

Audit Committee – Part I Minutes							
Date/Time	22:02:18 4.00pm	Location		Okehampton College			
Attendees	Initials			Attendees	Initials		
Daryll Chapman	DC	Rebecca Ledger	RL	Ian Courtney	IC	Carol Newman	CN
John Lawlor	JL						

Apologies	Initials	Reason (Category of Trustee)

ACTIONS
DECISIONS
QUESTIONS AND CHALLENGES

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

Minutes to
Attendees
Apologies

16 - Apologies
<ul style="list-style-type: none"> All individuals were present.

17 – Declaration of Interest
<ul style="list-style-type: none"> All Trustees were reminded to declare any conflict of interest that may arise during the meeting.

18 – Agree and Sign Off Previous Minutes
<ul style="list-style-type: none"> The minutes of the Audit Committee meeting held on 10:01:18 were agreed and signed by JL.

19 – Matters Arising

- All actions from the previous meeting are completed, ongoing or are agenda items within this meeting.

20 – Matters Brought Forward at the Direction of the Chair

Policies

- IC raised the matter of policies and the importance of ensuring there aren't any gaps in the policies and who is responsible for these, ie what is a Trust policy and what are LGB policies. It was acknowledged that some policies may be whole Trust with an appendix for the individual School.
- HF updated Trustees that the Executive Leadership Group had considered policies earlier that day and the general consensus was for as many as possible to be standardised.
- The Executive Leadership Group had prioritised Pay Policy and Appraisal Policy and the agreement was for these to be adopted with a working party set up to look at the detail; appraisal practice and paperwork.
- Trustees also reflected that a selling point during the MAT consultation was that policies would be adopted at a Trust level.
- Trustees were clear that the LGB would still be accountable for the policy implementation and the LGB / School may be involved in a working party for a specific policy.
- Clerk to add oversight of policies as a standing agenda item for all meetings of this committee.**

Website Compliance

- AP updated Trustees that he had been reviewing website compliance for each School and a spreadsheet detailing actions required was shared with the Heads earlier that day. There were a few areas of non compliance, for example a policy missing. **AP to forward this document to the Clerk for circulation with the minutes.**

Trustees queried whether LGBs would continue to maintain their own websites

AP responded yes.

Trustees asked if websites were at cluster level

IC responded each School had an individual website.

Trustees asked if AP's document would be used to maintain the websites

AP responded that Schools would maintain their website and that he will conduct an annual compliance check

Trustees asked how would a statutory website requirement change be implemented

IC responded it would be AP's responsibility to check they had been implemented on each website.

- Trustees noted that any new changes to legislation would be communicated to the Schools and as websites came up for renewal, that would be time to review provision with the intention to move towards a more consistent 'look' of all the websites.

Action:

CLERK to add oversight of policies as a standing agenda item for all meetings of this committee
AP to forward website compliance document to the Clerk for circulation with the minutes

21 – FMGS Return

- Trustees noted that within four months of opening SK had to submit the Financial Management and Governance Self-Assessment (FMGS) return which was a series of questions to be answered in an online format.
- The DfE may choose to undertake a spot check after that is submitted.
- Trustees agreed to form a sub group asap to review the requirements of the FMGS

Trustees asked who was best to form part of the sub group

SK responded that most of the questions related to the MAT and what was in place

Trustees asked what the deadline was for submitting this

SK responded the end of April 2018

- IC and JL both agreed to be part of the sub group to review the FMGS.

Trustees asked if questions were included about Schools

SK responded that Trustees would be able to cover most of the questions with some input from either DC or HF.

Action:

SK to form sub group to review the FMGS

22 – Terms of Reference for Committees

- Trustees noted their previous decision that the Audit Committee would be the final place for risk with each subcommittee to be responsible for areas of risk as specified in their Committee Terms of Reference.

Trustees queried that the Terms of Reference didn't expressly state that the Committee is responsible for risk

IC responded that they stated the standards each Committee needed to meet.

- Trustees considered whether they were comfortable that there was sufficient implication in each Committee Terms of Reference that they would advise the Audit Committee of any risk and whether they needed to be more specific.
- Trustees discussed whether the Terms of Reference were sufficient to demonstrate to external bodies that Committees were in control of risk with sufficient monitoring systems in place to spot issues early.
- Trustees agreed there should be an additional paragraph at the start of each Committee Terms of Reference that the Committee would monitor and report to the Board of Trustees any issues / risk identified from within their Terms of Reference.
- Trustees agreed to amend the Audit Terms of Reference to reflect what would happen in those circumstances. **IC / JL to draft paragraphs for all Terms of Reference to reflect these discussions.**

Trustees asked at what point would the risk register be updated

IC responded this would take place after each Committee meeting with each LGB updating risk as well.

- Trustees queried the Ethos Terms of Reference and whether there was sufficient reference to co-operative standards, but upon review it was agreed that there was.

Trustees asked where the original vision and values of the Trust are stated.

These were identified within the Scheme of Delegation.

- Trustees agreed to amend the Ethos Terms of Reference to refer to that page in the Scheme of Delegation. **Clerk to make the amendment.**
- Trustees reviewed the Audit Terms of Reference where it stated that the Committee membership may include employees and after reviewing the Academies Financial Handbook, it was agreed to revise the Audit Terms of Reference and the Scheme of Delegation to state that the Accounting Officer and other relevant senior staff should routinely attend the committee to provide information and participate in discussions. Employees of the Trust will not be members of the Committee. **Clerk to revise Audit Terms of Reference and agenda the amendments to the Scheme of Delegation for the next Full Trustee Board meeting.**
- Trustees raised concern that Michelmores had not raised the inclusion of staff in the Audit Committee as a concern from the Scheme of Delegation.

Trustees queried the use of the term 'internal audit assignment report' in the Audit Terms of Reference

SK responded this referred to when Auditors would come in regularly and that would be classed as an assignment.

Trustees agreed to amend this to interim report. **Clerk to amend the Terms of Reference**

Trustees queried KPIs for Auditors and Solicitors

The Clerk was asked to keep a record of issues identified for these. **Clerk to set up document to record these. SK / AP to source any example KPIs for service providers from colleagues.**

- Trustees queried the point about monitoring the effectiveness of the Whistleblowing procedures and agreed it was correct for that to sit within this Committee. **It was agreed that JL would annually have discussions with the Auditors as to how many whistleblowing reports had been received.**

Action:

CLERK to revise Audit Terms of Reference
IC / JL to draft paragraphs for all Terms of Reference to reflect discussions about Committees responsibilities to report risk.
CLERK to revise Ethos Terms of Reference
CLERK to agenda changes to Scheme of Delegation for the next Full Trustee Board meeting.
CLERK to set up record of KPIs concerns for Auditors and Solicitors
SK / AP to source any example KPIs for service providers from colleagues.

23 – Statutory Responsibilities - Audit

- Trustees noted the statutory responsibilities for audit of the Trustees within the Academies Financial Handbook.
- SK to obtain copies of letters of engagement for both internal and external Auditors.**
- Trustees noted that both internal and external Auditors had been formally appointed.
- Trustees noted that all of the statutory audit responsibilities would be covered by the work undertaken by internal / external Auditors.

Action:	SK to obtain copies of Auditors engagement letters.
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24 – CalQRisk / Risk Register

- Trustees noted that AP was researching other options for a risk management system to ensure compliance with procurement procedures. **AP to provide a recommendation for Trustees at the next Full Trustee Board meeting.** Trustees requested that the proposals gave examples of a typical output report
- Trustees were clear they would wish the system to minimise work at school level and the LGB would need to be able to see risks at cluster level with the Trustees seeing the whole Trust picture.

Trustees asked for an update with the progress with the interim risk register

AP responded this needed further work to simplify presentation.

Action:	AP to provide a recommendation for Trustees at the next Full Trustee Board meeting in respect of a risk management system. AP to continue work on interim risk register.
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25 – Audit Reporting Timetable 2017 / 2018

- Trustees noted that SK had met with the internal Auditors during half term. Trustees noted the proposed schedule of work which had been circulated prior to the meeting. Trustees were requested to approve this schedule if they were satisfied with it.

Trustees asked if SK was happy to recommend that they did agree the proposed schedule

SK responded that the Auditors were due to look at purchasing across some Schools week commencing 05:03:18. SK did not have detailed knowledge of all the Schools. The Trust Finance Manager was reviewing the Holsworthy Federation, SK was reviewing Chagford and North Tawton and the Finance Manager from Tavistock was to review South Tawton. The Auditors are due to review the Okehampton Federation, Okehampton Primary School and Tavistock College. These would all be undertaken with guidance provided by the Auditors.

Trustees asked if it would be helpful for Auditors to have sight of audit reports for the Schools undertaken by Devon County Council

SK responded those audits were very different

- SK advised Trustees that the Auditors had been planning to look at standardising forms, but since Trustees had made a decision on 20:02:18 for all approvals to go through SK that it had forced this step to be taken earlier.

Trustees asked if that would be an electronic process for approval

SK responded that some schools do this electronically currently, but it would need to be submitted electronically for all Schools to be processed.

- Trustees agreed with the proposed schedule of work by Thompson Jenner.

Action:	CLERK to agenda audit report from 05:03:18 for the next Audit meeting.
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26 – Internal / External Auditors

- This item had been discussed under agenda item 23.

27 – Non Statutory Responsibilities - Audit

- Trustees discussed if they were satisfied for potential issues that sat outside of the statutory audit responsibilities to be within the remit of this committee and agreed for that to be the case; issues are identified within the risk register.
- Clerk to add a standing agenda item for all meetings to identify issues that are missing from the risk register and to identify forthcoming changes that the Trustees need to be aware of.

Action:

CLERK to add standing agenda item for all meetings to identify issues missing from the risk register and forthcoming changes that Trustees needed to be aware of.

28 – Risks Identified

- Trustees considered the discussions during the meeting that may form a risk.

Trustees asked AP if there was anything from the interim risk register he had carried out that could be an immediate risk AP responded no, the document needed to be summarised and some terminology needed to be amended. AP to produce summary sheet by 26:02:18 to identify the areas of risk rated red and forward this to the Clerk for circulation to the Audit Committee.

- Clerk to put a standing agenda item on the Audit Committee meeting to review the risk register.
- Trustees noted it was the intention for them to have access to a shared drive which was safer from a security point of view in terms of documents that needed to be shared with them.
- SK advised that all Trustees would be provided with a dartmoormat.org.uk email address and then the shared drive would be set up. Clerk to arrange for dartmoormat.org.uk emails to be set up for all Trustees. These should be used for Trustee work.

Trustees raised concern that it was a significant time period before the Committee would review identified risks AP responded that one risk rated red was Governing Body organisation for the North East Dartmoor cluster. Trustees to review summary document provided by AP and feedback immediate concerns. AP / Trustees to raise any urgent risk at the next Full Trustee Board meeting.

Trustees asked how the reviews of the risk register, risks identified from audit reports and risks identified from other Committees would feed back into the risk register

It was agreed that the Clerk would collate this and feedback to AP for inclusion in the risk register. AP is also copied in on Trustee minutes.

Trustees asked if Heads had been asked about risks

It was clarified they had input into this when due diligence was undertaken.

Trustees asked how Heads would feed in risk

It was clarified that the risk management system would enable this to take place.

Action:	<p>AP to produce summary sheet by 26:02:18 to identify the areas of risk rated red and forward this to the Clerk for circulation to the Audit Committee.</p> <p>CLERK to put a standing agenda item on the Audit Committee meeting to review the risk register</p> <p>CLERK to arrange for dartmoormat.org.uk emails to be set up for all Trustees</p> <p>TRUSTEES to review summary document provided by AP and feedback immediate concerns.</p> <p>AP / TRUSTEES to raise any urgent risk at the next Full Trustee Board meeting.</p>
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29– Date of Next meeting

- Okehampton College – Tuesday 24 April – 4.00pm.

Action Table from 22:02:2018

WHO	WHAT	WHEN
AP	Forward website compliance document to the Clerk for circulation with the minutes	DONE
CLERK	Add oversight of policies as a standing agenda item for all meetings of this committee	DONE
SK	Form sub group to review the FMGS	asap
CLERK	Revise Audit Terms of Reference	DONE
IC / JL	Draft paragraphs for all Terms of Reference to reflect discussions about Committees responsibilities to report risk.	20:03:18
CLERK	Amend Ethos Terms of Reference	DONE
CLERK	Agenda Scheme of Delegation changes for the next Full Trustee Board meeting:	DONE
CLERK	Set up record of KPIs concerns for Auditors and Solicitors	DONE
SK /AP	Source any example KPIs for service providers from colleagues.	17:04:18
SK	Obtain copies of Auditors engagement letters	14:03:18
AP	Provide a recommendation for Trustees at the next Full Trustee Board meeting in respect of a risk management system.	20:03:18
AP	Continue work on interim risk register	20:03:18
CLERK	Agenda audit report from 05:03:18 for the next Audit meeting	DONE
CLERK	Add standing agenda item for all meetings to identify issues missing from the risk register and forthcoming changes that Trustees needed to be aware of.	DONE
AP	To produce summary sheet by 26:02:18 to identify the areas of risk rated red and forward this to the Clerk for circulation to the Audit Committee.	26:02:18

CLERK	Add standing agenda item on the Audit Committee meeting to review the risk register	DONE
CLERK	Arrange for dartmoormat.org.uk emails to be set up for all Trustees	DONE
ALL	To review risk summary document provided by AP and feedback immediate concerns.	asap
ALL	To raise any urgent risk at the next Full Trustee Board meeting	27:03:18