



## BOARD OF DIRECTORS MEETING MINUTES

Wednesday 2<sup>nd</sup> December 2015 – 5pm – 7pm

**Director Attendees:** Sally Davies (Executive Principal)  
Ann-Marie Briggs (Chair, Chair Thriftwood LGB)  
Steven Hile (Thriftwood)  
David Cottrell (Thriftwood)  
Emma Paramor (Headteacher, Langham Oaks)  
John Revill (ESSET Representative)  
Andy Hunter (Member, Director)  
Dave Baker (Chair Langham Oaks LGB)

**Others in Attendance:** Jackie Harper (Academy Business Manager, Thriftwood)  
Sharan Sandhu (Secretary)  
Andrew Barton (Member)  
Tony Cox (Member)  
Mark Ross (Member)

**Presentation:** MWS Accountants – Clive Smith and Kerry-Ann Jervis  
**Apologies:** Michael Southgate (Thriftwood)

## Minutes

The meeting commenced at 5:10pm.

Ref:		Action
STBOD 58	<b>Attendance and Apologies for Absence:</b> The meeting was attended by Board of Directors and Members named above. The Chair <b>Ann-Marie Briggs</b> opened the meeting in the absence of <b>Dave Baker</b> and <b>Mark Ross</b> who were delayed. Apologies were received from <b>Michael Southgate</b> . <b>Ann-Marie Briggs</b> welcomed the Members of the Trust to the meeting.	
STBOD 59	<b>Any Other Business:</b> 1) CIF Bids. 2) Ratification of the amendments to the SEAX Trust Financial Regulations emailed previously. The Chair proposed these urgent matters be discussed before the presentation from <b>MWS Accountants</b> . <b>Dave Baker</b> joined the meeting at 5:13pm.	
STBOD 60	<b>Declaration of Interests:</b> There were no new business interests declared nor potential conflict of interest, including personal connections arising from any of the published agenda items.	
STBOD 61	<b>Minutes of the previous meeting held on 21<sup>st</sup> October 2015:</b> Noted that these would be addressed at the next Board of Directors meeting on 16 <sup>th</sup> March 2016.	
STBOD 62	<b>Other business</b> 62.1 SEAX Trust Financial Regulation amendments emailed to Directors: <ul style="list-style-type: none"> <li>Liz Smart (Head of Thriftwood College) &amp; Georgina Pryke (Head of Thriftwood School) to have a spending limit of £1,000 each.</li> <li>Jackie Harper to have a spending limit of £100 (Thriftwood Academy Business Manager).</li> <li>All other expenditure limits to remain as they are at present.</li> </ul> It was noted that <b>Dave Baker</b> did not receive this email. <b>Agreed:</b> Steve Hile proposed approval of the above and Andy Hunter seconded. <i>Directors unanimously agreed the ratification of these amendments.</i> <b>Mark Ross</b> joined the meeting at 5:15pm.  62.2 Two proposed CIF bids for the replacement of all windows to the ground floor, main hall and sports hall at Thriftwood College and re-roofing to Thriftwood College, had been tendered. It was explained that bids are potentially more successful if schools contribute funding of their own. Therefore Thriftwood would contribute £25k and apply for a CIF loan of £25k for each bid: i.e. £100,000 in total. <b>Agreed:</b> 1) <b>Steven Hile</b> proposed Thriftwood's contribution of £50k (£25k for each bid) and <b>Andy Hunter</b> seconded this motion. 2) <b>Steven Hile</b> proposed the application of the two CIF loans of £50k (£25k for each bid) and <b>Andy Hunter</b> seconded this motion. 3) <b>John Revill</b> proposed that bids could be placed for grant funding and <b>Dave Baker</b> seconded this motion. <i>Directors unanimously agreed these three points.</i>	



	<p>In response to an inquiry by <b>David Cottrell, Jackie Harper</b> added that full tenders which had been opened prior to the meeting were available to read and confirmed that all three tenders were made to an appropriate specification. A preferred provider would eventually be brought to the board for approval should the bids be successful. Bids will be submitted by the deadline of 16th December, but notice was not expected until April 2016.</p>	
<p>STBOD 63</p>	<p><b>Presentation by MWS Accountants: Audited Accounts</b>                  The draft accounts were presented and discussed. The following points arose:</p> <ul style="list-style-type: none"> <li>• MWS reminded the board that DFE required consolidated accounts therefore the accounts are not presented as three separate accounts.</li> <li>• MWS noted that the Value for Money statement was very in-depth and would be well received as it demonstrated both financial and educational impacts.</li> <li>• Amendment of Trustee meetings list – <b>David Cottrell</b> attended 4 meetings.</li> <li>• Amendment on Page 9 – Langham Oaks year 6 not year 7.</li> <li>• Amendment on Page 13, re meetings – <b>Emma Paramour</b> attended 3 and <b>Steven Hile</b> attended 2.</li> </ul> <p><b>Action: Jackie Harper to send MWS accountants an updated list for meetings attended.</b></p> <ul style="list-style-type: none"> <li>• MWS had prepared company accounts for SEAX Trust in a consolidated format, as required by EFA (Education Funding Authority). They would also provide a Statement of Regulatory Compliance. These documents would need to be submitted to DfE/EFA by the school, before the deadline of 31.12.15.</li> <li>• Page 21, Independent Auditors Report – a very positive clean report.</li> <li>• The Balance Sheet showed that SEAX Trust held a very healthy cash reserve.</li> <li>• Statement of Financial Activities (SOFA) – Income was higher this year due to sponsorship of Langham Oaks, and the recognising of Langham assets.</li> </ul> <p><b>Andy Hunter</b> wanted an explanation of Transfers between funds on Page 40, note 18. <b>MWS accountants</b> explained the reasons for the process and <b>Andy Hunter</b> was satisfied with the response.</p> <ul style="list-style-type: none"> <li>• Amendment on Page 40, Note 18 - £158,000 had been transferred from restricted pension reserve to unrestricted funds reserve.</li> <li>• <b>Sally Davies</b> commented every year there would be increases to the pension deficit.</li> <li>• Directors noted that the LGPS is only for Support staff and not teaching.</li> <li>• Tangible fixed assets: Mr Hunter enquired if rates of depreciation were standard and was advised they were the trust’s own agreed rates. However he was also advised that if a grant is received and repairs are completed like for like, this could be written off, but if improvements had been made to a repair, this would be capitalised and case by case decisions should be made.</li> <li>• It was noted that depreciation would occur on large assets and on pension deficit.</li> <li>• <b>Sally Davies</b> stated the DFE had never conducted a property valuation. A valuation, paid for by Thriftwood, took place, which produced the figures given. Directors were assured that an insurance valuation was in place.</li> <li>• Noted on Page 33 - Business Enterprise Activities had halved from last year due to lack of resources for the teaching staff to run Acorn courses to generate this income.</li> <li>• The CFO enquired about potential VAT liability from activity generated funds and was advised by Kerry-Ann Jervis that most of the trust’s activities being part of its educational remit, were non applicable</li> <li>• <b>MWS Accountants</b> distributed an income and expenditure split for the two Academies, which related to the Funding for Academy Educational Operations on page 34.</li> <li>• Directors noted that figures reflected one year for Thriftwood and 5 months for Langham Oaks, who had joined the trust on 1<sup>st</sup> April 2015</li> <li>• Amendment on Page 35, point 7, Governance costs should read £13,000 and not £9,000.</li> <li>• <b>Emma Paramor</b> questioned why the Boarding element had to be separated out. <b>MWS Accountants</b> explained that this was a requirement by the DFE.</li> <li>• <b>Emma Paramor</b> questioned the management figures on page 38 and why this was reduced. It was confirmed that the accounts are at Trust level and not for individual Academies.</li> <li>• <b>David Cottrell</b> pointed out that some Trustees (Vaughan Gregory, Annabelle Dyas and Ellen Pearce) were teaching staff and resigned at the MAT formation (Page 39, point 15).</li> <li>• <b>MWS Accountants</b> distributed a debtors and creditors split for the two Academies, which related to page 41.</li> <li>• <b>Jackie Harper</b> stated the Trade debtors for Langham Oaks were high due to Outreach and the provision of School meals for another school.</li> </ul>	<p>JH</p>



	<ul style="list-style-type: none"> <li>• <b>MWS Accountants</b> explained the Academy Boarding Account element on Page 42, note 24. It was felt the figures did not reflect the true costings for this account as it implied a £63,453 surplus which could only be spent on Boarding.</li> <li>• <b>Emma Paramor</b> explained the support costs needed to be re-visited. Currently the staff costs only reflected the evening staff recruited however all staff contribute to Boarding. 30-40% of costs spent on staff during the day contributes to Boarding costs. <i>Action: Justifiable changes to the figures in the Academy Boarding account to be agreed.</i></li> <li>• <b>Tony Cox</b> questioned if an increase in costs for Boarding would have any implications on another cost centre. <b>MWS Accountants</b> confirmed this would, however there would be no change to the overall balance sheet figures</li> <li>• <b>Jackie Harper</b> asked if Langham Oaks could add transport and <b>Emma Paramor</b> confirmed that two vehicles are used at Langham Oaks in the evenings for the pupils and for activities/visits. <i>Action: MWS Accountants to send Jackie Harper notes on this account.</i></li> <li>• Directors noted that Related Party Interests need to be declared. The de minimis level is £2,500. This had not been breached. Directors noted that all business interests must be declared annually, and updates provided at each meeting.</li> <li>• <b>Mark Ross</b> questioned if there was an obligation to show the growth for pension sections and it was confirmed that there was none. Essex determines the split and provides an FRS17 Audit for each academy to include in the accounts.</li> <li>• The Chair thanked <b>MWS Accountants</b> for a very detailed but clear presentation and explanation of the accounts. Thanks were also extended to <b>Jackie Harper</b> and <b>Louise Whitfield the academy business managers</b>.</li> </ul> <p><b>MWS Accountants</b> commented that everything was easy to find and well organised which had made the audit process easier.</p> <p>MWS Accountants presented the Letters of Representation for the recent Audit and discussed the issues raised below, but were satisfied overall with the responses and management actions to address all points.</p> <p><u>Thriftwood</u></p> <ul style="list-style-type: none"> <li>• Business Interest -disclosures were missing for 2014-2015</li> <li>• School credit card: no further action required</li> <li>• Personnel files were not up to date: since rectified.</li> <li>• Purchase orders hadn't been raised for a limited number of items and unauthorised expenditure could potentially occur. Acknowledged that occasionally this may still occur but has been addressed with staff</li> <li>• Donated assets did not appear at times on the asset register/inventory. Register to be updated in New Year</li> <li>• Invoices £10,000 or more were made on two occasions without the signature of the Chair on the invoice. Since addressed.</li> </ul> <p><u>Langham Oaks</u></p> <ul style="list-style-type: none"> <li>• Same issue had been identified for donated assets not on the register/inventory.</li> </ul> <p><i>Agreed: Directors unanimously agreed and recognised management actions were satisfied.</i></p>	<p>JH/ MWS</p> <p>MWS</p>
<p>STBOD 64</p>	<p><b>Approval of the Company Accounts by the Board of Directors (the "Board")</b></p> <p><b>64.1 To consider the Annual Report and Financial Statements for the financial year ended on 31<sup>st</sup> August 2015</b></p> <p><i>Agreed: Directors unanimously agreed and approved the Annual Report and Financial Statements subject to the following changes and other minor changes mentioned above including typing errors/ spelling mistakes.</i></p> <ol style="list-style-type: none"> <li>1) Justifiable changes to the figures in Academy Boarding account item.</li> <li>2) Figure to be changed on Page 35, point 7 - Governance costs (should read £1,300 and not £9,000).</li> <li>3) Figure to be changed on Page 40, Note 18 - £158,000 had been transferred from restricted pension reserve to unrestricted funds reserve and not £198,000.</li> </ol> <p><b>64.2 To approve the above accounts, authorising the Chair on behalf of the Board as signatory to sign:</b></p> <p><b>64.2.1 The Trustees' Annual Report</b></p> <p><b>64.2.2 The Statement of Trustees' Responsibilities</b></p> <p><b>64.2.3 The Balance Sheet</b></p> <p><i>Agreed: Steven Hile proposed the Chair to be signatory as above (64.2) and Dave Baker seconded this motion. Directors unanimously agreed.</i></p>	



	<p><b>64.3 To recognise and agree the Accounting Officer will Sign:</b>                  64.3.1 The statement of Regularity, Propriety and Compliance and together with the Chair will sign:                  64.3.2 The Governance Statement                  64.3.3 The Letters of Representation  <i>Agreed: Steven Hile proposed the recognition as above (64.3) and Dave Baker seconded this motion. Directors unanimously agreed.</i></p> <p><b>64.4 To consider and accept the Independent Auditors’:</b>                  64.4.1 Draft Report on the Financial statements to the Governing Body of both Academies                  64.4.2 Draft report on Regularity to the Academies and the Education Funding Agency  <i>Agreed: Steven Hile proposed acceptance as above (64.4) and Dave Baker seconded this motion. Directors unanimously agreed.</i></p>	
STBOD 65	<p><b>Future Dates:</b>                  65.1 “From Vision to KPI” – 14<sup>th</sup> January 9.30-12.30pm – Thriftwood College                  The Chair also invited all Members of the Trust to this meeting.  <i>Agreed: Directors &amp; Members to meet to discuss how the SEAX Trust will look like in the future including aims and objectives.</i></p> <p><b>65.2 To note the future Committee and Board meeting dates</b>                  Noted by all.</p> <p><b>65.3 To consider a recommendation to the Members of a date to adopt the report &amp; accounts</b>                  Agreed: To be discussed at the AGM scheduled after this meeting.</p>	
STBOD 66	<p><b>Any other business:</b>                  None reported.</p>	
	<p>The meeting closed with thanks from the Chair to all attending.</p> <p>The meeting closed at 6:50pm.</p>	

**Next Meeting**

The next meeting will be held on Wednesday 16<sup>th</sup> March 2016 - 5pm at Thriftwood College.

**DATE AND TIME OF FUTURE MEETINGS: 2015-2016:**

Meeting	Date	Time	Topic
Board of Directors	Wednesday 16 <sup>th</sup> March 2016	5-7pm	
Board of Directors	Wednesday 13 <sup>th</sup> July 2016	5-7pm	

  

Meeting	Date	Time	Topic
Resources & Audit Committee	Tuesday 23 <sup>rd</sup> February	4.30-6.30pm	
Resources & Audit Committee	Thursday 7 <sup>th</sup> July	4.30-6.30pm	

  

Meeting	Date	Time	Topic
Curriculum & Standards Committee	Monday 7 <sup>th</sup> March	3.30-5.30pm	
Curriculum & Standards Committee	Monday 27 <sup>th</sup> June	3.30-5.30pm	

Signed ..... (Chair of Board of Directors)

Date: .....