

**MEETING OF THE BOARD OF DIRECTORS OF THE ACTIVE LEARNING TRUST
HELD ON TUESDAY 09 DECEMBER 2014
AT THE LANSDOWNE CLUB, LONDON**

DIRECTORS PRESENT: Ms L. Adams Mr D, Bateson
Mr J. Beswick Mr C. Bush
Mrs J. Cutchey Mr M. Kerr
Ms M. Lloyd Mr G. Peile
Mrs M. Toft

ALSO PRESENT: Mr J. Caton (Caton & Fry)
Mrs K. Jarvis (Company Secretary & Clerk to the Board)
Mr S. McAlpine (SBM & Co)

MINUTES

12. WELCOME & APOLOGIES FOR ABSENCE

Ms Adams opened the meeting by welcoming all present. There were no apologies for absence as all Directors were present.

13. ANNUAL ACCOUNTS

Mr McAlpine explained that the ALT Accounts for 2013/14 had been produced by Caton & Fry, and Audited by SBM & Co. He took Directors through the Accounts, explaining the format and content in detail. A Statement of Financial Activities has been produced (due to ALT's status as a registered charity) showing restricted and unrestricted fund, assets and liabilities (the Pension Scheme being the largest) and including a Balance Sheet. Following his presentation, Mr McAlpine invited questions from Directors.

Mr Kerr asked Mr McAlpine to outline the FRS changes. Mr McAlpine explained that the General Accounting Processes system currently used will be replaced by Standard 102, and the Charities Commission has drafted two statements of recommended practise. There are no broad changes, but Governance costs have been merged into other costs, and greater disclosure will be required on senior members of staff. SBM will prepare for the changes in the 2015 Accounts

Mr Peile made Directors aware that information on performance indicators has been added for the first time on pages 6 & 7 of the Accounts.

There being no further questions, it was agreed that the Annual Accounts for the period ending 31st August 2014 should be approved, and were signed off accordingly.

Mr McAlpine explained that a signed copy of the Audit Findings Letter would be submitted to the EFA and posted on the Trust website. The comprehensive series of appendices reflect all aspects of the Trust's work, but fall into five main areas:-

- Matters raised during planning stage
- Trust-wide issues
- Issues raised by Internal Audit
- Audit issues found at individual schools
- Significant points

Time frames have been listed, together with suggested ways forward, and Mr McAlpine acknowledged that a large majority of these have already been taken on board by the Trust.

Mr Peile referred Directors to the final column entitled Trustee Comments, and stated that Directors need to assure themselves they agree with comments made.

Ms Lloyd expressed concern about the length of time it had taken for the Accounts to be available following year end. Mr McAlpine explained the timeframe, and Mr Peile stated that measures are in place to ensure a smoother transition in future years, including an updated, more directive, Financial Controls Manual. More audits will also be carried out. It was agreed that the Audit Committee will revisit points raised during their February meeting.

In summary, Mr McAlpine reassured Directors that he has seen a huge amount of goodwill in schools, and nothing financially untoward.

Thanks were proposed to Mr A. Martin and Mr J. Caton from Caton & Fry, and to Mr S. McAlpine and his team.

Mr Bush also asked that thanks be recorded for Mr Peile's extensive work on getting to this stage.

Mr Peile informed Directors that an Annual Accounts Return must be completed and returned to the EFA by 31st January 2015. This is a vast amount of work that the Auditors will be assisting with.

Mr Caton and Mr McAlpine left the meeting at this point.

14. MINUTES OF THE MEETING HELD ON 14TH OCTOBER 2014

Mrs Cutchey asked that a correction be made to Item 2 (i) Westwood Primary School. 3rd bullet point should read "Capability issues have been addressed".

Taking this change into account, the Minutes were accepted as a true record.

15. MATTERS ARISING FROM THE MINUTES OF THE MEETING HELD ON 14TH OCTOBER 2014

6. Membership of Committees. Mrs Jarvis has updated records at Companies House as requested.

16. BUSINESS PLAN 2014/15 ONWARDS

Mr Peile asked that Directors approve the proposed Business Plan (which had been previously circulated) with the following amendments proposed by Members of the Trust at the AGM:-

3. & 4. Directors Biographies. Need updating.

5. Our Vision. Replace “so that they can become outstanding with three years” with “**so that they can become at least good within three years**”. This amendment was recommended by Mr Bush in light of changes to the Ofsted Framework for inspection.

Directors agreed to inform Mrs Jarvis of any updates to their biographies, and agreed with Mr Bush’s amendment to Our Vision.

Mr Peile explained the Business Plan and answered questions raised. The following areas were covered:-

- An updated Budget Paper was circulated
- Issues that led to changes being needed are being addressed at Central SLT level
- A potential issue with a new secondary school (which is being addressed with the LA) has not been included
- School improvement work is good and Hubs are working well together
- Aim to have a secondary school in each Hub to share expertise
- No current schools are ‘Teaching’ schools yet – it is recognised that ‘Teaching’ schools generate grants. Mr Bush stated that this is being investigated.

Taking into account the amendments to Our Vision as given above, and any updates to Director Biographies, the Business Plan was accepted.

Ms Adams gave a brief report on her recent visit to schools, which she found enjoyable and informative. She also agreed to circulate a written report to all Directors.

17. THE ALT BUDGET 2014/15 & OUTLINE BUDGET FOR 2015/16

It is noted that the 2015/16 Outline Budget is not available at this time.

Mr Peile opened on the 2014/15 Budget by stating that no schools were in financial difficulties. He took Directors through the report, highlighting the following specific areas:-

- Confidence in information from DFE and clarity on grants
- A line has been added for Contingencies
- The Audit has highlighted the need for an Asset Valuation Plan
- The Budget was submitted to the EFA on time
- Healthy carry forward
- It was noted that some schools produce high quality, informative reports, but some do not. ALT Central staff are aware of which schools are struggling in this area, and training is being implemented.

It was agreed that the revised budget for the Trust's central operations for 2014/15 is approved. It is also noted that a draft budget for 2015/16 will be presented to the next Finance and General Purposes Committee. The Board noted recent actions by the EFA in other Trusts and also noted the actions being taken in the Active Learning Trust to secure sound financial administration.

18. ISLE OF ELY PRIMARY SCHOOL

Mr Bush explained that as Isle of Ely Primary School is a new school, with a 'shadow' Governing Board, the Directors of ALT have delegated powers. The Report and Budget that had been circulated to Directors would normally have been the responsibility of the IoE Finance Committee.

Ms Lloyd, who is Chair to the IoE Governing Board, expressed concern that although the temporary buildings are good, they will not be sufficient for next September, when five classes are due to be open. Concerns surrounding Cambridgeshire County Council's ability to meet the timescale for opening the new site will be addressed at monthly meetings between Mr Bush, Mrs Surtees (Head of IoE) and Local Authority representatives.

The Directors agreed to approve the budget for the Isle of Ely Primary School for the 2014/15 financial year and to note the progress made at the school since it opened in September 2014.

19. REPORT FROM CHIEF EXECUTIVE

Mr Bush presented his report to Directors. Pakefield Primary School will join ALT from 1st January 2015, with Dell Primary School and Reydon Primary School due to follow on 1st March 2015. It is disappointing to note that a recent attempt to appoint a Headteacher to Reydon Primary School was unsuccessful, and the contingency plan in place will continue to run until a new appointment is made. An application has been made to the Local Authority for a Licence Deficit Plan.

The Regional School Commissioner has approved Trust expansion to 15 schools following a successful review. He is satisfied that the SIP is robust, and described Active Learning Trust as a 'key player'.

Additional support for Red Oak Primary School has been requested due to the influx of pupils joining Year 5 with low entry scores.

An email meeting in November of the Remuneration and Personnel Committee approved performance related increments for the headteachers of Neale-Wade Academy, Chesterton Primary School and Westwood Primary School.

All Local Governing Boards are functioning well and training programmes are in place. Mr Peile has agreed to Chair Hillside Primary School's Governing Board initially.

The Board of Directors approved the following appointments to Chairs of Local Governing Boards:-

Mr Philip O'Hear to Red Oak Primary School

Mrs Rachel Robson to Pakefield Primary School

Mr Gary Peile (temp) to Hillside Primary School
Mrs Marilyn Toft to Gusford Primary School

It is noted that the Board of Directors approved the report from the CEO and the appointment of Chairs of Local Governing Boards as listed.

20. RISK REGISTER

Mr Peile presented an updated Risk Register, showing variations and progress, in response to a request at the last Board meeting. He spoke about the severity of some risks and how ALT is addressing them. He expressed confidence that this has improved over time.

Ms Lloyd suggested that SMSC should be added as a risk in terms of influencing Ofsted judgements. Mr Peile agreed that the ALT SLT will consider this.

It is noted that the Board accepted the Risk Register and supporting report.

21. HEALTH & SAFETY

Mr Peile presented a report on the progress of the management of health & safety throughout Trust schools. The RAG rated reports showed which schools continue to record well, and which schools are falling below expected levels. Mrs Jarvis will be supporting schools in the new year in this area. Inspections will be carried out.

The Board accepted the report as presented, and noted the activities being undertaken to support schools in the management of health and safety.

22. PROCUREMENT STRATEGY

Mr Peile asked the Board to approve the introduction of a Trust-wide Procurement Strategy. He outlined the proposal, informing Directors that it reflects part of the Financial Controls Manual, and will meet concerns raised by Auditors. It is intended to create a role within the ALT central team in line with the regulations included.

In response to a question from Mrs Toft, Mr Peile explained that, although this would develop and support schools, and make day-to-day buying more efficient and economic, its main function would be to make sure regulations are in place. An example of this in practise is the Schools Meals contract that three ALT schools have just procured as a group.

The Board of Directors considered the report as presented and approved the Procurement Strategy attached.

23. ANY OTHER URGENT BUSINESS

Mr Peile: From September 2014 all schools must have a policy in place that supports pupils with medical conditions. An ALT policy has been produced and will be circulated to all schools.

Mrs Toft: Asked whether a Trust policy for exclusions has been written yet. Mr Peile replied that this has been drafted, and is currently with colleagues for feedback.

24. MEETING SCHEDULE 2014/15

Mrs Jarvis had circulated a schedule that reflects the previous year. It is planned to hold committee meetings on the proposed dates as appropriate, with other committee dates being added as necessary.

The Board approved the proposed schedule of meeting dates.