

Audit Committee – Part I Minutes							
Date/Time	10:01:18 4.00pm	Location		Okehampton College			
Attendees	Initials			Attendees	Initials		
Daryll Chapman	DC	Rebecca Ledger	RL	Ian Courtney	IC	Carol Newman	CN

Apologies	Initials	Reason (Category of Trustee)
John Lawlor	JL	Holiday

ACTIONS
DECISIONS
QUESTIONS AND CHALLENGES

In Attendance	Initials	
Hazel Fox	HF	Vice CEO
Susanne Kiff	SK	Chief Financial Officer
Sally Wood	SW	Clerk to Trustees

Minutes to
Attendees
Apologies

1 - Apologies
<ul style="list-style-type: none"> Apologies were accepted from JL.

2 – Declaration of Interest
<ul style="list-style-type: none"> Trustees present completed their register of business interests.

3 – Election of the Chair – Audit Committee
<ul style="list-style-type: none"> JL was nominated to be Chair of the Audit Committee. All Trustees present were in agreement with this.

4– Election of the Vice Chair – Audit Committee

- Trustees discussed whether a Vice Chair was necessary. **It was agreed that a Vice Chair would not be elected.**

5 – Terms of reference for the Audit Committee

- Trustees discussed the need to be clear about the purpose of this Committee and acknowledged that audit is a wide ranging term.
- Trustees agreed the Committee should be able to look at anything it wishes to and have the authority to do that.
- IC briefly updated Trustees about the system from CalQRisk costing £500 per licence per year which would need a large degree of input, but once populated could produce information at all levels, school, LGB and Trustees.
- IC advised that the detailed questions that the system asked and how up to date it was impressive and that the work done on due diligence prior to the MAT formation could be captured in there. This Committee would then have final oversight to the risks and be aware when Trustees needed to step in.
- Trustees noted the approximate £8000 across 16 schools, but also acknowledged that any one incident in any one School could result in a financial liability of that size. The system would give the Trust the capacity to be really well informed about risk with the burden then on Trustees as to how that information was used.
- Trustees discussed whether that cost would impact the central recharge.

Trustees queried whether the cost could be negotiated

IC responded yes

Trustees asked if the information was stored at the school

IC responded it was kept in the 'cloud'

Trustees queried if the £500 cost was per school

IC responded that was a licence fee, but potentially they could look for a cost per cluster.

Trustees asked who the day to day responsibility was with

IC responded the COO but then conversations would be held with the Business Managers.

- Trustees noted that most of the information input was a one off exercise with potentially a number of questions being reviewed per term.

Trustees asked what the commitment was

IC responded year on year

Trustees clarified that they could walk away after a year if they were not satisfied

IC responded yes, but the system would need to be effective or else customers would walk away

- Trustees were satisfied that the system had the ability to interrogate down to school level and that there would be an author for each cluster / school. Training would be provided with thought being given as to who is the right person to train, ie Estates Manager or School Business Manager.
- Trustees discussed whether the remit of the Committee would be specific or wide reaching and agreed it was important that initially it was wide reaching
- Trustees agreed the starting point for the terms of reference would replicate the content of the Scheme of Delegation.
- Trustees considered the sample terms of reference that they had received and referenced aspects of it that they felt were relevant.
- It was agreed that the Clerk would draft the Committee terms of reference and forward to RL so that she could cross check with guidance documents and update accordingly. RL to return the draft terms of reference to the Clerk.

Action:

Clerk would draft the Committee terms of reference and forward to RL

RL to cross check the draft terms of reference with guidance documents, update and then return the document to the Clerk

6 – Audit Committee Input

- Trustees agreed that experience from the Ted Wragg Trust could be drawn upon at a meeting the following week as to what functions their audit Committee undertook.
- Trustees agreed the function of this Committee was to always consider what might go wrong and noted that LGBs and Schools needed to understand the Scheme of Delegation and the Finance Policy.
- It was agreed that the Academies Financial Handbook provided standing items for an Audit Committee agenda. The Committee was to ensure that the controls, whether existing or yet to be implemented were working,
- Trustees noted it would be beneficial to have an external review of governance at the end of the first year.
- Trustees discussed financial risk, one being the impact of rising rolls at Tavistock against the effect of the ‘lagging’ delay in funding being provided subsequently having an impact on the Trust surplus.
- Trustees discussed the need to not duplicate work between Committees, but noted that a poor OFSTED for example may impact a number of Committees from different aspects,
- Trustees also discussed the need to be clear about risks and give examples, such as long term sickness of a Head, falling rolls etc.
- Trustees agreed that **a standing agenda item at each Trustee meeting should be the risks that have been identified during the meeting.**

7 – Audit Committee Output

- Trustees note that the obvious output from this Committee would be the internal and external audits reports as well as the Accounting Officer report
- The production of an annual report by this Committee is to be included within the terms of reference and Trustees acknowledge it would be worth specifying what issues the Committee had considered during the year

and whether they were resolved and in what timescale, as well as reporting on why action may not have been taken in a particular situation.

- Trustees agreed that the next meeting of this Committee would include an audit of the other Committees terms of reference with a view to identifying any gaps.

Action:

CLERK to agenda Committees terms of reference for the next meeting

8 – Audit Committee Support

- Trustees were conscious of how many meetings people were expected to attend, but all felt it was important during these early stages to attend meetings to be aware of discussions / decisions.
- The timings of meetings were discussed with a start time of 4pm, being considered reasonable as well as noting that the length of meetings should be managed.

9 – Internal Audit Timetable

- Trustees noted that Thompson Jenner had a suggested timetable within their tender document and it was agreed that SK / RL would discuss this further with them next week at the initial meeting. The timetable also included what would be looked at, ie website, policies etc

Action:

SK / RL to discuss audit timetable with Thompson Jenner at the meeting wc 15:01:18

10– Finance Policy

- Trustees noted that this policy was being reviewed the following week and raised the difference in amounts that could be signed off wasn't consistent.
- Trustees also agreed whilst discussing policies that the Clerk would provide document control for policies and MAT documents including version numbers.
- Trustees agreed these documents would be available on the website for Schools to download the most recent version rather than them being circulated by email.

Action:

CLERK to ensure policies / documents are available on the website
CLERK to put version numbers of documents and produce a document control log
SK / RL to feed in concern regarding sign off amounts to the Finance policy review.

11 – Risk Register

- Trustees acknowledged the risk register that had been circulated was produced for the SOGG meeting some time ago and concentrated on the Excel document risk register
- Trustees noted that if they proceeded with CalQRisk, the system would provide a register of risk.
- Trustees discussed that each Committee would have a risk register that they manage which would then be considered at the Audit Committee
- Trustees were made aware that the FMGS return that had to be done within 4 months included a question regarding risk registers and so Trustees discussed the need for an interim position.
- It was agreed that DC, HF and SK would review the Excel document and identify which Committee the identified risks sat with so that Committees could review those.

Action:

**CLERK to agenda risk register / identifying areas of risk for each Committee meeting
DC, HF and SK to review the Excel spreadsheet and return to the Clerk.**

12 – Trigger Points

- Trustees discussed the circumstances under which they would change the earned autonomy for a LGB and agreed it was about triggering support from the KPI measures. Trustees felt this would build accountability.
- IC had done some previous work on KPIs and it was agreed that Committees should ratify the KPIs from the Committee point of view.
- Trustees agreed the work on these would commence now with the input of Heads with a view to being ready by September in time for the next round of performance management. This would provide consistency across the Trust. **DC to take this action forward.**
- Trustees agreed the KPIs would be a Governance tool, but the ownership would sit with the LGB first and then Trustees would be aware of issues.
- Trustee that attend LGB meetings would be the ambassador for the Scheme of Delegation, but LGBs should be operating under business as usual.
- Trustees agreed the LGBs should be looking at the Governance handbook as the main source of information and the Scheme of Delegation which clarifies Trustees responsibilities to understand their responsibilities. It was more a case of LGBs looking at what responsibilities had moved to the Trustees than looking to produce a new document of what was expected of them now.
- Trustees agreed this Committee would monitor this Scheme of Delegation for efficiency.

Action:

DC to further the work on KPIs ready for September

13 – Trustee Visits

- Trustees discussed visits both to LGBs and to schools. Trustees were keen to visit individual schools and all noted the importance of triangulation.

- Trustees discussed how they did not want to be viewed as remote. **Clerk to keep a log of Trustee visits to LGBs and to schools.**
- Trustees discussed how important it was that there wasn't an 'us and them' scenario.
- Trustees also noted the importance of LGBs visiting other LGBs
- After discussion of the role and responsibilities of LGBs and noting there had been a number of queries from Clerks, it was agreed for a session to take place in 4-6 weeks for Chair of Governors and Clerks to attend so that areas of confusion could be addressed during the initial few weeks of the Multi Academy Trust being operational. This session would also allow planning for the future, bring LGBs together and ensure consistency. Clerk to arrange and to also advise LGBs that the Governor Support service / Babcock Governance training was available to all.

Action:	CLERK to arrange session for Chairs / Clerks in 4-6 weeks CLERK to keep a log of Trustee visits
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14- Frequency of Committee Meetings

- Trustees all agreed the Committee should meet once each half term.

15 – To confirm date and venue of next meeting

- Okehampton College – Thursday 22 February – 4.00pm

Action Table from 10:01:2018

WHO	WHAT	WHEN
CLERK	Draft the Committee terms of reference and forward to RL	16:01:18
RL	Cross check the draft terms of reference with guidance documents, update and then return the document to the Clerk	31:01:18
CLERK	Agenda Committee's terms of reference for the next meeting	DONE
SK / RL	Discuss audit timetable with Thompson Jenner at the meeting wc 15:01:18	18:01:18
CLERK	Ensure policies / documents are available on the website	Website live date
CLERK	To put version numbers of documents and produce a document control log	DONE
SK / RL	Feed in concern regarding sign off amounts to the Finance policy review.	18:01:18
CLERK	Agenda risk register / identifying areas of risk for each Committee meeting	DONE
DC / HF / SK	Review the risk register Excel spreadsheet and return to the Clerk.	ASAP
DC	Further the work on KPIs ready for September	Ongoing
CLERK	Arrange session for Chairs / Clerks in 4-6 weeks	ASAP
CLERK	Keep a log of Trustee visits	Ongoing