

**Meeting Minutes**  
**Trust Audit, Finance and Resources Committee**  
**Wednesday 12 May 2021, *Virtual Meeting***

**In attendance:**      **Alex Walmsley –Chair (AW)**                      **Rob Bosworth (RB)**  
                                  **Philip Bostock (PB)**    **Charlotte Davies (CD) – Director of Bus & Ops**  
                                  **Moira Marder (MM)**    **Sue Pym (SP) – Director of Finance**  
                                  **Richard Jacobs (RJ)**  
                                  **Melody Floyd - Clerk to the Trust (MF)**

**Meeting Minutes**

Item Ref	Business	Action
1.	<p><b>Welcome and Attendance</b></p> <p>AW welcomed everyone to the virtual meeting. No apologies were received.</p>	
2.	<p><b>Declarations of Interest</b></p> <p>No new declarations were raised.</p>	
3.	<p><b>Minutes of Previous meetings</b></p> <p>The minutes of the meeting held on 17.03.21 were approved as a full and accurate record.</p> <p>The actions from the previous meeting were reviewed and marked as complete.</p>	
4.	<p><b>Matters Arising</b></p> <p>None were raised.</p>	
<b>For Monitoring</b>		
5.	<p><b>LGB Finance &amp; Resources Minutes</b></p> <p>The minutes of the recent LGB meetings were reviewed. No issues for Trustees were noted.</p>	
6.	<p><b>Trust Financial Update</b></p> <p>SP updated that everything was going well for next year’s budgets. These would be formally recommended for approval by the Board at the next AFR Committee on 23.06.21.</p> <p><b>A full record of the discussion is in Part B of the Minutes.</b></p> <p><u>Bank Mandate Approval</u></p> <p>SP noted that it had been difficult to have enough signatories for the bank account. There had been two key signatories who had resigned recently so the intention was to strengthen</p>	

	<p>this. The proposal was to add Lisa Thomas (HR Manager) and also Sandra Yeats (SY) and Will Barrett (WB) who had both worked in the Finance Team for over five years.</p> <p>RB noted that this was a good sign of the Trust’s position. RB was supportive of the added signatories but felt that the higher level sign off should be raised and that caps on the lower level sign offs were needed as this would add in mitigation and provide reassurance. RB noted that a future agenda item could focus on this as it could potentially slow down the process in terms of tolerance level. Not having any tolerance level was a risk.</p> <p>SP noted that payroll was a large payment that goes off and weekly BACS payments could also be £0.25m.</p> <p>SP suggested a £20k signing limit for SY and WB as this would cover off all the smaller payments and would offer protections. RJ noted caution in regards to what the money was spent on, rather than the amount.</p> <p>AW was in agreement with the points raised, and confirmed that this would be revisited at the end of the year when the finance policy is reviewed.</p> <p><b>The additional bank mandate signatories were agreed, with a limit of £20k for WB and SY.</b></p>	
7.	<p><b>Capital Programme 2020/21</b></p> <p>SP gave an update on the Capital Funding Programme and noted that the school condition allocations funding had been broken down by school.</p> <p>There were some items requiring approval by Trustees at the meeting.</p> <p>SP updated that QE had put in an application for condition improvement funding. If successful the Trust would put in £115k which was a 15% contribution.</p> <p>SP noted that the ASAP sports hall could use school condition allocation straightaway or spread this forward.</p> <p>The building conditions surveys showed that Whipton and QE were in a worse condition than the PFI schools and had attracted funding. The outstanding conditions would need to be prioritised appropriately.</p> <p>SP noted the proposal to build a 3G provision at MAP, this would be an important development for the school and that a £200k match contribution from the Trust would be required.</p> <p>SP sought approval from Trustees for two items of expenditure.</p> <p><u>Isca and West Exe CCTV</u> – SP updated that this needed to be brought up to the same standard as the other PFI schools. The expected cost was circa £35k per school and would bring all Exeter schools to the same level.</p> <p><u>Fencing at MAP</u> – additional fencing at MAP was needed due to safeguarding issues. Tenders had been received over a wider range of providers than usual due to the suitability of the initial three tenders. The recommendation was to proceed with the £73,508 quote from</p>	

	<p>Westcountry Maintenance Services due to the suitability of the company. The other companies, who were lower priced, were deemed too risky.</p> <p>RB noted that he was happy to proceed, but felt that the level of expenditure to be approved by the Trustees should be increased. If expenditure fell within the agreed threshold it seemed operational to be agreeing to CCTV installation. AW confirmed that the finance policy would be reviewed at the end of the year. RB also noted the need to keep the Exec team as agile as possible.</p> <p><b>The expenditure of c£35k on CCTV for Isca and West Exe was approved.</b>  <b>The expenditure of £73,508 for fencing at MAP was approved.</b></p> <p><u>Salix Grant ASAP</u></p> <p>SP noted that work was still ongoing on the due diligence of the Salix Grant, This was a refresh grant that was prepared a while ago and was being checked.</p>	
8.	<p><b>Strategic Risk Register/ Risk Impact Review</b></p> <p>CD noted that the Risk Register was the same version as went to the Board on 28.04.21 and that there had been no further changes.</p>	
9.	<p><b>Audit Update</b></p> <p>SP noted that the internal audit had raised some minor issues but nothing significant. AW confirmed that the report would be circulated once the responses had been received.</p> <p><u>External Audit</u></p> <p>SP noted that the external audit arrangements had been revisited. She noted the timeframe for the auditors to be appointed, and that this had now passed. The tender paperwork had been put together and it would be possible to go to tender now. However, SP noted complications in that the current auditors had been doing work with the Trust since January. If it was a mid-term change then advice would be needed around the procedure.</p> <p>SP asked for Trustees' views on going out to tender now and noted that the Trust had been with the current auditors, Bishops Fleming, since the start.</p> <p>AW agreed that it was complicated, but if the Trust wanted to change auditors then we should go out to tender. He also noted the length of time working with the current auditors and queried if familiarity was a risk but questioned if there was an urgent need to change auditors now, rather than in February 2022.</p> <p>SP noted that the change had been the direction of the Members two years ago, and that it did not feel like a good time currently.</p> <p>AW and PB were in agreement that it would be sensible to defer the tender process. AW noted that there were only four providers in the region with experience of MATs so options were limited.</p>	

	<p>AW noted the need to be clear that the Members wanted the Trust to go to tender and that it had been agreed to go to tender as soon as the current audit cycle was completed. SP noted that this was positive and that communications with the Members needed to be carefully dealt with. AW noted that the Committee had agreed in principle to go to tender early next year and that the Members would be informed.</p> <p><b>It was agreed, in principle, to go out to tender for external Auditors in early 2022.</b></p>	
<p>10.</p>	<p><b>All Saints Sports Hall Update</b></p> <p>CD gave an update on the current position regarding the Sports Hall provision at All Saints.</p> <p><b>A full record of the discussion is in Part B of the minutes.</b></p> <p><b>It was agreed to convene a Working Party meeting to focus on the Sports Hall project ahead of the next AFR Committee Meeting.</b></p> <p>RB left the meeting at 18:10 RJ left the meeting at 18:15</p>	
<p><b>For Approval</b></p>		
<p>11.</p>	<p><b>Policies</b></p> <p>CD noted the non-HR policies and the relatively minor changes to them. There was also a new policy regarding professional fees.</p> <p>The changes to the policies were agreed. <b>Action: MF to circulate the updated policies following the usual process.</b></p> <p><u>HR Policies</u></p> <p>CD noted that the whole Suite of HR policies had been refreshed to ensure consistency and to make them easier to navigate. A new delegated authority guide had also been created to show the lines of escalation and appeal, which were relevant to a number of the HR policies. This would ensure consistency make the policies easier to navigate and followed a logical pattern. The majority of the HR policies had only relatively minor updates.</p> <p>There were some more substantial changes which had been agreed with the Unions. These were around the Leave for Parents policy, which had brought together a number of policies and proposed an alignment of the maternal and paternal entitlement across all Trust schools. This was at a relatively minor cost.</p> <p>There was also an update to the Staff leave and absence policy which proposed reducing some of the paid time off within some of the Plymouth schools, for example around dependent emergencies to bring this in line with the rest of the Trust. This had gone through the Unions and they had not raised any concerns. The existing provision in the Exeter schools was felt to be sufficient.</p> <p>CD noted that the policies could be agreed outside of the meeting if more time was needed. It was proposed that the policies would be adopted from 01.09.21.</p>	<p><b>MF</b></p>

	<p>AW queried the harmonisation of leave of absence to reduce the Plymouth allowance. AW also queried what would happen in terms of the affected members of staff. CD confirmed that, once this had gone through the formal consultation process with the unions, effectively staff would be notified of the agreed change to their terms and conditions.</p> <p>PB asked for clarification that all schools across the Trust would be subject to identical policies and if QE would be included. CD noted that QE were already effectively aligned with Exeter school terms and conditions which had historically been put in place by the local authority. It would mean that the HR policies would become consistent across Plymouth and Exeter schools. There were still some differences in the pay scale policies and how that was put in place. There was also still provision for some contractual requirements to remain different, i.e. protected terms and conditions through the TUPE process.</p> <p>PB noted that this meant there was not total conformity of policies as there were a few exceptions. PB also queried if any new schools being taken on would adhere to the Trust policies. CD confirmed that the expectation was that new schools would align, although there would be the normal TUPE provisions for contractual terms and conditions.</p> <p>AW confirmed that approval was being sought for harmonising the HR policies for consistency, with acknowledgement they may change in the future. AW and PB were both supportive of this.</p> <p><b>It was agreed to harmonise the HR Policies for consistency, with acknowledgement that they may change in the future.</b></p>	
12.	<p><b>Terms of Reference for Committees</b></p> <p>CD noted that the Terms of Reference for the Finance &amp; Resources and Audit &amp; Risk Committees had been further updated, but would need formal approval by the Board.</p> <p>The Scheme of Delegation had also been adjusted in line with the proposed terms of reference.</p> <p>PB noted that there were still some gaps and inconsistencies in the scheme of delegation that would need to be ironed out before approval by the Board. However, in principal it was an extremely helpful document.</p> <p>PB also expressed uncertainty about the “overview” green section and queried if this needed to be deferred to the members. He felt the concept was unclear.</p> <p>AW noted that Members had limited input to the Scheme of Delegation.</p> <p>CD noted that the green section in the document was intended to indicate monitoring and to ensure that things happened. The interpretation of this was for Members to have oversight by ensuring that there was a Scheme of Delegation in place. They would not be commenting on the detail but would ensure that the Board had reviewed it.</p> <p><b>Action: PB to contact CD outside of the meeting about the Scheme of Delegation.</b></p> <p>AW noted that the Terms of Reference could be adjusted further once the new committees started.</p>	PB/C D

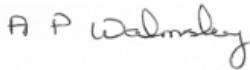
	<p><b>AW and PB were in agreement with the Terms of Reference.</b></p> <p>AW was content with the cycle of business, he queried if internal audit should be included within the Audit &amp; Risk cycle of business to agree internal scrutiny processes. SP agreed that the internal assurance process needed to be mapped. SP would review this and advise accordingly.</p> <p>Membership of the new Audit and Risk committee was currently unclear. The first meeting of the committee would be made up of members of the current Finance &amp; Resources committee. It was agreed that there should be different chairs for both committees, however it was currently unclear who the Chair of the Audit committee would be.</p> <p>It was noted that this did not have to be a Trustee and that a non-exec could be Co-opted onto the committee, although AW felt that the Chair should be a Trustee.</p> <p>MM noted the recent recruitment campaign for Governors and queried if a similar process could be undertaken for an Audit Committee Chair.</p> <p><b>Action: MM to add recruitment of Audit Chair to Executive Meeting Agenda.</b></p> <p><b>Action: SP to advise where internal assurance should sit within the audit and risk cycle of business.</b></p>	<p>MM</p> <p>SP</p>
<b>For Information</b>		
<p>13.</p>	<p><b>Growth Update</b></p> <p>PB noted that there were no further updates from the Growth Committee following the Board Meeting.</p> <p><b>Action: MF/PB to liaise to set a date for the next Growth Committee.</b></p>	<p>MF/P B</p>
<p>14.</p>	<p><b>Fusion Update</b></p> <p>CD updated that the transfer of contracts had not yet been signed off. It was currently still with the related party team of the DfE.</p> <p>AW noted the frustrations. Everybody was on board however DfE had not signed off. Extension letters were being signed off on a fortnightly basis. MM had escalated this by complaining to the RSC about the DfE's inability to sign off the contract.</p> <p>CD confirmed that there was no further update. The DfE related party team were involved and operated via an online portal so could not be contacted direct. There had been no formal requests for additional information and the source of the blockage was trying to be identified.</p> <p>CD also confirmed that all the other parties and stakeholders were still on board and supportive. They were content to a further extension of the letter of intent. However, this had an impact on the provider who were currently having to operate on a hand to mouth basis. There was strong cohesion through the other parties.</p>	

	<p>MM had met with Lucy Livings at the RSC who had been incredibly supportive. She was going to work on unblocking the chain. MM requested to be kept in the loop and stated that she would escalate this further if needed. Baroness Berridge would be the next port of call if the RSC were unable to help.</p> <p>SP noted that there was no indication on the portal of any progress and that it was already outside of the DfE timescale. AW noted the lack of individual willing to take responsibility.</p> <p>PB queried if there was a chance that the portal would say no. SP felt this was unlikely but that further information could be requested. MM noted that this was classed as a novel transaction.</p>	
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**Any Other Business and Next Meeting Date**

	<p><b>Date of next meeting:</b> Wednesday 23 June 2021, 5.00pm – Microsoft Teams</p> <p>The meeting closed at 19:14</p>	
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**Signed by the Chair of the Committee:**



**Date: 23.06.21**