommendations for possible improvements. Discussion followed and trustees noted particular concerns around the maintenance of the ULT website and the Gifts and Hospitality policy with reference to the purchase of alcohol through the use of school funds. The CEO reported that the ULT website had now been updated to reflect recommendations made.

Further discussion then took place regarding the audit process and concern was expressed regarding the time of receipt of the final annual report and financial statements and the subsequent time constraints for trustees to consider the document in detail and give approval.

It was resolved –

- i) That the CFO be requested to make all necessary changes to each of the documents considered and submit to the auditors for views.
- ii) That the CEO be requested to amend the Gifts and Hospitality policy to make clear that school funds should not be used for the purchase of alcohol under any circumstances.
- iii) That the CFO be requested to circulate the revised annual report and financial accounts to all trustees, to include any views of the auditor, and that trustee approval be sought before all documents were signed by the chair and CEO as appropriate.
- iv) That the chair be requested to also write to the auditors (Mitten Clarke) to express concerns regarding the audit process and the delay in trustees receiving the final documents.

## **123. Other Business:**

### **a) Third Party Transactions**

During consideration of the annual report and financial statements, trustees had fully discussed the legislation and guidance around third party transactions. The chair had also reported that this was something that the RSC and DfE were showing an interest in. Trustees had become aware that at least one member of a local governing body was undertaking third party transactions although they also recognised that this was permissible, subject to proper procedures being followed at the time of agreeing any transactions. Trustees were therefore anxious to ensure that procedures were made clear to all ULT members, trustees, local governors and employees and for a procurement process to be followed before any work was agreed.

It was resolved –

- i) That the CFO be requested to look at the Financial regulations to confirm all necessary actions to be taken in the event of any third party transactions.

- ii) That all local governors and senior staff in all schools be requested to complete a return to declare any third party transactions and that before any such appointments could be made in the future, approval must be given by the chair of the ULT Trust Board or the chair of the ULT Finance committee.
- iii) Mr Trigg was requested to produce a pro-forma to declare or request any third party transactions and that, once available, the CEO be requested to circulate to all schools for it to be effective as soon as possible in the new year.

b) Recently Elected Chairs and Vice-Chairs of Local Governing Bodies

Trustees were reminded that the responsibility for electing chairs and vice-chairs had been delegated to the local governing bodies but that final approval for any election should be made by the Trust Board. The CEO had previously circulated the names and pen portraits of recently elected chairs and vice-chairs:

- Mr S Clarke – chair of governors (Oldfields Hall Middle School)
- Mr M Prescott – chair of governors (Thomas Alleyne’s High School)
- Mr M Osborne-Town – vice-chair of governors (Thomas Alleyne’s High School)
- Mrs C Wheawall – chair of governors (All Saints CE First School, Leigh)
- Mrs J Ingram – vice-chair of governors (All Saints CE First School, Leigh)
- Mrs S Atkinson – vice-chair of governors (All Saints CE First school, Leigh)

It was resolved –

That trustees approve the election of the chairs and vice-chairs as detailed above.

c) Register of Interests

Trustees agreed that this item be deferred for discussion at the next meeting.

d) Code of Conduct

Trustees agreed that this item be deferred for discussion at the next meeting.

**124. Date of Next Meeting:**

It was resolved –

That the next meeting of the Trustees’ Board be held in Thomas Alleyne’s High School on Wednesday, 13 February 2019 at 6.00pm.

Signed.....

Date.....