

MINUTES OF CELT MEMBERS & TRUSTEES BOARD MEETING

WEDNESDAY 8th DECEMBER 2021 8 AM

ATLANTIC CENTRE & VIRTUAL

In Attendance:

Geoff Brown (GB) Chair; Sebastian Parker (SP); Sean Dixon (SD); Jane Nicholls (JN);

Nick Warren, (NW) Member

Virtual – Greg Slater (GS); John Simeons (JS); Jonathan Childs (JEC); Jo Connolly (JC); Kym O’Mara (KOM); Ian Taylor (IT) Member; David Folland (DF) Member

Also In Attendance:

Lisa Mannall (LM); Clare Ridehalgh (CR); Tracy Cartmel (TC); Claire Carter (CC) Clerk; Louise Bridget (LB) Accountant Francis Clark

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| **Item** |  | **Action by:** |
| 1 | **Welcome, Apologies & Declaration of Pecuniary Interests**  Apologies received from Steve Dunn & Ashley Mann – accepted. There were no declarations. The meeting was quorate. |  |
| 2 | **Resignation & Appointment of Members & Trustees**   * Nick Warren resigned from his position of Member. GB on behalf of the Board thanked him for his commitment during the merger. IT thanked NW for his support and asked that he remain in post until 31st December 2021, which NW agreed.   **Action: Resignation accepted by Members**   * An application from Mrs. Jackie Bull has been received for the position of Member. GB JB has been a County Councillor, she is currently a Town Councillor in St Austell. She is committed to education and will be an asset to the Trust.   **Action:**  **Members agreed appointment by ordinary resolution**   * JN formal approval as Trustee.   **Action: Members agreed appointment by ordinary resolution.** |  |
| 3 | **Articles of Association**  Further to the Members agreeing to the submission of the redraft of Articles of Association June 2021 to the DfE, the DfE and the Charity Commission have approved them. The AoA can now be adopted by the Trust.  Clarification for Members: liability will not exceed £10. Trustees are insured to the full extent corporately. The stipulation of two parent governors has been discussed with RSC office. Schools with a RIG and a parent forum are acceptable. Next term the school improvement team will be looking at how roles and responsibilities can be covered with a RIG.  *Recommendation: To adopt the Articles of Association by special resolution.*  **Agreed: Members and Trustees approved and adopted by special resolution Articles of Association in substitution for, and to the exclusion of, the Trust’s existing Articles of Association.** |  |
|  | **KOM joined the meeting at 8.15** |  |
| 4 | **Receive and agree CELT Accounts 2020-2021**  LB highlighted and gave clarification on the following points in the Audit Completion Report.  **Section 1 – Audit approach**   * Materiality - set at £454,000 is an area of judgement, assessed by considering the income level of the Trust.   JEC Is that set as a percentage of turnover or percentage of overall money in the accounts, or bespoke? LB It is set on turnover adjusted depending on what the control environment within the Trust is. We do look at gross assets also around the inherent risk   * Status of Audit – A snapshot of the accounts and audit. Audit fieldwork is substantially complete, can expect to issue an unqualified unmodified audit report, also an unqualified limited assurance report. * Post balance sheet – Full review of events are considered up to signing audit * Letter of representation – This is the Boards letter to confirm that all information has been passed on to be signed today. * Adjustment to the financial statement – Items documented relate to pensions. * Overview - Audit went really well, thank you everyone was helpful.   **Section 2 – Key Audit & Accounting Matters**  There were no material issues noted in relation to regularity. Procedures focussed on unrestricted & restricted income streams. Specific testing was carried out on higher regularity risk areas including credit cards, expenses, restructuring payments, connected parties transactions. There were no significant issues to note in relation to regularity. Small control points were noted in section 5.   * Going concern – This relates to a period of 12 months from the date of signing the accounts to state the Trustees believe the Trust is a going concern. The review of budget forecasts, cash flow projections and historical forecasting are tested. Trustees should minute their consideration of the going concern basis when approving the accounts. * Government Pension Scheme – An £8.2million increase in liability includes £700,000 transfer in of the Pondhu liability.   LB commented on other Low level matters ie fixed asset issues recommending more checking, leasehold land, staff gifts, executive pay increase. All items just flagged.  GS Should we be making a distinction between high executive pay within the executive but also that it encompasses headteachers. CR as of September the report will include all leadership in schools and will be declared in the report.   * Cash at Bank – there is a significant amount of cash in one bank. Documentation of the rationale as to why will demonstrate due diligence.   Huge congratulations to the finance team from the Trust board.  NW There were issues around the Sports Centre, are they closed and are the auditors satisfied how that finished at year end. LB Following discussions with the finance team auditors were satisfied with the year end results. NW Has the management been devolved to a third party? CR CELT hold a licence pending the finalisation of a lease through Cornwall Council, then through the Duchy. The Duchy and Cornwall Council are ecstatic with the approach CELT has taken to the Sports Centre, it remains both an educational provision and an extremely viable community provision. The Duchy consider it to be a really solid model of how an educational provider and a private provider can work in partnership. This is being applauded by the local authority and the duchy. It has been scrutinised by the auditors to ensure it was an appropriate option.  **Action: NW and GB requested above information was minuted.**  JEC Will there be any further costs in next years accounts in relation to that site.  TC - There will be elements, everything will be paid back by the third party, we will ensure that every cost is covered.  GS Has the GLL payments expected after May been received. May payments has been received, this current quarter has gone into arrears. Payment is being pursued, Cornwall Council are also pursuing the payment on our behalf.  **Agreed: Accounts formally approved and signed by Chair and Trust Lead**  **Recommendation: Members to confirm PKF Francis Clark continue as Auditors for 2021-22 academic year.**  IT Auditors have done a really good job and provided an excellent detailed report. **Agreed: Members agreed that PKF Francis Clark continue as Auditors for CELT academic year 2021/22.** |  |
|  | IT stated that he would be stepping down from his position as Member at the end of the academic year subject to sufficient Members in post  IT thanked all the Members and Trustees for their support during this term, another difficult one, staff and Heads have appreciated the support. IT wished everyone a Merry Christmas.  Ian Taylor, Dave Folland and Nick Warren left the meeting |  |
| 5. | **Minutes of previous meetings, and matters arising from minutes**  **Full Board meetings 14th July 2021 & Part B**  Action Points:  LM to ask David Carter to work further with us. Meeting arranged.  Staff sickness benchmark figures requested by GS. Waiting for new HR system.  Powerpoint to be circulated regarding safeguarding issues on peer to peer.  **Agreed: Full Board and Part B minutes approved as a true record.** |  |
| 6. | **Finance Report**  TC gave an overview of her Finance report including:  Benchmarking - payment practices are processed in a timely manner. The team work hard ensuring suppliers are paid as quickly as possible.  Budget monitoring - a narrative for what was available, what was unrestricted was requested and provided.  Per Pupil Trend Analysis – shows how different schools are funded based on deprivations, lump sums etc.  Impact of National Minimum wage – continually reviewing and trying to preempt trends.  Pupil No. Estimates – Numbers for the next 3 years taken from October census showing where pupils will grow. Information is taken from census from every year group in every school, track this and numbers estimated coming in. Liaise also with Cornwall Council school admissions and their future planning team. This is an area Auditors will look at for challenge from Trustees.  JN Is it an assumption that pupils in primary school will come through to secondary or do primaries have option that pupils can go elsewhere  NT oversubscribed year on year, take a baseline and look at number of applicants. NJA we know how many they can take and how many are coming through, all information is updated as promptly as possible.  There is a basic need problem for secondary placements in the area. Penrice is always oversubscribed, as is NT. Poltair is also growing, we can take more operationally there and at Brannel.  Going Concern - requirement for Trustees to acknowledge and document that all reports have been read and that CELT is a going concern for the next 12 months.  **Action: Trustees agreed that CELT is a going concern for the next 12 months.** |  |
| 7. | **Safeguarding**  Amy Daniels has completed all but 2 of the school audits. Very well received by schools as a supportive process.  JS stated he visited Pondhu with AD and was very impressed. AD identified some deficiencies and impressed with the thorough way she carried out the audit. Hoping to visit Penrice in January.  SD It would be helpful to have some anonymized case studies of examples. As a body we should be aware of this.  LM Kay Adams did come to a previous meeting which was helpful. Agree need to keep this going.  **Action: AD to be invited to come in and state 5 top things dealing with currently.** | CC |
| 8. | **Scheme of Delegation**  To be presented at the next meeting |  |
| 9. | **Trust Lead report**  School Improvement. Important issue to be discussed today is how this would be funded. Request that we ring fence an amount of money that the Trust pays to cover school improvement identified as a need of the school. A plan of action including cost is agreed between LM, CR and Richard Baker.  School improvement is very important but so is succession planning. ELT and Heads approve of the model and for the cpd this will provide.  *Suggested recommendation: Ring fence 1 million of unrestricted reserves for school improvement purposes, should unrestricted reserves drop below 5k bring back for review.*  *First proposal: Which of the 3 proposals to recommend.*  **Agreed: Consensus option 1. CELT ring fence funds to pay for the school improvement work.**  *Second proposal: Required to set budget*  ***Agreed: Ceiling of 1 million to spend on school improvement****.*  *Report was requested of outcomes and outputs and benefits at year end ie staff having participated in school improvement resulting in career development.* |  |
| 10. | **Policies**  10.1 LGB Visits Policy  10.2 Cycle to work scheme  **Action: Policies approved.** |  |
| 11. | **Committee Terms of Reference**  **11.1 Quality Assurance**  **11.2 Estates, IT & Climate**  **Action: amend on both ToR above to read -** Meetings The committee shall meet not less than 3 times a year.  **ToR agreed and approved.**  **11.3 Finance, Staffing & Remuneration**  **11.4 Audit & Risk**  Discussion over quorum – AoA state committees should have quorum of 3, this may not be feasible at A&R. The required number to be quorate at Full Board is 3.  **ToR ratified, previously agreed at committee** | CC |
|  | **Receive committee minutes & Chairs updates**  **12.1 Estates, IT & Climate – 30th September 2021**  Disposal of land at Poltair. Vickery Holman appointed as agent, recommend they do their quiet approach for potential developer or promoter, risk of cost to school lower, looking at a 5 year process. They will consult with St Austell Brewery if agreed today, if there is any interest, this would be a quick win. Looking between 1.5 & 2 million on sale of land, they would seek 2% on sale and a potential promotor would look at 15%. The land is rather large, but there is an issue with access.  *GS declared an interest as Treveth Holdings may be interested in purchasing the land.*  **12.2 Quality Assurance – 11th October 2021**  Very positive meeting we have been unable to focus on exam results this year. Independent external reviewers have been in schools as a critical friend which has been powerful with feedback on how schools are doing. There is an admirable amount of work going on to drive up standards. Part B discussed external reviews    **12.3 Finance, Staffing & Remuneration – 13th October 2021**  Express thanks to the finance team, they are open and honest, they provide information asked for and improve on that at the following meeting. Remuneration is something we need to spend more time on, new guidance suggests we have clear policies on staff pay in more detail than we have had.  CR clarified that we are going through consultation with JCNC to align policies. We are meeting with the unions to agree consistent wording. Be assured we do have the pre existing PLT and NET policies in use. In the next 18 months all policies should be aligned. There is a suite of policies in place that are not consistent due to TUPE.  Action: CR to provide excel sheet for Staffing committee  **12.4 Audit & Risk – 13th October 2021**  FrancisClark have completed an audit plan report. The plans have been sent to individual schools. There were a couple of issues raised – credit card purchasing and SIMS database not being up to date, both of these issues are being dealt with.  A cyber security assessment has been completed and we were assured that the right people were getting the right information, training and understanding. A good plan is in place for Audit & Risk and all outcomes covered. | CR |
| 13. | **Trust Lead Performance Management review**  *LM, CR & TC left the meeting*  GS, SP and Sir Nick Weller undertook LMs Trust Lead performance management review.  Key notes: Successful achievement of all objectives set for 20-21 including securing strong good at Carclaze. Discussions were held with NW regarding executive pay and an increment has been applied in accordance with policy. Pay scale will be discussed at Finance, staffing and remuneration.  NW supported in setting constructive objectives and brought an external independent view. Not included in objectives are outcomes from data due to Covid.  **Action: Letter to be sent to Sir Nick from GB thanking him for his support and suggesting we stand alone next year.**  SP suggest we do look for a new mentor for a period of two years to support.  *JC left at 10.00*  *GS, CR & TC rejoined the meeting*  GS thanked LM for a hugely successful year with all objectives achieved. Following discussion, it was agreed that GS contact Lucy Livings, Deputy Director at RSC to obtain mentor details. | GB  GS |
| 14. | **External Review of Governance**  Following a meeting with GB and discussions with Confederation of School Trusts (CST) for the external review of governance, an initial quote was received that was higher than anticipated. We have agreed a reduced request, incorporating the development plan from Sarah Karkeek and agreed a slightly lower quote.  **Action: Agreed to accept quote and initiate review** | CC |
| 15. | **Training Calendar**  Calendar received for information.  GB recommended attendance at the Visioning Day tomorrow. |  |
| 16. | **Date, time & venue of next meeting – 16th March 4 pm at Mevagissey School** |  |
| 17. | **AOB**  17.1 Consultation over Cornwall Outdoors service  GS recognizes this is not a primary function of CELT but feels hugely supportive of outdoor facilities. Referred to email circulated, is very keen to discuss options and constructive ways to sustain the facility. Would like the opportunity to be softly proactive rather than reactive before it is too late.  GB agreed outdoor education is invaluable providing it is cost effective. Porthpean runs at a profit, the situation is still under consultation.  **Action: GB to write on behalf of Board to express our serious concerns at the loss of this facility as schools within CELT use it.**  17.2 CELT Attendance Policy – **Approved**  17.3 Terms of Reference – Requires Improvement Group - **Approved** | GB |
|  | **The meeting closed at 10.15 following Part B business being completed.** |  |
|  | **The above minutes were approved and agreed as a true record.**  **Signed \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Dated\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**  **Chairperson** |  |