MINUTES OF MEETING

Nottinghamshire County Council

Academy:	**The Aspire Multi- Academy Trust**
Meeting title:	**Meeting of the Board of Directors**
Date and time:	**Thursday 3rd December 2020 at 6 pm (started at 6.07 pm) Part 1** **Thursday 10th December 2020 at 6.30 pm Part 2**
Location:	**Virtual via ZOOM**

Membership
'A' denotes absence

	Mr K Daniell	KD
	Mr M Skinner (CEO)	MS
	Mr P Golightly (Chair) (joined at 6.12 pm on 3rd)	PG
	Mrs C Meese (Attended on 3rd, Absent on 10th) December)	CM
A	Mr M Fielding	MF
	Mr C Anderson	CA
	Mr R Sewell	RS

In attendance	Mrs. S Harrison -Clerk to the Board	Clerk
	Mrs H Detheridge – MAT Finance and Business Manager	MFBM/HD
	Mr. M Bradshaw- Streets Chartered Accountants (attended 10th December only)	MB
	Ms. G Gale - Streets Chartered Accountants (attended 10th December only)	GG

Glossary

ABC	Archbishop Cranmer CofE Academy
ABM	Academy Business Manager
BJ	Brown Jacobson (Solicitors)
CEO	Chief Executive Officer
DBE	Diocesan Board of Education
EBSP	East Bridgford St Peter's CofE Academy
FWC	Finance & Workforce Committee
GPS	Gunthorpe CofE Primary School
KWS	Kirkby Woodhouse Primary School
LA	Local Authority
LGB	Local governing body
MAT	Multi-Academy Trust
MFBM	MAT Finance & Business Manager
RSC	Regional Schools Commissioner
SJS	Sir John Sherbrookee Junior School
OTS	Oak Tree Primary school
WPS	Winthorpe Primary school

BD/20/69 **Apologies for absence (***KD in the chair.)* **Action**

There were no apologies for absence. MF was not present on either date; no apology had been received.

Action

Apologies were received from CM for the 10th December, apology accepted.

BD/20/70 Conflicts of interest

There were no declarations of interest, either direct or indirect, for items of business on the agenda.

BD/20/71 Minutes of the last Board meeting –

The minutes of the previous Board meeting held, 17th September 2020 having been previously circulated, were approved and electronically signed by the chair subject to the following amendment:

BD/20/68- Remove 'Wednesday 28th April 20201 at 6 pm' and replace with 'Wednesday 28th April 2021 at 6 pm'

BD/20/72 Matters Arising

PG joined the meeting at 6.12 pm and took the chair.

CA asked if a meeting for the chairs of LGB's was planned as there had not been one for some time.
PG responded that this would hopefully take place before the end of term.

CA asked if any of the academies had accessed the emergency central funding for COVID-19 related costs.
MS responded that as the academies would only be eligible to access this funding if their reserves went below the 3% reserve budget limit, no applications had been received as yet.

PG asked about the uptake of masks by academies.
MS noted that there were enough masks for all staff to have 5 masks each. The way the masks were being used was variable from academy to academy and some were reserving their use for close personal care as the masks that had been provided were of higher specification and effectiveness than home-made masks.

KD asked if HD had visited any academies.
HD replied that she had been to ABC for 2 days as the SBM was ill and she needed to access information for the financial audit. She had worn a mask throughout her visits.

There were no other matters arising not already covered by items of business on the agenda.

BD/20/73 Year-end reports (representatives from Streets Chartered Accountants to attend)

This item was deferred on the 3rd December and discussed at a short follow up meeting held on 10th December documented on page 7.

CA queried the number of vacant Trustee/Director positions noted in the Aspire Trustees report 2019-20 draft document

BD/20/74 MAT expansion

Action

- WPS -The school had successfully joined the Aspire MAT on the 1st November. HD and the SBM at OTP were supporting them with their transition. Whilst it was very positive to have Winthorpe join the MAT, moving forward it was considered to be more financially viable to take on larger schools than multiple small schools.
- Bingham -The bid for the new school had been submitted ahead of schedule and they were now waiting to find out if they had been shortlisted to present to the LA panel in March 2021. Directors discussed the likely timeline of the process from their combined previous experiences. RS noted that he was very impressed with the final bid submitted. PG commended MS for the work put into the bid and MS responded that it had been a team effort.
- *See confidential note*
- Other -MS informed that Ofsted had announced that inspections would not start until after Easter 2021, therefore the MAT was unlikely to be considered for a sponsored academy until the 2021/22 academic year.

BD/20/75 **CEO's report**

The CEO report had previously been circulated to Directors for consideration and was available to view on GovernorHub. Questions from Directors were invited.

CA asked for clarification of the statement relating to Ofsted inspections in relation to maintained schools and new convertor academies.

MS responded that this was a direct quote taken from the Inspection Manual to explain that when schools like OTP and Winthorpe become academies, they are allowed 3-4 years for transition before being inspected. They are legally a new school so would be subject to a section 5 inspection which included judgements.

Directors discussed that the 2 paragraphs within the statement presented as conflicting; MS explained that whilst it stated that a new school's previous inspection judgements would not be considered when the new academy was inspected, if they had previously been rated as a good school then they may get a section 8 inspection rather than the full section 5 inspection. Therefore, OTP would get a full section 5 inspection and WPS could get a section 8 or a section 5 inspection when they were inspected for the first time as academies.

PG asked what type of inspection schools that were previously rated as outstanding but had not been inspected for more than 10 years would be subject to.

MS was not certain as there had been no recent communication regarding this so he would try to find out which level of inspection EBSP and ABC were likely to have. **MS**

PG asked if it was known how Ofsted would take account of the fact that schools in more deprived areas had taken a bigger hit in terms of pupil progress, with many pupils and their families struggling with home learning, and that this had been acknowledged by the Ofsted Chief Inspector.

MS replied that previous Ofsted frameworks had taken account of socio-economic factors, however the current framework did not consider context. There had been reports that Ofsted were again considering applying context to their assessment and this had not just been as a result of COVID-19. However, it was feasible that

Action

COVID-19 could accelerate this process as it was acknowledged that learning had regressed in socially deprived areas.

CA enquired if KW (HT at OTP) had been summoned to provide evidence on the submission she had made to The Parliamentary Committee about the issue. MS reported that she had not any communication to date.

KD noted that KWS projections were excellent, however OTP were very worrying and questioned if this was entirely due to COVID-19 and if more action should be taken as a MAT.

MS responded that the data covering the period March- July 2020 strongly supported that despite the efforts of the staff many children did no learning during this time. In comparison EBSP and ABC were already back on track due to the engagement with remote learning. MS had challenged the figures with the HT and noted there needed to be an improvement by February. OTP were planning to recruit an educational social worker to address issues so that the HT can work with the staff to improve teaching as this needed to be outstanding to ensure that the children left the school in the best position that they could. Y6 needed the support as they had less time available to support them to catch up. The HT needed to be able to do class observations and feedback to teachers to give maximum challenge with a high level of support.

CA noted that OTP HT was under enormous challenge and questioned the support measures in place until a social worker was appointed, including the use of TA's and the input from MS.

MS responded that the Y6 cohort of 28 children were split into 2 groups of 14 based on ability for English and Maths, and both groups were being supported by qualified teachers. These core subjects were the focus for their learning.
MS planned to go into OTP to work alongside the HT as soon as the COVID-19 RA allowed this, as the 'bubbles' in school had to be respected to reduce the risk of virus transmission. The numbers in the report were the HT current projections of where the children would be however the targets were much greater than this.

RS asked if the HT could insist that staff access coaching and would it be possible for MS to monitor teaching remotely so that the 'bubbles' were preserved.

MS reported that a staff member at GPS was a qualified coach, and coaching had been offered free of charge to staff who want to take this up. MS had experience of using a system called IRIS for remote monitoring of lessons, which could be both useful for monitoring but also useful for the teacher's own learning. The teachers could be encouraged to use this independently to record and watch themselves back as a learning tool, and then be encouraged to share with MS when they feel ready to do so. It could also be used for monitoring. If the COVID-19 restrictions remained the same in January 21, MS would be interested in using this technology.

PG noted that the COVID-19 vaccine announcement had not identified teachers as a priority group for vaccination however media discussion had identified teachers as a potential priority group.

Action

MS responded that they could be identified as a priority at a later date as when teachers had to self-isolate there was a risk that schools may close due to staffing issues.

PG thanked MS for his report acknowledging how difficult and pressured this term had been and thanked MS for his ongoing efforts.

BD/20/76 **Finance and Workforce issues**

Financial status

The draft minutes of the FWC meeting held on 24th November 2020 had been available for Directors to consider prior to the meeting. PG highlighted:

- The accounts related to the year 2019/2020.
- There was an in year £21,000 deficit across the MAT up to the beginning of September.
- The prior year revenue reserve balance at KWS had been incorrectly reported in the 2018/19 Accounts due to a misallocation of Capital Spend from revenue to the Fixed Asset Fund. The auditors will re-state the 2018-19 balances this year in the 2019/20 Accounts.
- Some academies had suffered losses of income from school clubs, and if they did their own catering, which had created some pressure.

CIF bids

- Bids that were unsuccessful at appeal would be reworked and submitted in this year's round of bids along with some new bids.
- The deadline had been extended until the end of January 2021

Other finance issues

- School Resource Management Adviser (SMRA) visit response. HD noted that this contained a summary of their recommendation and the MAT response.
- The internal audit reports had not identified anything of significant concern.
- The current accounts had been delayed by one week

CA queried the statement 'To increase the ratio in each school to 78% minimum – potential saving £107,000' within the recommendations from the SMRA visit.

HD informed that this related to the teacher contact ratios and suggested that the teacher contact ratios should be higher. This was very difficult in small schools like GPS as the HT still had all the HT duties to carry out so this impacted on the time that they could actually spend teaching.

BD/20/77 **MAT policies**

MS explained that there were two new policies that were now a legal requirement so these had been prioritised. Model policies from The Key resource for school leaders had been reviewed alongside the DfE guidance and adapted to ensure that the ethos of the Aspire MAT was incorporated. The draft policies had been circulated for consideration by Directors prior to the meeting.

Exclusions Policy

This had previously been addressed within the MAT Behaviour Policy however it was now a legal requirement to have a separate policy. The key points of the

Action

policy were highlighted and there was a caveat within the policy that the DfE statutory guidance would always be consulted before any exclusion was made.

CA queried clarification of the statement 'Where there is a legal requirement for the Exclusions sub-committee of the Local Governing Body to meet to consider the reinstatement of a pupil, and that parents have a right to attend a meeting, be represented at a meeting (at their own expense) and to bring a friend.'

MS responded that some fixed term exclusions did not give the right to appeal to a subcommittee.

CA queried if each academy would need to create a subcommittee if this was needed.
MS explained that LGB's were aware that such a committee may need to be convened but do not have a permanent committee for this purpose.

Directors discussed the issue further and considered the requirements of an independent panel including the fact that members would need to have completed appropriate training within the last 2 years. The Complaints policy also identified a need for the availability of an independent panel. MS agreed to look at this to ensure that there were sufficient appropriately trained people across the MAT should they be needed, and source training if needed. **MS**

PG noted that he would ensure this was an agenda item for discussion at the LGB Chair's Forum. **PG**

Directors unanimously

APPROVED the Exclusions Policy.

Designated Teacher for Looked-After and Previously Looked After Children Policy (Replaced Looked After Children Policy)

CA requested that an explanation of the term 'child arrangement order' be included within the policy.

CA queried that a statement to identify the importance of reintegration into the school to ensure that they are treated equally be included.

CA suggested that the statement 'Be aware of the special educational needs (SEN) of looked-after and previously looked after children, and make sure teachers also have awareness and understanding of this.' be reworded to ensure that no assumption was made that all LAC also had SEND.
MS would adapt the policies to address the points raised. **MS**

PG suggested that following amendments the term version 2 be applied.

Directors unanimously

APPROVED the Designated Teacher for Looked-After and Previously Looked After Children Policy

MS agreed to forward the policies to PG for uploading to the website. **MS/PG**

*Other **policies**- There were no other policies to discuss.*

BD/20/78 Approval of new LGB members

Action

Directors **APPROVED** the following LGB members:

SJS- Kate Cox – parent governor
EBSP -Nick Baseley – co-opted governor**.**
GPS – Jo Simson- Foundation governor
GPS -Mary Pettifor - Foundation governor

BD/20/79 AOB

See confidential item

BD/20/80 Confidentiality

Directors **AGREED** that all papers and reports be made available as necessary with the exception of discussions deemed confidential at items BD/20/74 and BD/20/79

BD/20/81 Date of meetings for 2021

- Thursday 4th February 2021 at 6 pm
- Wednesday 28th April 20201 at 6 pm
- Tuesday 20th July 2021 at 6 pm

Meeting closed at 7.50 pm on 3rd December

The following items were discussed at the meeting held on 10th December- Part 2

BD/20/73 ***Year-end reports (representatives from Streets Chartered Accountants to attend)***

MB and GG were present for this section of the meeting held on 10th December.

5.1 Trustees' Report including Value for Money Statement for year ended 31st August 2020

PG noted contributions from headteachers and graphics had been included this year.

Page 3- Pupil numbers were noted to need review. GG agreed to look at the format.

Page 5- RS noted election of chair stated as elected as bi-annually and should read biennial. GG would amend this. **GG**

The auditors confirmed that the report contained all the required information.

Directors unanimously **APPROVED** the Trustees' Report subject to the minor adjustments discussed during the meeting.

5.2 Accounts 2019/20

The auditors confirmed that they were happy with the Governance statement.

Key highlights from the accounts reports, included:

Action

Page 36- The figures would need to be adjusted further as a result of the Teachers' Pension Scheme (TPS) and Local Government pension schemes (LGPS).

Page 38- Defined pension scheme liability had to be included in the statement and were included for accounting requirements and were not required by ESFA.

Page 46-Triennial valuation was important to the MAT, as they were the rates the MAT had to pay for LGPS. The last actual valuation was performed 31st March 2019 and had been used to inform this valuation.

RS queried the deficit of £58,000 after a capital spend of £40,000.

MB responded that this related to expenditure on buildings, IT and general equipment. It was hoped that this would come from DFC or successful CIF bids, however if there was no external funding this had to come from revenue funds. This year it was £40,000 so if this happened on a yearly basis it would be very important for the budget however if this sum was £5,000 next year then it would not be so critical. If the capital funds were excluded the deficit would be around £18,000.

CA asked for an update of the current situation in relation to the Teachers' Pension Scheme and was there a possibility that the MAT would have to make higher contributions to this in the future.

HD informed that it was likely that support for the latest rise in the pension contributions would be built into the GAG, however the long term implications were not known.

MB noted that it was not known if funding for additional pension contributions would continue.

PG asked if the triennial valuation in 2019 for the LGPS indicated any trend for future rises. MB noted that this was impossible to predict, there had been a slight increase in 2019. The LPGS was a continuing fund that was dependent on the stock market and bond yields which impacts on inflation and impacts on expected liabilities. It was viewed that MATs would not be burdened with massive liabilities.

KD noted that the Government had made a clear and enduring commitment that the historic shortfall would always be met and would not be the MAT liability.

MB stated that whilst it had been underwritten, the sum was evident on the accounts as they want MATs to be aware of the liabilities. The accounts would look better if this did not appear.

Page 38 -The balance sheet identified what the MAT owns and what the MAT owes at August 2020. MB talked through the figures on the balance sheet.

Page 51 -The contribution to the Diocese was for any building works on Diocesan owned buildings which was explained in the accounting policies.

Page 54 -The staff numbers related to the previous year; HD was working to update this. MB explained that some of the other MATs collate the number of FTE staff although this was not a required disclosure and this could be more useful than just the number of employees. Following discussion HD agreed to start collating this information on a monthly basis. **HD**

CA queried if the number of TAs were included in the figure for administration and support staff.

MB informed that a disclosure to identify this could be put below however the figures had to be shown in this format to ensure consistency across MATs

Action

Page 59- GG noted that the previous year's reserves revenue was overstated by £74,500 and the fixed assets reserves underestimated by the same amount, this related to KWS and an adjustment had been made. PG had reported this to the Board previously and the overall impact was neutral.

HD noted that OTP was the most recently academised school and transferred with a substantial balance; they were also the only school which had benefitted financially as a result of the pandemic.

MB informed that ESFA take issue if there is no plan for the reserves held.

PG informed that reserves within the MAT should be 3-8% of the GAG and if they were different to this the Board had to be informed of the reason.

MS supported that the reasons for OTP reserves were valid. A recent audit advised costs could be reduced by a reduction in staff, however management decided to appoint an educational social worker to relieve the stress on the SLT which would have an impact on these figures.

CA supported that the staff numbers over the next few years should not mirror the reduction in pupil numbers due to the needs of the pupils, he queried the level of detail EFSA would need in a plan for the reserves.

MB advised that this would be tied in with the budget forecast for one, two and three years.

Page 73- Highlighted Winthorpe joining the MAT

Directors unanimously **APPROVED** the Accounts for 2019/20 as presented subject to the minor adjustments discussed during the meeting.

5.3 Auditors' Report

GG noted that the audit had been carried out remotely and therefore there had been some delay with a small amount of information.

HD was aware and planned to have this information from ABC the following week.

Report 1 -Section 3.1 Key account points -gave a breakdown of the funds.

The three standard key areas of risk that are looked at by auditors were discussed; no issues had been identified.

Page 7- Governance- There were 6 Trustees which was in line with the handbook.

Payroll -As a percentage of overall costs there had been a slight increase on the previous year which was considered to be probably due to the reduce in income from wrap around care due to COVID-19.

Page 8- there was some movement in the LGPS, and an increase in line with other Nottinghamshire MATs.

Report 2- Regularity

There had been two credit card transactions that had not been authorised in line with the policy; HD was looking into these and it was possible that this would be amended when more detail was known.

There had been no issues of website compliance in this year.

Action

Section 3.4- Summary of key changes to the Financial handbook

This advised a change in direction concentrating on segregation between Members and Trustees and a change in the numbers.

PG informed that this was being addressed at the Diocesan level. There had been two new Members, one further Member had been nominally appointed and a potential fifth member identified.

There should be separation between the Members and the Trustees, ESFA's preference was that the majority of Members should not also be MAT Board Trustees. At present two of the three Members did not sit on the MAT Board.

PG informed that this was written into the Articles of Association so this could not be changed without a significant cost to the MAT.

MB noted that some MATs were changing their Articles of Association to address this issue and this may be something that ESFA comments on and may be worth considering if the opportunity presented.

PG informed that the number of Members is being increased from three to five which would reduce any negative impact, and as the cost of changing the Articles was considerate it would be appropriate to wait for the next significant change to address this to justify the cost.

MB noted that the preference was whilst the MAT CEO could be appointed as a Trustee, the strong preference was for no other employees to serve.

PG asked if there was any indication that the CEO being a Trustee was not appropriate.

MB responded that in a very large MAT it may not be desirable to have the CEO on the Board; ESFA do understand the importance of having the CEO on the Board and therefore felt that Aspire was fine.

Page 12 -Taxation. Previous notice to complete a Corporation tax return had now been cancelled and the MAT was exempt for the next 3 years.

Post management account adjustments -appendix 3, related to change in LGPS deficit.

Appendix 4- Summary of fund balances included a breakdown to individual academies. This would be subject to minor changes in the pupil and sports premium figures only.

HD noted that the number of Board meetings held needed checking

PG clarified that the 4-5 meetings held to address COVID-19 specific issues had not been included as full Board meetings.

MB thought that this was correct but GG would clarify the wording.

HD informed that the depreciation rate for computer equipment should be 33% and not 20% as written in the document. **GG**

PG questioned if a management response was needed for the amber item.

HD would do this if required

Directors unanimously **APPROVED** the Auditors Report as presented subject to the minor adjustments discussed during the meeting.

5.1 End-of-year submission process

GG informed that the deadline would normally be 31st December however had been delayed until 31st January 2021. Once the additional information had been received from HD the documents would be finalised and sent to Companies House and to ESFA.

Action

MB noted that one hard copy would be needed to file at Companies House.
PG and MS agreed to scan and sign the signature pages for the ESFA document. **PG/MS**

PG thanked all for their attendance and contributions.

MB and GG left the meeting

CA noted thanks to HD for ensuring the accounts had been completed and for assisting academies who were experiencing difficulties due to staff illness.

Meeting closed at 7.32 pm on 10th December

Signed .... (chair) Date ....4th February 2021.....