

The meeting was conducted online using MS Teams due to the Covid pandemic

**Present:** Mr Dominic Course (Chair)  
Miss Sarah Cox (SC)  
Mr Graeme Scott (GS)

**In attendance:** Mrs Nicky Dunford – Chief Executive Officer (CEO)  
Mr Matt Matthew – Deputy Chief Executive Officer (DCEO)  
Mrs Elaine Clarke – Clerk

**Welcome:**

The Chair welcomed the trustees to the meeting

**Apologies:**

SC sent apologies in advance for late arrival to the meeting – sanctioned.

**Declaration of Business Interests:** The CEO is a trustee of the Bearnas Education Foundation. Dominic Course is Chair of Governors at South Dartmoor Community College and a director of DACORS Ltd. Sarah Cox is a shareholder of S Cox & Co Ltd and Naked Sprout, a trustee of The Fryer Welfare Trust and The Fryer Recreational Trust, and a trustee of Drake's School PTFA. Graeme Scott is Executive Chair of The Mario Framework.

1. **Minutes of the previous meeting**

The minutes of the meeting held 19 January 2022 were approved.

2. **Matters Arising**

2.1 **Item 1 Internal Auditor – Skills Audit**

**CEO / Trustees to carry out a piece of work to pull together skills and performance of the existing board and what is required going forward – feedback.**

The Chair advised that this would be covered as part of the current NGA governance review to be discussed under item 5.1.

2.2 **Item 3.1 Risk Register – purchase of new software**

Covered under item 7.1.

2.3 **Item 3.1 Risk Register – outstanding fire drills**

**CEO to bring this up at Academy Head meeting – feedback.**

Covered under item 6.

2.4 **Item 3.2 Governance – due diligence checklist**

**DCEO to provide committee with an example of the (prior) format of the due diligence checklist carried out for Morchard Bishop.**

This was not discussed as the DCEO advised the new software planner is now being used.

2.5 **Item 3.2 Governance – Cyber Security Audit**

Covered under item 3.4.

- 2.6 **Item 3.5 Health and Safety**  
**CEO to send safeguarding audits on to the Chair as she receives them – feedback.**  
 Not discussed. Health and Safety covered under item 6.
- 2.7 **Item 3.6 Risk Register – website templates**  
**CEO to refer to Becky Humphries and Matt Tanner to check the correct templates are being used for the various statutory reports required to be published on individual school websites –feedback.**  
 See item 2.8.
- 2.8 **Item 3.6 Risk Register – website compliance**  
 It was noted that the Clerk has requested an annual website compliance report from Sue Howard.
- 2.9 **Item 8.1 Risk Register – clarification of risk review dates on former risk register**  
 It was noted that this has been superseded by new risk register software – refer to item 7.
- 2.10 **Item 12 Academies Financial Handbook – survey of trustees’ strengths and skills**  
 Refer to item 2.1

### 3. Internal Audit

- 3.1 To receive the Griffin Accountancy Internal Audit Review dated 09 February 2022.

The DCEO reported that this review was the second of three visits from Griffin this year. The review report was available on SharePoint prior to the meeting. The review revisited areas that remained outstanding from previous audits, and other standing items. The only item outstanding remained the scheme of financial delegation, however a new finance manager has been employed by the Trust to start at the end of May so the scheme will need to be updated again at that point. Everything else noted by Griffin has been updated. He reported it was rare for that many issues were found during these audits.

**Q - GS asked if it was a good or bad thing that issues were rarely found during the audits?**

**A - The DCEO responded that it was good in that it shows that processes and procedures we have in place are working however he had questioned that if the results are the same year on year, are we making the best use of time and money. He advised that internal audit will have to continue to look at standing items based on the financial handbook, however going forward wanted auditors to look at other areas based around the risk register and bring issues and best practice to us. That is how we will keep improving.**

The committee agreed that going forward issues other than statutory requirements needed to be included within both the Trust’s internal and external audits. They acknowledged that this may at extra cost which they would need to justify. It was felt that the audits did not necessarily need to go deeper, but needed to be wider.

The Chair thanked the DCEO for a good audit result.

The DCEO advised that the internal audit summary report goes to the ESFA as part of the year end return. The CEO advised it was unlikely the internal audits would be need to be disclosed as part of a MAT review as MAT reviews are generally based around the educational and governance aspects of the Trust.

### 3.2 Committee to consider ongoing arrangements for internal audit for 2022/23.

The DCEO advised that he had approached three companies to tender for the internal audit from 2022 –

- Griffin - an accountancy firm who are the current auditors.
- Thomas Westcott – an accountancy firm who frequently work with schools and have an academy team. The DCEO made the committee aware that the audit partner is a trustee for another local MAT.
- PLR Advisory – an auditor who previously worked for a large academy but is now in business as an individual.

The three companies had been briefed by the DCEO on the current audit system and visits, the MAT details and potential growth, and the wish to expand the audit focussing on the risk register. Proposals subsequently received were available on SharePoint prior to the meeting.

The committee discussed the proposals. They considered factors including cost, attention paid to the requirement to audit not only to statutory requirement but to widen the audit focus based on the risk register, and additional offers such as attendance at committee meetings, training and access to specialists.

(SC joined the meeting during the discussion at 17.21.)

The committee went on to consider whether there might be a conflict of interest around the audit partner at Thomas Westcott although it was suggested that this could be of benefit in terms of knowledge of the needs of a MAT. They also considered the risk of PLR Advisory – as an one person business - being unable to fulfil commitments due to capacity, or becoming unavailable eg due to illness.

Alternative approaches to auditing the Trust were discussed. In terms of money being better spent it was suggested the Trust could ask an existing employee to carry out low level auditing activities such as website checking, employing an external auditor to only carry out the higher level audits. The DCEO however advised there was no capacity for this at present. The CEO advised that a specialist cyber security firm had recently been employed to audit the Trust's cyber security and in future more specialist companies could be used rather than expecting one company to audit everything.

In conclusion the trustees' preference was for Thomas Westcott at this point, however it was agreed the possible conflict of interest must be addressed with the company. Both the Thomas Westcott and PLR Advisory proposals had looked to meet the committee's requirement for a wider audit, based on a the risk register, however it was felt that as a larger organisation Thomas Westcott would be more suitable in terms of resources and capacity.

To take this forward the DCEO was asked to organise a half hour presentation from Thomas Westcott to members of the committee. The DCEO advised that if the committee was then happy to contract Thomas Westcott, an internal audit programme could be drawn up to take to the Full Board meeting in July for approval.

Action DCEO / Committee members

### 3.3 Committee to consider /propose internal audit program for 2022/23 for recommendation to Full Board in July.

Covered in item 3.2.

### 3.4 Cyber Security / Data Protection audit.

The DCEO reported a cyber security audit is being carried out at present by Secure Schools who have been given remote access to all of the Trust's sites and IT systems. Interviews are to be held with Trust officers including some trustees, the IT support partners, and a selection of the academy heads and administrators across Trust schools. As part of the audit the auditors will attempt to 'attack' the Trust's IT system and will come up with a list of follow up actions.

A report is expected after half term and will go straight to the following Full Board meeting.

The DCEO advised that the audit will be a step towards gaining a Cyber Essentials accreditation. The DCEO also advised that from 01 September 2022 the RPA will include cyber security and the audit will assist in evidencing the Trust's readiness to meet the RPA's requisites.

## 4. External Audit

### 4.1 Program for 2021/22

The DCEO reported that Bishop Fleming who will be doing the year-end audit programme. They will start to look at the programme around June. The system is shut down in July and the auditors come in for two weeks – last year they were in during September, a week remotely and a week in person. Historically the Trust has been ready for the audit early and have had a clean audit.

### 4.2 Committee to consider inviting tenders for external audit for 2022/23, Bishop Fleming having completed their three year appointment at the end of this year.

The DCEO advised that the contract should go out to tender. He recommended the committee to remain with Bishop Fleming however, who have a wide knowledge of the sector and are well regarded. There are few accountancy firms within the South West offering external audit – Bishop Fleming, Francis Clark and Thomas Westcott. The committee agreed not to look out of area. Thomas Westcott will have to be discounted at this stage as they may become the internal auditors to the Trust. It was agreed by the committee that the DCEO to provide a tender description to take to the two available firms to quote.

Action DCEO

### 4.3 Committee to consider /propose audit program for 2022/23 for recommendation to Full Board in July.

The DCEO advised this cannot be done until an auditor has been agreed.

### 4.4 To receive the Bishop Fleming Academy Benchmark Data 2022. DCEO to report.

The Chair advised the committee that this was a useful report showing the Trust as sitting in the middle of most but not all aspects reported on. The Chair asked for any queries on the report.

Q – The Chair noted that the Trust stood out as low for average staff salaries and asked why they appeared so low compared to the highest salaries nationally and to Devon.

A – The CEO responded that at the outset of the Trust the leadership banding had been set at quite a low level. Academy heads are only really dealing with teaching and learning as the Central Business Unit takes away a lot of the other responsibilities. She advised that the Trust is now looking at extending the scale by two points so that those staff who have got to the top end can progress. It is felt this can be managed budget wise.

Q- The Chair asked that if lower starting salaries were limiting our choice in recruitment?

A- The CEO responded this did not seem to have limited recruitment. Teaching staff appear to want to join and remain in the Trust, we have been told, because we have a very clear career pathway along which staff can progress if they wish for example into leadership roles. Where there is more of a problem and which we may need to look at is at teaching assistant level possibly due to better paid jobs being available more locally.

Q – The Chair noted that although the Trust is at the lower end of the salary spectrum it is at the high end of reserves levels. It is understood that the Finance and General Purposes (F&GP) Committee are looking at the reserves policy.

A – The CEO responded that there has been an extra-ordinary meeting of the F&GP committee which has discussed the reserves and produced a plan of priorities to use the reserves. She explained that there were projects for which funding could not be otherwise obtained therefore reserves had to be built up in order to carry out the projects, however it was important to have a visible plan to show what the reserves were for, and when, which is what was produced at that meeting.

Q- The Chair asked why, although a small percentage of the Trust costs, the catering costs were high as a percentage of total costs. He assumed this was due to the (high) number of sites, with in-house catering, producing small numbers of meals and queried whether this was posing a risk to the service provided or risk to the budget overall.

A – The DCEO responded this was no risk to the budget and that the assumption was correct about the number of sites and meals. He advised that an increase in food costs is having an effect and that during the pandemic another person was employed for catering cover. He was adamant it was far preferable, for the children, to provide a good quality, in-house meal at higher cost than go to a cheaper external caterer providing a poor quality meal.

## 5. Governance

### 5.1 National Governance Association (NGA) Audit

The CEO reported that the NGA audit with National Governance Leader Jackie Eason is underway. Jackie is in the process of interviewing a number of members, trustees, staff and chairs of local boards. She has also been given access to SharePoint to access governance documentation. The CEO feels the audit is good preparation for Ofsted as she anticipates a whole Trust inspection (MATSE) may be coming up. The NGA audit is not compulsory but would be silly to turn down given that the Trust's reputation with the RSC is high at the moment. Importantly the audit will highlight aspects of governance that need to be improved. The CEO advised she would put an update in her CEO's report to the Full Board meeting coming up.

SC observed that she was interested to see the audit stopped at local board chair level in view of an issue about the voice of local board governors being heard in her locality. The CEO felt this was partly with the number of governors at local board level, particularly at the Raleigh Local Board which had only two schools in comparison to other boards which have four or five. The CEO advised that she would ask Sarah Clarke to look at this. It was also agreed that new boards could take some time to get up to speed with the Trust's ways of working but generally the Trust's model of communication of information between local boards and trustees did work.

Action CEO

Q – The Chair asked whether, in terms of risk, the CEO was confident that the Trust has enough local board governors in place that know their schools well enough to respond to Ofsted inspections.

A – The CEO responded that what has come out of the recent inspection is that governors need to be confident to speak in depth about their visits and the impact of their meetings. They generally know what is required but need practice express it and the intention is to do some coaching around what was asked at the recent inspection.

### 5.2 Any further issues to be raised.

The CEO advised that Isabel Cherrett has produced a paper on the role of the Members of the Board. This will be coming up at the next Full Board meeting. She also feels that the four

new trustees appointed recently has been great in terms of expanding the mix of skills of the board.

## 6. Health and Safety

Any issues to be raised.

The Chair advised that RPA reports have recently received. These highlighted an array of health and safety management issues in schools not previously addressed in lower level audits. The reports were available on SharePoint prior to the meeting.

The CEO advised that as a result of the reports and looking at health and safety management across the Trust in it is being proposed that the Health and Safety Officer role is increased from two to four days a week to look at the higher level of management and interrogation required in the schools.

Q - SC expressed concern that the inspections appeared to have been carried out in February and March and why was this response was only being made now?

A - The DCEO explained that there is some delay in reports coming through and inspections are still going on now. He reiterated that based on reports for example from Babcock the Trust health and safety appeared to be fine, however the higher level inspections carried out through the RPA had thrown up many more issues and there was a lot of work to do.

The DCEO highlighted that from the reports, risk and risk assessments, training, and the disconnect between what the Trust and the schools felt were their individual responsibilities, are areas of work needing particular attention. The work would start by looking at the Health and Safety Policy and the organisational structure of health and safety within the Trust. From that training and other needs will be identified. The CEO added that she was concerned to see that fire risks were being shown as less than adequate in some cases and this has been noted.

The DCEO noted that the RPA had commended the Trust around stress and employment law much of which is down to Sue Howard, HR Officer. Congratulations were offered to Sue by the committee.

## 7. Risk Register

7.1 Every software risk register purchase and roll out.

The Chair reported that the Every software risk register has now been rolled out. This includes individual schools' risk registers owned by the academy heads, and the Trust general risk register owned by the trustees.

The DCEO advised the committee now needs to review the Trust's current risks to assess whether they still stand, and to determine whether any new risks need to be added.

Action Committee

The CEO advised that the schools have been asked to review their risks. Clear deadlines for review will be given to ensure the registers remains up to date.

The DCEO shared the risk register matrix on screen and demonstrated how the system had been set up assigning the risks to a risk owner and to a category. He demonstrated how the risk owner can access the risk, assess actions required and add notes.

The committee requested the DCEO to provide guidance notes on the system for use by trustees and academy heads. The committee felt this would give risk owners more confidence in using the system correctly and enable auditing to be carried out more easily by the committee as the system would be used more uniformly.

Action DCEO

The CEO advised that she thought effective risk management may come up in a MATSE audit as one of the areas reflecting a strong trust.

The DCEO reported that the majority of contractor compliance issues have now been cleared by administrators in individual schools. He thanked the administrators for this.

DCEO to check access to risk register for new trustee GS.

Action DCEO

7.2 Any further issues to be raised. Chair to report / for discussion

No further issues reported.

## 8. **Data Protection**

8.1 Cyber security audit – refer to item 3.4.

8.2 Any further issues to be raised.

No further issues reported.

## 9. **Safeguarding**

Any issues to be raised.

The CEO reported that the Trust is proposing to divide the EIT level SEND and Safeguarding role as more time is needed to cover each aspect. Alex Waterman is to keep the role of Safeguarding Lead. The SEND Lead role will potentially go to members of staff from new schools looking to join us. One individual is qualified to a masters degree level in SEND and is currently a SENDCo across three schools and has more capacity.

GS as newly appointed Safeguarding Trustee advised that he is to meet with Alex Waterman, the SEND and Safeguarding Lead to discuss her role.

The CEO also reported that the Ofsted inspector at the recent inspection at Cheriton Bishop had commented that the safeguarding at the school had been excellent. The CEO advised this was in part due to the work of Sue Howard, HR Officer, around the single central record, personnel files and website compliance.

## 10. **Policies**

10.1 Data Protection Policy  
Approved to put forward to the Full Board

10.2 Dogs in the Workplace Policy (new policy)  
The CEO advised the need for this policy had arisen following a situation during the pandemic when an administrator had been permitted to bring her dog into school on a short term basis. There is already a dog at one of the Trust schools, which is a trained 'pat' or therapy dog. It was therefore considered necessary to cover the Trust.

The committee agreed on the therapeutic benefits to some children of having a trained dog in school but agreed the policy, as it stands, fails to cover adequately the insurances required and legalities of having dogs in school. They also agreed that at present the policy only applies to staff dogs coming in on an emergency basis and should be widened to cover therapy dogs.

The CEO agreed to do further work on the policy to include the above.

Action CEO

10.3 Minibus Policy



Approved to put forward to the Full Board

SC asked whether there was another policy, other than the Minibus Policy, regarding the transporting of children on behalf of the school as she had observed that in some schools, parents drive children other than their own on trips and visits during school time. The CEO advised that she would check the policy on transporting children as she knew that safeguarding, insurance and other checks were required before parents could drive children other than their own in these circumstances.

Action CEO

The CEO was requested by the committee to carry out a general check, with schools, of parents transporting children. This is particularly relevant at this time of year with residential visits coming up. The CEO will take this to the next AHs meeting.

Action CEO

**11. Dates of future meetings**

11.1 Provisional committee and board meeting dates for 2022-23 consideration / amendment.

The committee agreed to the provisional dates but agreed to change the meeting times from 5.00 – 7.00pm to 10.00am – 12.00pm. The committee agreed to continue meeting via Teams.

11.2 No further meetings this academic year.

Meeting finished at 19.00