

CBAT BOARD MEETING

Minutes of the Trustees' meeting held on 2nd December 2020 at 4:00pm via videoconference

Present: Nigel Riglar (Chair), Graham Ayre, Debbie Bird, John Gilbert, Emma Gray (Finance Director – FD), Ruth Hollier, Stuart Wilson (Chief Executive Officer – CEO).

Apologies: Barbara Green

In Attendance: Joe Scaife, Bishop Fleming (for item 4), David Dale (Clerk).

1. Welcome and introductions

The Chair welcomed everyone to the meeting.

2. Apologies received and accepted:

Barbara Green.

3. Declarations of Interest:

There were no new general declarations.

EG declared an interest in the item on Leadership capacity within the Trust, it was agreed that this item would be discussed at the end of the agenda (item 22) and that she would withdraw then.

4. Audit report

Joe Scaife (Bishop Fleming) presented the independent auditor's report on the Trust's financial statements for the year ended 31st August 2020. He covered the audit overview, risks, regularity, accounting and audit issues, letter of representation, and management letter. He explained that the auditor is required to give an opinion that the figures set out in the accounts are not materially mis-stated, and a regularity opinion that expenditure is in accordance with funding. The latter work had been more challenging this year due to the complications caused by Covid-19 (extra costs, furloughing, procurement of equipment, etc.) and a more complex control environment with potential risks associated with remote working for some of the time.

JS drew Trustees' attention to the financial statements key facts summary. In his opinion the Trust is a going concern, with no significant threats to its financial health. The accounts give a true and fair view of the position, and they have been prepared in accordance with relevant statutory requirements and professional standards. No further disclosures are needed, and he proposes to issue an unmodified audit report. The Chair commented that the Trust had delivered its budgets in a challenging year, and that the closing position in respect of both income and expenditure and the balance sheet were as had been expected.

JS highlighted the reserves of £21,440 which are less than the previous year and significantly below the ideal level of £300,000 or more. He referred to page 9 of the Trustees' report setting out the significant growth in pupil numbers at Marling School (MS) over the last two years and how funding for this is 'lagged' – the Trust has to spend on staff and facilities for these pupils in the year they are admitted, but funding comes in future years. The CEO gave details of the increase in pupil numbers, and Trustees indicated that they were confident that reserves could be built back up to the desired level over the next two years. It was also noted that in 2019-20

the Trust had entered into a Salix loan of £135,000 with the understanding that it would erode reserves in the short term.

JS noted that Condition Improvement Fund (CIF) funding to replace a temporary building at MS was not included in the accounts for 2019-20 due to uncertainty about the total amount required. The FD explained that a third-party error in the CIF bid about the cost of replacement meant that the full funding had not been allocated, an appeal had been submitted and a decision is awaited. It is hoped that the full amount will be allocated as a grant or loan, and the outcome will be reflected in the accounts for 2020-21.

JS referred to two control observations and recommendations in the appendix to the management letter but said that these were not significant concerns. One relates to the recommendation that the CEO should be the only Staff Trustee appointed to the Board, and the CEO explained that this is being addressed (see item 22 below). The other relates to fixed asset accounting issues, and the FD confirmed that the fixed asset register is now being updated on a monthly basis.

The Chair invited any final questions or comments from Trustees. It was then **proposed** by GA and **seconded** by DB that the Chair and CEO sign the final versions of the Trustees' letter, accounts and statement of regularity, propriety and compliance. This was **agreed** unanimously. The Trustees thanked Joe Scaife and the team at Bishop Fleming for their work, and also thanked the FD and the Finance Team at CBAT for their hard work throughout.

5. Minutes of the meeting of 30th September 2020

It was **proposed** by JG, and **seconded** by GA, that these be approved and signed, to be published on the Trust's website. This was **agreed** unanimously.

6. Action point checklist

Action 174 – Clerk to send a reminder to any Trustees who have not yet completed a related parties form and updated declaration of interest form.

7. Matters arising

None.

8. Trustee appointments and resignations

There had been no resignations or new appointments since the September meeting. It was noted that the Trust's Members at their meeting on 4th November had reappointed NR, JG and GA whose original 4 year terms had expired.

9. Trust growth opportunities

The CEO said that there is little to report here, Ofsted inspections remain suspended so there are no activities arising from this. In his Budget speech last week, the Chancellor of the Exchequer had referred to funding for the refurbishment of 500 schools but had not mentioned any new free schools.

10. School updates

The CEO referred to the Headteachers' reports circulated in advance of the meeting and asked if there were any specific questions. He had also circulated an exceptions report, and from this highlighted high staff absence at Cam Woodfield Junior School (CWJS) due to Covid-19, the challenges of peripatetic teaching at Marling and incidents of a person at Berkeley Primary

School (BPS) in September harassing staff and leading to Police involvement.

The CEO said that it had been helpful having RH and DB acting as link Trustees for CWJS and MS respectively, they had talked to Headteachers about their reports and helped identify the points for the exceptions report. The Board is still to appoint a link Trustee for BPS.

Trustees commented that the Headteachers' and exceptions reports contained abbreviations and acronyms, it would be helpful to avoid these in future or at least to express them in full the first time that they appear in a report. The CEO noted this.

Trustees raised a number of questions and comments on the reports, the main issue for discussion being academic achievement at CWJS (section D of the Headteacher's report). The CEO had highlighted in the exceptions report that CWJS faces significant challenges in closing the gap and getting progress back on track following the disruption to teaching and learning over recent months. He referred to specifics of the cohort, the continuing concern over incoming KS1 grades from the infants' school, and some inconsistent learning by pupils during school closure. RH agreed, and said that the school had audited the gaps and had developed plans to make accelerated progress – hopefully this will be delivering results by January. Trustees asked if the Trust could be doing more to support the school, the CEO said that no further action is required at the moment and he is confident that the school is on track to close gaps and the return of two experienced teachers will be a positive step forward.

11. Primary Executive capacity

The CEO set out a proposal to create a new role of Lead Primary Headteacher to work across the Trust's primary schools and offer an opportunity for developing and retaining senior staff. There was a detailed discussion, in which Trustees asked questions about the potential additional overhead cost, the practicalities of appointing and backfilling, the capacity of Headteachers, and the views of School Development Boards (SDBs).

In summary, Trustees said that they broadly supported the proposal in principle and are keen to have some additional resource as the Trust grows, and could see the additional benefits in terms of developing and retaining existing staff. However, there are issues of capacity at present and questions around the costs of new roles and backfilling existing roles. It would be prudent to wait until Spring before moving this idea forward, hopefully by then there will be more clarity and stability post-Covid. This will also allow time to have informal discussions with Headteachers and SDBs to ensure that the primary schools support the proposal and that there is a clear process for taking it forward.

12. Health, safety and wellbeing

The FD reported that there continued to be many operational issues in relation to managing Covid-19 risks. There had not been any reportable incidents.

13. Data protection and privacy (GDPR)

The FD said that there had been no breaches or incidents to report. Trustees asked for an update on the data loss at BPS that had been discussed at the last meeting, the FD said that this had not been a reportable incident but that the school was keeping all relevant parties informed.

14. Finance – budget monitoring to 31st October 2020

The FD presented the revenue forecasts and actuals for the Trust and schools. Budgets are healthy going forward. Carry forward figures reflect the position post-audit. Future years' budgets include an assumed 1% pay increase. She referred to £700,000 bank balance at year

end and said that she would monitor cashflow forecasts in future due to the low level of reserves. **Action: FD** to send cashflow monitoring to Trustees.

It was noted that the Chair currently receives monthly financial monitoring information. The FD is proposing to make this available to all Trustees and to the auditor in future. It was agreed that this should be emailed direct to the Chair and auditor, with a copy saved on a shared drive and Trustees informed that it is available to view.

15. Trustees' skills audit

The Clerk referred to the summary results of the Trustees' skills audit undertaken in late 2019 and indicated the gaps identified at the time, some of which have been addressed by the recruitment of two new Trustees in the first half of 2020 (RH and BG). The CEO thought that the current composition of the Board is well-balanced and that there is no immediate need to seek additional Trustees, although any volunteers would be considered. **Action: CEO** to email the Chair with details of a potential volunteer. The Chair suggested that the Board re-visit this issue in the Spring, this was agreed.

16. School Development Boards – minutes of last meetings

Trustees noted the minutes of SDB meetings as circulated in advance.

17. SDB recommendations for consideration in line with Scheme of Delegation

None since the last Board meeting, this was noted.

18. Trust policy – Violence and Assaults against School Staff

The CEO explained that the draft policy had been developed following an incident that had been reported to Trustees at their last meeting. The policy follows the National Education Union (NEU) model policy, and has been shared with Headteachers and Senior Leadership Teams (SLTs). In addition to the overall Trust policy, each school will have its own local version for practical purposes (contact details etc.). Trustees discussed the draft policy and asked a number of questions. In particular, they sought reassurance that the process for developing the policy had shown due regard for HR advice and any consultation required with staff and trade unions.

It was agreed that the FD would raise the matter with the Trust's human resources (HR) adviser, provide Trustees with the necessary assurances, and then seek approval for the policy via email.

Action: FD to discuss with HR adviser.

19. Trustees' decisions under Scheme of Delegation since last meeting

The Clerk reminded Trustees of the decisions taken remotely since the last meeting in respect of the reappointment of 3 Trustees (item 8 above), the appointment of a new Governor at BPS, approval of a suite of 8 Finance policies, and Teachers' pay policy 2020-21. These were noted.

20. Risk register and internal assurance

The FD presented the updated risk register. She drew Trustees' attention to the section on financial risks including Finance Policies (all now approved), and the auditor's flag on low reserves. She updated Trustees on latest actions to manage risks in relation to Covid-19. Trustees discussed the format of the risk register and asked if it could be made more practical. **Action: FD** to propose a new format for the risk register and bring back to a Board meeting in the Spring for consideration.

The FD reported that the Academies Financial Handbook advises that the role of internal

assurance should be provided by someone other than the external auditor so we cannot ask Bishop Fleming to provide it again this year. Trustees discussed options and costs for doing so, and agreed that it would be desirable to have a local provider ideally with some knowledge of the Trust. It was **proposed** by JG and **seconded** by GA that we approach Randall & Payne LLP and ask if they have a suitable person. This was **agreed** unanimously.

21. Any other business

- (i) CEO performance appraisal: JG reported that the CEO had met his performance targets in relation to MS and CBAT. **Action: Chair** to authorise incremental progression.
- (ii) Extraordinary change to Funding Agreement for increased PAN: the CEO reported that this would need to be done in 2021 to reflect the increased pupil numbers, there would be a small cost in terms of legal fees but no need to change the Articles of Association. This was noted.

EG left the left the meeting at this point (6.13pm).

22. Leadership capacity within the Trust

Confidential item.

23. Date of next meeting

- Wednesday 3rd February 2021 at 6.00pm (virtual). Time to be confirmed.

The meeting closed at 6.32pm.

A handwritten signature in black ink, appearing to be 'R. J. G.', written over a horizontal line.

3rd February 2021