

MEDWAY ANGLICAN SCHOOLS TRUST (MAST)

DRAFT MINUTES OF A BOARD MEETING HELD  
ON 11 DECEMBER 2018 AT 16:00  
AT ST. MARGARETS CE JUNIOR SCHOOL

**PRESENT:** Oliver Allen, Julia Clarke (Chair), Hilary Sanders (CEO)

**IN ATTENDANCE:** Natalie Hobbs (MAST Clerk), Kirstin Barker (CFO), Representative from Kreston Reeves

Item	Main discussions and agreed actions	Action by
1	<b>Opening Prayer</b> The Chair led with a prayer.	
2	<b>Welcome and Apologies for Absence</b> Apologies were received and accepted from Steve Coleman and Gill Mond. All other Directors were present. <b>The meeting was quorate.</b> Quorum is 3 or 1/3 (one third) of the number of appointed directors, whichever is highest.	
3	<b>Declaration of Business Interests Pertinent to Items on the Agenda</b> There were no new business interests declared.	
4	<b>Trust Recruitment and Membership</b> The Chair outlined that there are currently 5 Directors in post. The Board still require HR and Legal expertise. Avenues that were being explored previously are no longer available. A Director asked if it was worth calling on KAPE to provide the HR and Legal advice we require? The Chair confirmed that yes and as long as the Board are following the policies then they should only need to step in if something goes wrong. The CEO also confirmed that KAPE would be doing a suite of HR training for the SLT which the Board could also attend. The CEO also outlined that the CFO is also providing Finance Training to the SLT which could be applicable to the Board. The Chair asked if Gill Mond could create an advert for a Director that could go in Action Forum. The CEO also will speak to Richard Jones from the All Saints LGB.	Gill CEO
5	<b>Chair's Correspondence</b> The Chair briefed the Directors on the various ESFA Bulletins / RSC Newsletter that had been sent and the following points were highlighted: <ul style="list-style-type: none"> <li>• The CIF Portal is now open (also mentioned in CEO Report)</li> <li>• There has been an issue with double counting Reception Pupil numbers for teacher pay. The Chair asked if there had been an impact at our schools? The CEO is not aware of this happening to our schools.</li> <li>• The CEO confirmed the Asbestos report had been done and filed (also mentioned in CEO Report)</li> <li>• Toolkit for teacher Workload – to be picked up by CEO as something to look at.</li> </ul>	CEO
6	<b>Approval of Minutes and Confidential Minutes from previous Board Meetings/Committees held on the 12 September 2018, 30 October 2018, 22 November 2018 and 27 November 2018</b> <b>Supporting docs: Previous Board Meeting/Committee Minutes 12 September 2018, 30 October 2018, 22 November 2018, 27 November 2018</b> The minutes and confidential minutes of the previous meetings held on <b>12 September 2018, 30 October 2018, 22 November 2018 and 27 November 2018</b> were approved as an accurate records and signed as such by the Chair.	

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	<p>The Chair outlined the Total Pay Award for the Trust was £11,449 and the Directors approved this.</p> <p>In addition, the CEO thanked Oliver for hosting the Extraordinary Board Meeting on the 22 November.</p>	
7	<p><b>Matters arising from the Minutes of the Meetings on 12 September 2018, 30 October 2018, 22 November 2018 and 27 November 2018</b></p> <p>All action points had been actioned and there are no matters arising.</p>	
8	<p><b>CEO Performance Management Recommendation</b></p> <p>The Chair asked that this item is adjourned to the 8 January 2019 meeting.</p>	
9	<p><b>Finance</b></p> <p><u>Audit Update</u></p> <p>The Representative from Kreston Reeves kindly went through the Annual Accounts document which had been circulated prior to the meeting and gave an update to the Directors.</p> <p><u>Summary of Content</u></p> <p>Pg 1-2 – Current information of the Academy Trust. The Chair confirmed it was accurate.</p> <p>Pg 3 – 23 – Trustees report. Both consistent and compliant with the Financial Statements so the Auditors were happy with this.</p> <p>Pg 24 – 28 – Governance Statement. How the Trust is governed, meeting attendance, value for money etc.</p> <p>Pg 29 – CEO Statement as Accounting Officer of Regulatory and Compliance. No issues or irregularity over the year. Trustees Responsibility statement.</p> <p>Pg 30 – Confirms Both the Audit Report and draft accounts are unmodified which is good.</p> <p>Pg 37 – Shows a net income deficit but this is not the true position. The true position is shown on Pg 54. This shows that after all pension adjustments etc, the Trust is in approximately £20,000 surplus. This is a good position to be in. The Auditors confirmed that they were aware that some funds had been put aside for specific purchases going forward for the growing Trust.</p> <p>Pg 38 – Balance Sheet. Key item to note is net current assets which is an increase on last year and a healthy position for the Trust to be in.</p> <p>Pg 39 – Cash Flow Statement which shows the movement of the Trusts money.</p> <p>Pg 40-46 – Accounting Policies. It was confirmed there had been no change to last year.</p> <p>The Auditor confirmed that the Capital Grants does include the CIF Bid income for the roof as well as Grants for SEN, PP, PE and of course the GAG.</p> <p>Note 3 - All the grants are comparable on prior year which is what they would expect from a stable Trust.</p> <p>Income/Catering/Trips - The Auditors confirmed that there were no issues with Corporation Tax this year (the threshold is £80,000). A Director asked if the Holiday Club would be seen as Educational or Non-Educational as the schools would be charging for it and this could have an impact going forward on Corporation Tax. The Auditor confirmed that Holiday Clubs would be seen as Educational therefore would not be included in the Corporation Tax liability.</p>	

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Note 6 – The Auditor confirmed that the pension cost looks high compared to wages however this is what is actually paid out not what the Trust is paying in.

Note 8 – Disclosed expenses

Note 9 – Disclosed Severance Payments, higher paid staff and SLT

Note 10 – Central Services – what we charge each school and what they receive for this from the Centre.

Note 11 – Trustees Remuneration – CEO. The Auditors noting that the pay is low compared to other CEOs.

Pg 52 – Tangible fixed assets such as roof and ceiling works at All Saints and IT Equipment in the Trust.

Note 15 – Stock – this was the St Margaret's uniform

Note 16 – Debtors. The Auditors deemed this consistent and reasonable. The current liability is consistent with the prior year.

Deferred Income is also listed which relates to UFSM and unspent CIF funding.

Note 18 – A statement which outlines that the finances are in a healthy position to be in and the funds are looking strong.

Pg 56 – Takes funds and breaks it down by school. The Auditor outlined that no school is in deficit.

Pg 57 – Prior year comparison

Note 20 – Non cash movements

Note 22 – capital commitments

Note 23 – Pensions Note which has been provided by an actuary

Note 24 – Operating Equipment – Photocopiers across the Trust.

Note 26 – Related Party Transactions. The Auditors were pleased to say there were no related party transactions within the Trust.

The Auditor then went through the Key Audit Findings document.

The Auditor explained that they are clean and unmodified reports and the Auditors found nothing of concern. He went onto outline the areas identified as risks at the beginning of the audit and how they have all been addressed satisfactorily.

The Auditor reiterated that there are no Corporation Tax issues currently and the do not foresee the Trust having issues in the future.

There was one adjustment made which was the LGBS Pension Scheme which cannot be done prior to the audit as they have only just closed down the accounts. Every Academy in the country will have this adjustment.

The Auditor confirmed that the Accounting and Internal Control Systems had been reviewed during the audit and they are adequate for the size of the Trust. The Auditor outlined they are very strong controls and more importantly the Auditors have not made any recommendations. It is very rare and this is a testament to the work of the CFO and the Trust.

The Chair asked if the ESFA are made aware of this document. The Auditor confirmed that it will be uploaded to the ESFA however the Trust can share the document with them once the accounts are approved at this meeting.

The Auditor stated that the Audit lists future changes in Accounting Standards and confirmed that there are no changes that are likely to affect the Trust.

It was confirmed that all prior year issues were resolved satisfactorily.

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	<p>The Auditor confirmed that it was a fantastic audit. The Board subsequently recognised the hard work of the CFO and she was commended.</p> <p>All Directors agreed to approve the Accounts. The CEO (Accounting Officer) and Chair signed off the accounts.</p> <p>The Representative for Kreston Reeves and the CFO then left the meeting.</p> <p><u>Trust Purchases over £15,000</u></p> <p>The Directors discussed the request for an IWB that had come to the Board and viewed the quotes which had been sent out prior to the meeting.</p> <p>The Chair asked if there was a preferred quote? The CEO confirmed that the school preferred the SNS quote.</p> <p>The Chair asked if this was a 3 year rolling contract? The CEO confirmed yes it was but the quotes are for 1 year's price.</p> <p>A Director asked if any of the other schools required IWBs? The CEO confirmed she was not aware they did but would ask the HTs.</p> <p>The Directors approved the SNS quote for the IWB for St Margaret's.</p>	
10	<p><b>CEO Report</b></p> <p>The CEO had provided the Directors with a CEO Report prior to the meeting and welcomed questions. The CEO also provided updates on particular areas which have been saved as Confidential Notes.</p> <p>A Director raised a question regarding the staff absence at All Saints. The CEO explained the reasons behind the staff absence and what had been put in place to resolve the issue in the short term and longer term solutions.</p>	
11	<p><b>RSC MAT Review</b></p> <p>All Directors had seen the MAT Review letter received from the RSC following the recent MAT Review of the Trust. The letter showed that the Trust was dedicated to driving standards forward and building on the very good work already done. The Chair asked to send the letter to all LGBs.</p>	Chair
12	<p><b>Governance</b></p> <p>The Directors discussed the Articles and if the Trust Directors have to sever links with their respective LGBs? The CEO confirmed that we currently would not be changing our Articles as discussed with the ESFA (conv. in respect of St James) and also the Funding Agreement will not change however we will need a new Funding Agreement for St James' and any new school going forward.</p> <p>All Chairs and Vice Chairs for the LGBs were approved by the Board. Minutes had also been reviewed to ensure effective Governance. The CEO stated that the St Johns minutes showed there is very little challenge from the Governors and this needs to be addressed along with the accuracy of information provided by the HT to the Governors. The Chair raised a question regarding specific Nursery Governance and if there is something else we need to be doing. Currently the All Saints LGB cover the Nursery within its meetings.</p>	

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	The Chair and CEO agreed that the CEO would talk to the LGB Chair of St Johns regarding federating governance (All Saints/St Johns) to make St Johns stronger.	CEO
13	<p><b>Policies</b></p> <p>The Pay Policy was approved by all Directors. The PSED Policy was approved by all Directors. The CEO outlined the Safeguarding Policy was following the Medway template and would send it out asap. The Staff Absence Policy would also be sent out shortly and the CEO would like the Directors to approve this policy. All Directors agreed.</p>	CEO
14	<p><b>Board Training &amp; Development</b></p> <p>The Chair updated the Directors on where she was with the Trust Board Development Programme and confirmed she would continue to provide updates to the Board. In addition, the Chair again signposted the use of the Learning Link for training modules the Directors may want to use.</p>	
15	<p><b>AOB</b></p> <p>The Chair congratulated the Clerk on completing the Clerk's course The Professional Clerk. The Chair also advised the Directors she had been to the Academies Conference and will share the PowerPoint slides with them. The CEO commended Fay Cordingley for her hard work and support with St James'.</p>	
16	<p><b>Date and time next meeting</b></p> <p>The date of the next meeting is the Standards Committee with All Saints HT and Chair attending to present to the Board. This is on the 8<sup>th</sup> January 2019 at 6.30pm. Future meetings are: Board Meeting (Standards – St Johns) – 5 March 2019 – 6.30pm Board Meeting (Finance) – 14 May 2019 – 6.30pm Board Meeting (Finance &amp; Standards – St Margaret's) – 16 July 2019 – 6.30pm</p>	
17	<p><b>Confidentiality</b></p> <p>i. Of discussed agenda points Some discussions under agenda item 9 and 10 were deemed to be confidential, and recorded as such. These Confidential Notes will be sent to the Chair only, to forward with discretion to Board Members.</p>	
18	<p><b>Close of meeting</b></p> <p><b>The meeting closed at 6pm</b></p>	

**Action Points**

Gill Mond	4	Create advert for Director vacancy for Action Forum
CEO	4	CEO to speak to Richard Jones about joining Board
	5	Toolkit for teacher Workload – to be looked at
	13	Send Safeguarding and Staff Absence Policies out to Directors
	12	CEO to speak to St Johns Chair regarding Governance and Federation
	10	CEO to email ESFA/DfE regarding St James

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	10	CEO to take forward disciplinary action with staff member
Chair	11	Share RSC Letter with LGBs

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