

**BOARD MEETING HAS BEEN ARRANGED FOR THE TRUSTEES OF
ST PAUL'S COMMUNITY DEVELOPMENT TRUST**

ON WEDNESDAY 4th March, 6.45 PM,

THE CHILDREN'S CENTRE, 10 MALVERN ROAD, BALSALL HEATH, B12 8NN

Present: Patrick Wing, Nick Shepard, Mark Riley, Clare Reardon

Staff: David Cusack, Kerenza Palmer

Minutes taken by Zaima Khaliq

1. Apologies for Absence

Paula Paton

2. Declaration of interest

Forms declaring Conflicts of Interest to be filled and returned to Zaima.

Process of signing in book removed due to already having an attendee log in Minutes.

3. Previous minutes amendments

- List of Attendees required on previous minutes
- Amendments required to financial figures.

4. Matters Arising

- PW to continue as role of Chair until the AGM meeting. Not looking to elect a Chair until the new financial year.
- 3 applications for potential Trustees are currently pending. 2 Via KP's Contacts and 1 via LinkedIn.
- 2 other individuals have requested forms – 1 has explained that she has delayed sending in her form due to her mother being very ill. The other has been sent a final e-mail to clarify.
- Another potential application from a serving policeman is expected.
- We currently have an advert for new Trustees running on Social media
- Decisions need to be made as to who will conduct the interviews.
- CR has expressed interest to be involved.
- Sharing the interviews is an option but continuity would be compromised due to differing opinions.

- Agree to get up to 9 Trustees, but can make decision-making difficult.
- Trustees concluded 9 people maximum.

Trustee's profile: Awaiting information to be shared on the website.

Action: Trustees to send in brief profile and image for Website.

5. Risk Register

DC explained to Trustees that the Risk Register has been updated with the events in the year.

- Changed actions but risk are still as is.
- Highest risk is lack of reserves.
- Struggling in terms of mitigation.
- New school contract will help to give some certainty.
- Risk of school failure is down, but remains medium because of the uncertainty around the financial situation and lack of clarity.

Amendments to be made to Register:

CR: Under number 13, GDPR should be added and mentioned explicitly as well data protection.

CR: When does a risk become an issue? – Can this be predicted or prevented?

DC: Actions are taken when the event happens. A plan is put in place once event occurs. Any actions will be discussed with Trustees.

These factors are continually reviewed every quarter – actively managed.

Changes to Risk Register are approved by Trustees.

6. Code of Conduct Policy – For Approval

DC explained to Trustees why a Code of Conduct Policy was needed. This has come out from events regarding former chair.

This is considered to be the draft pack for applicants, essential to maintain standards

PW: It is very extensive – may too much? Could it involve Governors?

DC: School needs a different team to manage – sub-committee could be included in a code of conduct.

All duties covered in Code of Conduct applies to both Trustees and Governors.

PW: All sub groups must abide by the Code of Conduct – any concerns can be flagged.

Action: Take Board of Trustee Code of Conduct to the Governors of the school as well. Small amendments can be made to suit Governors.

The Code of Conduct approved by Trustees

7. Recruitment policy for Trustees

DC explains the rules around Trustees amended from AGM before last. There are some things in place that we haven't put into practice eg. Skills audit when someone leaves, but will if it is approved.

PW: Can we add in factors regarding removing a Trustee via disciplinary action.

DC: Board cannot alter these principles, must be changed by the AGM.

NS: Page numbers have been pasted in the document – need removing. Also 47.3, the reference of mental disorder – admission of mental health act

Language surrounding mental health very old fashioned, may need amending.

PW: the Policy does not state anywhere that a Trustee can be removed for failing to comply with Code of Conduct.

Governors co-opted by the committee, trustees can co-opt onto the trustees.

Actions:

- Make changes to language surrounding mental Health. Nick to amend articles regarding Mental Health.
- Change the rules regarding the breach of Code of Conduct as of October.

Trustee Recruitment Policy approved by Trustees.

8. Conflict of interest Policy

DC explains that a Conflict of Interest Policy is required to explain what a conflict is, types of conflict and how to declare them.

- Conflict of Interest form will need updating every year.
- Zaima to create a register for the conflicts and remind Trustees to fill in the form every year.
- Inspectors can look into what the Trustees are doing.
- Declarations are not confidential documents, members of the Trust can view them.

- To declare a new interest, bring it to board to discuss. Interests can be added to register after Trustees discuss and deem it relevant.

CR: Amendment to 2.2 – Change “Every new Trustee **should**” to **Must**

Amendment to 2.3 – Specify “By the end of March every year.”

Amendment to 2.5 – Stipulate GDPR

Approved subject to the amendments.

9. Spending authorities

DC explains that this has risen following a discussion with the Governing body about spending authorities, currently they have none. We are also currently reviewing all the financial procedures within the Trust.

- Spending authorities are too low, due to caution.
- Trustees can have a say in spending authorities.

PW: 10 operational managers with £10,000 each – may need viewing

DC: All operational managers are accountable for their own budget and have a process to go through before being allowed to access their fund. Budgets are reviewed with finance team before being spent.

DC: safeguards are the procedures they go through.

- The financial procedures of the organisation will be updated to reflect the position of the trust.
- Financial procedures will be completed in May 2020.

DC: governing body can make decisions. We need a disputes process in case people are reckless. Would want the option to dispute.

NS: Paragraph 4 - The wording “Calculated risk management” questionable. Maybe better to say “These changes would empower managers to take responsibility for expenditure and income, whilst retaining appropriate safeguards for risk management.”

Action: DC to send updated financial procedures to any Trustees who wishes to see them.

Approved subject to the amendments.

10. CEO Report

DC explains the deficit projected is not good. Since last meeting, school referrals have increased. A few for primary, however referrals can take a while to process.

- The delays occur when getting in touch with families and with SENAR to approve.
- Karenza has implemented a fast stream lined process in the middle.
- Taster days in the middle of the process are important but may cause delay.
- It hasn't resolved the time where there weren't many pupils, but can make it better going into the new financial year.

Nick: Projected reserves have gone up, we are in a slightly better position.

DC: Risk management that was safe has been moved into reserve to offset the deficit and improve the reserve position.

Nick: Primary school is breaking even but things have been done to offset deficit.

Had a discussion with auditor about £250,000 for close down. If organisation closes down, staff would be tupe over. Therefore, we won't need to spend it.

- Nursery would be sold and staff would tupe.
- Out of school services might not be taken.
- Would have to find an agreement for the school.
- We won't be compliant if it is moved from Restricted, into General.

Nursery – Deficit in Dec of £20,000, since then number have increased. End of year projection is a small surplus.

Nursery currently has 83 children.

New IT system working well and Parent portal about to be launched.

Nursery has worked hard to accumulate a small surplus – don't want to remove that from them as that can be demotivating.

EEE Funding - Going up by 8 pence on 20th April – first time in 3 years.

At current capacity, that could bring in an extra £3,500.

Minimum wage going up to £8. 72 in April.

Nursery can't increase the fee anymore – it's at the top end.

Differentials of staff – 2 seniors under manager are £5 a week better off which is not sustainable.

Cleaners – same issue – manager's wage was raised last year to create a differentiation. Principle of minimum wage is right but it affects the seniors. Next year it will become an issue.

Early years contract – the local authority commissioners are focussed on health. No discussion or data on children centre services.

Language is all health – no talk of our preventative work.

Not being considered. 2 city council commissioners are coming to the district. They know our services, however, they're not influential enough to make a huge difference.

DC scheduled a telephone conference call with chief Executive of the NHS and partners to discuss our position.

Health don't understand what we do. They want us to fill in their gaps.

This is a concern as it is a non-statutory service. Year 3 and 4 will see a reduction in the budget – this is protected by the saving we've made. However if they cut it further, we would have to cut staff services.

Out of school number – Doing well, heading for surplus. Under rigorous review every week but doing well.

CR: May be useful to invite Dr Vaani, the Director of Public Health to bridge the divide.

Holiday play scheme - Numbers are good. Farm 40th birthday invite will go out to you all. Trish Adudu is coming. An hour long closed session for special invite of people who were involved and funded the farm.

THE ACTIVE WELLBEING SOCIETY – Meeting them next week to review year 1 of partnership and to secure year 2 at a neutral venue – we have delivered what we have been asked to do. There are concerns at a City Council level about Tours Performance. May hear something from them.

Minimum wage – will have an effect on all parts of the business.

11. Finance Report

DC explains Financial Report to The Trustees

- End of year reports show a deficit of £34, 000
- Reserves position I healthier than is was is better than it was at £37,000
- Working on January accounts now – will send them out to you for year end.
- Biggest decision we have taken is to cut all day to day expenditures in the school to offset the losses.
- Future agendas, finances should be number 1 item.

Action: Place Financial Report as number 1 item on Agenda.

Next meeting is too late, need to set an earlier meeting

- 1 item agenda

Any other business:

- Corona virus – no help from local authorities. Using Dfe guidance and Public Health advice.
- DC: Struggling to find alcohol based hand sanitiser
- CR to Circulate a link that is updated daily from public health

- Unannounced OFSTED inspector turned up at school. The inspector left more than satisfied – confidential until that report is published.

No other concerns.

Date of next meeting April 1st at 6.45