

**MEETING OF THE BOARD OF DIRECTORS (BD) OF
THE RURAL CHURCH SCHOOLS ACADEMY TRUST (RCSAT) HELD ON 9th
May 2017 AT THE AQUEDUCT MARINA CHURCH MINSHULL
(Commencing 18.30)**

Directors in Attendance:

Mr P Bostock (PB) Chair of Board of Directors (also Member of Trust)
Revd P Goggin (PG)
Mrs S Loughlin (SL)
Mrs A Platt (AP)
Mr I Rutter (IR)
Mrs F Todd (FT) Executive Headteacher, Chief Operating Officer.

Local Governing Committee Members in Attendance:

Mrs B Brockbank (BB)
Mrs C Briggs-Harris (CBH)
Mrs I Burnley (IB)
Revd T Hayward (TH) (also Member of Trust)
Mr R Hazelton (RCH)
Mr J Hibbert (JH) (also Member of Trust)
Mrs A James (AJ)
Mr M Jerman (MJ)
Mrs E Jordan-Stout (EJS)
Mrs Z Lloyd (ZL)
Mr R Parton (RP)
Mrs A Richardson (AR)
Mrs A Tomlinson (AT)
Mrs S Waddington (SW)

Also in Attendance:

Mrs S Mellor (SM) Warmingham School Headteacher
Mrs N Badger (NB) Bunbury Head of School
Mr A Goodwin (AG) St Oswald's Head of School
Mrs J Jones (JJ) RCSAT Business Manager
Mrs L Taylor (Clerk)

PART ONE

The Clerk chaired items 1-3.1

1. APOLOGIES FOR ABSENCE

All were welcomed to the meeting.

Apologies were received and accepted from E Best (EB), H Isherwood (HI), J Lowe (JL), J McMurtrie (JM), A Moran (AM) and T Southward (TS).

2. PECUNIARY/CONFLICT OF INTEREST

a) To declare any potential pecuniary interest or conflict of interest between an individual and the BG as a whole in connection with the business to be discussed during this meeting: **None** were declared.

b) Annual declarations were received for collation by the clerk.

3. CONFIRMATION OF CHAIR AND ELECTION OF VICE CHAIR

Chair.....Date.....

3.1. The appointment of Mr Piers Bostock as Chair of RCSAT Board of Directors was **confirmed** by the Board of Directors. The term of office of the Chair under Article of Association 82 is **one school year**. The term of office will be until the **summer term 2018** FBD meeting.

PB in the chair.

3.2. The term of office of the **vice-chair** under Article of Association 82 is one school year. The term of office will be until the **summer term 2018 FBD** meeting.

The Clerk invited nominations for the vice chair vacancy. It was noted that as the chair of governors does not live locally, it would be advantageous for the vice chair to do so. Nominations for PG and JM were received; JM was not in attendance at the meeting. Following a query regarding delaying appointing a vice chair, the clerk advised that it would be best to agree the appointment of a vice chair at the meeting. It was proposed that the Trust consider appointing co –vice chairs. P Goggin and J McMurtrie were nominated for the co- vice chair position.

3.3. Election of Vice Chair of the Board of Trust Directors

PG stated that he would be happy to serve as co- vice chair until it could be clarified that JM wished to undertake the vice chair position solely. PG and JM were **agreed** as appointed as co–vice chairs.

Subsequent to the meeting, JM agreed to be Vice-chair.
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4. CONFIRMATION OF THE EXECUTIVE HEADTEACHER’S ROLE AS CHIEF OPERATING OFFICER (COO)

4.1. The DfE appointment of the Executive Headteacher, F Todd, as Chief Operating Officer, with responsibility to the Secretary of State for the performance of the schools in RCSAT was noted by the meeting.

5. DELEGATION OF FUNCTIONS TO THE CHAIR/VC IN CASES OF URGENCY

5.1. To decide whether the Chair and in the absence of the Chair, the VC, will be given on behalf of the governing board as follows:

5.1.1. Any function of the governing board which can be delegated to an individual;

5.1.2. The circumstances are that the chair is of the opinion that a delay in exercising the function would be likely to be seriously detrimental to the interests of the school; any pupil at the school, or their parent; or a person who works at the school.

It was agreed that the **Chair’s Power to Act** as 5.1.1 and 5.1.2 was delegated to the Chair of Directors and in the absence of the Chair the vice- chair of Directors.

6. FINANCIAL MATTERS

6.1. The Articles of Association. The RCSAT Articles of Association were received in advance of the meeting by all Directors and Local Governors.

6.2. The Funding Agreement. The BD ratified the decision made by the initial governors to enter into this agreement. The RCSAT Master Funding Agreement was received in advance of the meeting by all Directors and Local Governors.

Chair.....Date.....

6.3. Confirmation of Registered Office: The Company's Registered Office was confirmed as at **St Oswald's school**. It was noted that due to space constraints at the other two schools, Bunbury School will be the current operating office of the trust.

6.4. Responsible Officer: The BD noted that under the Financial Handbook, within the first term as an Academy, the Trust Board is required to appoint a Responsible Officer or an Audit Committee. The RCSAT structure has defined an RO for each school in the Trust.

6.5. Accounting reference date: The Company's Accounting Reference Date will be changed to **31 August** and the Business Manager was authorised to complete form AA1 and send it to Companies House.

6.6. External Auditors: The BD agreed the appointment of **Afford Bond** as external auditors to provide audited accounts for the accounting period.

- **Q: They are experienced with schools?**
- **A: Yes and multi academy trusts (MAT).**
- **Governor Comment: The MAT working Group had interviewed three different accountants and agreed to appoint Afford Bond as a local company with a good reputation.**
- The Clerk asked the meeting to note that moving forward only the Trust Members have the authority to agree the removal of the auditors (Academies Financial Handbook page 37).

6.7. Bank: The BD confirmed the appointment of **Lloyds Bank** as the Academy Bank Account and that registered signatories are as detailed by the Chief Financial Officer. The online account can be accessed by J Jones and L Davies. Cheque signatories were confirmed as FT, AG, NB, SM, JJ and LD. Two of any of the signatories are authorised to sign cheques.

6.8. General Annual Grant (GAG) Budget Application: The BD received the GAG setting out each of the three school's budgets in advance of the meeting. The clerk reminded the meeting, that within four months of opening, the school must complete a Financial Management and Governance Self-Assessment (FMGS) form.

Action: AP: Finance Committee to oversee completion of the FMGS form and ensure it is submitted on time (July 2017).

Action: Clerk/PB: Summer FGB agenda item: Confirmation of FMGS submission.

Q: There is one school bank account; the school fund accounts are separate?

A: Yes- the budget software separates.

Q: The unofficial school funds?

A: Each school will carry; this was a MAT working group decision due to banking costs.

Q: Who gets to see the final papers?

A: Training in the software for staff has just been completed; Directors will be given access.

A: Going forward the Finance Committee will have sight of all budget papers.

It was noted that each school has approximately 5k left from DfE funds for conversion costs. This will be pooled centrally to pay for RCSAT business and works.

Chair.....Date.....

Q: The bank account, are the schools individual accounts being retained?

A: Each school has their unofficial school fund account.

7. HEADTEACHERS PERFORMANCE MANAGEMENT

The panel of *two or three* governors appointed to carry out the Executive Headteacher's, Principal's and Headteacher's Performance Review in 2016/2017 and to confirm the appointment of an External Adviser **Agreed** as c/fwd. to be agreed in the summer term. **Action: Clerk/PB: agenda item.**

8. COMMITTEE REPORTS AND MINUTES

There were none.

9. DATES OF NEXT MEETINGS FOR BOARD OF DIRECTORS

Carried forward to the Board of Governors' meeting.

End of part one minutes

Part two minutes were recorded.

Chair.....Date.....