



**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS (BoD) OF THE RURAL CHURCH
SCHOOLS ACADEMY TRUST (RCSAT) HELD AT WARMINGHAM VILLAGE HALL
ON 21st NOVEMBER 2022
(Commenced 4pm)**

Directors in Attendance:

P Bostock	(PB)	Chair of Board of Directors
N Badger	(NB)	Executive Headteacher
S Loughlin	(SL)	
A Denton	(SD)	Joined remotely

Also in Attendance:

B Brockbank	(BB)	Chair St Oswald's LGC, arrived 4.30PM
M Gate	(MG)	Chair Warmingham LGC
V Greenbury	(VG)	Chair Bunbury LGC
B Holdcroft	(BH)	Observer (left at 5pm)
J Jones	(JJ)	Trust Business Manager, arrived at 6pm
J Knight	(JK)	Afford Bond
H Cummings	(Clerk)	

PART ONE

The meeting opened with a prayer.

1. APOLOGIES AND ANY OTHER BUSINESS (AOB) ITEMS

There were no apologies for absence as all Directors were present.

The following items of additional business were agreed:

- a. Charging & Remissions
- b. Earlybirds lease
- c. EHT job description

2. CONFLICT OF INTEREST

The following conflict of interest was declared in relation to the business to be discussed at the meeting:

- S Loughlin is related to the School Improvement Partner/ External Adviser

General declarations of interest were recorded in full on GovernorHub and the clerk confirmed that all Directors' declarations had been updated since September 2021.

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3. ELECTION OF TRUST BOARD CHAIR & VICE CHAIR

PB was elected as Chair of the Trust Board for a further term of one year.

AD was elected as Vice Chair of the Trust Board for a further term of one year.

4. PRESENTATION OF THE ANNUAL ACCOUNTS

Mr J Knight, representing Afford Bond, presented the accounts for the period ending 31st August 2022. The accounts had been available on GovernorHub for Directors to review in advance of the meeting. JK noted the following key points from page 16 of the accounts:

Income

- The figure for Donations and Capital Grants had fallen significantly from the previous year, but this was because the 2021 figure included the funds for the Bunbury roofing projects.
- Funding for educational operations, had fallen by approximately £28K, but most of this was due to Covid funding which had been received in 20/21, but not in the 21/22 financial year.
- The end of Covid had allowed the resumption of other trading activities, so income from these had risen significantly.

Expenditure

- Spending on Educational operations had increased due to inflation, but not as much as might have been expected.

Overall, Directors noted an in-year deficit of approximately £50K in unrestricted funds, taking the cumulative carry-forward to £466,884.

Question: Will the increase in pupil numbers at Bunbury help the financial situation this year?

Response: It will increase income for Bunbury and may prevent a potential deficit caused by the increase in staff pay and energy costs. However, it may be offset by any fall in numbers at the other schools.

Question: Do we need to make provision for an increase in utility charges in the current year?

Response: On the advice of West Mercia, we have already factored in an increase in electricity costs of approx. £55%, and a 120% increase in the cost of gas.

Directors agreed it would be helpful to have energy and staff pay costs shown separately, so that the rest of the budget can be compared with previous years. It would also help to show clearly where pressures have arisen in any future deficit situation.

BH noted that an additional £2 billion had been announced in the recent fiscal statement, and this would be allocated to schools based on pupil numbers.

JK noted that Directors needed to submit details of internal audit checks carried out, to be included in the report.

ACTION: JJ to send list from previous year to AD for discussion.

Directors had reviewed the accounts in detail, questioning where necessary, and were happy to **approve** the accounts for 2021/22. Directors **agreed** that they recommend to the Members of the Trust the appointment of Afford Bond as auditors for the next financial year.

ACTION: JK to arrange for electronic signing of the accounts, after which he would submit a paper copy to Companies House.

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5. PART ONE MINUTES AND MATTERS ARISING

The part one minutes of the previous meeting on 28th June 2022 were **agreed** as a true record, signed by the Chair and retained by the trust.

Matters arising

All actions had been completed.

6. MEMBERSHIP

- a) The Chair welcomed Beth Holdcroft to the meeting and confirmed that Directors had agreed to her appointment as a Director, subject to the approval of Members.

ACTION: PB to email members for approval, and any decision would then be ratified at the AGM in February.

- b) Directors noted the following changes to the membership of the Local Governing Committees (LGCs):
- Resignation of Lesley Davies as an appointed governor at Bunbury – 29/6/22
 - Resignation of Nicola Clive as a parent governor at St Oswalds – 18/8/22
 - Resignation of A Goodwin as Principal of St Oswalds – effective 31/8/22.

Following the LGC meeting at Bunbury on 19/10/22, VG had confirmed that Suzi Waddington was willing to continue as an appointed governor. Directors **approved** SW's appointment for a further 4-year term of office.

- a) Directors had previously recognised the need to expand the membership of the BoD, and were pleased to hear that another potential candidate had expressed an interest and had been sent a skills audit. It had also been suggested that Rev Tim Haywood could become a Director rather than a Member.

ACTION: PB to contact Rev Tim Haywood to see if he has the time for a Director role

It was also noted that a new Vicar, Rev. Paul North, had been appointed at Warmingham, and could potentially be appointed by the diocese as a Member.

ACTION: PB to discuss appointment of Members with Chris Penn.

- b) There were no terms of office due to expire before the next meeting.
- c) No changes were required to GIAS, and all checks had been completed.

7. GOVERNORS CODE OF CONDUCT

The Clerk noted feedback from the Bunbury LGC that the code could include a commitment to attend the annual governors' training day.

ACTION: Clerk to amend the code and email to PB for approval

Directors approved the Code of Conduct subject to this amendment.

ACTION: Clerk to upload Code of Conduct to GH and ask all governors to confirm their acceptance.

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8. LOCAL GOVERNING COMMITTEES AND NOMINATED GOVERNORS

- a) Directors confirmed the appointment of the Chairs for the three Local Governing Committees as follows:
 - Bunbury – Vanessa Greenbury
 - St Oswald’s – Brenda Brockbank
 - Warmingham – Malcolm Gate

- b) Director responsibilities were confirmed as follows:
 - Safeguarding – Sheila Loughlin
 - SEND – Beth Holdcroft (subject to Member appointment)

- c) The Terms of Reference for the LGCs had been reviewed by each LGC and were approved by Directors with no amendments.

- d) The terms of reference for the following committees had been circulated on GovernorHub and were approved with no amendments:
 - EHT Performance Management committee
 - Exclusions committee
 - Staff grievance committee
 - Disciplinary committee
 - Appeals committee

Membership of the EHT’s Performance Management committee, would be the chairs of each of the LGCs along with the Chair of the BoD.

The Admissions committee would consist of NB, PB and the Chair of the LGC for the school being considered.

Membership of all other committees would be agreed as necessary, according to the needs and constraints of the panel.

9. CHAIR’S POWER TO ACT

No actions had been taken on behalf of the Trust Board since the previous meeting. Directors approved the Chair’s Power to act until the autumn term meeting 2023.

10. PART ONE REPORTS FROM COMMITTEES AND REPORTS FROM GOVERNORS WITH SPECIAL RESPONSIBILITIES

Directors had reviewed the minutes from each of the LGC meetings, and the committee Chairs added the following comments:

Warmingham

MG noted that 2 people had expressed an interest in the governor vacancy at Warmingham, and KA had sent skills audits to both.

St Oswald’s

BB noted that an election was underway to fill the parent governor vacancy. However, this vacancy notwithstanding, certain governors had been unwilling to take on any additional responsibility. As a result, BB was currently responsible for both Safeguarding and the Core Curriculum.

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Directors noted that the decision not to accept 2-yr olds into the nursery at St Oswald's was due for review. It was agreed that reorganisation of classes meant that it was currently more feasible to take 2-yr olds, but noted that if the proposed building project went ahead, the nursery would move back into an area that could not be sub-divided. In addition, the staff;pupil ratio for 2yr-olds would have an impact on staffing and the new Principal would start in January. On balance, it was agreed that a period of stability was important, and the matter would be reviewed again in autumn 2023.

ACTION: Clerk to add to agendas for autumn 2023.

In light of this discussion, it was felt that it would be prudent to review the current CIF bid to ensure that the proposal met the needs of the school. External aspects of the build could not be altered as planning permission had already been granted, but it was agreed to review the internal layout.

ACTION: NB to arrange a meeting with staff and Steve Lancaster (Lancaster Maloney) in the spring term to review internal layout in CIF bid.

SEND

A SEND report for each school had been shared on Governorhub ahead of the meeting. There were no questions.

Safeguarding

A report from the Pastoral Lead, for the period 26/5/22 – 11/11/22, had been circulated on GovernorHub ahead of the meeting.

Directors heard that SL and BB had attended the new Safeguarding training aimed specifically at governors, and recommended it for all governors, but particularly those with responsibility for Safeguarding.

SL had met with the Pastoral Lead on 15th November and a full report was available on GovernorHub. The next meeting was scheduled for 23rd November at Warmingham.

11. FINANCIAL COMPLIANCE (Item taken at the end of Part 1 after arrival of JJ)

Directors confirmed the following:

- a) The 2022 Budget forecast return, 3 year (BFR3Y) was approved in the summer term and submitted by the deadline of 27th July 2022.
- b) The deadline for submission of the Land and Buildings Collection tool had been delayed until 21/2/23. The form would be available for completion in January 2023.
- c) JK of Afford Bond would ensure submission of the following by 31st December 2022:
 - 2021/22 audited financial statements.
 - Auditor's management letter
 - Internal scrutiny annual summary report
 - Accounts submission coversheet
 - Governance Statement
- The Trust Business Manager would ensure that the 2021/22 audited financial statements were published on the school website by 31st January 2023.

Approvals:

- a) Directors approved two new contracts as follows:
 - Legal services procured from Cheshire East LA for Warmingham – Cost £950
 - ADT alarm contract for Bunbury – cost £470

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- b) Directors approved the RCSAT Scheme of Delegation (version 17) which had been reviewed by the LGCs.
- c) Directors approved the Scheme of Delegation. No amendments were made to any of the limits within the scheme.
- d) Directors approved the support staff pay structure, but noted that that support staff are covered by the green book and their pay structure is determined by that system.

To review:

- a) Monthly Management Accounts up to and including October 2022 had been circulated on GovernorHub for Directors to review.
- b) There were no major changes to the Academies Handbook for Directors to note.
- c) School Fund balances were noted as follows:
 - Bunbury - £64,588
 - St Oswald's - £47,770
 - Warmingham - £31,331

JJ informed Directors that the STO school fund account was held with HSBC who had written to say that a fee of £5 per month was being introduced. It was believed that other banks might follow-suit. Directors discussed the matter with the LGC Chairs and agreed that the school fund accounts should be kept as separate cost centres within the main trust account.

It was noted that this would remove the need to have the accounts audited separately and may allow for interest to be paid.

ACTION: JJ to close separate school fund accounts and set up cost centres within the main trust account.

12. PART ONE EXECUTIVE HEADTEACHER'S REPORT AND MATTERS ARISING

The EHT's report had been circulated on GH in advance of the meeting and Directors raised matters as follows:

Question: The report mentions a RIDDOR incident at STO – was that a pupil or member of staff?

Response: A pupil broke their finger in a football-related incident.

Question: Do you have any concerns around the level of staff absence?

Response: No, it is all sickness-related, including a resurgence of Covid.

The EHT emphasised the point made at each LGC meeting that all schools were seeing a heightened level of anxiety and lack of tolerance among parents. This was believed to be caused partly by the economic pressures being felt by parents. A number of families were reaching crisis point, and the lack of support available from other services meant that schools were having to deal with some very complex issues. This was putting increased pressure on the school principals and the EHT.

13. SCHOOL DEVELOPMENT PLANS 2022/23

Directors had reviewed the School Development Plans and Self Evaluation Forms which had been agreed by the LGCs earlier in the term. All SDPs were **approved**.

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14. SCHOOL IMPROVEMENT PARTNER/EXTERNAL ADVISER

Directors approved the appointment of Brian Padgett as the School Improvement Partner for the trust for 2022/23.

BP had recently contributed to the performance management of the EHT, the report from which is referenced in the part 2 minutes of this meeting

15. DIRECTOR'S REPORT AUTUMN 2022

The Director's Report had been circulated on GovernorHub earlier in the term and items raised at LGC meetings as appropriate.

16. GOVERNOR TRAINING & DEVELOPMENT

Directors were reminded of the need to keep their training records on GovernorHub up to date. It was noted that any visit to school can be included as training, and a visit report form should always be completed.

ACTION: Clerk to locate report form on GH and link to Noticeboard to remind governors.

17. SCHOOL POLICIES

Directors had reviewed the following policies uploaded to GovernorHub for Autumn 2022:

- RCSAT-P-001 Capability of Staff including appraisal Policy
- RCSAT-P-002-03 Donations Policy
- RCSAT-P-008-01 Protection of Biometric Information Policy
- RCSAT-P-009-01 H & S Policy
- RCSAT-P-010 Admissions Policy 21-24
- RCSAT-P-011-01 Child Protection and Safeguarding Policy
- RCSAT-P-021 EYFS Policy
- RCSAT-P-036 Induction of Early Career Teachers
- RCSAT-P-036 Uniform Policy
- RCSAT-P-PR-007 Teachers Pay Policy 2022-23
- RCSAT-PR-011-01 Child Protection and Safeguarding Procedure

All policies were **approved** with no amendments.

Question: Are staff clear that bullying is included in the Dignity & Respect Policy?

Response: Yes, all staff are given a list of policies which they need to read, and they are asked to sign and date to confirm that they have done so.

18. PLANNED RESIDENTIAL VISITS

Residential visits for 2022/23 had been reviewed and approved at the relevant LGC meetings. SL would review all risk assessments on Evolve, as usual, and sign off as appropriate.

19. HOLIDAY/TERM DATES FOR 2023/24

The setting of term dates had been problematic, particularly for the autumn term, due to differences in the dates for Cheshire East and Cheshire West. The EHT had consulted

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secondary schools local to each of the trust's schools and presented Directors with a recommendation. Directors **approved** the recommendation and term dates would now be published on the schools' websites.

20. MEETINGS

The date of the next Board of Directors' meeting was agreed as Monday 27th March at 4pm, at Warmingham Village Hall.

ACTION: Clerk to book meeting room.

21. ANY OTHER BUSINESS

Charging & Remissions

The EHT explained that the policy currently allowed the school to offer up to £150 to support parents with the cost of trips. However, significant price increases meant that this would not cover the full cost of some trips, which would therefore be unaffordable for some parents.

Directors approved an increase in the limit to £300.

Earlybirds Lease

The lease for the Earlybirds nursery was due for renewal on 27th January 2023. The current charge was £530 per month and **Directors agreed to increase to £560**. It was noted that this increase was unlikely to cover the increase in energy costs, but Directors agreed that it was important to support the nursery.

EHT Job Description

The job description for the EHT needed to be updated to better reflect the role. SL had already noted her comments and it was agreed that it would now go to PB for approval.

BB, MG, VG and AD left and the meeting moved to Part 2.

Meeting closed at 7pm.

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