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Trustee Meeting Minutes

Wednesday 10th October 2018
4.30pm-6pm

ACE Schools MAT, Martinsgate, Bretonside,
Plymouth, PL4 0AT

Trustees:

Dr Tim Searle Chair
Mrs Sarah Gillett Trustee, CEO & Headteacher of ACE Schools Plymouth
Mrs Annette Benny Trustee
Mrs Joan Watkins Trustee
Mr Dennis Parsons
Mr Gavin Gracie
Mr Andy Dunkley

In Attendance

Mr Paul Turner Director of Finance ACE MAT
Mr Chris Humphries Director of School Performance ACE MAT
Mr Paul Winterton Director of School Improvement ACE MAT
Mrs Cheryl Reuben Clerk
Mrs Joanne Warn, HR Manager

Signed:

Date:



1. **Chairman's introduction**
TS welcomed the board and asked that items, 10,11,15,16 be dealt with as swiftly as possible due to the tight period of this evenings meeting, this would allow for specific items on the agenda that did require further scrutiny. TS confirmed receipt of the papers, and thanked the board for their continued commitment and passion,
2. **Apologies.**
Peter McDonald
Accepted
Alastair Wright – Official resignation now received and registered at companies house
3. **Welcome & introduction of new Trustees**
TS welcomed the new members to the board, Gavin Gracie, Denis Parsons and Andy Dunkley, there was a brief introduction from all present.
4. **Verbal declarations of interest.**
None
5. **Approve minutes of the previous meeting**
Accepted and Approved
6. **Matters & Actions arising from previous meeting**
Action 4:- Monthly meetings not set yet, to be set up in light of the Governance Report
New Action 1 Finance & Audit Committee to set up monthly meetings to review the progress of the actions identified from the report.
Action 12:- Still one unresolved query, which AB will seek advice around processes with DP or received independent advice, AB to feedback to the board at the next meeting.
New Action 2 AB to report whether procedural issue now resolved
7. **CEO update**
SG gave a verbal update on the following:
Tiverton Free School – This was successful in being sponsored by the Headteachers Board, due to open September 19. There will be 4.5 million refurbishment on the existing building, which Devon CC will fund as this is a presumptive, not a managed Free School. ACE will have a hand in managing the second fix, but Devon CC will also fund this. The fte will be 70 students over the next 3 years for 11 -16year olds, specifically for SEMH & ASC students. The recruitment of the new Headteacher is due to go ahead within the next two weeks. Timelines have been discussed with the DFE, with the funding agreement needing to be in place by February 2019 as the new school will have to be named on all the new students EHCP. There will need to be 3 meetings at Trust Level to review Tiverton Free School and also request delegates from the board on the recruitment board, possibly December 18, this would be over a period of 2 days.
Studio School – Headteachers board over the summer requested expressions of Interest for the Studio School, this was closed by the Secretary of State, it is a vacant site and the RSC are broadly supportive of us putting in a more detailed plan. This does not obligate us into taking on the building, but PCC will support us putting in the EOI, Johnny Mercer the local MP is also supportive of our application. I will come back to board with a more detailed paper before we pursue with the RSC and beyond.
Headteacher and Deputy Vacancies – The advertisement for substantive permanent Headteacher and deputy, should RW the interim Head be successful in her application should she apply, we will then be back filling the post of deputy. The interviews will be staggered; and adverts will be in the TES and all other media as of next week. We are looking at the 5th and 6th of December for the 2 recruitment dates for the Headteacher.



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Connie Rothman Trust – SG urged the Trust members to google the Trust, it is a charitable learning Trust in Bournemouth, this is a provision of education for vulnerable young people, who are out of school or who self-exclude. They are voluntary registered with Ofsted, which is a very interesting facet in terms of inspection.

Edward Rothman approached us several weeks ago to discuss a collaboration and I spent a day in Bournemouth with him, as we share the same ethos, are like-minded and he has trustees who are very likeminded. He is visiting us tomorrow and will see some of our sites; the Trustees are very welcome to meet him. He is also in talks with two other trusts at this point, both of whom are very big.

ACE Family – Looking at increasing revenue with ACE Family and will be looking at discussing this with Finance & Audit. There are a number of projects lined up for ACE Family, most notably commission from the Cornwall Trust and PCC are also interested in early intervention for the city, we would also like to raise our profile in Plymouth and maintaining that. Also cementing our profile as School Improvement Professionals, we will be having a number of meetings with the Ted Wragg Trust who have been brought in as a broker for MAP and All Saints.

JW – asked what would be the plan for the Studio School, if the application were successful?

SG – It would be 14-19 offer for Vocational and a “soft” SEN (undiagnosed similar to what is on offer at Dover Rd)

The Board noted the CEO update

8. Update & Approval of Tiverton Free School Application

AB – Query around process, at what point will the board know when we have to make a decision, by allowing these projects to continue, when do we pause to make a decision, without leading another organisation “down the path” and then having to disappoint them, because the Trust doesn’t pass the decision to go ahead.

TS – What is the cost to ACE in the preparation of these projects?

SG – The cost to the Trust in not pursuing these projects, is not just in the cost of man hours, most of which is front loaded at CEO and Director level, which is what we are employed to do and why last year we restructured to enable this to happen, but it’s also about growth. Once the Headteacher for the Free School is recruited, there will be money from the DFE for their wages and they will then be the operational force for recruitment and overseeing the transition of pupils.

PT – Following through on that, the MAT Strategy is about growth and follows the restructure of the MAT to allow the Directors to develop and grow the Trust, without it, it leaves us a very small MAT with only the two schools and leaves us vulnerable.

JW – If you want to expand, then we have to do the groundwork and share the cost.

AB – I have no problem with growth, under the company’s act we need to make a concise and informed decision on every piece of information, but we must be clear when this decision happens, weighing against risk and financial implications. If the Trust had put all this work into Schools Company for instance and then the board had decided not to go ahead, it would have damaged us.

GG – I agree any organisation that does not grow will die, we need to be assured that there is sufficient infrastructure to meet all of these big ventures at the same time; it is about not only money, but whether you have enough staff to take everything on.

TS – Is the board in agreement that the work plan continues?

GG – Lack of time frames on actions is evident, there needs to be a time plan with actions and flag points, this will in turn help to focus the execs.

JW – We need to have faith in the CEO and the team.

AB & GG – It is not that we do not have faith; it’s about helping the execs to prioritise their workload,

TS – I propose that we continue with the work plan, but that a time line with likely key decisions and time frames is produced and emailed to all trustees and signed off.

The board noted the headlines from the CEO

Action 3 – PW to produce a timeline for the board of proposed work plans with key decision dates etc, using Francis Clarkes due diligence pro-forma.

9. Finance & Audit Committee report

AB summarised the content of the F & A report for the board

9(i) Finance & Audit Report – concern that there is no accountant on the F & A board, sound finance position.

- Draft Annual report very descriptive, final draft to sign off in December

9(ii) Teachers Pay 2018-19 – decision deferred to the board at this meeting, see reserved business at the end of the meeting, agreed that the members around the table that are affected by this decision will leave at this point.



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9(iii) Business Case - HR Recruitment Proposal – Paper written which saves the Trust upwards of £300k. GG enquired if we were going to set up our own bank of staff, why we didn't offer this to other educational establishments

SG replied that this may happen in the future, but to begin with the plan is offer contracts to existing staff and recruit any new staff, with the offer of a contract and the benefits that go with this, more quality staff will be attracted to ACE. The agencies themselves, don't have a bank of staff and place adverts when we require new staff. Staff are attracted to the brand not the agency itself.

9(iv) Business Case - Head Office Proposal – AB had slight concerns when visiting around the lay out of the building, but now happy with the proposed plans. We would support the move to the new Head Office providing there was a written assurance of funding for the premises over the next 3 years, and PT has in fact written this for the next 5 years.

The board agreed items 9(i), 9(iii) and 9(iv) with a show of hands.

9(ii) to be discussed in reserved business, the following questions were raised:-

CH – The scheme of delegation does recommend that the pay policy goes to a remuneration committee in the first instance but as we don't have one, it has been brought to the Trust board for a decision, the Trust have been given 3 options and a letter of support from the Unions.

TS – Asked if CH had written the paper and requested in future could all authors of papers ensure their names are on the document, for ease of members to direct questions.

GG – Please can you confirm what salary increase you budgeted for teachers?

PT – There was a 2% increase across the board and also 2% for pension increases, although this figure is not known yet. The government will fund their proposed option 1, school's will pay 1% and the government will pay the difference.

DP – Is the Trust hit with additional costs of auto enrolment?

We are affected in the same way as any other business, staff are either enrolled in TPS or LGPS.

AD – What is the forecast for 18/19?

PT – We have budgeted for a 17K deficit at the moment.

10. **KPI report**

PW's report had already been circulated.

AB – Would like to know why Courtlands sickness so high and wanted assurances that processes are being followed to deal with these absences. Also, queried Maths outcomes at ASP and questioned the number of RIDDOR reportable instances as these seemed on the increase.

PW – Courtlands sickness rates are high as two members of staff on long term sick and with a small staff this immediately increases their percentage of absences. Both are being robustly dealt with via HR and overseen by Mitchlemores.

Maths is a focus at ASP, looking at progress and outcomes and the detail behind in pinpointing the cohorts of students that aren't making progress and the reasons for this.

There haven't been any RIDDOR reports this term so far, the reason they look so high for last year is that any absence for longer than 3 days for any reason has to be reported and this doesn't necessarily mean there has been a large number of accidents etc in the work place.

The board accepted the KPI paper.

11. Receive comments on learning from HR review

TS gave context to the item, CH responded to the questions raised in the paper

AB - Would like assurances that more training is being given to staff around processes

TS – Paper accepted with the proviso that slightly more detail was required in future.

12. **Policies**

CH gave a verbal update

Agreed that a matrix of policies would be produced showing what policies were statutory and needed board approval.

TS – Accepted work on policies and the board accepted the policies presented.

13. **People Strategy**

CH – Presented the People Strategy and a mock-up of a first draft of the paperwork showing a clear pathway and strategic pathway of where the Trust wants to go. The paper showcases what we do for staff, the training given and the retention of staff to the Trust. The development of the PS has come at a good time with the appointment of 3 new trustees, whose input will be invaluable.

JW – How good are we at retention at present?

CH – Very good

SG – When I first joined the Trust over a 6 – 9 month period retention was at 20%, now at 3% which is excellent.

DP – We need to identify what is being done right to build on this and advertise in this document.

JW – We need to talk to the staff to see how committed they are.

AB - One of the gaps I can see, is in terms of the Strategic Plan, the paper needs bullet points to show the 1 – 3 yr plan, the mission values, corporate objectives

The board agreed the following decisions:-

Action 4 - CH before Christmas to develop the structure, to arrange a 2-hour meeting to discuss in detail, training, retention and development needed.

14. **Governance review (PT/PW)**

PT – Gave an overview and context to the Governance Review, Sally Timmins from Bishop Fleming has written a full report as circulated to the board.

The board needs to lead on the action points and agree them or not

JW – I haven't had a copy of the paper so won't be able to agree to any actions.

PW – Summarised the rationale behind the recommendation that there needs to be an Education Board and Cluster Committee's for Plymouth, Cornwall and Devon, the LGB for Plymouth will be the last one as of 11.10.18. The Plymouth Cluster will oversee all until the regional clusters are established.

JW – Queried with how different the 2 schools in Plymouth are, how the volunteers on the board will be able to understand each other.

SG – Acknowledged the differences, but with the construction of much stronger Finance & Audit Committees, and Education Committee, this will allow both to report to the Clusters, having the right people in the right place doing the right job is paramount. The Headteachers Board want the Clusters, so to limit our risk and it is important as your CEO that we adopt and act on this immediately.

AB – The Clusters will add reflection and a much wider sense of community, much wider than that of a mainstream school, as our catchment is much broader.

AB – Should the terms be “advise the board as a cluster” or “assure the board the board”?

Action 5 - Board agreed PW to amend the terms of reference to say Assure or Assurance.

JW – I will be abstaining from any vote, as I have not read the papers.

AB – Declared that Barbara Laws is a personal friend of hers.

TS – Accepted the TOR for the Cluster Committee and Scheme of Delegation

TS – Accepted Cluster Committees, except for JW as abstained

TS – Accepted Barbara Law as Governor

TS – Accepted recruitment of Members, TS to approach new members

15. **Letter from the CEO of the ESFA**

PT - Acknowledged receipt of letter.

16. **LGB Reports**

TS – One matter that the LGB at Courtlands requested us to bring to board was the substantial surplus recorded at the end of the year; they felt this should have been spent on the students.

SG – It may be helpful to say at this point that the retiring Chair and two other member of the board, also retired were at odds with the Academies agenda and had been for the year and half before that they were involved. They did not challenge me as their CEO and I had no dialogue about this with the outgoing chair nor in deed with the Headteacher or SLT, who are happy with how things are going.

PT – There was a final surplus of £67K, this reflects a higher than anticipated SEN top up, over and above budget. In addition, there was a substantial saving in the Headteachers salary as the MAT paid his salary for 2 days a week whilst helping with the work at Schools Company. We have now put the Courtlands premises issues on the

Risk Register, as we know that their buildings and repairs and maintenance is a significant risk to us going forward. They will be able to spend this surplus in this academic year, this is the first I have heard of this concern on the report and again, I am not sure what it relates to.

TS – I would suggest that some communication goes back to the LGB and Headteacher, to assure them that their comments have been noted.

Action 6 – TS to reply to Courtlands LGB and Headteacher

17. **Extended Trustee Meeting**

Covered in item 13

18. **Appoint Chair, Vice Chair & Committee Members**

TS – Happy to stand again as Chair

AB – Proposed

DP – Seconded

P McDonald happy to stand again as Vice Chair

AB – Proposed

DP – Seconded

Finance & Audit

AD – Proposed as Chair

AB – To remain on the committee

PMcD – To remain on the committee

Education & safeguarding Committee

DP – Committee member

GG – Committee member

Action 7 – PW to actively recruit educationalist specialist and agree dates for meetings with DP and GG

TS – Requested that going forward we to reduce the amount of paperwork brought to these meetings, the challenge will be to condense the information without losing the ability to scrutinise and challenge. I believe it can be done, but would welcome your suggestions. Less would be more helpful, we still need the nuggets of the main information.

DP – We could go back to each author of the paper to ask more in-depth questions.

TS – This then would show Ofsted we are securitising papers in depth.

The board agreed

19. Reserved Business

Actions

1: Finance & Audit Committee to set up monthly meetings to review the progress of the actions identified from the report.

2: AB to report whether procedural issue now resolved

3: PW to produce a timeline for the board of proposed work plans with key decision dates etc, using Francis Clarkes due diligence pro-forma.

4: CH before Christmas to develop the structure, to arrange a 2-hour meeting to discuss in detail, training, retention and development needed.

5: Board agreed PW to amend the terms of reference to say Assure or Assurance

6: TS to reply to Courtlands LGB and Headteacher

7: PW to actively recruit Educationalist specialist and agree dates for meetings with DP and GG

Dates of Future Meetings:

Wednesday 12 th December 2018	(AGM)	18:00-20:00
Wednesday 6 th February 2019		18.00-20.00
Wednesday 27 th March 2019		18.00-20.00
Wednesday 15 th May 2019		18.00-20.00
Wednesday 10 th July 2019		18.00-20.00

Board of Trustees:

Dr Tim Searle	tim.searle@acemat.uk	Chair
Mr Peter McDonnell	peter.mcdonnell@acemat.uk	Vice Chair
Mrs Annette Benny	annette.benny@acemat.uk	Trustee
Mrs Joan Watkins	joan.watkins@acemat.uk	Trustee & Chair of ACE Schools Plymouth LGB
Sarah Gillett	sarah.gillett@aceschools.net	CEO of ACE Schools Trust
Mr Gavin Gracie	gavin.gracie@acemat.uk	Trustee
Mr Denis Parsons	denis.parsons@acemat.uk	Trustee
Mr Andy Dunkley	andy.dunkley@acemat.uk	Trustee