

Uttoxeter Learning Trust (ULT)

Minutes of the Meeting of the Finance and Audit Committee held at Bramshall Meadows First School on Wednesday 10th May 2023 at 5:30 pm.

Present:	Role	Term of Office
Mr Simon Pearce	Chair & Trustee	07/06/2026
Mr Stuart Harper	Trustee	05/01/2024
Mr Colin Haswell	Trustee and Vice Chair	13/03/2026
Mr Sid Slater (SS)	Chair of Trustees	31/03/2025
In Attendance:		
Mr Greg Beaver	Health and Safety/premises Lead	
Dr Sarah Clark (SC)	CEO	Ex-officio
Diane Morton (DM)	Governance Professional (Entrust)	
Mr Andy Storer (AS)	CFO	
Mr Malcolm Trobe (MT)	CTS Governance Review	
Apologies:		
Julie Wheeler	Trustee	29/03/2027

Papers circulated in advance of the meeting:-

- Draft ULT Central 2023 – 28 Budget
- First Draft Consolidated 2023-28 Budget review with caution
- Alleyne's Academy April 2023 Draft
- Alleyne's Academy Sports Centre Feasibility Final
- Alleyne's Stone – Estates due diligence summary – 09.05.23
- Alleyne's Stone Three year Budget Report 2023-2026
- Comparison TAHS with AHS
- Expenditure Benchmarking 2021 – 22 TAHS and AHS
- ICT Proposal for Uttoxeter Learning Trust – Strategic Review CoRE Educational Ltd
- ICT Proposal for Uttoxeter Learning Trust – Strategic Review Evolve IT Support
- ICT Proposal for Uttoxeter Learning Trust – Strategic Review TransforMATive
- Income Benchmarking 2021 – 22 TAHS and AHS
- ULT – IT Service Review Proposal – E-Volve IT Support May 2023
- Workforce Benchmarking 2021-22 TAHS and AHS
- Consolidation Trial Balance Report to 30 April 2023
- Management Report to 30 April 2023
- F & A report May 2023
- Finance & Audit Committee Agenda (10 May 2023)
- Finance Audit Committee Minutes 150323 Draft
- Risk Register 21 April 2023
- School Improvement SLA – options
- ULT ED Visits Policy (Summer 2023)
- ULT H&S Policy Statement (Summer 2023)
- ULT Risk Management Policy (Summer 2023)
- ULT Whistle-blowing Policy (Summer 2023)
- ULT-PR-1

The meeting started at 5.30 pm.

1.0 Apologies for Absence:

Resolved: That apologies for absence were received and accepted from Julie Wheeler.

The meeting was quorate.

SS thanked SC for all her hard work to the committee and offered very best wishes to SC in her new role. SC thanked everyone for their support.

2.0 Confidentiality:

Trustees were reminded that all discussions that take place at this meeting should remain confidential to the meeting.

3.0 Declarations of Interest:

Resolved: That AS declared an interest in agenda item 9.1.

4.0 Minutes of the Previous Meeting (15th March 2023)

Resolved: That the Minutes of the Finance and Audit Committee held on Wednesday 15th March 2023 were **approved** as an accurate and true record.

Resolved: That the Minutes, Agenda and all reports and other papers considered at the meeting be made available for inspection if required and signed by the Chair.

5.0 Matters Arising:

The CEO updated Trustees on key matters arising from the last minutes if not covered within the agenda.

An extra-ordinary meeting has taken place, to be addressed during the agenda.

Action Matrix (15/03/2023)

Minute	Owner	Action Required	Deadline	Action Update/RAG Rated
5	CEO	Make February minutes available as a public record if required.		Completed
5	Clerk	Sign minutes and pass to PA of CEO.		On GovernorHub. Completed
6	Clerk	Source ToR for LGB.	Summer 1	Clerk responded this would come from the Scheme of Delegation. Completed,
6	CEO	Convene Extra-Ordinary meeting to consider academy conversion.	Next meeting	Agenda – Completed
6	Chair – TB	Determine what additional information is needed for mid-May LGB meeting.	Next meeting	Agenda – Completed
7	CEO	Respond to Trustee feedback around Risk Register.	Next meeting	Agenda – Completed
8	CEO	Pick up Apprenticeship Levy discussion, liaising with Mr. Harper if needed.	Next meeting	Discussion held with SH, reviewing the website, recommendation for training opportunities to support the appraisal. A leadership action. Completed
8	CEO & CFO	Discuss legal tender with Mrs. Wheeldon and members of the committee to ensure what	Next meeting	Agenda – Completed

		is secured meets the Trust's needs.		
9	Trustees	Consider compliance management options as presented by Mr. Beaver.	Next meeting	Agenda – Completed
10	CEO, CFO, Mr. Harper	Generate options paper around IT.	Next meeting	Addressed in the previous meeting. Completed
10	CEO	Inform Woodlands Federation of Trust's position.	End of March	Completed
12	CEO	Forward approved policies to Trust Board for formal ratification.	Green	Completed

6.0 Risk Register:

The Risk Register is received by Trustees and is a standing agenda item at each committee meeting. The CEO advised that the current Risk Register contains the most up to date analysis of risks impacting the ULT with any recent developments and updates indicated in red text.

- Winter illness and outages have been removed.
- CEO handover risk has been reduced. A permanent CEO has been recruited from September 2023.

GB asked if the net zero decarbonisation of the school should also be included on the Risk Register (capital investment and a target is in place)? (SC) A plan how this is to be achieved, needs to be written; yes, this a good idea and should be included.

Can you describe the risk? (GB) Not meeting the target, inefficient school exposure and penalties, a legally binding arrangement; this is not a significant risk at present but a definite consideration for building low (item 7).

AGREED Action: GB to take ownership of the Risk Register, working with the Interim CEO.

7.0 ULT Finance Report:

• Finance Report - 30 April 2023

Management accounts

The CFO (AS) was invited to share the latest finance report for 30 April 2023 and key points were noted:

Ongoing work in progress with the final figures.

Overall better than the original forecast of £287k deficit across the Trust; this is now predicted to be circa £143k deficit for the period.

The current pay rise will be backdated to April 2023, this could be an impact in the region of £80k.

Working on energy agreement with Entrust/bills; Entrust are in dispute with the energy consortium regarding the long term fixed terms which Entrust are trying to end the agreement, if this is successful, additional savings will follow.

What are we paying? *The Gas is 13p and electricity is 40p. Alternative cheaper companies are being explored.*

- **Internal Audit – Summer 2023**

The dates are fixed, and all schools commence internal audit/forecasting at the beginning of June; providing opportunity to put things in place prior to the external audit.

A tendering process has taken place for the external auditor and the committee has approved Dains. Quotations and tenders were received from both Mazars (£43k) and Dains (£28k). The first audit will be September 2023.

- **Capital Investment Fund (CIF) bids update**

Thomas Alleyne's have electrical 2 year rolling project work scheduled for the summer. The CIF bid on boiler replacement is completed and has been signed off. Works to the toilets to take place.

Is GB involved with these projects? *Yes, GB attends half termly review meetings to have an oversight and is keen to be involved.*

If we are successful with the CIF bids and putting more money in, what impact does this have on the reserves? *This has been built into budget assumptions, the detail has been uploaded to the portal.*

The Bid submission is £2.3M in total and individual school's contributions total £450k, 1 loan is also in place.

- **Service Level Agreements**

- Exploring energy.
- Compliance is being reviewed, to consider utilising in-house.
- Renewals is set for March 2024 to ascertain if these can all be covered.
- The Carbon Zero application has been submitted to have carbon surveys done at zero cost, if successful these will be fully funded.

What about other SLA mentioned in SC's report for review? *HR and Payroll review to take place prior to the summer holidays, there are others too in progress and updates will be provided for the next meeting.*

Are these all Trust wide? *Yes, HR and payroll is Trust wide and will build in any additional schools. Grounds maintenance is across the Trust but there are certain schools who are locked out of this with Site staff in place who manage the grounds.*

How did they opt out? *This took place through prior discussion and costing, some of the schools can carry out this work for less money.*

Should a consistent model across the Trust be in place? *The caretaker also supports other schools within the Trust.*

Trustees entered into a further discussion and agreed the existing arrangements to be reviewed.

Is there a clear process of expectations in what schools can and cannot do? *This requires a review of process since GB is now in post including line management responsibilities.*

Resolved: Trustees requested that any school purchases such as grounds maintenance equipment or building contractors, schools should seek Trust expertise and is to be explored further as part of Trust centralisation.

AGREED Action:

- GB to carry out a review of the wider Trust grounds maintenance service. To consider degree of centralisation across the Trust.
- Schools across the Trust to be encouraged to utilise GB expertise, even when they can fund through their own school budgets.
- GB to contact all schools, working with them on the ground's maintenance review.
- Timeline for the maintenance review is 31 August 2023

A Further discussion took place regarding the HR review and quality of service received which the Trust are happy with. Trustees agreed the market should be tested to obtain comparable offers for both HR and Legal.

8.0 Budgets 2023-2024

ULT Central 2023-2028

- Grant income top slice of 4%. There is no built in increase assumption with the grant income, currently awaiting the education bill which will hopefully identify the grant. 4% inflationary rises has been built in and it is unclear if there will be any additional grants this year.

What are Askall recommending? *They are not.*

When will there be an announcement regarding the funding? *The education bill for 2024/25 will advise this, potentially this could be fixed for 3 years. We have the detail for 2023 – 2024 but waiting for the 2024-2025 which is the significant one.*

When does the budget need to be submitted? *31 August 2023.*

Does next year's budget break even or need to utilise reserves? *The first consolidated draft budget on assumptions is in place for the Trust which shows an in-year deficit based on current information of £818k, with closing reserves of £1.6M at August 2024 which includes pay rises. In preparing the budget, expenditure has tended to be over estimated and income underestimated.*

How much is the CIF contribution? *Half a million pounds.*

Are we comfortable with this? *Yes, projections are over 5 years.*

AS shared further detail on the assumptions with Trustees.

The student numbers have been based on local authority predictions and are not as high as originally expected, with numbers declining across the 5 years. The income applied is pessimistic and is likely to be higher than predictions.

Discussion took place regarding the likelihood of the pay rise exceeding 4% and impact across the Trust and country.

The current 3 year modeller shows a surplus budget for the first 2 years, going into deficit in the 3rd year once all reserves are used up.

When the grant income is released for 2024-2025 and if in line with current predictions it will be apparent if the income modeller is underestimated. Cost savings will need to be explored.

SS suggested scrutinising and comparing staff ratios with similar national schools for curriculum and financial planning, ie if running at 81% on staff costs, how this compares nationally. Some schools are looking to reduce this to around 77/78%. This could be reviewed over time and is where considerable savings are released. To also consider and explore opportunities of not replacing staff where there are vacancies.

Has 'What if' testing been applied to the budget assumptions? *There are not many different scenarios. The main impact would be any additional grants and the grant income for 2024-2025, hope this to be better than forecast.*

AS re-iterated, this to be the first consolidated draft; schools are working on their budgets which will need to be reviewed and compared for accuracy. School budgets to be approved by their local Boards and shared with AS for the final version to be in place by 21 June 2023. The Trust Board meeting will follow and the final version to be approved.

Resolved: That AS confirmed, the budget is for committee information only for members to review and advise if there is anything missed.

9.0 Trust Growth

Review of the Central Team

SC advised the report had been shared and highlighted key areas of handover to the interim CEO.

- Staffing structure review.
- Governance and compliance role. The Job Description is agreed and in place ready to go out to advert.
- School Improvement functions – service level agreement (SLA) fed back to the Education Committee and the documentation is on the portal. AS to review the costs.
- IT Network Manager, currently investigating temporary support due to the retirement of the current post holder and IT review. AS has sourced a number of quotations.
- SC requested the school improvement options and recommendations be shared with the new CEO who commences the role in September. The agreement to take the post has been signed and the contract is underway.

Resolved: Trustees **approved** the new school improvement options could be shared with the new CEO.

- **Stone schools**

SC provided an update.

Centralised team to pay a small charge to Bramshall, which is to be agreed with the Interim CEO and AS.

AS provided a summary of the building works. Currently awaiting the outcome of the CIF bid. Works to the main school is £1.2M of D1 works of which some is covered by the existing CIF bid. For the sports development, feasibility studies have taken place, investigating the

demolition of the swimming pool and asbestos removal. Section 106 monies are in place and match funding is being explored. There is potential for 1 further round of CIF bid built in but no guarantee of success. A meeting is scheduled next week with the Chair of Governors and Headteacher, subject to agreement of the Trust Board.

Due diligence has taken place which includes reporting to this meeting; if agreed the detail is to be shared with the Chair/Headteacher for approval by the Trust Board.

At what point do the Trust Board and Members approve? *This depends on the Alleynes Trustee meeting next week and would then go to the Trust Board.*

A special meeting of the Trust Board is required to discuss this further, to identify risks and positive outcomes. If Trust Board agree, approval from members is required prior to sharing with RSD to start the process.

Alleynes would need to formally minute they wish to join us and on what basis. The Trust Board and Members would need to formally minute agreement.

It was agreed a report for the Trust Board would be helpful outlining due diligence, strengths, weaknesses, liabilities and to show supporting evidence.

AGREED Action: SS to schedule a Special Meeting of the Trust Board before July 2023 to discuss Alleynes due diligence.

Stone First School has decided not to join the Trust, but agreed we should keep in touch.

SC reported, awaiting planning consent for the Oldfields site/sports hall. Drawings and designs are in place and have been agreed with Section 106 funds. The planning permission will take up to 12 weeks and then need to go to RSD for approval which could take a further 12 weeks, ie 24 week process all together and therefore will be in place for July 2024 as works cannot commence this year. There are no figures in place at present for fixtures and fittings.

Should there be some further Section 106 monies? *Yes, for this building and a further £1.7M for Thomas Alleynes.*

SS advised he was not aware of the of monies at Alleynes? *This is to increase capacity. What will the monies be used for? Additional classrooms and a new block to be built in order the new build can be used rather than listed buildings. This is in process and is not ready to come to this committee yet.*

Is there a Section 106 for Richard Clarke? *No planning permission is in place yet and must be applied for.*

Woodlands Federation

Refer to Confidential Part 2 Appendix.

- **Oldfields 1 FE expansion**

Discussion and update under agenda item 9.

10.00 Safeguarding Update:

SC updated on the complaint to Ofsted regarding one of the Trust schools, assurances have been provided and proved this is no longer an issue.

11.00 Policies:

The following policies had been circulated for Trustee approval:

- **ULT Risk Management (Summer 2022)**
- **ULT Whistleblowing (Summer 2022)**

CEO details have been amended.

- **ULT Health and Safety Policy and Educational Visits (Summer 2022)**

SS suggested JW review the Health and Safety Policy and Educational Visits in respect to the standard wording to ensure this is correct, suggestion to use 'our best endeavours'.

AGREED Action: JW to review the Health and Safety Policy and Educational Visits in respect to the standard wording and ensure this is aligned to responsibilities in the Academy Trust Handbook.

Resolved: That Trustees **approved** the listed policies subject to changes made on the Health and Safety Policy and Educational Visits policy. To be shared with Trust Board for formal ratification.

12.00 Dates and Times of Future Meetings:

Wednesday, 21 June 2022 at 5.30pm Bramshall Meadows First School

13.00 Confidentiality:

Trustees were asked to identify if there were any items/materials which needed to be excluded from any Agenda, Minutes, reports or other papers discussed at the meeting which would normally be made available for inspection following the meeting and be recorded in a Confidential Appendix to the Minutes.

Resolved: It was confirmed Woodlands Federation discussion be recorded in a Confidential Appendix to the Minutes.

The Chair thanked all Trustees for their attendance and contributions to today's meeting.

The meeting was brought to a close at 7.15 pm.

Chair

Date

Action Matrix (10/05/2023)

Minute	Owner	Action Required	Deadline	Action Update
6.0	GB	Take ownership of the Risk Register, working with the Interim CEO.	Post meeting	
7.0	GB	To carry out a review of the wider Trust grounds maintenance service. Schools across the Trust to be encouraged to utilise GB expertise, even when they can fund through their own school budgets. GB to contact all schools, working with them on the ground's maintenance review.	31 August 2023	
9.0	SS	To schedule a Special Meeting of the Trust Board to discuss Alleyne's due diligence.	July 2023	
10.0	JW	To review the Health and Safety Policy and Educational Visits in respect to the standard wording and is aligned to the Academy Trust Handbook.	Post meeting	