

Minutes of the Annual General Meeting held  
remotely via Microsoft Teams  
on 29<sup>th</sup> November 2021 at 16:00

Present:

Mr Cole Andrew [CAn]	Chair of Trustees/Member
Mr Andrew Bent [ABe]	Trustee [part meeting]
Dr Martin Hanbury [MHa]	Trustee & CEO
Mrs Louise Hutchinson [LHu]	Trustee
Mr Paul Willoughy [PWj]	Trustee
Mrs Sue Woodgate [SWo]	Trustee
Mrs Francine Brower [FBr]	Member
Ms Janet Pardoe-Brooke [JPB]	Member

In Attendance:

Ms Lucy Rudd [LRu]	Jackson Stephen Accountants [part meeting]
Mrs E Taylor [ETa]	Just A Sec (Minutes)

The meeting met its quorum.

Key: **Trustee question/comment** **Response** **Action Required**

## 1. Welcome and Apologies for Absence

CAn welcomed all attendees to the meeting and thanked LRu for joining the meeting to present the Annual Accounts.

Apologies were received from Ms Helen Birkinhead, Headteacher of Chatsworth High School and Community College [CHSCC] and Mr Ian McKinlay, Member.

LHu declared an interest as the Director of Chatsworth Engage [CE]. No further declarations of pecuniary/non pecuniary interests in any of the agenda items were raised.

## 2. Election of Chair

MHa and FBr nominated CAn as Chair of the Chatsworth MAT Trust Board. CAn accepted the nomination. Trustees thanked CAn for his support to date and his clear and effective views in regard to Trust processes.

**Approved:** CAn was elected as Chair of the Chatsworth MAT Trust Board until the first meeting of the academic year 2022-2023.

### 3. Election of Vice Chair

It was agreed that the Vice Chair appointment would benefit from the input of ABe and would be postponed to facilitate this. Expressions of interest were invited in the meantime.

**Action:** Election of Vice Chair to be postponed until the meeting on 28<sup>th</sup> March 2022 at 16:00.

### 4. Minutes of the Last Meeting

The minutes of the meeting on 13<sup>th</sup> July 2021 were considered.

**Approved:** The minutes of the meeting on 13<sup>th</sup> July 2021 were approved as a correct and accurate record.

### 5. Matters Arising

CAn addressed matters arising from the meeting on 13<sup>th</sup> July 2021. The following actions had been completed:-

***VMc to check whether the contract for the current year includes completion of the end of year audit.***

***MHa to coordinate agreement to engage JSA via email as proposed. Upon receipt of Trustee agreement to proceed, CAn to prepare letter of termination to Haines Watt.***

***Maintenance plan with costings to be produced and presented to the next Finance, Audit and Risk Committee.***

***MHa to present draft Risk Register Review to the Finance & Audit Committee in the first meeting of the autumn term.***

***Maintenance plan with costings to be produced and presented to the next Finance, Audit and Risk Committee.***

***JTh/ETa to create GovernorHub folders on a Trust Board level for storage of key documents.***

***LHu to forward ToR to MHa very early in the next academic year for progression.***

***AB and LH to meet and review the Terms of Reference for Finance Committee*** – this was an item for LHu within the Finance, Audit & Risk Committee.

***HBi to set up temporary subcommittee to discuss pupil progress in more detail, involving MHa, SWo and BCo*** – MHa confirmed that the Quality of Education Committee had been formed. One meeting had taken place. Further items had been scheduled and so no further action was required within the current forum.

The following outstanding actions were discussed:-

***CAn to prepare letters of thanks*** – it was confirmed that this action related to thanking Mr Patrick Johnson, Dr Elaine Burfitt and Mr Brendan Murphy for their contributions to the Board. CAn agreed to prepare the letters of thanks by 5<sup>th</sup> December 2021.

***CAn to meet with the proposed CHSHH LGB Chair when safe to do so*** – CAn confirmed that this was likely to take place in Spring 2021 but he would liaise with LHu and coordinate the meeting at the earliest opportunity.

**LHu would invite the Chairs to meet to discuss and plan regular Chairs forum meetings** – LHu would coordinate the meeting of Chairs at the earliest opportunity.

**MHa to produce a maintenance plan and costings for The Deans site** – MHa confirmed that these costs had been budgeted within the accounts and further discussions concerning accommodation would render the maintenance plan and costings superfluous.

## 6. Items for Any Other Business

An item for Any Other Business concerning Headteacher/Executive Level Performance Management was received and accepted.

## 7. Core Reports

Trustees were provided with verbal updates in regard to the the reports detailed below.

### a) Risk Register

MHa noted gratitude to PWi for the assistance he had provided in regard to updating the Risk Register in readiness for review and challenge by the Finance, Audit & Risk [FAR] Committee on 15<sup>th</sup> November 2021. The Risk Register was now a very robust document and had already facilitated the progression of items including accommodation.

Trustees commented that it was reassuring to observe the thorough risk management processes which were in place, which focused attention on those areas of risk requiring review.

TQ: Would the Risk Register remain within the remit of the the FAR Committee as a standing item for review?

Trustees noted that items within the Risk Register were time limited. As a matter of process, the Risk Register would remain within the remit of the FAR Committee, where it would be reviewed forensically at each meeting. Risks would be escalated to the Trustee forum by exception.

TQ: The Academy Trust Handbook 2021 provided that the Chair of the Audit & Risk Committee could not be same person as the Chair of the Finance Committee. ABe was the Chair of the FAR Committee. If PWi leads the Risk Register process, would two Chairs be required?

LRu clarified that in regard to the Annual Accounts, one combined FAR Committee was permissible unless the annual income of the Trust exceeded £50 million in which case a dedicated Audit & Risk Committee was required. It was therefore appropriate for ABe to remain as the sole Chair.

### b) Safeguarding

MHa confirmed that the Safeguarding Audit had taken place on 15<sup>th</sup> and 16<sup>th</sup> November 2021. It had been challenging but fair and a number of discrete points had been

highlighted, for example visitor DBS numbers could not be requested from nonemployees who were visiting Trust sites.

Safeguarding policies had been updated and reflected a move towards creative and critical thinking in addition to ensuring compliance. Carolyn Eyres would continue to support the Trust and a further safeguarding review was likely to take place in March 2022.

All staff members would record safeguarding items on to the Child Protection Online Management System [CPOMS] to ensure that all recording was stored in the same place.

**TQ: Would historic records be scanned on to the CPOMS system?**

The written records would be maintained but they would not be scanned on to the CPOMS system.

**TQ: Did the Audit include vulnerable adults?**

Yes. Carolyn Eyres had provided training to both MHa and Gayle Myers, Deputy Headteacher of CHSCC, in regard to the protection of both children and adults.

### **c) Finance**

Attendees were provided with an update from LRu in regard to the Annual Accounts Report 'the Report', which had been presented to the FAR Committee and required Trustee approval. LRu shared the draft Report on screen.

The assurance report outlined the work completed in regard to regularity, which included:-

- Reviewing all financial systems, internal controls and processes.
- Completing detailed audit testing of income and expenditure within the accounts.
- Completing a Trust wide analytical review with MHa and VMc, reviewing Education & Skills Funding Agency [ESFA] statements and comparing income and expenditure.

The Report would issue an unmodified opinion, recognising that the financial statements provided a true and fair view of activities throughout the year. LRu provided the key headlines:-

- Across the Trust, overall expenditure had increased in proportion to income, which reflected increased pupil numbers and funding for those pupils.
- Total funding had increased by £246,000 for CHSCC and £326,000 for CF.

### **16:37 ABe joined the meeting.**

- The balance sheet detailed an overall deficit, however, this included an increased pension liability valuation and once this had been accounted for there was a surplus.

- The balance sheet included fixed assets with a net book value of £204,000, comprising assets such as computer equipment, fixtures and fittings and general leasehold building improvements. It would be expected that the net book value would align with the fixed asset fund unless there remained unspent capital funding which would be carried forward.
- Debtors had increased by £137,000 when compared against the previous financial year and the main reason for this was due to payment timings with Salford Council.
- As at 31<sup>st</sup> August 2021 owed accrued income was greater than expected.
- Creditors were £470,000 in the previous financial year when two months payroll were owed however, in the current year this figure had decreased to £211,000 because the payroll had been paid.
- Working capital had increased by £159,000.
- Pension liability was valued at £3.2m, which reflected the valuation provided by the actuaries. Whilst this represented a much greater figure than the previous financial year, Trustees were reassured that this was not a cause for concern.
- The Audit & Business Review provided additional detail in regard to the figures. This document was prepared in addition to the Report for the year ending 31<sup>st</sup> August 2021 and would also form the management letter to ESFA.
- The finance review mirrored the Statement of Financial Activities [SOFA] within the accounts.
- General income funding had increased from £1m to £1.4m, which was accounted for by the increase in pupil numbers from 101 to 140 and 15 to 19 respectively. The high needs top up funding had decreased because lower Local Authority [LA] subsidies were received.
- Income linked to Covid 19 had increased and included £18,000 for mass testing.
- The main cost within the overall Trust expenditure was staff. The total cost was £3.9m and £246,000 on agency staff to cover staff absences and maternity leave. This was 74% of total overall costs. Agency costs had increased compared to previous years.
- The general expectation of staff costs within Academies was that this would account for between 70-80% of total costs and this figure was therefore consistent with expectations.

TQ – Would the expectation be the same for special schools.

LRu would confirm this and advise if her opinion differed however, the figure of 74% was not of concern.

TQ: Would the Trust be able to cope with the increased costs attributable to the pandemic. Was the government support sufficient.

MHa explained that high levels of staff absences remained challenging. Whilst other associated costs may not be directly related to the pandemic, it was acknowledged that there may be fragility amongst members of staff. MHa provided reassurance that costs were monitored very closely and would be raised with Trustees if required.

- The total deficit within the audited accounts was £998,000.

- The closing adjustments from the previous audit had not been posted on to the accounting system. LRu and VMc would complete this to ensure that the balances were correct in readiness for the current financial year.
- ABe reassured Trustees and Members that the deficit of £996,000 was an accounting deficit attributable to the pension actuarial figure and did not represent a cash deficit. The net current assets after debtors and creditors were satisfied was around £761,000; broken down as £249,859 CF and £511,834 CHSCC.

TQ: Was the high level of debtors in August an area of concern.

This was not a concern. VMc had been in communication with Salford Council to resolve the issue which had been attributable to banding. Banding represented a small overall risk.

- The audit review included consideration of any significant risks and the work which had been completed to address those risks. LRu had not identified any significant causes for concern. The main risks included management bias, revenue recognition and accounting for income received, which were standard within Academies.
- The review of internal controls included recommendations for improvement of processes and envisaged working collaboratively with LRu. The main recommendations were:--
  - Ensuring that assets purchased during the year were recorded.
  - Maintaining accurate personnel files. Some staff members had been employed for over 30 years and their employment contracts were not held by the Trust.
  - Ensuring that remittance paperwork was received from the LA and aligned with income received.
  - Ensuring that the process of completing annual Education, Health and Care Plans [EHCPs] reviews were fully documented.
  - Ensuring that Purchase Orders [POs] were raised and correctly filed for all transactions.
- All of the recommendations listed had been discussed with management and addressed.
- There had been some small errors within the regularity of reporting from previous years however, these had been rectified.

TQ: Was the same issue with POs raised last year?

MHa believed that this had been a different issue concerning charge.

TQ: Why had the documentation of EHCP assessments been raised?

EHCP reviews must be carried out for every learner within the academic year. Trustees were assured that these had been completed within the timeframe required and the only exception had been where either the learner or their parent had been very ill. The reviews may not have been fully documented and some documents had been retained to be uploaded to the hub. MHa offered to provide further clarity for Trustee assurance. **Action:** MHa to provide Trustees with clarity concerning the completion and documentation of EHCP assessments.

**Action:** MHa to ensure that internal control recommendations were reviewed, tracked and monitored through the FAR Committee.

**Action:** MHa to provide LRu with management comments concerning the internal control recommendations for inclusion within the letter to ESFA.

Trustees recognised that the new finance system would strengthen the financial controls in regard to purchasing however, Trustees would like staff members to be held to account in circumstances where these financial controls were bypassed. MHa was confident that the new centralised finance system would make it extremely difficult for staff members to bypass financial controls and reassured Trustees that VMc issued very clear instructions regarding the seriousness of failing to comply with financial controls when the new system was first introduced.

**Action:** MHa to report back to Trustees concerning purchasing financial controls at the meeting of the FAR Committee on 25<sup>th</sup> January 2022.

Trustees agreed that it would be beneficial for an external assistant to complete a Deep Dive process to ensure the accuracy of personnel records.

**Action:** MHa to instruct the Schools People to complete a review of personnel records to ensure their accuracy and compliance.

LRu confirmed that when the consolidated accounts were submitted for the year ending 31<sup>st</sup> August 2020 they had not included Academy only balance sheets or notes, whereas these had been included within the 31<sup>st</sup> August 2019 submission. LRu was not clear why this was the case and requested clarification.

MHa noted that CF and CHSCC were effectively two entities consolidated into one Report and ESFA would be assisted by understanding the breakdown of figures between the two. LRu confirmed that it would be best practice to provide both consolidated and separate accounts and it was agreed that the Report would therefore contain both consolidated and separate accounts.

Trustees were requested to confirm the accuracy of the following and to advise in the event of any amendments being required:-

- The reference and administrative details page would need to be accurate up until the date the report was signed.
- Membership of the Senior Management Team would need to be correct at the date the report was signed.
- The Governance statement would disclose full Trustee particulars together with details of all meetings attended. Trustees would need to ensure that their information was correct.

The Trustees report for the year ended 31<sup>st</sup> August 2021 had been prepared by MHa. LRu had identified that the financial review section would need to include the £30,000 adjustment, which would be added in.

Trustees commented that the review conducted by JSA had been extremely thorough and helpful.

LRu thanked Trustees for their feedback.

**17:25 LRu left the meeting.**

#### **d) Estates**

Estates would be addressed within agenda item 14.

#### **e) Governing Boards**

##### CHSHH

LHu confirmed that the Local Governing Body [LGB] was performing well under the guidance of the new Chair. The new Chair would be invited to the next meeting of Trustees to provide an update.

**Action: ET to invite the Chair of the CHSHH LGB to the meeting on 28<sup>th</sup> March 2022 at 16:00.**

##### Chatsworth Futures

MHa confirmed that Governors had met twice since the start of the current academic year. A Parent Governor would be sought to supplement the LGB. In the absence of this appointment, this was a capable and experienced group, which successfully held Trustees to account. LGB members would be invited to support the scheduled Ofsted inspection.

FBr added that the Governors had been very active, engaged and helpful, ultimately supporting strong links between the LGB and CF. Governor meetings had maintained excellent input including support with cultural days, Deep Dives with the supporting retired HMI, Quality of Education and the staff listening ear. Noel Goulding had been able to help to secure a supported internship for one of the learners, which was very positive.

#### **8. Annual Accounts Report [for scrutiny]**

The Annual Accounts Report had been addressed at agenda item 7(c).

#### **9. Strategic Development Plan**

Attendees were provided with a verbal update regarding the Strategic Development Plan [SDP] documents, which had been been circulated via GovernorHub in advance of the meeting.

The most recent plan had been updated to include Red Amber Green [RAG] ratings. The SDP would benefit from review as a full Trustee exercise to reflect the impact of the pandemic and to consider further development and growth.



**Action:** CAn and MHa to discuss the SDP with a view to emailing Trustees regarding progression and leadership of the review process.

## 10. Academy Trust Handbook 2021

Attendees were referred to the Academy Trust Handbook 2021 [ATH], which had been circulated via GovernorHub in advance of the meeting. Trustees noted the requirement to remain up to date concerning this document. CAn would like to provide an overview of the key salient points in the future.

**Action:** CAn to provide overview of key salient points of the ATH at the meeting on 28<sup>th</sup> March 2022 at 16:00.

## 11. Schemes of Delegation

Attendees were referred to the Scheme of Delegation and Scheme of Financial Delegation documents, which had been circulated via GovernorHub in advance of the meeting and required annual review. Trustees remained confident that these documents were working well and did not require amendment.

**Approved:** Trustees approved the Scheme of Delegation and Scheme of Financial Delegation documents in their current format for one additional year.

## 12. Governance

Attendees were referred to the Terms of Reference [ToR] and Code of Conduct [CoC] documents, which had been circulated via GovernorHub in advance of the meeting.

### Chatsworth Futures

#### (a) ToR

Trustees considered the ToR which had been updated on 12<sup>th</sup> September 2021 and approved by the CF LGB.

**Approved:** Trustees ratified the CF LGB ToR, which would continue to be reviewed and updated on an annual basis.

#### (b) Code of Conduct

Trustees considered the CoC which had been updated on 12<sup>th</sup> September 2021 and approved by the CF LGB.

**Approved:** Trustees approved the CF LGB CoC, which would continue to be reviewed and updated on an annual basis.

#### (c) Appointment of Chair: Mr D Williams

MHa reminded Trustees of Mr D Williams' excellent credentials and his dedication to the LGB to date. Trustees were asked to ratify the decision of the LGB to elect him as Chair.

**Approved:** Trustees approved the election of Mr D Williams as Chair of the CF LGB until the first meeting of the academic year 2022-2023.

#### (d) Link Governor-Trustee

MHa proposed the role of Link-Governor Trustee to more clearly link Governors to Trustees via their individual responsibilities. For example, SWu led the Quality of Education Committee and it would be beneficial for SWu to link in turn to Governors within both LGBs with the responsibility for Quality of Education. Similar links would be applicable to areas such as Safeguarding and Risk Register reviews to ensure clear lines of reporting and delegation. ABe would assist with Continued Professional Development and Governance training, to include the formulation of a training matrix.

Trustees noted that the meetings of Chairs of Governors would further enhance the development of individual roles within the LGB.

**Action:** MHa and LHu to update the LGBs concerning Link Governor-Trustee roles in the areas of Quality of Education, Safeguarding, Risk Registers and CPD/Training in order that LGB Chairs may provide details of individual Link Governors who would be attached to the Link Trustees.

### CHSCC

#### (e) Terms of Reference

Trustees considered the ToR which had been updated on 12<sup>th</sup> September 2021 and approved by the CHSCC LGB.

**Approved:** Trustees ratified the CHSCC LGB ToR, which would continue to be reviewed and updated on an annual basis.

#### (f) Code of Conduct

Trustees considered the CoC which had been updated on 12<sup>th</sup> September 2021 and approved by the CHSCC LGB.

**Approved:** Trustees approved the CHSCC LGB CoC, which would continue to be reviewed and updated on an annual basis.

#### (g) Appointment of Chair: Mr Stephen Davismoon

It was confirmed that Mr S Davismoon had been elected as Chair and this would require ratification. For the benefit of those Trustees who did not know Mr Davismoon, LHu explained that Mr Davismoon held the position of Dean of Creative and Performing Arts at Liverpool Hope University and had been associated with CHSCC for a number of years. He understood the school and the learners very well and the learners had benefitted greatly from the collaborations he had supported with different productions, including the BBC Philharmonic Orchestra. He was very experienced working with vulnerable groups, known well by the learners and a real asset to the LGB.

**TQ:** Would Mr Davismoon be supportive of the Trust in addition to the school?

LHu remained confident of his support, having addressed the distinction with him very early in the process of him becoming a Governor.

**Approved:** Trustees approved the election of Mr S Davismoon as Chair of the CHSCC LGB until the first meeting of the academic year 2022-2023.

(h) Governor appointments: Mrs Amanda Downing and Councillor Gina Reynolds

In accordance with the ToR, which provided that for a school classified as 'Good' or 'Outstanding,' the LGB may co-opt and appoint Governors, which would require ratification at the next Trust Board meeting, ratification of the appointment of Mrs Amanda Downing [Co-opted] and Councillor Gina Reynolds [formerly Local Authority Governor to Co-opted]. ABe confirmed that ratification from Trustees was not required but noted these Governor appointments.

(i) Link Governor-Trustee Refer to 12(e) above.

### 13. Teacher Salaries – Approval Process

MHa provided Trustees with a verbal update in regard to salary approval.

Qualified Teacher Status [QTS] and Qualified Teacher Learning & Skills Status [QTLS] statutory/target setting meetings had taken place. The salary element of the performance management process had been approved by the LGBs and would require ratification by Trustees.

Trustees agreed that quality assurance represented a key area of Governor responsibility and this would include the quality, rigour and robustness of the appraisal process itself which would be led by the Headteacher.

Trustees reflected upon provision 6(b) of the SoD, in regard to Establishing and Reviewing Pay, Performance Management and Appraisal policies and processes, which provided that:-

*LGBs approve appraisal process and recommend salary levels for all staff except CEO. Approval thereafter would rest with Trustees and Trustees agreed that this should be considered within the remit of the FAR Committee in the first instance.*

MHa explained that the CHSCC LGB meeting had been postponed and would take place on 10<sup>th</sup> December 2021, which post-dated the recent FAR Committee meeting. To avoid delay in the implementation of incremental pay increases, MHa would ensure approval by the FAR Committee outside of a formal meeting.

**Action:** MHa to present FAR members with CHSCC incremental pay increases for approval by email following the CHSCC LGB meeting on 10<sup>th</sup> December 2021.

**Action:** ET to include the review of Pay, Performance Management and Appraisal policies and processes within the LGB meeting cycles for Autumn 2022, to be completed by 31<sup>st</sup> October 2021 for approval by the FAR Committee/Trust board.

### 14. Accommodation [Confidential]

Refer to confidential minutes.

## 15. Any Other Business

### a) Headteacher/Executive Level Performance Management

A Trustee Committee meeting was required to approve the Performance Management of MHa. This would take place on 9<sup>th</sup> December 2021 at 16:00 and at least three Trustees were required to be in attendance. PWi and ABe volunteered to assist. LHu and SWo were unavailable on 9<sup>th</sup> December 2021 but volunteered to assist in future.

**Action:** ET to include CEO/Headteacher Performance Management Committee within the summer 2022 timetable to ensure that the Committee was in place prior to Autumn 2022 reviews.

### b) Thanks

MHa was thanked for his continued dedication in what had been another very difficult academic year as a consequence of the pandemic. Trustees continued to be proud of the achievements of the Trust and also thanked Trustees for their continued support.

Signed.....Date.....  
Andrew (Chair of Governors)

Mr Cole

The meeting concluded at 18:20

### Summary of actions

Agenda No.	Action	Owner
3	Election of Vice Chair to be postponed until the meeting on 28 <sup>th</sup> March 2022 at 16:00.	ET
5	CAn to prepare letters of thanks.	CAn
5	CAn to meet with the proposed CHSHH LGB Chair when safe to do so.	CAn
5	LHu would invite the Chairs to meet to discuss and plan regular Chairs forum meetings.	LHu

<b>7</b>	MHa to provide Trustees with clarity concerning the completion and documentation of EHCP assessments.	<b>MHa</b>
<b>7</b>	MHa to ensure that internal control recommendations were reviewed, tracked and monitored through the FAR Committee.	<b>MHa</b>
<b>7</b>	MHa to provide LRu with management comments concerning the internal control recommendations for inclusion within the letter to the ESFA.	<b>MHa</b>
<b>7</b>	MHa to report back to Trustees concerning purchasing financial controls at the meeting of the FAR Committee on 25 <sup>th</sup> January 2022.	<b>MHa</b>
<b>7</b>	MHa to instruct the Schools People to complete a review of personnel records to ensure accuracy and compliance.	<b>MHa</b>
<b>7</b>	ET to invite the Chair of the CHSHH LGB to the meeting on 28 <sup>th</sup> March 2022 at 16:00.	<b>ET</b>
<b>9</b>	CAn and MHa to discuss the SDP with a view to emailing Trustees regarding progression and leadership of the review process.	<b>CAn/MHa</b>
<b>10</b>	CAn to provide overview of key salient points of the Academy Trust Handbook at the meeting on 28 <sup>th</sup> March 2022 at 16:00.	<b>CAn</b>
<b>12</b>	MHa and LHU to update the LGBs concerning Link Governor/Trustee roles in the areas of Quality of Education, Safeguarding, Risk Registers and CPD/Training in order that LGB Chairs may provide details of individual Link Governors who would be attached to the Link Trustees.	<b>MHa/LHu</b>
<b>13</b>	MHa to present FAR members with CHSCC incremental pay increases for approval by email following the CHSCC LGB meeting on 10 <sup>th</sup> December 2021.	<b>MHa</b>
<b>13</b>	ET to include the review of Pay, Performance Management and Appraisal policies and processes within the LGB meeting cycles for Autumn 2022, to be completed by 31 <sup>st</sup> October 2021 for approval by the FAR Committee/Trust board.	<b>ET</b>
<b>15</b>	ET to include CEO/Headteacher Performance Management Committee within the summer 2022 timetable to ensure that the Committee was in place prior to Autumn 2022 reviews.	<b>ET</b>

