



An Daras Trust
Igniting Curiosity Growing Capabilities

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CEO: W. T. Hermon

04/12/2024

Minutes
Audit Committee Autumn 2024
Wednesday 4th December 2024 at 9.30am at central office

1. Welcome and Apologies/Trust Identity Reminder

Present: Peter Hague (Vice), Jon Sharpe, Margaret Savage

Present Virtually: Steve Tavener

Apologies: Graeme Barriball (away with work at short notice), Ian Wilkinson (in London working)

In attendance: Will Hermon (CEO, Ex Officio), Emma Gilbert (CFO), Jo Callow (Ex Officio), Toni Martin (Governance Officer), Claire Paul (Director – for item 4 only), Robin Doddrell (External Auditor – present up to and including item 4 only)

PH will chair the committee in the absence of GB.

2. Declarations of Interest/Pecuniary Interests relevant to this Agenda

None relevant to this agenda.

3. Elect Committee Chair

To be done every 2 years, last done in 2022. Currently GB and he is happy to continue as Chair. The committee voted for GB to remain as Chair. PH is currently Vice of this committee and is happy to continue. The committee voted for PH to remain as Chair.

4. External Audit

Presentation from external auditor on the 2023-2024 External Audit. External audit report and final audited accounts have been presented to the committee and trust board. Key points noted were:

- Awaiting final signed audited accounts from Duchy which is outside An Daras control.
- One related party transaction was noted but no other significant matters.
- Main area of investigation was the transfer in of Duchy Trust schools. The Duchy trust accounts have been completed but not yet signed. There were some discrepancies that needed to be clarified including the pension values and this has been dealt with in a pragmatic and appropriate way.
- Board considers the trust to be a going concern. The Auditors checked this; they noted a £300K deficit which is modest by comparison but wouldn't be sustainable long term. However, the budgeting and cash flow is properly accounted for, this was stress tested and is considered accurate. One matter was discussed regarding figures where we are awaiting CIF funding. The auditors agree that the trust remains a going concern.
- It was noted that the pension scheme liability balance has fallen, although Duchy Trust added a £300K liability which totals an increase in liability of £90K.
- It was noted that some assets from Duchy Trust will need to be written off in due course.

- The Werrington CIF project was discussed briefly, including the final payment which is still outstanding and may not be paid.
- The auditor briefly discussed four minor internal control findings although it was noted that there was nothing significant of concern less a related party transaction that should have been reported to ESFA (this has been rectified and noted for the future, also noting that the requirements for reporting are not entirely clear and the process to do so is clunky at best).
- The auditor spoke briefly about last year's findings, of which two matters are unresolved; one is not possible to resolve within one year and is ongoing, and the second is the separation of the Chair of the Trust Board as a Trustee and Member (noting this is a preference but not a requirement, and indeed the An Daras articles stipulate that the Chair of the Board is also a Member).
- With regard to the benchmarking data, is it possible to clarify some of the figures as for example, the cash balance per school benchmarking seems way in excess of the trust figures? The auditor confirmed this is a raw tool to try to add some value, and there is data behind that which doesn't always produce a helpful comparison, but it can be looked at.
- Overall, it is considered a positive audit. The auditor and audit team were thanked for their co-operation during the audit.

CP and the auditor left the meeting.

5. Governance Code of Conduct

JS signed the register agreeing to abide by Code of Conduct (this needs to be done regularly and in light of the newly reviewed Code of Conduct 2024). There just remains IW and ST to sign at the next meeting.

6. Confirm minutes of Audit Summer Meeting (26th June 2024) and Matters Arising

No actions. No actions from confidential minutes.
Committee agreed the minutes and PH signed a copy.

7. Confidential Matters

Two staffing matters, one governance matter and a pay matter was discussed and recorded in the confidential minutes.

8. Transfer Matters

Duchy Trust now needs to be wound up and a legal process that needs to be followed, with an associated legal cost. Browne Jacobson will be used to do this and assets will be transferred to An Daras (needs to be done before the company closes down).

9. Review Risks

a. MAT Risk Register

Trust register was updated as per discussions last summer and no further updates required at present.

b. Oversight of risks at each school

The school risks were noted. A couple of the risks perhaps need revisiting such as PT risk of falling numbers when their roll is currently increasing, so an explanation around their decision would be useful.

c. Cyber Security

IT audit also completed as part of external audit. The 3 new schools need bringing up to speed with all the cyber security processes. The auditors would like us to 'crash' our system to test that the back ups are working. Conversations have been had with ICT 4 regarding this matter to see

whether this can be achieved. This was discussed. **Can we not do a sample area to test rather than the whole system, and possibly with one computer?** It was agreed this would be more beneficial and will be looked into with ICT 4. **The cyber security update is a little vague in some matters regarding the new schools?** The update provided was done in September and processes have moved on now, so the picture is more positive.

10. Trust SEF

JC explained the SEF and the new items including student outcomes, and briefly updated the committee. The committee was content.

11. MAT Improvement

JC updated on the improvement plan and highlighted the key areas; KS2 maths, writing, capabilities curriculum development, and the 30, 60 & 90 plan reviews with the new schools. JC noted the KPIs for this term including embedding the literacy tree, social development of children, teacher planning and so on. JC updated on visible learning in the new schools, and previous schools have had progress checks. She also updated on the thinking matters training and the school/HLGB leadership. Safeguarding and attendance across the trust was briefly updated; positive across all schools and attendance is in line with national average less two schools which are being closely monitored. It was noted that we are leading the way on sustainability planning.

Have we found any evidence that the capabilities curriculum development has improved outcomes in the schools? JC noted that there is evidence and noted an example. It was noted that this is evident in schools that have used this curriculum for years. **A Director asked that in the Duchy schools when I visited, it felt different to our schools, will these schools feel the same in a few years?** JC explained the process and how different processes take different lengths of time.

WH noted the Ofsted inspection at SC; although we measure small scale KPIs, the accumulative effect is evident on the positive Ofsted report. The committee agreed this is positive. WH noted that Team Academy Trust completed a peer review of our improvement processes and their report is very complimentary.

12. Finance

a. Latest Management Accounts

Management accounts were provided up to October 2024. £127K expected in December for 2 projects which will make the accounts look healthier. EG explained some points from the forecast, any pay increases & the risk of staff absences and cover for this. **What are the figures saved versus figures spent and is the absence cover still currently under what would have been paid on insurance?** It is, especially as some areas would not have been covered by insurance anyway. WH discussed the possible restructure at Callington, although it is aimed to do some of this through natural staff changeover/leaving. Further work required on this.

Questions were asked regarding some matters on the executive summary, including the figures for Callington? These were explained by EG.

b. Debt Report

Nothing significant to discuss.

c. Trust as Going Concern

Committee considers the trust as a going concern, and the external audit did a specific check on this and confirmed that this is an entirely reasonable assessment.

13. Internal Audit

Make recommendation to full Board for appointment of internal auditor. This was completed in the summer term and the full Board approved the appointment of Griffin as Internal Auditor in 2025. No further discussion required at this meeting.

14. Three to Five Year Strategic Growth Plan

New government is encouraging schools to work collaboratively, but is not pushing schools to join academies. Other changes are coming such as having to follow the national curriculum whereas previously it was a choice. Possible future implications for the trust was discussed.

15. Prevention of Fraud & Theft

Discussed briefly and WH noted some examples of where this has gone wrong in other organisations. EG noted the requirement for 2 people to sign off payments.

16. Visible Learning

See item 11. JC updated further included coaching and thinking matters. It was noted that the impact of well-embedded visible learning is really starting to show impact, especially as it is noted by Ofsted inspectors.

17. Cyclical Plan

Note minor amends due to ATH 24 and HUB LGB set up.

18. Policy Review

- a. Business Continuity (WH) – minor amendments. Approved.
- b. Teachers Pay (WH) – follows national guidelines and cannot be changed. Approved.
- c. Support Staff Pay (WH) – amendments and decisions required – see below. Approved.
- d. Data Protection/GDPR (SC) – no changes. Approved.
- e. Payroll (EG) – new policy, carried forward from FRS. **Carry forward to FRS Spring term**
- f. Sexual Harassment (WH) – new policy as the legal position has changed, as have the compensatory payments should sexual harassment be proved against a staff member, parent or contractor on any of our sites. The compensatory payments (fines) have no limits. Sexual harassment training will need to be done with school leadership. There are other risks of contractors coming on site and behaving inappropriately for example. **Does this need to be on the risk register?** Yes, it will need to be put on the risk register. There may be a requirement to update the policy further. **Can we put a time limit on the reporting of concerns?** Probably not as this will have to follow time allowed under the law. Approved.

TM noted that the Security Policy needs to be amended due to legislation regarding CCTV now that we have a school with CCTV in the trust (Callington). Given the legal requirement, directors were content for this policy to be amended and issued without going to a committee for approval.

19. AOB

ST had a Teams briefing with the new Regional Director and this included school improvement and SEND funding. The slides will be shared in the full Board and ST encouraged the Directors to look at these.

Regional Improvement teams are being created and MS declared that she has applied for this role.

20. DONM

Date of next meeting is Weds 12th March 2024 at the central office.

Meeting closed 11.25am

TJH Martin
Governance Officer

Distribution List:

G. Barriball (Committee Chair) P. Hague – Director (Committee Vice Chair) S. Tavener – Director I. Wilkinson – Director J. Sharpe – Director All Directors copied in as invited to observe External Audit feedback	E. Gilbert – CFO W. Hermon – Ex Officio for Audit Committee J. Callow – Ex Officio Observer M. Savage – Director C. Paul - Director
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