

22 March 2018

**Minutes of the meeting of the South Bank Academies Board  
held at 4.00 pm on Thursday, 22 March 2018  
University Academy of Engineering - Trafalgar Street, London SE17 2TP**

**Present**

David Phoenix (Chair)  
Rao Bhamidimarri  
Adam Crossley  
Douglas Denham St Pinnock  
Nicole Louis  
Lesley Morrison  
Richard Parrish  
James Stevenson

**Apologies**

Richard Flatman  
Tony Giddings  
Michael Broadway

**In attendance**

Natalie Ferer  
Joe Kelly

**1. Welcome and apologies**

The Chair welcomed directors to the meeting. The above apologies were noted.

**2. Declarations of interest**

The Chair declared an interest in the governance review discussed at minutes 5 and 12. No other directors declared any conflict of interest on any item on the agenda.

**3. Minutes of last meeting**

Minutes of the following meetings were approved:

- 12 January 2018 – Joint meeting of South Bank Academies Audit Committee and Board.
- 16 January 2018 – sub-committee meeting to approve accounts.

**4. Matters arising**

The meeting noted the matters arising from the meeting held on 12 January 2018.

## 5. **Chair's business**

*Rao Bhamidimarri and Nicole Louis left the meeting*

The Chair noted that the CEO's retirement created a vacancy for a trustee / director. Under clause 50A of the articles of association, the University sponsor may appoint up to 5 trustees / directors. To address current Board skills needs, particularly in brand marketing and recruitment of students and staff, the Chair proposed LSBU's Chief Marketing Officer (CMO), Nicole Louis. The Board welcomed the appointment of Nicole Louis as a trustee / director.

The Chair informed the Board that the CEO had requested to step down early from his post on 15 April 2018. The Chair proposed that LSBU's CMO act as Interim CEO (part-time to be agreed) until the role can be filled on a permanent basis. The Board approved the appointment of Nicole Louis as Interim CEO subject to a time limit of 31 December 2018.

The Chair noted that the CEO is currently the Accountable Officer for SBA. Subject to ongoing discussions with DfE the Chair will become the Accountable Officer for the LSBU group during the period SBA has an interim CEO. As Group Accountable Officer, there would be a conflict of interest with his current role as Chair of SBA. It was proposed that the Chair step down as Chair and be appointed as Interim Accountable Officer. The Board approved the proposal.

The Board requested that a note be circulated to the Board inviting nominations for Chair to the Secretary.

The Chair reported that James Stevenson would be resigning as a trustee / director.

*Rao Bhamidimarri and Nicole Louis re-joined the meeting*

## 6. **CEO's Report**

The Board discussed the CEO's report.

The Board noted that the MAT Business Manager had resigned and had left on 2 March 2018. The Board noted that roles and responsibilities for business managers in the MAT and schools are being reviewed in the context of LSBU group shared services.

The Board noted that improvements in financial record keeping, procedures and controls were progressing. Management accounts to the end of December 2017 will be presented later in the meeting and further monthly management accounts will be circulated to the Board before the next meeting.

The Board noted the challenges faced by the UTC in relation to curriculum and recruitment. The Board agreed to discuss strategic options at a strategy day for trustees / directors and local governors in May 2018.

The Board noted the UTC management responses to the Safeguarding report (January 2018), and that the UTC Principal and Vice Principal have been invited to the Audit Committee meeting on 30 April 2018 to discuss Safeguarding.

The Board noted that both schools are preparing their first cohort of students for national exams and that additional tutoring is available for students.

The Board noted that mock Ofsted inspections are commissioned termly. The inspection reports will be sent to the Principals and the Board.

The Board requested that the LSBU Health and Safety team do an audit of both schools. The audit report will be discussed at the Audit Committee meeting on 30 April 2018.

#### **7. Safeguarding report**

The Board discussed the Safeguarding reports. The Board noted the difference between the number of cases at the UTC and the Academy and requested that the MAT ensure a consistent approach to the definition and understanding of safeguarding levels.

The Board asked the Audit Committee to review the reporting requirements for Safeguarding at Board level.

#### **8. KPI report**

The Board reviewed the KPI report.

The Board noted inconsistencies in school reporting, e.g. Student Progress, Attainment and Success, and requested a consistent MAT approach.

The Board requested a review of the KPIs for the next school year, 2018/19.

#### **9. Audit Committee minutes**

The Board discussed the Audit Committee minutes.

The Board noted the updates on external audit actions and plans for an independent internal auditor. The Board noted that a review of roles and responsibilities in the MAT and schools will address the capacity necessary to embed the financial control processes.

The Board noted that PwC has been invited to submit an internal audit proposal for the MAT which will be considered by the Audit Committee.

10. **Management accounts**

The Board discussed the management accounts to 31 December 2017.

The Board noted that accounts to the end of March 2018 will be available by the end of April and that significant work was still required on reconciliations. The Board requested that updated accounts be circulated to the Board before the next meeting. The Board requested that the Audit Committee address any areas of concern at its meeting on 30 April 2018.

The Board queried a forecast surplus of £805k. The CEO reported that an initial £2M set up grant for specialist equipment at the UTC continued to be paid into the MAT general account. The Board requested that processes be put in place to provide accurate financial forecasting.

11. **UTC update**

The Board noted the UTC update, including a letter dated October 2017 from ESFA regarding transitional grant conditions. A draft lease for 124 years would be sought from the Department of Housing, Communities and Local Government as the direct landlord.

12. **Governance review (internal)**

The Board discussed the governance review.

The Board noted the proposal to review SBA sub-committees. The Board noted that the SBA audit committee function would continue as part of the SBA Board meetings until such times as financial processes and controls were working at the required level.

The Board noted the proposal to streamline operations by using LSBU Group shared services would enhance the capacity of the SBA Executive Team.

The Board agreed that school Principals should only attend Board meetings on a specific invitation.

The Board agreed to discuss the governance review at its strategy day in May 2018 and requested a definition of the Board and LGB roles and responsibilities at its next meeting.

13. **DfE governance effectiveness review scope**

The Board noted the current DfE governance effectiveness review.

The Chair noted the engagement of the DfE in the review of UTC and MAT governance in the context of the LSBU Group. The Board requested that the DfE's recommendations be included as part of the strategy day agenda in May 2018.

**14. Local Governing Body reports**

The Board noted the reports from the local governing bodies.

**Date of next meeting  
4.00 pm, on Thursday, 19 July 2018**

**Confirmed as a true record**

..... (Chair)