



**MINUTES OF THE MEETING OF THE GENESIS EDUCATION TRUST
BOARD OF TRUSTEES, HELD ON
THURSDAY 18 MAY 2017 AT 6.30PM
AT ST MARGARET'S CofE PRIMARY,
15-19 NORTH STREET, BARKING ESSEX, IG11 8AS**

Present: Anita Fenn - Chair
Chika Ifeagwu
Reverend Canon Ade Ademola
Paul Powell
Heather Boardman
Beverley Hall
Ruth Ejvet
Elaine James
Graham Moss
Carlene Reid
Reverend Young Lee

1. Welcome and Apologies

- 1.1 Anita Fenn opened the meeting with a prayer. She reminded Directors that through the process of academisation they had discussed losing the "my school" mentality and were now GET and looking forward to setting out the trust's vision and letting local governing bodies deliver it. There was a round of introductions.
- 1.2 Apologies for absence were received from Heather Boardman and Ruth Ejvet. Their apologies were accepted.

2. Declarations of Interest

There were no declarations of interest.

3. Acknowledgement of Incorporation Details

RESOLVED That it be noted that the Trust was incorporated on 6th March 2017 with Company Number 10653595.

4. Notification of Initial Trustees of the Board

RESOLVED That the Trustees of the Board note that the following persons are Directors of the Trust by virtue of having signed the documentation.

Anita Fenn	01/04/2017 to 31/03/2021
Chika Ifeagwu	01/04/2017 to 31/03/2021
Reverend Canon Ade Ademola	01/04/2017 to 31/03/2021
Paul Powell	01/04/2017 to 31/03/2021
Heather Boardman	01/04/2017 to 31/03/2021
Beverley Hall	01/04/2017 to 31/03/2021
Ruth Ejvet	01/04/2017 to 31/03/2021
Elaine James	01/04/2017 to 31/03/2021
Graham Moss	01/04/2017 to 31/03/2021
Carlene Reid	01/04/2017 to 31/03/2021
Reverend Young Lee	01/04/2017 to 31/03/2021

It was noted that Anita Fenn and Chika Ifeagwu are also Members. Directors queried whether they might have conflicts of interest? Anita Fenn responded it was anticipated some conflicts would arise and she and Chika Ifeagwu would need to be aware of them.

RESOLVED That the Board of Trustees' terms of reference be noted.

5. Appointment of Co-opted Trustees

RESOLVED That it be noted that in accordance with Article [58] of the Articles of Association the Trustees may appoint up to 2 Co-Opted Trustees for a 4 year term and that there are no Co-opted Trustees to appoint at present.

6. Insurance arrangements including indemnity insurance for company officers

6.1 The Chief Operations Officer confirmed that suitable insurance including indemnity insurance is in place following Risk Protection Arrangement through the Department for Education.

6.2 Responding to questions the Chief Operations Officer confirmed that any matters raised prior to conversion are covered under the new arrangements. Legal Services covers any complaints against directors or governors. The new policy is co-terminus starting 1 April 2017.

7. Election of Chair of the Board of Trustees

The clerk conducted the election of the chair and asked for nominations. Anita Fenn nominated herself and there were no other nominations.

RESOLVED That Anita Fenn be elected chair for 12 months (check SOD)

8. Election of Vice Chair of the Board of Trustees

The clerk conducted the election of vice chair and asked for nominations. Graham Moss was nominated and there were no other nominations.

RESOLVED That Graham Moss be elected vice chair for 12 months.

9. Members

9.1 **RESOLVED** That the signatories to the Memorandum of Incorporation be noted:
Anita Fenn
Chika Ifeagwu
Elwin Cockett
Laurence Jones
Father Salvador

9.2 It was queried whether Anita Fenn and Chika Ifeagwu should sit on both the Board of Members and Board of Trustees. Graham Moss responded that their positions on the Board of Members could create a conflict when Members call the Directors to account: in such instances both would need to withdraw from voting.

9.3 **RESOLVED** That the draft minutes of the members' meeting held on 25 April 2017 be noted.

10. Summary List of Members and Trustees/Directors

10.1 Members

Anita Fenn, Laurence Jones, Elwin Cockett, Chika Ifeagwu and Father Salvador

10.2 Trustees/ Directors: Reverend Canon Ade Ademola, Chika Ifeagwu, Paul Powell, Heather Boardman, Beverley Hall, Ruth Ejvet, Elaine James, Graham Moss, Anita Fenn, Carlene Reid and Reverend Young Lee

- 10.3 Those present agreed they would prefer to be referred to as Directors.
11. **Accounting Officer**
The Directors noted that the Chief Executive Officer is the Accounting Officer of the Academy Trust Company.
RESOLVED That it be noted that the Accounting Officer is the Chief Executive Officer, Beverley Hall.
12. **Chief Operations Officer (also known as Financial Officer)**
RESOLVED That it be noted that Elaine James is the Chief Operations (Financial) Officer of the Academy Trust Company.
13. **Articles of Association**
RESOLVED That the Articles of Association be noted and that the Company Secretary be instructed to issue a copy of those documents to new Trustees upon their appointment.
14. **Master Funding Agreement [and Supplemental Funding Agreements]**
RESOLVED That the Master Funding Agreement and any Supplemental Funding Agreement for Genesis Education Trust as determined by the initial trustees be ratified.
15. **Company Secretary and Clerk to the Trustees**
RESOLVED That Heather Fleetwood be appointed as Company Secretary.
That London Borough of Waltham Forest Governing Services (represented at this meeting by Lynne Troughton) be appointed as Clerk to the Trustees of the Board.
Directors thanked Heather Fleetwood for her work setting up the drop box document management.
16. **Confirmation of Registered Office**
RESOLVED That the Company's Registered Office be confirmed as Genesis Education Trust, Brooke Rd, Walthamstow, E17 9HJ.

Directors queried the inconsistencies in the names on the bank accounts. The Chief Operations Officer confirmed that each school retains its own bank account, Elaine will email Lloyds to explain why Genesis Education Trust t/a is before the names of the schools and will email directors the response.
ACTION The GET account to be added to drop box (Elaine James)
The St Margaret's account to be added to drop box (Ruth Ejvet)
The correct bank account information to be emailed to Directors (Elaine James/Beverley Hall)
17. **Accounting Reference Date**
RESOLVED That it be acknowledged that the Trust's Accounting Reference Date is 31st August.
18. **Checks on Trustees**
The Chief Operations Officer informed the meeting she had confirmed with auditors that checks were required.
RESOLVED That it be noted that the Company Secretary reports that an Enhanced DBS has been conducted on all the Trustees in accordance with the Education (Independent School Standards) Regulations 2014 including the requirement for the

Chair of Trustees to have her DBS check countersigned by the Secretary of State and that 5 checks are still with the DBS but are being processed.

ACTION Elaine James to contact the Company Secretary and monitor progress in obtaining the clearances.

19. Charity Commission and DfE Guidance

RESOLVED That it be noted that the Company has exempt charity status and that the following guidance notes be noted:
Charity Commission (CC3) -The Essential Trustee – What you need to know -
<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>;
Charity Commission (CC8) - Internal Financial Controls for Charitable Trustees -
<https://www.gov.uk/government/publications/internal-financial-controls-for-charities-cc8>;
DfE Academies Financial Handbook (September 2016) -
<https://www.gov.uk/government/publications/academies-financial-handbook>;
DfE Governors' Handbook (November 2015) –
<https://www.gov.uk/government/publications/governance-handbook>;
That the Company Secretary be instructed to make a copy of these important guidance notes and the DfE financial handbook available to new Trustees upon their appointment. That the importance of the Academies Financial Handbook in relation to the financial management of the Academy including the fact that it places a number of obligations and restrictions on the Academy be noted.

20. Register of Interests

RESOLVED That the requirement to have, maintain, and publish on the Academy's website, a Register of Business Interests for the Trustees and senior employees, be noted.

ACTION: It was noted that the register is on the website but incomplete. The Company Secretary is required to get advice on what needs to be declared and work with the Clerk to the Board of Trustees to ensure its early completion (Heather Fleetwood/ Governor Services).

21. Scheme of Delegation and Establishment of Committees

RESOLVED That the Scheme of Delegation, incorporating the duties and responsibilities of local governing bodies, be adopted with effect from 18 May 2017.

22. Terms of Reference of Committees

22.1 It was noted that the membership of the committees will be a maximum of five members and a minimum of three. The Standards Sub Board Committee will meet on 22 June 2017 at 9am; the Finance and Audit Sub Board Committee will meet on 15 June 2017 at 6.30pm at St Mary's C of E School.

RESOLVED That the terms of reference for the Standards Sub Board Committee and the Finance and Audit Sub Board Committee be approved.

22.2 The Chair invited nominations for Chair of the Standards Sub Board Committee meeting. Paul Powell was nominated and there were no other nominations.
RESOLVED That Paul Powell be elected chair of the Standards Sub Board Committee and that the further membership shall be:
Chika Ifeagwu
Reverend Young Lee
Heather Boardman

22.3 The Chair shall invite nominations for Chair of the Finance and Audit Sub Board Committee. Reverend Canon Ade Ademola was nominated and there were no other nominations.

RESOLVED That Reverend Canon Ade Ademola be elected chair of the Finance and Audit Board Sub Committee and that the further membership shall be:
Graham Moss
Anita Fenn
Carlene Reid

22.4 It was noted that the CEO attends all committees.

(Carlene Reid left the meeting at 7.40pm)

23. Auditing functions

RESOLVED That the auditing functions, as set out in the Academies Financial Handbook, to provide assurance over the suitability of, and compliance with, its financial systems and controls, be remitted to the Finance and Audit Board Sub Committee.

24. External Auditors

RESOLVED That Haslers be appointed as External Auditors for the purposes of providing audited accounts for the period 1/4/17 to 31/8/17 and 1/9/17 to 31/8/18.

25. Legal advisors

RESOLVED That Winkworths be appointed as legal advisors for the Trust.

26. Bank

RESOLVED That the following Directors be appointed as the authorised signatories for the bank mandates- Bev Hall, Paul Powell and Amir Lemouchi. St Mary's and St Saviour's- Bev Hall, Amir Lemouchi, Kate Dingle, Rachel Malone, Julie Tolliday, Deborah Haworth.

27. Trading Disclosures

27.1 It was noted that the Federated schools have updated their letterheads; St Margaret's has yet to complete this but it is underway.

ACTION: Correct Letterhead to be completed and used going forward at St Margaret's (Ruth Ejvet)

27.2 The website has been amended.

27.3 Emails need to be checked.

NOTED That the Trustees must take steps to ensure that the Academy Trust and each Academy within the Trust is compliant with the rules relating to trading disclosures (i.e. the requirement to ensure that the relevant information about the company

required by statute is on display or is placed on the letterhead, emails, the website and other business documentation).

RESOLVED That the Company Secretary be instructed to ensure the rules relating to trading disclosures are satisfied.

28. Policies

RESOLVED That the below policies, which have already been agreed at local governing body meetings, be adopted:

Allegations of abuse against staff and Volunteers

Capability Policy

Debt Recovery Policy (Federation)

Disability Equality

Disciplinary

Employee access to personnel files

Employment of close relatives

Equal Opportunities

Equalities and Cohesion

Freedom of Information

Governor Allowances

Grievance Policy

Leave of Absence

Managing Sickness and Absence

Maternity

Paternity

Probation

Recruitment and Selection

Safe Practice

Shared Parental Leave

Smoke Free

Stress

Child Protection

Safeguarding Policy (Federation)

Internet and Online Safety

Acceptable Use Policy

Health and Safety

Charging and Remissions (Federation)

Organisation Change and Redundancy Policy

Educational Visits

Bullying and Harassment

Exclusion of Policies

Whistleblowing Policy

Complaints Policy

Accountancy Policy

Anti-Fraud & Corruption Policy

Business Charge Cards Policy (Federation)

Capital and Revenue Reserves Policy

Gift & Hospitality Policy

Procurement & Tendering Policy

Vehicles Policy

Write Off & Asset Disposal

Risk Register

GET St Mary's Stocktaking Certificate

GET St Saviour's Stocktaking Certificate

Business Continuity Plan (Federation)

Emergency School Closure Policy (Federation)

Statement of Internal Control (Federation)
Schools Financial Value Standard (Federation)
Gift Aid
Accounting Returns

**NOTED
ACTION**

There will be a separate risk register for each school.
That generic and specific policies be set up separately
The Business Continuity Plan, and any other policies reading
Federated St Mary's and St Saviours, to be updated for St
Margaret's (Ruth Ejvet) These policies once completed should
be sent to the next GET Board meeting on 6th July.

29. School Information

29.1 GET St Mary's School Overview

The directors reviewed the overview.

29.2 GET St Saviour's School Overview

The directors reviewed the overview.

29.3 GET St Margaret's School Overview

The directors reviewed the overview.

29.4 St Edward's Report

The directors reviewed the report and asked questions of the Chief Executive Officer.

29.5 Reverend Canon Ade Ademola requested that the Trust developed a standardized way of presenting documentation.

ACTION Document standardization (Chief Executive Officer)

(Reverend Young Lee left at 8.02pm)

30. Statutory Financial Management and Governance Self Assessment

It was reported that this form will be submitted to the ESFA within 4 months of conversion. The Chief Operations Officer already has this underway and all key actions have been completed. One agenda item for the Finance and Audit Sub Board Committee will be concerning how conflicts of pecuniary interests should be managed.

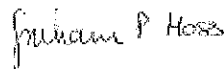
31. Key actions for Genesis Education Trust

All key actions relating to conversion for GET have been completed.

The Directors thanked Beverley Hall, Ruth Ejvet, and Elaine James, and their teams for their significant work completing the conversion.

The meeting ended at 8.30pm.

Chair



Print

Graham Moss

Date 06/07/17