

National Church of England Academy Trust (NCEAT) Meeting

Minutes of Meeting
Tuesday 10 December 2019

REVIEWED
6.00 PM - The Whiting Room

Membership			'A' denotes absence
Mrs L Allen	LA	Parent Governor	Apologies
Mrs C Ball	CB	Foundation Governor	
Mrs K Cowley (Chair)	KC	Foundation Governor	
Mr C Dean	CD	Community Governor	
Mrs J Eastwood	JE	Foundation Governor	
Mrs A Harmston-Hall	AHH	Parent Governor	Apologies
Mrs H James	HJ	Foundation Governor	Apologies
Mrs G Johnson	GJ	DALP Governor	
Mr A McKibbin	AM	Foundation Governor	Apologies
Mr B Marshall (Vice-Chair)	BM	Foundation Governor	
Mr J Oldfield	JO	Foundation Governor	A
Rev J Stephens	JS	Foundation Governor (ex-officio)	
Mr M Paine	MP	Foundation Governor	
Mr S Yardley	SY	Foundation Governor	
Vacancy		Parent Governor	
Vacancy		Foundation Governor	
<i>In attendance</i>			
Mrs S Robbins	SR	Associate Governor	
Mrs S Flear	SF	Auditor – Smith Cooper	
Mr M Brailsford	MBR	Principal	
Mrs K Boothroyd	KBO	Vice-Principal	
Mr A Hawkins	AHA	Acting Vice-Principal	
Mr S Bray	SBy	Clerk	

NCEAT members Mrs K Mitford (representing the Parochial Church Council); Mr I Griffiths (Southwell and Nottingham Diocesan Board of Finance) and the Rev Canon M Tanner (representing the Southwell and Nottingham Diocesan Board of Finance) were also present for the presentation of the 2018/19 Financial Accounts and Audit Findings Report.

The Chair advised that Mr Marshall and Mrs Robbins had been delayed but were expected to arrive shortly.

Mrs Cowley invited Rev Stephens to begin the meeting with a prayer.

**Presentation of 2018/19 Financial Accounts and Audit Findings Report
by Smith Cooper Auditors (previously circulated)**

Mrs S Flear delivered a presentation to trustees and members summarising the findings of the recent audit.

She confirmed that the statutory accounts and regulatory audits had both been satisfactorily completed. Matters arising were set out in section 3 of the audit findings report previously circulated but there were no matters of significance to report.

Mrs Flear drew attention and expanded further on the issues set out in section 3 of her report. She noted that a Service Level Agreement with DAT had not yet been entered into but advised that this had no bearing on 2018/19 accounts. She drew trustees' attention to LGPS changes referenced in her report. Any changes to employer contributions arising from the triennial valuation would be notified.

Mrs Flear assured trustees that sufficient internal controls were in place for the avoidance of fraud and error and that there was nothing to bring to trustees' attention in this area. Minor improvements to internal controls relating to credit notes had been recommended in Appendix A of the report, while Related Party Transactions reported all related to payments to and from Diverse Academies Trust (DAT). There were no unadjusted errors.

Mr Marshall and Mrs Robbins joined the meeting at 6.15 pm

Mrs Flear drew trustees' attention to recent external developments as set out in section 12 of her report. She drew particular attention to the requirement to prepare an annual scrutiny report and submit this to the ESFA. She advised that the draft report would need to be considered by a Finance & Resources Committee, as advised by internal auditors. It was also now a requirement for a risk register to be in place. The importance of receiving regular Management Accounts reports was also stressed and Mrs Flear urged trustees to use the agreement currently being negotiated with DAT to ensure the provision of accurate and timely financial information for trustees' consideration.

Trustees and members were invited to ask questions of Mrs Flear following her presentation.

Mrs Eastwood sought reassurance on a range of matters concerning surpluses and Related Party Transactions. Mr Brailsford further explained the background to a recent disputed invoice, confirming that the invoice in question remains unpaid, and there was further discussion of the matter. Mrs Flear confirmed that the surplus had not been overstated on the basis of the current situation and that the matter in question would not prevent the statement from being signed off once resolved. She urged the two parties involved to resolve the matter.

Mr Griffiths sought clarification as to who currently held the post of NCEAT Accounting Officer and Mrs Cowley updated on the current situation. Arrangements for the signing off of accounts were discussed and confirmed.

Trustees and members thanked Mrs Flear for her presentation. Trustees confirmed that Mrs Cowley could sign the annual financial statements on their behalf.

The presentation concluded at 6.40 pm, at which point the NCEAT Board meeting was adjourned for the AGM to take place.

The meeting was reconvened at 7.05 pm.

NCE/37/1920	<p>Apologies & Welcome</p> <p>The Chair welcomed everyone to the meeting and advised that the following apologies for absence had been received: -</p> <p style="padding-left: 40px;">Mrs L Allen: Work commitment Mrs A Harmston-Hall: Illness Mrs H James: Work commitment Mr A McKibbin: Family illness</p> <p>Trustees were asked to consider and agree the apologies submitted. The apologies were approved.</p>	
NCE/38/1920	<p>Declarations of interest and any changes since last declaration made</p> <p>Mrs Cowley and Rev Stephens, as Diocesan employees and office holders respectively, declared a potential interest in agenda item 41 in relation to the choice of a Multi-Academy Trust. Trustees were content for both to speak on the matter but not to vote should any vote be called.</p> <p>Mrs Boothroyd declared a potential interest in agenda item 41 in relation to the choice of a Multi-Academy Trust.</p> <p>Mr Brailsford indicated a potential conflict of interest with regard to agenda item 42 and indicated he would leave the room should the matter over which he had an interest be discussed.</p> <p>There were no further new declarations of interest, either direct or indirect, for any items of business on the agenda.</p>	
NCE/39/1920	<p>Minutes of last meeting</p> <p>Minutes of the NCEAT meeting held on 19 November 2019, having been previously circulated, were agreed and signed by the Chair as a true record.</p>	
NCE/40/1920	<p>Matters arising from NCEAT Board meeting 19 November 2019</p> <ul style="list-style-type: none"> • NCE/26/1920 – Minutes of 8 Oct 2019 meeting The Clerk advised that the report on the Examination results briefing would be circulated shortly. Mr Brailsford advised that he was still awaiting a response on the invoice-related matter. • NCE/27/1920 – Future NCEAT Governance and Partnership Arrangements Draft minutes of the Partnership Committee had been circulated and financial details referred to had been shared as requested. Recordings of both recent presentations would be shared with all trustees shortly. Other matters were covered at agenda item 41 below. • NCE/28/1920 – Governance Matters A proposed schedule of meetings for 2020 had been included at Appendix 2 to the Scheme of Operation report considered at agenda item 42 below. • NCE/29/1920 – Finance and Resources update The matter of year-end reporting had been addressed and arrangements confirmed. External auditors had presented their findings to trustees as part of this meeting. 	<p>MBR – Dec 19</p>

	<ul style="list-style-type: none"> • NCE/30/1920 – Membership Update Trustees noted that Mr Paine’s expertise in financial and audit matters had been deployed since the last meeting to support the work of the Board. In the circumstances, it was no longer considered to be necessary to seek additional trustee capacity in this area. • NCE/31/1920 – Principal’s Report and Data Dashboard The issue of Data Dashboard content had been raised with IT colleagues. The Risk Register requested had been included under agenda item 41 below. • NCE/32/1920 – Policy Review The two policy documents deferred at the last meeting had been resubmitted for trustees’ consideration at agenda item 44 below. • NCE/33/1920 – GDPR This matter was considered at agenda item 46 below. 	
NCE/41/1920	<p>Future NCEAT Governance and Partnership Arrangements</p> <p>The Chair and Vice-Chair updated trustees on a range of issues and developments since the last Board meeting.</p> <p>Choice of MAT – Following the recent presentations by the two MATs that NCEAT was considering joining, arrangements were being made for a group consisting of two trustees (Mr Marshall and Mr Yardley) and two senior leaders (Mr Brailsford and Mr Hawkins) to visit both MATs to discuss and validate issues arising from the presentations and raise any further questions. The aim was for the findings of these visits to be fed back to the Project Group, with a view to informing the decision on which MAT NCEAT should join to be made at the next meeting of NCEAT. It was recognised that this was an ambitious and challenging timetable, but trustees and leaders involved were optimistic that it was deliverable.</p> <p>To inform the decision, trustees not involved in the visits were encouraged to liaise with the trustees and senior leaders taking part in the visits and raise with them any questions or issues that they wished to see explored. Mr Marshall confirmed that links to the two presentations had been circulated to trustees. He stressed that it was essential for trustees to watch both presentations to inform any questions or issues they wished to raise. Senior leaders were invited to submit their views on the strengths and weaknesses of the two MATs under consideration to help inform trustees’ final decision on the matter.</p> <p>Service Level Agreement – Mr Marshall advised trustees that it was intended that a Service Level Agreement (SLA) would be established between DAT and NCEAT, to be in place by 1 Jan 2020 and run until 31 Aug 2020. The relationship between the two trusts would be that between a service provider (DAT) and customer (NCEAT) and the services involved would be documented in agreement between the two parties. “As is” arrangements would continue in the meantime until agreement on the matter was reached. If NCEAT is not formally part of a MAT by 1 Sept 2020, the aim would be to enter into a SLA with the preferred MAT at that point, pending formal agreement of the new partnership.</p> <p>Trustees sought assurance that services would continue to be provided as normal pending agreement of the SLA and expressed concerns that services potentially excluded from the SLA should continue unless and until replacement provision is</p>	<p>Trustees – Dec 19</p> <p>SLT – Dec 19</p>

	<p>secured. In response, it was stressed that “as is” arrangements remained in place and that the draft SLA would be subject to legal scrutiny and review as required.</p> <p>Following further discussion, trustees agreed to delegate approval of the final draft SLA to trustees serving on the Project Group (the Sub-Committee appointed at 18 June 2019 NCEAT meeting, as amended at the NCEAT meeting held on 10 Sept 2019).</p> <p>Hucknall Sixth Form Centre (HSFC) – Mr Marshall reminded trustees of previous discussion of this matter and stressed the importance of developing and agreeing a new partnership arrangement with DAT for the Sixth Form Centre following the dissolution of DALP. Future arrangements were discussed further.</p> <p>CONFIDENTIAL MINUTE</p> <p>Project Plan and Risk Register – Trustees noted both documents, copies of which had been previously circulated. Trustees recognised that both were live documents and each would be the subject on ongoing consideration and review.</p> <p>Memorandum of Understanding (MoU) - Mrs Cowley read the contents of a recent email addressed to her from Mr Pickering with regard to the proposed MoU between DAT and NCEAT. Trustees were asked to review the draft MoU which had been circulated earlier on the day of the meeting and send any comments on it to Mrs Cowley by 11 Dec 2019.</p> <p>Trustees were of the view that legal advice should be sought on the MoU before it was signed. Mr Marshall suggested that the aim should be to agree the MoU and service schedule with best endeavours by 31 Jan 2020.</p> <p>Following further discussion it was agreed that Mrs Cowley would engage with NCEAT’s legal advisors to seek advice on the draft MoU and that approval to agree the final version of the MoU should be delegated to trustees serving on the Project Group (the Sub-Committee appointed at 18 June 2019 NCEAT meeting, as amended at the NCEAT meeting held on 10 Sept 2019).</p> <p><i>Mrs Johnson left the meeting at 8pm during discussion of the above item.</i></p> <p>CONFIDENTIAL MINUTE</p>	BM – Jan 20
NCE/42/1920	<p>Governance Matters Update</p> <p>Scheme of Operation – Further to discussion at the previous meeting, trustees considered the draft NCEAT Governance Strategy Scheme of Operation document, copies of which had been previously circulated. The Clerk informed trustees that the document had been developed with full regard to previous DALP documentation and had been the subject of both legal and educational advice, responses to which had been incorporated in the final draft document. The Clerk drew trustees’ attention to proposed committee meeting dates and membership included at appendices 2 and 3 respectively.</p> <p>Following further discussion, trustees: -</p> <ul style="list-style-type: none"> • Agreed the proposed new Governance Strategy and Scheme of Operation • Agreed proposed membership of committees for 2020 • Agreed proposed meeting dates for the remainder of 2019/20 academic year 	

	<p>Financial and purchasing arrangements – The Clerk informed trustees that legal advice had been received to the effect that it could not be assumed that financial and purchasing delegations that had been in place while the academy was part of DALP would automatically be adopted under current arrangements. Trustees were invited to consider and adopt the financial scheme of delegation and purchasing rules currently in place, copies of which had been previously circulated.</p> <p>It was acknowledged that aspects of these current delegations may need to be reviewed to reflect staffing and other changes. It was also noted that purchasing arrangements were under wider review. Any amendments would be brought to a future NCEAT meeting for discussion and review.</p> <p>Following further discussion, trustees: -</p> <ul style="list-style-type: none"> • Agreed to adopt the Financial Scheme of Delegation and Purchasing Rules previously circulated <p><i>Mr Brailsford, Mrs Boothroyd and Mr Hawkins left the room at 8.18 for consideration of the following item.</i></p> <p>Accounting Officer – The Chair updated trustees on discussions of this matter since the last meeting. Further to these discussions, it was proposed and seconded that Mr Brailsford be appointed Accounting Officer Designate.</p> <p>Trustees considered the matter further and it was unanimously resolved: -</p> <ul style="list-style-type: none"> • To appoint Mr Martin Brailsford as the Academy’s Accounting Officer Designate <p><i>Mr Brailsford, Mrs Boothroyd and Mr Hawkins returned to the room at 8.25 following this resolution.</i></p> <p>Mr Brailsford was asked to make enquiries with the ESFA to clarify notification of requests for this change of role.</p>	<p>MBR – Jan 20</p> <p>MBR – Dec 19</p>
<p>NCE/43/1920</p>	<p>Finance and Resources Update</p> <p>NCEAT Annual Financial Statements 2018/19 – Following the earlier presentation from Mrs Flear (see report above) trustees confirmed their agreement of the NCEAT Annual Financial Statements 2018/19.</p> <p>Financial Performance October 2019 – Trustees considered the October 2019 Financial Performance report, which included management accounts, balance sheet and cashflow information, copies of which had been previously circulated. Mr Brailsford summarised the latest position for trustees’ information, confirming that a projected surplus was still expected at the year-end and that current variances were expected to be ironed out during the course of the year. He also advised trustees of recent building improvements.</p> <p>Trustees noted financial performance to October 2019.</p>	
<p>NCE/44/1920</p>	<p>Policy Review</p> <p>SMSC Policy – Mr Brailsford introduced the updated SMSC Policy, copies of which had been previously circulated, following deferral of consideration of the matter at the last meeting. He advised trustees that he had now had the chance to review the document and confirmed that it had his support.</p>	

	<p>Following further discussion, trustees approved the revised SMSC Policy.</p> <p>Local Appendix to DALP SRE Policy – Mr Brailsford introduced the updated local appendix to the DALP SRE Policy, copies of which had been previously circulated, following deferral of consideration of the matter at the last meeting. He advised trustees that he had now had the chance to review the document and confirmed that it had his support.</p> <p>Following further discussion, trustees approved the revised local appendix to the DALP SRE Policy.</p>	
NCE/45/1920	<p>Modern Slavery and Human Trafficking Statement 2019</p> <p>Trustees approved the Modern Slavery and Human Trafficking Statement 2019, copies of which had been previously circulated.</p>	
NCE/46/1920	<p>GDPR</p> <p>Trustees were advised that the matter referred to at the last meeting had since been resolved. Mr Brailsford advised trustees that a further minor issue relating to student access to shared IT areas had been raised and investigated but there had been found to be no breach.</p> <p>Trustees were advised of the need for a nominated person to be Data Controller under new governance arrangements. Mr Brailsford indicated that a person had been identified to take on the role and assured trustees that the matter would be progressed.</p>	MBR – Dec 19
NCE/47/1920	<p>Training Plan 2019/20</p> <p>Trustees noted the latest version of the Training Plan, copies of which had been previously circulated. The Clerk advised trustees that arrangements would need to be put in place for the annual ASP Training Session – this to be progressed in the New Year.</p>	SBy – Jan 20
NCE/48/1920	<p>Future of DALP Trading</p> <p>The Clerk drew trustees’ attention to an email dated 29 November 2019 which had been sent to the Chair by DAT’s Business Leader – Governance (copies of which had been circulated) , requesting that trustees support the proposed dissolution of the company.</p> <p>Trustees resolved to support the dissolution of DALP Trading.</p>	
NCE/49/1920	<p>Date and time of future meetings</p> <p>The next NCEAT meeting is to be held on Tuesday 28 January 2020 at 6.00pm in the Whiting Room.</p>	

NCE/50/1920	<p>Determination of confidentiality and Equalities Act and Nolan Principle consideration</p> <p>Trustees considered whether anything discussed during the meeting should be deemed as confidential and whether during the discussions any equal opportunities had arisen.</p> <p>It was resolved that:-</p> <ul style="list-style-type: none"> • Detailed discussion of future NCEAT governance and partnership arrangements • Detailed discussion of the Hucknall Sixth Form Centre • Detailed discussion of financial matters • Detailed discussion of staffing matters, including that relating to the Chief Executive Officer and Accounting Officer • Details of Safeguarding matters <p>were all confidential.</p> <p>No further items discussed were deemed to be confidential and there had been no Equalities Act implications to consider.</p> <p>The Nolan Principles had been considered throughout all discussions.</p>	
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The Chair invited Rev Stephens to close the meeting with a prayer.

The meeting closed at 8.40 pm.

SignedPrint.....Date:/...../2020