

Draft

North Hampshire Education Alliance

NHEA Board of Trustees - Board meeting

Minutes of a Meeting held on 11th December 2019 at 6.00pm
In the Conference Room at Queen Mary's College, Basingstoke

Present: Mr Jon Soar (Chair of Trustees)
Mrs Ali Foss (CEO NHEA)
Mrs Rosemary Hood
Mr Steve Lutener
Ms Julie McLatch
Mr Pat Murphy
Mr Mike O'Dwyer
Dr Janice de Sousa
Mrs Jean Thorpe
Mr John Wright (10/10 quorate)

In Attendance: Mrs Jane Coleman (Director of Finance)
Dr Toni Baldwin - TBN (Company Secretary)

14. APOLOGIES FOR ABSENCE

The Board noted apologies for absence from Mark Henderson (Deputy Principal) who normally attended these meetings.

15. DECLARATIONS OF INTEREST

There were no declarations of interest.

16. MINUTES OF PREVIOUS MEETING

Minutes from the NHEA Board meeting held on 15th October 2019 (paper NHEA 15/19 circulated with the agenda) were approved as an accurate record for the correction of a typo and signed by the Chair.

Confidential minutes scheduled for approval with the confidential items later in the meeting.

17.1 MATTERS ARISING AND OUTSTANDING ACTIONS

The Board discussed matters arising and outstanding actions from previous meetings that were not covered elsewhere on the agenda.

180710 NHEA Minute 10.3: logo and website for NHEA – postponed - situation to be reviewed Easter 2020.

18/19 NHEA Minute 65: update on NHEA Policies – Jon Soar reported that the Search and Governance Committee had reviewed the list of Trust Policies for compliance against the recently revised DfE list of statutory policies. All required policies were in place with three currently due for review

- Data Protection Policy – Audit Committee
- Complaints Policy – Local Governing Body
- Student Exclusion Policy – Local Governing Body

17.2 19/20 NHEA Minute 5.4: Meeting with RSC – Ali Foss reported on a meeting with a representative from the Regional Schools Commissioner's office which she had

attended with Jon Soar. The Board heard that Ali Foss and Jon Soar had made the case that NHEA/QMC had useful experience that could be helpful in supporting local schools, however, the Board noted that the RSC was currently more concerned about schools in other areas of the region rather than Basingstoke schools.

18.1 **REPORTS FROM LOCAL GOVERNING BODY MEETING**

QMC Local Governing Body 20th November 2019

The Board noted minutes from a meeting of the QMC Local Governing Body which had taken place on 20th November 2019 (paper NHEA 16/19 circulated prior to the meeting). Julie McLatch highlighted the main issues from the meeting:

- report on staffing by Sally-Ann Spooner Director of HR and Commercial Operations – review of absences, turnover and results of the staff survey.
- re-run of the Open Evening Presentation in Central Studio including presentations from a former student and a current student.
- Local Governing Body Strategy Day 9th November – this had been a successful event with good discussions between the Local Governors and College Management Team on both the self-assessment process and the mission and values of the College. The Board noted that the mission, values and strategic aims of QMC, with minor amendments were attached to the minutes (paper NHEA 16/19) as well as noting the QMC Key-Priorities 2019-2020 leaflet which had been circulated to all QMC staff (tabled paper).

18.2 Ali Foss reported on the College Self-Assessment Report, including the 2019/20 action plan (paper NHEA 17/19 circulated with the agenda). The SAR had been reviewed in detail by the Local Governing Body and was recommended for approval. Ali Foss explained that, for 2019/20 the SAR had been reviewed and reformatted and was now in line with Ofsted's new Education Inspection Framework (EIF-2019) with the overall aim of 'happy and successful students' at QMC. The Trustees made various comments on the document and asked a number of questions, including:

- as a shorter document with fewer actions the SAR was now very focused.
- the College was using ALPS connect to identify groups of students who were underperforming. Ali Foss reported that 'middle ability' girls had been identified as a group who had lower added value compared to other groups of students. This underperformance was now being addressed.
- one of the Trustees asked about WEX (work experience) and Ali Foss explained that the College was working to give those students who were not planning to progress to Higher Education the opportunity to go on 'meaningful work experience'.
- in response to a question on progress in embedding the Wellbeing Hub, Ali Foss reported that it was working well - by co-locating different support activities everyone knew where to go for support, interventions were being carried out really quickly and a much stronger safety net had been created for students. Setting up the Wellbeing Hub had also resulted in some unexpected benefits, for example, the member of staff who currently supports the three deaf students at the college was now running sign language classes for all students through the Hub.

18.3 Following further discussion, the Board approved the SAR for submission to the ESFA.

Action: SAR submission AFS

19.1 REPORTS FROM COMMITTEE MEETINGS

Search and Governance Committee – 12th November 2019

The Board noted minutes from a meeting of the Search and Governance Committee on 12th November 2019 (paper NHEA 18/19 circulated with the agenda). Jon Soar reported that the Committee had discussed the length of appointment for Chairs and Vice-Chairs of the Board and recommended that these appointments should be made for 2 years to enable overlap and continuity within the roles. The Board noted that with Rosemary Hood and Pat Murphy stepping down there were a number of vacant roles within the Board.

19.2 Vice Chair of the Board:

Mike O'Dwyer proposed Julie McLatch and Steve Lutener seconded the proposal. The Board **resolved to elect Julie McLatch as Vice-Chair of the NHEA Board of Trustees for a two year term (11 December 2019 to 10 December 2021).**

The Board noted that Julie McLatch would also remain as the Chair of the Local Governing Body but that Janice de Sousa was currently attending LGB meetings with a view to taking on the role of Chair of the LGB in due course.

Chair of the Audit Committee:

Pat Murphy proposed Steve Lutener and Rosemary Hood seconded the proposal. The Board **confirmed the appointment of Steve Lutener as Chair of the NHEA Audit Committee - no fixed term of office.**

Chair of the Finance Committee:

Julie McLatch proposed Mike O'Dwyer and Pat Murphy seconded the proposal. The Board **confirmed the appointment of Mike O'Dwyer as Chair of the NHEA Finance Committee - no fixed term of office.**

The Board noted that this was intended as an interim appointment and that a new Trustee was being sought to take on the role of Chair of the Finance Committee.

- 19.3 Jon Soar reported on efforts to recruit new Trustees. Pete Stagg, who was currently a co-opted member of the Audit Committee, had been approached to possibly join the Board as a Trustee. In addition, a possible Trustee with financial experience had been identified through the 'Inspiring Governance' charity that linked volunteers to governor opportunities.

20.1 **Audit Committee 3rd December 2019**

The Board noted minutes from the Audit Committee meeting and Joint Audit/Finance Committee meeting on 3rd December 2019 (paper NHEA 19/19 circulated prior to the meeting). Rosemary Hood reported that the Committee had considered two Internal Audit reports from TIAA:

- Assurance Review of ICT-GDPR: resulting in reasonable assurance with 4 recommendations (2 important and 2 routine). Following a query at the Audit Committee meeting it was noted that Trustees had been briefed on GDPR prior to legislation coming into force and had subsequently been agreed that Trustees did not require ongoing GDPR training as they did not have access to personal data and that the Audit Committee would
- ICT Cyber-Security Maturity Assessment: this audit had resulted in a detailed list of actions to be carried out, mainly involving the documentation of controls and processes already in place. In response, the Committee had agreed to use one day from the current 2019/20 audit allocation in order to monitor progress with actions from the report and reassess Cyber-Security at the College.

The Board discussed TIAA, the Trusts' internal auditors, and Rosemary Hood reported that their reports were balanced and informative. Jane Coleman added that this was the first year of TIAA acting as internal auditors and the relationship between them and the College Management was good. For example, CMT had been concerned about the large number of actions identified by the ICT Cyber-Security Maturity Assessment. Following discussion, TIAA had amended their summary of findings to add context to the report and to improve the usefulness of the action plan to the College.

- 20.2 The Board noted the Annual Report from the Audit Committee (paper NHEA 20/19 circulated with the agenda). Rosemary Hood reported that the NHEA had carried on producing this Sixth Form College report following conversion to a Multi Academy Trust, even though it was not required by the ESFA, as it provided a useful summary of the work of the Committee. The Board noted that, from 2020 onwards, academies would be required to submit evidence of internal scrutiny to the ESFA alongside their Annual Report and Financial Statements. For 2019, academies could submit any internal scrutiny information but this was not a formal requirement until 2020.

TBN

The Board **resolved** to submit the 2019 Annual Report of the Audit Committee to the ESFA as evidence of internal scrutiny for 2018/19.

- 20.3 Rosemary Hood reported on the Joint Audit and Finance Committee that had immediately followed the Audit Committee meeting on 3rd December 2019. The Board noted the Post-Audit Management Report from the College's Auditors Buzzacott LLP along with draft Letters of Representation to the Auditors (papers NHEA 21/19 and 22/19 circulated with the agenda). The Board noted that Buzzacott had made two housekeeping recommendations in their Post Audit Management Report both relating to the reports generated by the new finance system - which were not currently fit for purpose. Jane Coleman briefly explained the issues that were currently being experienced in producing finance reports.

The Board **resolved** to approve the Letters of representation for signature by the Chair of Trustees following the meeting thus enabling the Annual Report and Financial Statements to be signed by the Auditors.

TBN

21.1 **Finance Committee 3rd December 2019**

The Board noted minutes from the Finance Committee meeting and Joint Audit/Finance Committee meeting on 3rd December 2019 (paper NHEA 23/19 circulated prior to the meeting) along with the Annual Report and Financial Statements to 31st August 2019 (paper NHEA 24/19 circulated with the agenda) which had been discussed in detail at this meeting. The Board noted that, at the request of the Auditors, two changes had been made to the ARFS following the Finance Committee meeting:

- the addition of a statement that there had been no complaints regarding fundraising
- a note setting out the current value of the Trust's loans along with interest rates.

- 21.2 Jane Coleman gave a presentation on the 2019 Financial Statements. The Board recalled that 2018/19 was the Trust's first full year of trading - direct comparisons with the 2018 Financial Statements were not possible as these covered an 11 month period. The Board noted that the Trust had produced an operational surplus of £248k for 2018/19 (compared to £237k for 2017/18). Jane Coleman highlighted and elaborated on aspects of the Financial Statements including:

- a reconciliation between the yearend Management Accounts and the Statement of Financial Activities (SoFA) as set out in the Financial Statements.
- a list of significant variances to budget (e.g. increased pension costs and 'little extras' capital funding) along with a comparison of final operational surplus against budget.
- a closing cash position of £2.6M
- analysis of income and expenditure by source

21.3 The Board noted Key Performance Indicators for 2017/18 and 2018/19 – Jane Coleman reported that there were no issues of concern but reminded the Board that the Covenant for the Trust's Bank Loan set out levels for some of these metrics and that KPIs along with the management accounts, were reported to Lloyds Bank on a quarterly basis. The Board briefly discussed current levels of restricted and unrestricted funds (reserves) as well as additions to the Trust's fixed assets during 2018/19.

21.4 The Board noted that the Annual Report and Financial Statements were required to be submitted to the ESFA by 31st December 2019 and that figures contained in the Financial Statements were also required to be submitted in the 'Annual Accounting Return' (AAR - an additional return required by 20th January 2020) to the ESFA for consolidation into the DfE accounts.

On the recommendation of the Finance Committee and Audit Committee, the Board **resolved to approve the Annual Report and Financial Statements for signature by the Chair of Trustees and Chief Executive and submission to the ESFA noting that the figures from the Financial Statements would also be submitted to the ESFA in an alternative format in the AAR .**

JCN

22.1 FINANCIAL ISSUES

Jane Coleman reported on planning for 2019/20 including:

- opportunities for the development of the MAT
- challenge of decreasing student numbers.
- further investment in systems (financial and Human Resources)
- outcomes from the re-valuation of the HCC LGPS pension scheme – as an academy the Trust had the option of joining a pooled scheme which, due to shared risk, might result in lower contribution rates for the Trust.

Action: Update on potential changes to LGPS pension contributions.

JCN

22.2 The Board noted the QMC management accounts to the end of October 2019 (paper 25/19 circulated with the agenda). Jane Coleman reported that, although the 'system generated' reports were not yet fully comprehensive there were currently no issues of concern.

22.3 Jane Coleman reported that the Trust had recently submitted a 'Schools Resource Management Self-Assessment' to the ESFA. The Board noted that this was a new annual requirement for all academy trusts but asked for similar information than the Financial Management and Governance Self-Assessment which was required following academy conversion. Jane Coleman reported that the Trust was compliant with all the SRMS questions except those covering system generated finance system reporting.

23.1 ANY OTHER BUSINESS

The Board asked to formally put on record their thanks to Rosemary Hood and Pat Murphy for their service to Queen Mary's College both as members of the Corporation when QMC was an incorporated Sixth Form College and as Trustees of the North Hampshire Education Alliance following academy conversion. The Board of Trustees noted that both Trustees would be thanked again at the Christmas Social following the Extraordinary Board meeting on 18th December 2019.

24.1 DATES OF FUTURE BOARD MEETINGS

The Board noted dates for future meetings.

Extraordinary Board meeting - Wednesday 18th December 2019 at 4pm (followed by the Christmas Social

Annual Strategy Day - Saturday 1st February 2020 timing to be confirmed

Thursday 2nd April 2020 at 6pm

Wednesday 20th May 2020 at 6pm

Wednesday 8th July 2020 at 6pm

The meeting ended at 7.20pm and was followed by two confidential meetings which are recorded separately.

Signed in the presence of the Board on 2nd April 2020 by Jon Soar (Chair of Trustees):

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SUMMARY OF ACTIONS	Timescale	Responsibility
180327 Minute 8.3: Review of NHEA Policies.	ongoing	AFS/ JMH/ CWN/ TBN
180710 Minute 10.3: logo and website for NHEA	ongoing	TBN/AFS
Minutes 18.3: submission of QMC Self-Assessment Report	31 December 2019	AFS/MHN
Minutes 20.2/20.3/21.4: submission of financial statements and related papers to ESFA	31 December 2019	JCN/TBN
Minute 22.1: update on potential changes to LGPS contributions	2 April 2020	JCN

Toni Baldwin
Company Secretary, North Hampshire Education Alliance