Minutes of the Meeting of the Board of Directors
held at 4.30pm on Monday 11 December 2017
at Mary Rose Academy, Gisors Road, Southsea, PO4 8GT.

Present: Mark Mitchell (MM) Chair
          Alison Beane (AB) Executive Headteacher, Director
          Judith Smyth (JS) Director
          Chris Green (CG) Director
          Alistair Gray (AG) Director
          Simon Yates (SY) Director

In attendance: Michaela Johns (MJ) Audit Director, HWB Accountants
                Lorraine Swanson (LS) SAT Business Operations Director
                Karen Frost (KF) Company Secretary

Apologies: SJ Davis (SD) Director
           Darryl Morgan (DM) Director

1 WELCOME AND APOLOGIES
1.1 The Chairman welcomed everyone to the meeting. Apologies for absence were received and accepted from SJ Davis and Darryl Morgan. Simon Yates was attending the meeting via telephone conference.

2 DECLARATION OF PECUNIARY INTERESTS
2.1 There were no declarations of pecuniary interest relating to the items on the agenda.

3 MINUTES OF THE PREVIOUS MEETING
3.1 Audit Committee Meeting
3.2 The minutes from the meeting of the Audit Committee held on 30 October 2017 had been received in advance of the meeting. The Chairman explained that, as part of the new governance structure, the Committee had met for the last time on 30 October 2017 and so the minutes had been brought to the Board for approval. They were unanimously agreed to be an accurate record of the meeting and were signed by the Chair.
3.3 Directors reviewed progress towards the actions agreed in the meeting:

4.1 LS would speak with the auditors about whether depreciation for computer equipment could be extended to five years.

4.4 The Finance Regulations would be updated to reflect the new Scheme of Delegation, once the Scheme had been signed off by the Board.

6.2 A report from the external IT audit had been received. The IT back up system was now more robust and backed up in three different areas.

7.0 There was only one community user who didn’t have their own public liability insurance, a parent and child who made use of the sensory room. It was agreed that the Trust needed to be adequately covered and that changes would be made to the Letting Policy to ensure this was the case.

Action: MM/LS

3.4 SAT Board Meeting

3.5 Minutes from the meeting of the Board held on 30 October 2017 had been received in advance of the meeting. They were unanimously agreed to be an accurate record of the meeting and were signed by the Chair.

3.6 Directors reviewed progress towards the actions agreed at the last meeting:

1.0 The Scheme of Delegation had been amended and was on the agenda for approval.

2.0 A meeting to review the vision and mission of the Trust would be held in the spring term.

3.0 A working party had been formed to look at the new GDPR.

4 MATTERS ARISING

4.1 The Chairman drew attention to minute 8.6 which discussed having a greater separation between Local Governing Bodies and the SAT Board. The Chairman proposed that Louise Wilders be appointed as Chair of Cliffdale Primary Academy Local Governing Body for a term of two years. Directors were in unanimous agreement with the proposal and it was resolved that Louise Wilders would become the Chair of the Local Governing Body.

4.2 Referring to minute 9.11, the Chairman gave an update on the Free School proposal. Another Academy Trust had put in a bid for the Free School which would not be on the Redwood Park Academy site if it went ahead.
5 ANNUAL REPORT AND ACCOUNTS

5.1 The draft Annual Report and Accounts and the Audit Findings Report were received in advance of the meeting.

5.2 Annual Report and Accounts

5.3 The Audit Director drew attention to key points in the report:

5.4 Unrestricted reserves stood at £259,477. Directors discussed the amount of reserves, noting that the Board had previously agreed the objective of having a reserve that would cover a month’s salaries. It was suggested that the objective be reviewed as part of the strategic planning process. Directors asked what the precedent was in other academies. The Audit Director said there had been an increase in the amount of financial notices to improve. Other academies were looking at other ways of earning income.

5.5 Directors discussed the pension deficit. In 2016/17 there had been a reduction in liability from £2.9 million to £2.4 million, however, this remained an area of risk that would need to be considered in the future.

5.6 An unqualified audit opinion had been given with no recommendations needed.

5.7 Redwood Park Academy had been included for the first year, the valuation was based on information from the Local Authority as the official valuation from the Department of Education hadn’t been received.

5.8 Solvency was good with net current assets of £749,454. This included the underspend by the Portsmouth Teaching School Alliance (PTSA). Directors suggested adding a separate note to the Annual Report and Accounts to make it clear that the PTSA underspend was fully committed. It was agreed to look into this following the audit of the PTSA accounts that was taking place on 13 December 2017.

Action: MM/LS

5.9 There was a new note in the accounts about gifts. This was line with expectations and not an area of concern

5.10 The staff costs included the new apprenticeship levy which was a total of £5,828. LS confirmed that the Academy was drawing down some of the levy to support apprenticeship training in the Trust.

5.11 Directors reviewed the deferred income which included Universal Infant Free School meals and trip income.

Signed:……………………………………………………………………                           Date:……12 March 2018..

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5.12 Directors were in unanimous agreement to approve the Annual Report and Accounts subject to the suggested amendments being made.

5.13 **Audit Findings Report**

5.14 Directors asked whether the Trust would be able to meet all of the recommendations included in the report. The Business Operations Director said she was confident that it would and a number were already completed. Directors asked for timescales to be added to the recommendations.

**Action:** LS

5.15 Directors asked about the process for updating the names of members on the GIAS system. The Company Secretary said there had been a delay as changes to the GIAS system had caused the edit facility to be unavailable for a time.

5.16 The Audit Director said the recommendations were all easy to correct and she thought the Academy Trust was in the upper quartile of good practice. Directors discussed issues around purchasing and obtaining the necessary quotes.

5.17 Directors thanked the Audit Director for her report and said they had found the audit process to be effective with good working relationships in place.

*MJ left the meeting and CG/AB entered the meeting at 5.25pm.*

6 **FINANCE**

6.1 **Budget Monitoring**

6.2 A SAT finance report dated 11 December 2017 along with management accounts and cashflow reports for each of the academies were received in advance of the meeting. The reports were based on the position as at 31 October 2017.

6.3 The forecast outturn for 31 August 2018 was a surplus of £197. Directors reviewed the financial position in each of the academies noting that the Mary Rose Academy had a predicted deficit of £57,490. There was quite a big difference in the Redwood Park Academy figures compared to budget as the new banding levels had been taken into account.

6.4 Directors asked how often the budget was reforecast throughout the year. The Business Operations Director said she was hoping to start reforecasting on a monthly basis going forward as recent changes had made this possible.

6.5 Directors expressed concern at the increasing amounts being spent on agency staff and asked that thought be given to whether supply was essential when a member of staff was absent.
6.6 Directors discussed the predicted deficit at Mary Rose Academy which was largely due to funding issues, particularly with the Albert Annexe but also the nursery. It was agreed that a resolution would need to be found to the funding issues early in the new year or the Trust would have to take steps to close the Albert Annex as it wasn’t sustainable in the long term under the current funding arrangements.

6.7 Directors reviewed the cashflow reports. No concerns or issues were raised.

6.8 **Report from Portsmouth Teaching School Alliance (PTSA)**

6.9 A PTSA finance report dated 11 December 2017 and the PTSA management accounts were received in advance of the meeting.

7 **STRATEGIC PLAN**

7.1 **Update on Strategic Plan**
A meeting of the Trust Board would be arranged for the spring term to review the vision, mission and strategic direction of the Trust. An external facilitator would be organised for the session.

7.2 Referring to the strategic plan in the Annual Report and Accounts, Directors suggested some minor amendments to the section which it was agreed would be made.

7.3 **Report from meeting with RSC**
AB and SD had attended a meeting with the RSC to review the Trust’s progress. Copies of the self-evaluation reports from December 2016 and October 2017 were sent to the RSC in advance of the meeting. During the meeting, the RSC looked at the Trust’s financial position, the governance structure and plans for growth. In terms of growth, the RSC saw the Trust continuing with its special school status but spreading.

7.4 The governance structure of the Trust had been a key focus of the meeting and the progress made was recognised especially in terms of the separation being made between the Members, Trust Board and Local Governing Bodies and the new membership of the Members and Trust Board. There was still further work to do in terms of embedding the new structure.

7.5 **SAT Self-Evaluation**

7.6 The self-evaluation reports from December 2016 and October 2017 were received in advance of the meeting.
8 CHIEF EXECUTIVE OFFICER REPORT

8.1 Cliffdale Primary Academy

8.2 The Cliffdale Primary Academy Head of School report dated autumn 2017 and a report from the Challenge Partners review dated October 2017 were received in advance of the meeting.

8.3 The Challenge Partners review had confirmed the Academy to be excellent in all areas and the Forest School was found to be an area of excellence. It was planned to roll out the Forest School to the other academies in the Trust.

8.4 Directors asked about the ‘even better if’ comment about progress with a values system. The Executive Headteacher said that the Trust had recently bought some new software to replace the Wheel which would be relaunched in the spring term. Directors suggested thought be given as to whether the new software would be compliant with the GDPR.

8.5 Directors congratulated all staff at the Academy for the extremely good report.

8.6 Redwood Park Academy

8.7 The Redwood Park Academy Head of School report dated November 2017 and a report from the Challenge Partners review held in November 2017 were received in advance of the meeting.

8.8 The Challenge Partners review had found the Academy to be a strong ‘good’ with ‘outstanding’ on the horizon. Directors were very impressed with the quick turnaround at the Academy and passed on their thanks and congratulations to all staff.

8.9 Mary Rose Academy

8.10 The Mary Rose Academy Head of School report dated November 2017 was received in advance of the meeting.

9 PAY COMMITTEE REPORT

9.1 The Chairman reported that the Pay Committee had met to review the recommendations for teacher and leadership team pay increases. The Committee had also reviewed payments of Additional SEN allowance across the Trust to ensure consistency.
10 BOARD OF TRUSTEES

10.1 Scheme of Delegation

10.2 The final version of the Scheme of Delegation for 2017/18 was received in advance of the meeting and was approved by the Board.

10.3 Schedule of Meetings

10.4 Committee Chairs were asked to organise meeting dates for the new Committees in the spring and summer terms.

Action: SD/AG/KF

10.5 Membership of Committees

10.6 Membership of the Committee was agreed as:

<table>
<thead>
<tr>
<th>Finance Committee</th>
<th>Standards Committee</th>
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<tbody>
<tr>
<td>SJ Davis (Chair)</td>
<td>Alistair Gray (Chair)</td>
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<tr>
<td>Mark Mitchell</td>
<td>Steve Frampton</td>
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<td>Judith Smyth</td>
<td>Alison Beane</td>
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<td>Chris Green</td>
<td>Simon Yates</td>
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<td>Vacancy</td>
<td>Darryl Morgan</td>
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<tr>
<td>In attendance: Lorraine Swanson</td>
<td>In attendance: Mark Mitchell</td>
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11 POST

11.1 Governors received a copy of the ESFA letter to Accounting Officers dated 17 November 2017 in advance of the meeting.

12 ITEMS FOR THE NEXT MEETING

- Update on GDPR

13 CLOSE

13.1 There was no further business and the Chair declared the meeting closed.

13.2 The date of the next meeting of the Board would be held on Monday 12 March 2018 at 5.30pm.
# Summary of Actions

<table>
<thead>
<tr>
<th>No.</th>
<th>Action</th>
<th>By whom</th>
<th>Target Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Arrange a meeting date and facilitator to review the vision and mission of the Trust.</td>
<td>MM/AB</td>
<td>Dec 17</td>
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<tr>
<td>2.</td>
<td>Speak to the auditors about whether depreciation for computer equipment can be extended to five years.</td>
<td>LS</td>
<td>Jan 18</td>
</tr>
<tr>
<td>3.</td>
<td>Update the Finance Regulations to reflect the new Scheme of Delegation.</td>
<td>LS/MM</td>
<td>Jan 18</td>
</tr>
<tr>
<td>4.</td>
<td>Update the Lettings Policy to ensure the Trust is covered in all circumstances.</td>
<td>LS/MM</td>
<td>Jan 18</td>
</tr>
<tr>
<td>5.</td>
<td>Add a note to the Annual Report and Accounts about the Teaching School underspend.</td>
<td>MM/LS</td>
<td>Dec 18</td>
</tr>
<tr>
<td>6.</td>
<td>Add timescales to the recommendations within the audit findings report.</td>
<td>MM/LS</td>
<td>Dec 18</td>
</tr>
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