

National Church of England Academy Trust (NCEAT) General Meeting

Minutes of Meeting

Tuesday 11 December 2018

6.00 PM - The Whiting Room

Membership			'A' denotes absence
Mrs L Allen	LA	Parent Governor	
Mrs C Ball	CB	Foundation Governor	
Mrs K Cowley (Vice-Chair)	KC	Foundation Governor	
Mr C Dean	CD	Community Governor	
vacancy		Appointed Parent Governor	
Mrs J Eastwood	JE	Foundation Governor	
Mrs A Harmston-Hall	AHH	Parent Governor	
Mrs E Hopkin	EHO	Staff Governor: Teaching	Apologies
Mrs H James	HJ	Foundation Governor	
Mrs G Johnson	GJ	DALP Governor	
Mr S Jones	SJO	Staff: Executive Principal	
Mr A McKibbin	AM	Foundation Governor	
Mr B Marshall	BM	Foundation Governor	
Mrs K Mitford (Chair)	KM	Foundation Governor	
Mr J Oldfield	JO	Foundation Governor	
Rev J Stephens	JS	Foundation Governor (ex-officio)	
Mr M Paine	MP	Foundation Governor	
Mr S Yardley	SY	Foundation Governor	
<i>In attendance</i>			
Mrs S Robbins	SR	Associate Governor	
Miss J Heath	JHE	Interim Principal	
Mr C Pickering	CBP	Chief Executive Officer	
Mr G Corban	GCO	Chief Operating Officer	
Mr N Spraggins	NS	Chief Executive, Southwell & Nottingham Diocese Board of Finance	
Mrs A Elway	AKE	Company Secretary and Clerk	
Mrs S Flear	SF	Auditor - Smith Cooper	

NCE/10/1819	<p>Apologies & Welcome</p> <p>The Chair welcomed everyone to the meeting and advised that the following apology for absence had been received: -</p> <p style="padding-left: 40px;">Mrs E Hopkin: other commitment</p> <p>Governors were asked to consider and agree the apologies submitted. The apologies were approved.</p>	
NCE/11/1819	<p>Declarations of interest and any changes since last declaration made</p> <p>There were no declarations of interest, either direct or indirect, for any items of business on the agenda and there had been no new declarations of interests since declarations had last been made.</p>	
NCE/12/1819	<p>Election of Chair</p> <p>Trustees were asked for nominations for chair. Mrs Mitford was nominated and she confirmed she was willing to re-stand as chair until her term of office as a Trustee/Governor expires on 31 August 2019.</p> <p>She left the room</p> <p>Her appointment was proposed and seconded and it was Resolved To appoint her as chair. Trustees noted that succession planning discussions for Chair of the Trust need to be held during this academic year.</p> <p>Mrs Mitford returned to the room.</p>	
NCE/13/1819	<p>Election of Vice-Chair</p> <p>Nominations were requested and Mrs Cowley was proposed. She left the room</p> <p>Her appointment was proposed and seconded and it was Resolved To appoint Mrs Cowley as vice-chair until the first Trust meeting in the 2019 Autumn Term.</p> <p>Mrs Cowley returned to the room.</p>	
NCE/14/1819	<p>Minutes of the meeting dated 11 September 2018 (attached)</p> <p>The minutes of the meeting having previously been received were agreed and signed by the chair.</p>	
NCE/15/1819	<p>Matters arising from meeting 11 September 2018</p> <p style="padding-left: 20px;">- NCE/004/1819 – Matters Arising - DAT/NCEAT Cost Sharing</p> <p>Mr Corban confirmed that the proposed transfer between NCEAT and DAT had not taken place. The cost reduction programme implemented throughout the latter part of the financial year had resulted in the outturn and cash flow forecast of both Trusts being in a healthy position as at 31 August 2018.</p> <p>Mr Corban advised Trustees of a new requirement within the Academies Financial Handbook to report all Related Party Transactions to the ESFA prior to them taking place. As the ESFA regard NCEAT and DAT as separate entities all transactions between the two will fall within this obligation.</p> <p>Mr Corban advised that he will prepare a paper to share with both Trusts Trustees articulating the transactions.</p>	GCO – RPT

	<p>Mr Marshall reminded Trustees that NCEAT funds had been transferred from Mansfield Building Society in anticipation of the transfer of funds to DAT. Mr Corban confirmed this was still in the bank account and he would make arrangements to reinvest it. He advised that the Trust Investment and Reserves policy had been updated recently and as well as the top rated banks being identified for investment, there remains provision to invest in local institutions. Trustees confirmed that the money should be reinvested into Mansfield Building Society.</p> <ul style="list-style-type: none"> - NCE/005/1819 – Review of Membership – Future of staff representation <p>Mrs Mitford advised that the September 2018 Academies Financial Handbook states that staff should not be Trustees however the Articles of Association (AoA) has provision to appoint 3. Following a discussion, Mr Spraggins agreed that there is a need to revisit the AoA and confirmed that Mrs Mitford should meet with Diocese representatives to discuss this.</p> <ul style="list-style-type: none"> - NCE/005/1819 – Review of Membership – Church representation <p>Since the last meeting, Rev. Jo Stephens had been appointed as a Church representative.</p> <ul style="list-style-type: none"> - NCE/006/1819 – Governance Update – Code of Conduct returns <p>All Code of Conduct forms had now been returned.</p>	GCO
NCE/16/1819	<p>Membership Update</p> <ul style="list-style-type: none"> - <i>Introduction and welcome to new trustee Rev Jo Stephens</i> - <i>To note the reappointment of Mrs Connie Ball and Mr John Oldfield for a further four year term of office</i> - <i>To note the resignation of Mrs Melissa Draycott from 20 November 2018</i> <p>Rev. Stephens was welcomed to the meeting and the above membership changes were noted. Mrs Mitford advised that the parent vacancy created by Mrs Draycott's resignation will not be filled until the AoA have been reviewed.</p>	
NCE/17/1819	<p>Correspondence</p> <ul style="list-style-type: none"> - ESFA Letter to Accounting Officers 18 September 2018 (attached) <p>Trustees had previously received the ESFA letter and noted that the contents had been considered.</p>	
NCE/18/1819	<p>DALP Scheme of Delegation</p> <ul style="list-style-type: none"> - For noting Trust and Local Academy Board responsibilities <p>Mr Jones advised that the Scheme of Delegation is being reviewed and will be received at the next meeting.</p>	Agenda 5/3/19
NCE/19/1819	<p>General Data Protection Regulations (GDPR)</p> <ul style="list-style-type: none"> - For noting GDPR questions for governors list (attached) <p>Trustees confirmed they had received the sample questions to ask staff at meetings. The clerk advised that a newsletter had been sent to all staff to remind them of their responsibilities in ensuring data is kept secure. This has also been posted to the new staff portal which Trustees have access to.</p>	
NCE/20/1819	<p>Local Policies for Ratification</p> <ul style="list-style-type: none"> - Literacy Policy (referred from Standards and Outcomes Portfolio Team 26 September 2018) (attached) <p>The policy, having previously been received was ratified.</p>	
NCE/21/1819	<p>Chief Executive Officer update</p> <p>Mr Pickering advised of the financial challenge that all education institutions</p>	

	<p>are facing. Since his return from secondment there has been a review of non-pay and staffing costs to ensure that each academy is as streamlined as possible to direct funds into front line education. Leadership and Management across the organisation is being reviewed and the executive leadership has already been streamlined with the DCEO role not being replaced when Mrs Clinton left. The Senior Executive Leads (SELs) have all been given key roles across the organisation as well as leading a cluster and Mr Jones retains close links with NCEA with Miss Heath being the Interim Principal for the remainder of the academic year.</p> <p>The group will continue with 14 academies for the time being and will continue to develop and work with other schools through Service Level Agreement (SLAs).</p> <p>Addressing Mr Spraggins, Mr Pickering confirmed that any Church of England schools would be welcome into the MAT.</p>	
NCE/22/1819	<p>Date and time of future meetings Tuesday 5 March 2019: Whiting Room: 6.00pm</p>	
NCE/23/1819	<p>Determination of confidentiality and Equalities Act and Nolan Principle consideration Governors considered whether anything discussed during the meeting should be deemed as confidential and whether during the discussions any equal opportunities had arisen. It was resolved that there were no items discussed that were deemed to be confidential and there had been no Equalities Act implications to consider. The Nolan Principles had been considered throughout all discussions.</p>	

Presentation of 2017/18 Financial Accounts and Audit Findings Report by Smith Cooper Auditors – previously received

Mrs Sarah Cooper joined the meeting at 6.25pm

Referring to the Audit Findings Report she was pleased to advise a non-qualified audit opinion confirming that all statutory and regulatory actions had been completed. There were no significant issues to report and those that had been raised had been discussed with management who had agreed to make adjustments accordingly. Key matters arising were:

- Ensuring trip income and expenditure funds and School Games Organiser are correctly accounted for
 - A dormant bank account had been identified. Mrs Mitford confirmed she had given instructions for this to be closed
 - Staff are advised to contact the ESFA regarding unspent boiler grant money. The ESFA can confirm the process to deal with any clawback
- Mrs Flear advised the report noted a number of items for reference only which had been added to the September 2018 Academies Financial Handbook and which academies will be tested on within the 2018/19 accounting period specifically:
- Rigour around management reporting, budget setting and cash flow forecasts
 - The Board must meet at least 6 times a year and if this is fewer what arrangements have been made to fulfil Trustees responsibility
 - Management Accounts are to be shared with all Trustees at least 6 times a year.
 - Letters from the ESFA to be shared with the Board
 - Related Party Transactions to be advised to the ESFA before processing (as discussed above)
- Mr Marshall enquired how many transactions they are between NCEAT and DAT. Mr Corban advised he will advise Trustees and declare all transactions in one go to the ESFA. Following a meeting with Mark Foley of the ESFA, the 2 Trusts will be part of a pilot scheme to review this new procedure.
- Clarity regarding setting executive pay

Mrs Flear referred to Appendix A which reported some minor control issues and which have had management comments added. There were no significant deficiencies to report to the ESFA

Trustees thanked Mrs Flear for her attendance but raised the issue of the receipt of the Accounts which for the 3rd year running had been received at the last minute. This does not give Trustees time to digest the information or raise questions. Mrs Flear advised the timescales involved and advised she was happy to receive any queries by email following the meeting. Mrs Mitford confirmed she had met with the Auditors prior to the release of the Accounts and Audit & Risk Committee had received a draft copy to review.

Following a discussion, it was suggested that Smith Cooper attends the November F&R portfolio meeting to present the accounts. The chair of the portfolio will then make recommendation to the Board for approval. Trustees confirmed this course of action. Mr Spraggins confirmed that he does not need to attend that meeting but will attend the AGM.

In response to a question, Mrs Flear reiterated that there are no significant deficiencies noted in the Accounts.

Trustees confirmed that Mrs Mitford could sign the Accounts on their behalf.

Mrs Flear left the meeting at 6.40pm.

Mrs Mitford referred to the Declarations of Interest note within Appendix A of the Audit Findings Report. To avoid getting this note in the future she suggests that ALL declarations of interest are published whether they are deemed to be 'relevant' or not. She asked Trustees to ensure that the clerk was advised each time any declarations changed in order that the information on the website is always correct.

Trustees confirmed the above.

It was agreed that the Trust and AGM will be held on Tuesday 10 December 2019 at 6pm

The meeting closed at 6.50pm

SignedPrint.....Date:/...../2018