

Board Of Trustees Minutes

Date Of Meeting	Wednesday 11 th May 2016
Venue	ACE Schools, Bretonside Training Room
Time	18:00 – 20:30

Present:

- Dr Tim Searle - Chair
- Sarah Gillett – Head Teacher / CEO
- Paul Turner – Head of Finance
- Peter McDonnell – Vice Chair
- Alastair Wright – Vice Chair Designate
- Annette Benny – Trustee
- Isabelle Morgan – Trustee
- Joan Watkins – Trustee
- Hilary Ford - Clerk

Minutes Agreed By The Board And Signed Of By The Chair:

Signed: *Dr Tim Searle* (signed hard copy on file)

Date: 15th June 2016



Hilary Ford as Clerk Chaired this initial part of the meeting.

1. Apologies

None received.

2. Verbal declarations of interest.

Informed Trustees of forms to complete – handed out.

3. Approve minutes of the previous meeting

3.1. None to approve

4. Actions arising from previous meeting

4.1. None

5. Check that we have a written record of DBS checks and declaration of interests of all Trustees (5mins)

5.1. Awaiting information from Annette Benny – Annette updated us with the information that she has completed the on-line form and is awaiting the form back – there is currently a back log.

6. Election of chair and vice chair of the Board of Trustees for ACE Schools Multi Academy Trust. (5 mins)

6.1. The clerk has previously invited the board to discuss the election of a Chair and Vice Chair.

6.2. After a short discussion, it was unanimously agreed that;

- o *Dr Tim Searle* was voted in as Chair of the Board of Trustees,
- o *Mr Peter McDonnell* as Vice Chair
- o *Mr Alastair Wright* as Designated Vice Chair

6.3. The Clerk then handed the meeting over to the new Chair to the Board of Trustees, Dr Tim Searle.

Chair

Q – What is the expected term of office for the Chair?

A – There is capacity to elect annually, which does not have to follow the school year as such, in the case of ACE Schools MAT it would be better to follow from the start of the formation of the Board of Trustees and subsequent election of the Chair i.e. from today's date.

The board needs to find its' feet over the next few months with all the changes and then it would be good to have a good year – thereby the Chair's feeling is for a 2 year term of office.

Trustee

A suggestion that other Boards have used is that there could be a maximum term of perhaps 3 years. Which could be a good thing in keeping the board fresh.

Proposal – A 3 year maximum term as Chair for this board.

Proposal Agreed.

Current Chair happy to serve a 2 year term as Chair.

Head

- The above will be incorporated into the terms of reference and I would think the solicitors will add it to the articles, as this sort of information needs to be part of them in terms of the conversion.

Chair

- **Proposal** – Proposal for a maximum term of 3 years.
- Proposal – **Agreed.**
- Current Chair happy to maintain position for 2 years.

Q – Is there any admin support for the Chair i.e. how it would work and who would look after the minutes as that is quite a substantial piece of work.

A – Yes, we do have a position, which Hilary is currently fulfilling on a temporary contract. The position of Clerk to the Trustees, would pick up the administration of the board in terms of the Chair, Vice Chair – in a general way a Chair of Trustees, PA.

Q – Will Hilary be attending the meetings to take the minutes?

A – Yes.

7. The Composition Of The ACE Schools Plymouth 'Local Governing Body'

Chair

- 7.1. One of our Trustees, Joan Watkins (Chair of LGB), has already begun the process.

Trustee

- 7.1.1. Commented that we have two excellent members already willing to be part of Local Governing Body who have already been detailed in the report provided;

- o *Mark Parlett*
- o *Brian Roberts*

Both of which will have a positive contribution to the school.

Trustee

- 7.1.2. Commented we now need to have the discussion about Parent and Staff governors.

Head

- 7.1.3. The model the RSC and the DfE agreed is that we would have 9 members

- o 1 x Chair who must be on the Board of Trustees
- o 4 x Community members
- o 2 x elected Staff members - staff elections have yet to be held to once, after we have agreed the plans tonight.

- 7.1.4. We then need to look at if we have Parent Governors or given the legislation and practice guides – if you don't have Parent Governors, how will you garner the parent voice and act upon it.

As Head, we have to look at the vulnerability of our parents is something we have to keep in mind.

We also have to keep in mind the transiency of the pupils/parents and the fact they do not always stay very long with ACE Schools MAT.

If we choose not to have a Parent Governor on the LGB, then one or two of those LGB members would take the responsibility of parental contact and voice, thereby all aspects of contact i.e. social media, review days, meet and greet – our parents are advocated and listened too and their opinions sought and feedback given to them.

The day to day operation would conducted at LGB level and moderated and monitored at Trustee level.

- 7.1.5. With this in mind, we would need another 2 community governors – who could have children and have the parental perspective.

Chair

- 7.2. Do you have something in mind that could shape the interface between this board and the parental forum?

Trustee

- 7.2.1. I would say that we might need to access a small budget. We may have to invite parents in for a 'cup of tea' or issuing 'survey's.' We will need to find ways to be innovative to garner the parent voice.

Head

- 7.2.2. We have a very active social media presence with parent and pupil voices being very active, with 2 excellent staff overseeing the feeds. One oversees the adult presence and the other oversees the pupil voice.

We have fixed review days on a half termly basis.

For some of our harder to reach parents, we will get in the car and go and see the parents.

Maybe the designated governor representing parents could visit parents with a senior member of staff.

- Any plans would be brought forward to the Board of Trustees to formalise before activating.

Trustee

- 7.3. We need to formalise this in a document.

Head

- 7.3.1. It would need to be part of the 'policy of protocol' document.

Trustee

- 7.3.2. Also how it forms part of the business planning agenda – and how it is reported back to the LGB with maybe a 6 monthly report back to the Board of Trustees.

Chair

- 7.4. The decisions being:
- Should we have a parental presence on the LGB and currently it is felt that an alternative option would offer a better option in the running of the school in so much as to have parent advocate at the LGB level ensuring that parents would have a clear voice.
 - We need to look at a timescale?

Head

- 7.4.1. We would want to have a draft protocol and work plan in place by the end of this academic year.

- 7.4.2. There is work to do to form the LGB i.e. needing to elect 2 staff members and source 2 further community members.
- 7.5. The first meeting needs to be held.

The Chair of the LGB will need to elect the parent advocate.

Chair

Will this be the Head and Chair of LGB meeting to producing the draft protocol with work plan?

Head

Yes

8. The Scheme Of Delegation To The Executive Team

Chair

- 8.1. Scheme of Delegation adopted.
- Can we have the main points please.

Head

- 8.2. We have to have the scheme of delegation as it has to be incorporated.
- 8.2.1. SLT decided to follow the Best Practice model written by Sir David Carter for the Cabot Federation and has been adopted as Best Practice across the UK.
- 8.2.2. The Head gave a brief overview of the document and who held the levels of authority.
- This is best practice and complies with the Academy Finance regulations.
 - This reflects the agreement with the DfE and highlight the regulation of what would stay with you the Trustees and who holds the final responsibility in the operation of the MAT i.e. hiring / firing / money and what you would delegate down to the LGB.
 - The roles of CEO and CFO will bring recommendations to you, which is a practice currently followed, and you make the decision based on the facts presented.
- 8.3. The head would like to bring to the Trustee's attention;
- The areas you retain the decision over the ratification of policies and where you might delegate some down.
 - Items you would agree at this level would be;
 - Educational policy
 - Curriculum

- Finance
 - HR
- Items you would push down to LGB level at the individual schools within the MAT would be;
 - Individual behavioural policy
 - Uniform
 - Colours
 - i.e. the head of the school would make the decision before taking up to the next level of the LGB, who would in turn report back to the Board of Trustees.

8.4. The Head invited the CFO to briefly comment on the financial section of the Scheme of Delegation.

CFO

8.4.1. I'd like to bring to your attention the Procurement levels.

8.4.2. Look at the exceptional items rather than day to day expenditure and talk about any that you feel are not acceptable.

Trustee

8.4.3. There are some things in the Scheme of Delegation that we would want assurance on every year – matrix of what we are expecting for each meeting.

Head

8.4.4. Yes – when the Chair, Head and Clerk meet up over the next couple of weeks, it is something that the Chair will need to look at in regards to the calendar for the trustees, budget planning / approval etc.

Trustee

8.4.5. A number of items to not front load the business items.

Chair

8.4.6. Highlight items as agenda items, it will need to be reviewed as this is a working document.

ACTION - Ensure this is a standing item on each agenda to review.

8.5. Chair – Are we happy to **adopt** the Scheme of Delegation?

Board of Trustees – Unanimous decision – **Yes**.

9. Proposal For Trustee Liability Insurance – Decision On The Need

CFO

- 9.1. Moving to a Charitable Trust we are regulated by the Charities Commission and the Companies Act – important to understand the responsibilities of that and the risks.
- 9.2. Providing a standard insurance to cover and costs.
- 9.3. Budgeted for already.

Trustee

- 9.4. Would our cover be higher due to cohort of students?

CFO

- 9.4.1. No as the cover is not on the day-to-day running of the school.
- 9.4.2. I have a document which will be forwarded to Trustees, CC3 (Action completed by HF), which will give more detail.

ACTION - This will need to be reviewed 1 month prior to renewal date annually.

10. Agree the annual budget and cash flow forecast and agree the accounting policy (15 mins)

CFO

- 10.1. The budget has been set for the next 17 months, to August 2017, for these purposes looking at the 12 months based on previous year's figures.
- 10.2. Currently looking at a surplus of £32,000 (although a minute amount it is typical of a charitable trust and will be highly managed).
- 10.3. Key areas are;
 - 10.3.1. EFA funding is standard – we are confident in our numbers.
 - 10.3.2. Documents from PCC to EFA to support, with research and work from the accounts team and the SENCO.

Trustee's Questions

- 10.4. **Q – What is the risk?**
A – This is variable due to the different provisions required by each student.
 However we have completed a detailed analysis of the past history of when Year 11 leave and the new coming students.
 We have been very cautious about the figures used on the bandings.
- 10.5. **Q – Will there be variability with Pupil Premium?**
A – Yes, however this will not affect the budget.
- 10.6. **Q – How will you monitor the forecast?**
A – By monthly management accounts, going through line by line.
- 10.7. **Q – With the summary, can we have a one page summary for the meeting?**

A – This document is for the year – we will be providing the monthly accounts as a structured report with any key points.

CFO

- 10.8.** Two Trustee's met with the Head and Head of Finance. They fully scrutinized the accounts and are happy with how things look.
- 10.9.** I would like to bring to the boards attention the agency staffing costs which are high. This is a positive decision to allow for flexible staffing – due to the cohort of pupils which change daily so do the staffing needs.
- 10.10.** The rest of the figures in the document speak for themselves and are known financial figures.

Trustee's Questions

- 10.11.** **Q** – What happens to any surplus?
A – This will carry forward, indicating that ACE Schools MAT are growing.
- 10.12.** **Q** – Are we planning to stay with CaterED?
A – This is something we are looking at at the moment and seeing if it will be a viable proposition to keep the food preparation and cooking in house – the staff we have to do the job are fantastic.
- 10.13.** **Q** – Are the Pensions Provisions – Delt?
A – Actuary report completed – we get £168,000 / new contract rates / plus fixed contract. We now hold the liability for the pension. This is for support staff.

CFO

Explained the Cash Flow paper with Trustee's and pointed to a couple of items.

- 10.14.** The SEND funding should come to us directly in June as a lump sum – PCC have confirmed as much as possible.
- 10.15.** **Q** – What credit facilities do we have?
A – Currently none. We have the £45,000 and the EFA coming. However there are strict rules about this for Academies. We understand the PCC have backed up other Academy Trusts if necessary.

Budget and Cash Flow Policy – Adopted.

11. Report on the statutory and necessary policies. Agreement on the process of adoption of the key policies and all other policies carrying forward from ACE School to ACE MAT

- 11.1.** Head
A range of staffing policies have changed from PCC to ACE MAT. We are working through approximately 40 policies to remove mentions of PCC and branding as ACE MAT.

Question to Trustees...

- 11.1.1. All will need to be adopted by 1st June 2016 – do you want them to review all at once or a few at a time?
- 11.1.2. We suggest that these are available to you all electronically and some would be able to be delegated down to the LGB after 1st June 2017, staying with Trustees for the first year. They would however need to be reviewed – be that annually, bi-annually.
- 11.1.3. We would naturally inform you of any changes and highlight changes in matrix.

ACTION – Send the index of current changes to Trustees with material change index.
(Completed by Chris Humphries | Senior Deputy Head)

- 11.1.4. Continue with annual review of policies 1st June.
- 11.1.5. Material changes will be sent to trustee's 3 weeks before meeting.

12. Agree the ACE MAT risk register format and discussion on report provided with the agenda

- o Trustees are encouraged to read the report and consider the recommendations detailed (Item 12 Appendix vii / Appendix viii / Appendix ix).

CFO

- 12.1. We have an obligation to have a Risk Register and this matrix / template is provided by Francis Clark (Auditors).
- 12.2. We are asking to adopt this to enable us to populate the register by 1st June.

Chair

- 12.3. This is a working document?

CFO

- 12.3.1. Yes – it is one that is held between the CEO / CFO and colleagues i.e. HOD's upwards.

Trustee

- 12.4. Too small to see some of the information, can it be enlarged please.
- 12.5. Chair addressed the board asking to adopt the risk register.

Board adopted – Will review the document at the next meeting.

13. Strategic Values Of ACE MAT – Verbal Update From Head

- 13.1.** 20th April 2016 – Workshop with Crunch Design
Chair / Head / SLT / HOD's / Mentors / Head of Courtlands School – Lee Earnshaw
- 13.1.1. It was an energising session showing the vision of now and the future i.e. the legacy of ACE Schools MAT.
- 13.1.2. It was interesting and humbling to hear the views of our staff. Which was good for the Head of another school to hear what our staff had to say.
- 13.1.3. Crunch Design sent over their report late today and this will be forwarded to Trustee's tomorrow.
- 13.1.4. Soft launch at the end of the year ready for September 2016

Chair

What was clear to the Chair, was how staff reacted and you can see it's what drives them and gets them up in the morning.

It is nice to see clear and dignified branding of ACE

Trustee

Our Head Teacher has a great ability to take people with her. The staff have a great commitment to ACE, something that is not usually seen in schools.

14. Developments Of The ACE MAT – Free School Application And Other Schools Joining – Verbal Update From SG (5 mins)

- 14.1.** Torbay Special School went into measures in February.
- 14.1.1. We offered support and are 1 of 2 who are being considered, being new we possibly have an outside chance.
- 14.1.2. We would be happy to take over though and being a similar set up to our selves it would be a good first join for us.
- 14.2.** Courtlands Special School (80 students with behaviour issues) are interested in joining ACE Schools MAT. Their Head Teacher, Lee Earnshaw would like to join us.
- 14.2.1. Our Head Teacher is happy and will talk to their governing body.
- 14.2.2. The Courtlands site is a large site and has potential to have the free school on the land.
- 14.2.3. We do not yet have a full risk analysis to bring to the table – hopefully this will be after 1st June.

14.3. Academy Status Update

- 14.3.1. There is currently one anomaly on one part of the lease relating to Ford Primary – in so much that PCC say there should be no more nor no less than 12 students on the site.
- 14.3.2. Back and forth between the DfE and LA on the matter.
- 14.3.3. If not resolved we need to inform Payroll at PCC of the delay by this Thursday and we will not be converting to Academy status on 1st June.
- 14.3.4. DfE working hard to ensure 1st June deadline is met.

14.4. Q – What is the rationale behind this point in the lease?

A – Historically, buildings / usage have changed after a period of time – they didn't want it to happen again.

The school can only accommodate 10 / 12 pupils anyway.

- 14.4.1. The board are happy to assist in any way possible to achieve the conversion.

15. Governor Training Needs

15.1. Points raised by Trustees

- 15.1.1. Would like to find out about the role first – training would become apparent.
- 15.1.2. Maybe arrange a 24 hour training session with some Ofsted input i.e. Friday – Saturday possibly at China Fleet.

16. Proposed Dates And Times Of Trust Board Meetings

16.1. Points agreed:

- 16.1.1. All Trustee's were happy with a 6pm start
- 16.1.2. Meetings to be a 2 hour maximum – finish at 8pm
- 16.1.3. The quality of delivering of the papers helped Trustee's prepare for the meeting.
- 16.1.4. Agenda and papers 10 days prior to meeting.
- 16.1.5. Will agree with the dates at set out in the suggested dates, however there will be no meeting in December.
 - Wednesday 15th June 2016

- Wednesday 13th July 2016
- Wednesday 17th August 2016
(will be only used if anything arises that needs to be discussed i.e. conference call)
- Wednesday 21st September 2016
- Wednesday 19th October 2016
- Wednesday 23rd November 2016

16.2. The LGB will be meeting around the same time, usually the day before – any issues raised at the meeting that needs to come to the attention of the Board of Trustee's will be raised the following month (unless urgent action is required by Board of Trustee's, in which case it will be the following meeting).

16.2.1. Chair of LGB to contact Clerk to arrange agenda for first meeting of 14th June 2016.

16.3. Peter McDonnell advised that he would not be able to attend the next meeting of 15th June 2016 (accepted)

16.4. Alastair Wright advised that he would not be able to attend the meeting of 13th July 2016 (accepted)

16.5. Chair suggested that on some occasions it would be nice for the Board of Trustee's to meet after the meeting and have a meal.

17. AOB

Chair

17.1. I am interested in the standing items we will see on the agenda for each meeting

17.1.1. The Chair, Head and Clerk will meet in the near future to discuss.

17.2. **Q** – What happens in the case of sensitive material that is for the discussion of the Board of Trustee's only.

17.2.1. **A** – The CEO, CFO and if necessary the Clerk will leave the meeting – this is known as Part II and is recorded as such. This is not made public and isn't readily available to view by anyone other than the Board of Trustee's.

Trustee – Chair of LGB

17.3. **Q** - Would we be able to retain Hilary as clerk to the LGB?

Head

17.3.1. **A** - You would have a clerk yes, it may depend on Hilary's work streams.

Clerk

- 17.3.2. **A** - Assumed it was an all-encompassing role to cover Trustees, LGB and Members.

Actions

1. Item 2 - ACTION – Clerk – Check who needs to send disclosure form back.
2. Item 8 - ACTION – CLERK - Ensure this is a standing item on each agenda to review.
3. Item 9 - ACTION – CFO – Diarise the renewal dates to give to Clerk to add in the agenda.
4. Item 12 – ACTION – CLERK - Too small to see some of the information, can it be enlarged please.
5. Item 13 – ACTION – CEO – Forward the document from Nic at Crunch and send out to Trustees.