

Suffolk Academies Trust

Company Number: 09702333

BOARD OF TRUSTEES

Minutes of the meeting held at 4.30pm on 2 September 2015

Present:

I Morgan (Chair)	M Wagner (Vice Chair)
M Humphreys	E D'Souza
A Whatley	H Lay
C Gibson	A Whittaker (Principal)
N Savvas (Chief Executive)	

In Attendance: **C Campfield, Stone King Senior Associate**
S Jones, Chief Financial Officer
M Peachey, Director of Estates
J Bridges, Clerk to the Trustees

Trustees confirmed that they had no conflicts of interest to declare in relation to the items of the agenda.

Action

1. Apologies for Absence/Notice and Quorum Requirements

Apologies for absence were received from C Higgins.

Trustees received a report (minute book page A368) to confirm their compliance with the Notice of Meeting requirements under Article 111 and the Quorum requirements under Article 117 of the Articles of Association.

2 Declaration of Interests

Trustees received and considered the report (minute book page A369) and declared (or acknowledged where details previously supplied) the nature and extent of their interest in:

- proposed transactions discussed and other arrangements considered at the meeting (in accordance with the requirements of section 177 of the Companies Act 2006 (interest in proposed transaction or arrangement));
- existing transactions and/or arrangements in accordance with the requirements of section 182 of the Companies Act 2006 (interest in existing transaction or arrangement)

or declared that there were no such interests. In addition to the above sections of the Companies Act 2006, Trustees noted ongoing conflicts of interest obligations under Articles 97 – 98 of the Articles of Association.

Trustees noted, where applicable, that a general notice was sufficient declaration of interest for the purpose of the declarations in the paragraph above.

Trustees were made aware that the Articles of Association require that a Trustee must absent himself from any discussions of the Trustees in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Company and any duty or personal interest (including a Personal Financial Interest, as defined therein).

The Trustees also noted the requirements in the Academies Financial Handbook concerning related party transactions and the publication of interests. Trustees are to complete their register and return it to the Clerk by 18 September 2015.

2a Summary of Achievement – information sharing

At the request of the Chair the Principal was asked to provide a verbal report to this additional item of the agenda. He reported that all the indications from the recent indicative ALPS (Advanced Level Performance System) report is that Suffolk One has matched and/or surpassed the results of last year and has performed well against all national benchmarks. The official ALPS report is due in October. Recruitment this academic year is also going well with 1904 students enrolled (as of Friday 28 August 2015) against a funding target of 1711.

3 Minutes of the Shadow Board meeting held on 21 August 2015

The minutes of the meeting (minute book pages A370-A373) were agreed as a correct record and signed by the Chair.

4 Matters Arising from 21 August 2015 meeting

The matters arising from the meeting were summarised in the report (minute book pages A374-A375) and all actions reported had either been completed or, where appropriate an update had been provided on progress elsewhere on the agenda.

Confidential item under Article 125(c).

The Chair expressed his gratitude on behalf of the Board for the extraordinary work that everyone involved has undertaken to establish the Multi Academy Trust and convert the School to an Academy on time for 1 September. Everyone involved really went the extra mile to make everything happen and this effort is truly appreciated and recognised.

5 Recent Events and Documentation

Trustees received and considered the summary report (minute book pages A376-A377) and noted/discussed as appropriate and ratified:

i. *Incorporation*

Recent incorporation and filings made to Companies House.

ii *Status*

The status of the Company as an exempt Charity.

iii *Powers and Restrictions of Trustees*

Trustees noted their powers and restrictions on such powers under Articles 93 to 96 of the Articles of Association.

iv *Execution of Documents*

Entry by the Company into the following agreements:

- The Funding Agreements with the DfE (Master and Supplemental Funding Agreements);
- Commercial Transfer Agreement between the Academy Trust and the Governing Body and the Local Authority;
- The 125 year lease between the Academy Trust and West Suffolk College;
- The Deed of Assignment of the Construction Contracts;

- Taken on obligations under the Deed of Novation of the LSC Funding Agreement;
- The Contract for the sale of the Freehold to West Suffolk College; and
- The service agreement between West Suffolk College and SAT are to be finalised;

and ongoing responsibilities of the parties under the Funding Agreements and the Academies Financial Handbook.

6 Trustee Membership

Trustees received a summary report (minute book page A378).

i. *Appointment of Trustees*

To formally record that up to six Trustees are appointed by the Members and three Trustees are appointed by the Local Governing Body of Suffolk One. The Board of Trustees also includes the Chief Executive Officer and the Principal. The Trustees on incorporation were E D'Souza, C Gibson, C Higgins, M Humphreys, H Lay, I Morgan. N Savvas (CEO), M Wagner, A Whatley and A Whittaker (Principal). The Board currently holds a Trustee vacancy to be appointed by the Members and it was agreed that this vacancy would be held until such time as a Trustee with the skillset needed to complement the Board was identified.

ii. *Members*

Trustees noted that, further to Article 12A of the Articles of Association, the Members of the Company would be four persons appointed by West Suffolk College and any person appointed by a special resolution of the Members (provided that there will always be at least one independent Member). It was noted that each new Member has to sign the register of members in the company books.

AWhatley

iii. *Election of Chair and Vice Chair*

Trustees elected I Morgan as Chair and M Wagner as Vice Chair in accordance with the relevant provision of the Articles.

7 Trustee and Sub Committee Meetings

Trustees received the report (minute book pages A379-A381).

i. *Schedule of Meetings*

Trustees resolved to approve the schedule of meetings for the academic year 2015/16 as detailed in the report. Trustees agreed that the Chair is to put forward a proposal to the Local Governing Body to streamline its Committees and reconfigure its membership. The proposal is to keep the Steering and Standards and Curriculum Committee meetings, dissolve the membership and meetings of the Finance and Premises Committee but combine the financial oversight, premises and HR items under one Committee labelled as 'Resources'. It was further agreed that the four vacancies of the Local Governing Body will be held until such time as individuals with the skillset to complement the board are identified.

IMorgan

ii. *Committee Membership*

Trustees resolved to establish the committees of the Board and terms of reference in respect of those committees) in accordance with Article 100 of the Articles of Association.

8 Policies of the Academy

Trustees received the report (minute book page A382) and resolved to adopt as policies of the Academy all of the policies adopted by the predecessor school and in force as of the day before the conversion date. The programme of review will be undertaken at local level and the relevant Committee involved in such reviews and/or approval.

9 Delegation of Powers and Functions to the CEO and Principal

Trustees received the report (minute book pages A383-A392) and resolved to delegate to the Chief Executive Officer and the Principal the responsibility for the internal organisation, management and control of the Academy, the implementation of all policies approved by the Board and the direction of teaching and the curriculum as detailed in the Scheme of Delegation. The document shows the level of delegated responsibility and the functions given to the Local Governing Body, Board of Trustees, its Committees and the Accounting Officer. The Chair asked Trustees to familiarise themselves with the responsibilities delegated and to ensure that they recognise the differences between the responsibilities delegated to them as Trustees and as governors of the Local Governing Body. At the request of Trustees the responsibilities of the Members (i.e. to appoint/remove Trustees of the Board) are to be added to the Scheme of Delegation.

AWhatley

10 Finance

Trustees received the report (minute book pages A393-A405).

i. Bank Account

Trustees resolved that a bank account had been opened for the Company with Lloyds Bank.

ii. Appointment of Auditors

Trustees resolved that Larking Gowen and Schools Choice are to be appointed as External and Internal Auditors respectively for the 2015/16 academic year. Renewal of their services will be subject to satisfactory performance.

iii. Accounting Reference Date

Trustees noted the obligation to ensure that the Accounting Reference Date is set with Companies House as the 31 August to correspond with the date required under the funding agreement. This amendment has been undertaken and Trustees noted and approve the change of date.

iv. Budget

The 2015/16 budget is derived from year one of the recovery plan that was submitted and agreed by the EFA. The key points to note in the budget are:

- The income reflects the allocations committed by the EFA;
- Staffing costs reflect the reduction in cost achieved by the reorganisations under the school prior to academisation;
- Staffing costs reflect all pension and NI on-costs including the recent valuation of the LGPS fund for the Academy and an on-cost percentage of 27.9% proposed by the actuary. It also includes anticipated increases in NI employers costs with effect from April 2016;
- Non pay costs include provision for a rental payment of £80K to West Suffolk College for the use of the site and also for the IT and both FM

contracts;

- Additionally payments to West Suffolk College for Chief Executive Officer and Chief Financial Officer services are also budgeted for; and
- The revenue contributions to capital line allows for investment in the organisation as required.

Once the budget is approved a budget forecast will be sent to the EFA. This is required to be submitted by 31 July however as the Trust was not in a position to submit until incorporation and conversion, the Chief Financial Officer has contacted the DfE to clarify when the Trust is required to submit it.

SJones

The capital budget presented shows, with the exception of revenue contribution to capital, a modest budget and one that relates to the spend of Devolved Capital Formula (DCF) grant amounting to £39K.

Trustees sought to receive reassurance from the Chief Financial Officer that the budget provided flexibility and ability to respond to pressures of enlarged student numbers serviced by a reduced workforce and an £80K annual repayment liability. The Chief Financial Officer confirmed that a contingency had been factored into the budget and while achieving in year growth would be nice achieving the budget was not dependent upon it. Trustees approved the 2015/16 budget.

v. *Accounting Officer*

N Savvas was appointed as the Accounting Officer of the Company.

vi. *Academies Financial Handbook Items*

Trustees received and noted the copy of Annex C of the 2015 Academies Financial Handbook. The Annex highlights the “must” and “should” requirements of the Trust. Trustees asked the Chief Financial Officer to invite External Auditors, Larking Gowen, to provide a training session to the Board to detail their obligations under the Academies Financial Handbook.

SJones

11 Resolutions

Trustees received the summary report (minute book page A406) that sets out the matters that the Board has been asked to resolve. Trustees considered the matters and then resolved that:

1. All necessary filings and entries were made to effect the appointment of the Trustees;
2. All necessary filings were made to effect the membership of the Members;
3. Committees were established with effect from conversion date;
4. The policies of the predecessor school were adopted with effect from conversion date;
5. The bank account of the Company has been opened with Lloyds;
6. Larking Gowen and Schools Choice were appointed as External and Internal Auditors respectively for the 2015/16 academic year;
7. Responsibility for the internal organisation, management and control of the academy, the implementation of all policies approved by the Board and the direction of teaching and the curriculum be delegated to the Chief Executive Officer and the Principal as per the Scheme of Delegation;
8. The Chair and Vice Chair of the Company were authorised to do all such acts and things and agree and execute on behalf of the Company all such other documents to which the Company is a party and all other documents as may be required in order to implement the above resolutions and

generally to sign all such certificates and notices and other documents as may be required; and

9. The Academy Company Secretary, A Whatley, was directed within the applicable required time limits to do all such acts and things and agree and execute on behalf of the Company all such other documents to which the Company is a party and all other documents as may be required in order to implement the above resolutions and generally to sign all such certificates and notices and other documents as may be required.

12 Filing

Trustees received the request (minute book page A407) and approved that the Chair instructs the Academy Company Secretary to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House, and that each Member signs the register of Members in the Company books.

13 Any other Business

Nothing to report.

14 Date of next meeting

Monday 14 December 2015 at 4.30pm, Suffolk One.

The meeting closed at 5.45pm