



never give up.

# Trustee Meeting Minutes

Wednesday 11<sup>th</sup> July 2018  
6pm-8pm

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

## Trustees:

Dr Tim Searle	Chair
Mr Peter McDonnell	Vice Chair
Mrs Sarah Gillett	Trustee, CEO & Head Teacher of ACE Schools Plymouth
Mrs Annette Benny	Trustee

## 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

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

1. **Chairman's introduction**

TS welcomed the Board and Sally Timmins from Bishop Fleming. TS thanked the Board for their commitment over the year. The Board members introduced themselves to Sally. TS asked if the Board had any other business they wished to raise. AB asked if the Board was quorate. She was advised with 4 Trustees present they were. AB advised she had an item of AOB to raise around process and budget in relation to the CEO/ Head Teacher role and future planning.

2. **Apologies.**

Alastair Wright- has not officially resigned although he will be in New Zealand for at least 8 months. TS has requested Alastair resigns whilst away but has invited him to join the Board again should he return to Plymouth. **Action 1:** CR to chase AW's written resignation.

Joan Watkins

**Accepted**

Sue Bickle has submitted her resignation from the Board of Trustees and the Courtlands LGB. Her resignation is effective from the end of the academic year. Sue submitted her apologies for missing this meeting.

**Accepted**

3. **Verbal declarations of interest.**

None

4. **Approve minutes of the previous meeting**

**Accepted and Approved**

5. Matters & Actions arising from previous meeting **(TS 5 mins).**

**Action 1:** The Board discussed the need to review individual items and their operation. They agree at which point a decision is to be made (CEO Updates).

**The SCT work required no further decision. All other items to be referred back to the Board at the point when decisions are required.**

**Action 2:** CH is going work on a policy for this and present it (surplus funds).

**Completed**

**Action 3:** All policies on both ACE websites to be updated with PDFs.

**Completed**

**Action 4:** AB requested clarity on the dependency as to who and at what level, was subject to a disciplinary, who was appropriate to sit on the panel to dismiss or appeal CH advised he would create a matrix which would be referred to HR. TS advised that this would be emailed out for the Board to agree via email

**In progress**

6. **Introduction of Sally Timmins from Bishop Fleming regarding the Governance Review**

PT introduced ST to the Board. PT explained the need for a Governance Review as part of the directive from the Academies Financial Handbook.

ST advised the Board the Bishop Fleming were usually used to provide a structure and work collectively in order to strengthen Trust Boards. There were two objectives to this review. The first was to review the skills of the Board and ensure that significant skills were honed in on. The Academies Financial Handbook stated a 'Top 10 Musts' for Trust Boards which was being driven by Lord Agnew. The 'Top 10 Musts' had to be applied to new Trusts and is a 'should' for existing Trusts. It is particularly important at the point of evolution, which is where ACE MAT currently is. ST herself is a National Leader in Governance (DFE) and have been directly involved in Governance for over 10 years. The scope of the skills review will be against the competency framework. ST will circulate a skills survey to all Trust, LGB Board members and SLT on Friday 13<sup>th</sup> July 2018. ST explained there would be a high number of questions contained in the survey so as to cover all areas of the competency framework. The questions needed to be responded to with a Yes, No or Unsure in order for ST to determine the areas in which the Board members are confident or unsure. It will also allow Board members to assess their own quality and often Board members will decide whether they want to step up or down as a result of crystallising their own thoughts and the expectations of what is required from a Trustee or LGB

member. ST will present the findings along with recommendations. The responses will be anonymised. Discussions can then ensue as to how the Governance of the Trust operates, taking in to account the Scheme of Delegation, Trust Development Plan, Top 10 Musts, Structure and Communication. The survey will be available for 7 days from circulation. Board members were invited to attend Bretonside or Bishop Fleming's office to complete the survey away from their own work environment. ST advised that this information needed to be fed down to the LGBs. **Action 2:** SG & TS will draft an email advising the LGB members of the survey and the timescales for completion. This will be forwarded to the clerk for circulation. SG will call JW and ensure she is also aware and available to complete the survey this week.

**Action 3:** PT will circulate the scope of the work agreed with Bishop Fleming under the Governance Review which included a conclusion, a report and an action plan.

PM asked ST when the information of the Review would be collated and feedback given to the Board. ST advised this would be completed and feedback provided in September 2018. TS asked ST if she felt there was sufficient time to gather the information she required for September. ST confirmed there was and that she would be in communication with various Board members during the Summer Holiday, when the documents would be produced and provided. TS asked if Bishop Fleming's involvement extended beyond September. ST advised it could however, this would need to be discussed and agreed upon receiving the findings. This would also incur additional cost. Bishop Fleming may also be able to support with the implementation of any action points raised i.e. providing a training programme. Alternatively, some of the training may be able to be provided in house. ST advised that 1 term should be sufficient to establish an action plan project to satisfy OFSTED what is being done. AB suggested the Board will need time to receive the report, reflect on the findings and prioritise the actions. ST recommended that a working party was established to do this.

**Action 4:** Finance & Audit Committee to set up monthly meetings to review the progress of the actions identified from the report.

TS asked if ST would speak to Board members to pick up the 'softer' characteristics they possessed. ST confirmed she would have phone discussions with some or all of the Trustees and well as ongoing work with the MAT Executives. ST circulated her business cards and contact information to the Board. **Action 5:** All Trustees will contact ST and provide any additional contact information and holiday dates when they will not be available.

ST remained at the meeting to observe.

## 7. **CEO Update**

SG distributed a written update to the Board of all of the current works streams, including the resulting work and reflection on the learnings from SCT.

**Free School Application-** An expression of interest has been submitted. The school has already been funded to join a Trust. No action is required at this stage. If the expression of interest is supported, the matter will be referred to the Trust Board. The purpose of the free school is similar to the Trust's existing work/mission/ethos. The free school has a 75 FTE and would support students with SEMH/ASC. The expression of interest was required 1 week before the outcome of the SCT re-brokerage was announced and just before May half term. SG advised she had spoken to Devon LA to enquire whether a Trust had already been appointed. Devon LA confirmed that it had not at advised that it would support ACE MAT making an application. PM asked if there was an existing leadership team to consider. SG confirmed there was not. A building had been secured which was a converted former retirement home. The free school was in response to a directive for ASC places which was intended to be set up last year with the Sentian Trust but this did not happen. SG explained that there was no risk to ACE Trust in submitting the expression of interest allowing the Board to reflect in retrospect and decide whether to pursue. PM asked SG how quickly the application would progress if made. SG advised that a date of September 2019 was being aimed for. This would allow a year to recruit and train staff and the conversion of the building was close to complete. TS asked if expressions of interest had been submitted by any other Trusts. SG advised there had been expressions of interest from Wave, ACE and Petroc. SG felt ACE were in a strong position to compete. AB asked if the expression of interest was supported, when the application would need to be made. PW explained that this free school application process was different to the one ACE MAT had made for Palmerston Forts. In this case the LA are leading the application so it would be up to Devon LA to undertake the setting up works, arrange the funding

and source the building. The decision of which Trust it joins is Devon's rather a National level decision. TS enquired as to whether this model had been established previously. PW advised it had in order to counteract the limited number of places in special schools. CH added that this model was around last year and tested with 17 LAs although this did not include Devon. It was a more considered process for establishing a Free School.

**Bournemouth-** The provision has been approved in principle and is being embraced as an innovative model different to a Free School/Satellite/Subsidiary/Independent. However it is a fundamental change in the delivery of education. The directive is to undertake a broad consultation in Bournemouth and Dorset to determine whether there is still a need. SG has kept in communications with the potential commissioners in these localities. The significant change application will be presented to the SW Head Teachers Board in September 18. The advised consultation is in the process of being set up. The delay is due to the DFE advising that the provision cannot be set up as there is no policy for it however the information on the form relates to it being established. Beaufort Care Group are still keen to work with ACE but are frustrated with the process. The end product may not be that originally intended due to the innovation of WRAP as a national model. AB asked if the consultation was statutory and who was required to be consulted. SG confirmed it was statutory and would include any stakeholders such as the LAs, Commissioners, Virtual Schools, AP and Special Schools etc. AB asked as to what questions would be consulted on. SG replied it would be explaining the WRAP model as a provision for high risk young people to receive education which is not currently available in the area. In addition to BCG, do they believe there is a need for this to be established? It is likely that whilst the other stakeholders may agree there is a need, existing AP/Special Schools may highlight concerns as to whether there is an overlap in the work they undertake. AB asked if there would be a judicial review of the detail in the decision. SG advised that the significant change application would contain all of the responses from the consultation along with responses ACE has given. AB asked if it was the responsibility of ACE to undertake the consultation. SG advised that it was as ACE are making the significant change application which will be challenged at the Head Teachers Board. TS asked what action would be required in September 18. SG responded that their consultation feedback would be considered along with what the commissioners require and are prepared to purchase. The Trustees will need to discuss this matter in advance of the scheduled October 18 meeting. ST asked the Board if they were aware of the work stream. They confirmed they were. ST asked if the work was in the Trust Development plan. The Board confirmed they were unsure without referring to the document. TS added that he had discussions with SG regarding the progress but that matters tend to move quickly. ST suggested that process was explained along with a funding plan and evidence documents of the work being challenged in a positive way. TS confirmed that this did take place in conversations with SG, TS and PM. ST reminded the Board they could call extraordinary meetings and have these minuted. The Board advised that the extraordinary meetings took place but were informal and not always recorded. ST suggested that they were referenced in formal meetings by way of record or copies of emails to show that SG has been held to account to be referenced and recorded. AB advised that at these informal meetings not all Trustees were present so there may not be a quorate. The content of the discussions/decisions may not have been shared with the full Board. ST advised this could be resolved by calling an extraordinary meeting and recording the discussion. TS advised that when he, PM and SG had met, it was to discuss matters rather than make decisions.

**Cornwall and Devon Satellite Bases-** No feedback has been received as yet. The response from the consultation had been positive. Devon & Cornwall LAs both expressed a desire to retain the provisions and have been supportive.

**MAT Expansion-** The opportunity is required to review and reflect as a Trust what expansion the Trust wants in regards to quality and quantity in September 18. It was agreed that this would be added as a longer item on the agenda for the October Trust meeting or that the Board would meet for an afternoon through to early evening to discuss. ST advised that the Development Plan should include strategy and timescales for delivery which are manageable. The board should be clear on its corporate objectives, timings and appetite for risk.

**Action 6:** SG will circulate proposed dates for an extended Trust Board discussion. ST advised she would include this in the review and the intention to revamp the Development Plan in September 18.

**RSC-** As part of the learning from the work with SCT, the Board need to consider the prospect of applying for separate Unique Reference Numbers (URNs) for the various sites. Part of Waves USPs were that they have 6 AP provisions. Essentially, the structure is not dissimilar to ACE other than the fact each has its own URN. When ACE was maintained by PCC, PCC wanted everything to be under one URN. There is consideration to be given as to whether from a competitive perspective this is still appropriate.

**MAP/ASAP-** ACE has been requested by the RSC to support these schools with managing behaviour and attendance from September 18. This work will also help push ACE's Plymouth profile and fit with the growth plan for working with Secondary schools.

**Trustee Recruitment-** ST asked whether the prospective new Trustees should be included in the skills analysis. SG and ST will liaise over this.

**ACE Training-** This has been covered in the budget and reviewed by the Finance & Audit Committee. This will cover succession planning, induction training and recruitment. SG will produce a Business Plan for this next year and as part of her own CPD will become a National Lead in Education which will also elevate the profile of the Trust.

**ACE Family-** PCC have commissioned 2 cases and Devon are looking to increase. Johnny Mercer is keen to support and wants to be informed of further developments. He has also discussed the British Expedition Society have suggested a trip for students.

**The Board noted the CEO update and acknowledged a number of reflections for the Board in September.**

## 8. **Finance & Audit Committee Summary**

*SG left the meeting*

The report covers the points of the Finance & Audit Committee meeting. TS summarised the decisions that the Finance & Audit Committee had requested from the Board. AB explained the report was produced ahead of the meeting minutes and details the assurance gained by the Committee in order to make recommendations to the Board. AB invited feedback on the format which could be utilised by the Education and Safeguarding Committee to provide consistent reporting.

*SG returned to the meeting*

AB summarised the content of the report which illustrates the questions asked by the Finance and Audit Committee and the level of detail the Committee had scrutinised the reports for the MAT, ACE Schools Plymouth and Courtlands. Repairs and Maintenance at Courtlands needs to be added to the Risk Register along with the mitigating actions being taken. A proforma for school protocol had been requested and provided to manage surplus funds, strategy and scalability. AB asked if the changed requested at the Finance & Audit Committee Meeting had been implemented. PT confirmed they had. CH added that the protocol covered the budget and any surplus/expenditure. This will enable each Head Teacher to manage their budget cycle. PT was asked if he had anything to add. PT responded that there nothing in addition to the report and appendices. AB asked what provision there was for Ruth Westwood to continue as acting head in the budget. PT advised that the CEO salary was included in the MAT budget for SG and the ACE Schools Plymouth budget carried the Head Teacher salary.

In the 2016/2017 audit there were 5 internal controls identified. In the 2017/ 2018 there were 3 which were all minor. PT provided the Finance & Audit Committee with the directive letter from Lord Agnew. Some auditors have responded that they are not responsible for the management of an organisations accounts. An external audit is not a full review. St asked if this letter had been sighted and discussed by the Board previously. PT confirmed it was presented at the AGM in December but was being reviewed in order to 'close the loop'.

TS asked the Board if they accepted the reports and recommendations from the Finance and Audit Committee.

**The Board accepted and approved the 3 recommendations and 2 actions.**

## 9.. **Trust Dashboard**

The Board reviewed the Dashboard Report and KPIs. This included the ACE Schools Plymouth progress for Term 5. The Term 6 data is being collected. PW reminded the Board the Courtlands data was collected 3 times a year whereas ACE Schools Plymouth collect 6 times. The actions identified are areas which have dropped below national targets of ACE's own KPI targets, Courtlands have made progress in all areas. Staff sickness absence is improving although due to the high level of sickness at the start of the year, Courtlands will not be

able to meet the Trust target. HR continue to monitor this. Progress was down but is now strong. PW is working with Courtlands on this in progress meetings. Health & Safety details have been added to the reports and refers to RIDDOR incidents.

**ACE Schools Plymouth**- Term 5 progress shows improvement in English. Previously there was a dip but the action shows a positive impact. Maths progress is down. Further analysis is taking place as this has occurred across the board and does not appear to be linked to a specific group. The English, Maths & Science departments are working together to try and determine a pattern. The progress tracking has been more rigorous over the year. Internal moderation has taken place as well as external moderation with the maths hub to find out why although it may be down to the current cohort. ST asked what data collection system was used. She was informed that it was a bespoke system where students are assessed when they join the school to establish a baseline and then set a target. The comparisons are made cohort to cohort rather than term to term as the cohort is continuously changing. ST asked how long students remained at ACE on average. PW advised that Key Stage 3 and Year 10s are usually on roll for 3-12 weeks. If a student joins in Year 11 they usually remain until the end of the academic year. **Action 7:** The MAT Executives will provide ST with details of the various bases/provisions as the structure is quite complex. This will also be provided to any new Trustees. ST asked if the Board would challenge the improvement of the areas in red. PW advised that the Fixed Term Exclusions (FTE) were up and being reviewed by SLT and the LGB in more detail. FTE contributes to 1% of non-attendance however the number of FTEs has increased, although the length of FTE has reduced. PW advised that students would not be sent home if they were having 'a bad day', they only left if they had been given a FTE. TS asked the Board if they were satisfied with the interventions on the items in red. The Board confirmed they were.

**The Board acknowledged and accepted the Dashboard Report.**

10. **Review of Performance**

The review applied to all staff in the MAT. NJC appraisals are due to be completed by the end of the year. Teacher appraisals have been completed. Staff are tightening up on probationary reviews and all staff are on Bluesky. There is some crossover of information in the review report and the KPIs. Lesson observations take place throughout the year. Some lessons have been learned during the year and improvements are being made to standardisation. The Board asked if this was scalable. It was confirmed that it was and covered Early Year Foundation stage (EYFS) below P level through to 16 year old GCSE students. Some of the training was missed off of Bluesky from the start of the year. This has been rectified for ACE Schools Plymouth. Improvements need to be made on recording the CPL costs as Bluesky does not link with a financial system. CH distributed the 'People Strategy' document which is linked to the core value. A working party is being established to create an offer to staff in all roles. **Action 8:** CH will produce a document outlining the vision and present this at the extended September meeting. The Board asked CH if he was happy with the Bluesky system. CH confirmed he was, that is was very adaptable and the providers have added a MAT site to include quality assurance monitoring and reporting. TS asked if Bluesky was scalable which CH confirmed it was.

11. **Governance Review**

New Trustees are required as numbers are low. The formation of the Education & Safeguarding Committee has been agreed and the work plan/scheme of delegation updated in preparation. The Board discussed whether to adopt these now despite not having enough Trustees to form the committee or defer this until the Committee could be formed. AB raised the concern of committing to work plans and delegating authority to a Committee which does not yet exist. ST advised that as the Board were actively seeking to recruit new members, the Board adopts the revised work plan and Scheme of Delegation as to not do so would present that Board are not aware of the additional responsibilities contained within.

**The Board decided to note the draft versions of the revised work plan and scheme of delegation which includes the Education and Safeguarding Committee but defer the implementation of it until the Committee could be formed.**

The Board were advised that they had 3 potential Trustees come forward from Academy Ambassadors and TS had approached 8 personal contacts. The RSC and NSC are promoting Trusts obtaining educational input from other Trusts. This would need to be a Trust geographically separate but RSC and NSC will be approached for guidance.

12. **Policies**

CH advised the Board that there had been a number of policies created as result of the implementation of GDPR. The policies have been produced by Sapphire Consultancy Ltd which allow us to insert our information. A number of the policies had to be implemented as a matter of urgency so have been displayed on the website as a draft version until adopted. TS asked if the MAT was happy with the work and advice from Sapphire. CH confirmed they were and that in the capacity as consultants, Sapphire were the DPO for ACE MAT. They have provided staff training and supported freedom of information and subject access rights requests.

**Accessibility Policy and Plan-** Beccy Woods is overseeing this piece of work and is creating an action plan of the outcomes and RAG rating them. PM asked who was responsible for the project management. CH advised that the Trustees were ultimately responsible however the MAT Executives and Beccy Woods would be undertaking the day to day running of the project. **Action 9:** Updates on the accessibility policy and plan works to be included in the agenda as a standing item. AB asked how the project had been linked to the budget. CH advised that the reports came in at the time that the budgets had to be produced. Beccy Woods will be consulting with Head Teachers over what items carry the highest risks and what budget is available. This will be added to the risk register in October 18.

**Lockdown and Emergency Evacuation Procedure-** This is a new policy. PM asked if the checklist mentioned had been created. CH advised that it had not but was part of the work plan and staff will need to be trained in the process once it had been adopted. The Board requested the policy to include a list of key contacts. It was agreed that the LA telephone tree would be included. **Action 10:** Include LA telephone tree in the Lockdown and Emergency Evacuation procedure.

The workload of creating the policies has now been spread across 4 members of staff as well as CH. The ACE Schools Plymouth Attendance policy had been updated and the (Personal, Social and Health Education (PSHE) policy was a new policy created by Emma Tompsett the Head of Department. **Action 11:** The Board requested that full word accompanied the abbreviations on the policy titles.

CH suggested due to the vast number of policies, that these should be presented to the Education and Safeguarding Committee or Finance and Audit Committees as appropriate for scrutiny. They can then make a recommendation to the Board. AB asked if this was covered in the Terms of Reference. PW confirmed they were.

**The Board accepted this proposal and adopted the policies they were presented with except the Intimate Care Policy for Courtlands which was deferred to the next meeting.**

13. **Feedback HR Disciplinary Hearing**

This item was covered in Reserved Business

14. **LGB Reports**

Received and acknowledged

15. **AOB.**

*(Items should be generally lodged with the clerk at least **48 hours before the meeting**).*

AB raised was around due process of key appointments. She wanted to clarify when appointments went from interim to permanent, to ensure that these were considered and not just drifted in to. The example she gave was that of the CEO and Head Teacher roles which were separated out on an interim basis, in response to Sarah being so heavily involved with SCT. AB's questions are; when is it decided whether Ruth's appointment becomes permanent or not, what are the terms and conditions and job descriptions? She asked whether provisions had been made in next year's budget for these roles to continue as they are which she was advised they had been.

AB was advised that the requirement for a new Head Teacher was part of the business plan for the SLT restructure. This was delayed as an appointment couldn't be made however with the work coming up with SCT, the decision was made by the Board to split the CEO and Head Teacher roles on an interim basis.

AB raised the question as to whether SG was on a CEO contract. SG advised she was not as she was on Teacher's Pay and Conditions. SG added that this had not be raised by the other Trustees at her appointment as, if it had been, they would have been required to review her pension options and succession planning.

**Action 12:** AB requested an audit trail of the above decisions so as to have assurance that the correct process had/is being followed with regards to key appointments

## 16. Reserved Business

### Actions Arising:

**Action 1:** CR to chase AW's written resignation.

**Action 2:** SG & TS will draft an email advising the LGB members of the survey and the timescales for completion. This will be forwarded to the clerk for circulation. SG will call JW and ensure she is also aware and available to complete the survey this week.

**Action 3:** PT will circulate the scope of the work agreed with Bishop Fleming under the Governance Review which included a conclusion, a report and an action plan.

**Action 4:** Finance & Audit Committee to set up monthly meetings to review the progress of the actions identified from the report.

**Action 5:** All Trustees will contact ST and provide any additional contact information and holiday dates when they will not be available.

**Action 6:** SG will circulate proposed dates for an extended Trust Board discussion.

**Action 7:** The MAT Executives will provide ST with details of the various bases/provisions as the structure is quite complex. This will also be provided to any new Trustees.

**Action 8:** CH will produce a document outlining the vision and present this at the extended September meeting.

**Action 9:** Updates on the accessibility policy and plan works to be included in the agenda as a standing item.

**Action 10:** Include LA telephone tree in the Lockdown and Emergency Evacuation procedure.

**Action 11:** The Board requested that full word accompanied the abbreviations on the policy titles.

**Action 12:** AB requested an audit trail of the above decisions so as to have assurance that the correct process had/is being followed with regards to key appointments

### Pending Items:

Item	Date Added (meeting date)	Review Date
Terms of Office – length of service		
Policy review		
Trustees meeting dates		
Trustee Work plan		

### Dates of Future Meetings:

Wednesday 10 <sup>th</sup> October 2018	18.00-20.00
Wednesday 12 <sup>th</sup> December 2018	18.00-20.00 (AGM)
Wednesday 6 <sup>th</sup> February 2019	18.00-20.00
Wednesday 15 <sup>th</sup> May 2019	18.00-20.00
Wednesday 10 <sup>th</sup> July 2019	18.00-20.00

### Board of Trustees:

Dr Tim Searle	<a href="mailto:tim.searle@acemat.uk">tim.searle@acemat.uk</a>	Chair
Mr Peter McDonnell	<a href="mailto:peter.mcdonnell@acemat.uk">peter.mcdonnell@acemat.uk</a>	Vice Chair
Mrs Annette Benny	<a href="mailto:annette.benny@acemat.uk">annette.benny@acemat.uk</a>	Trustee
Mrs Joan Watkins	<a href="mailto:joan.watkins@acemat.uk">joan.watkins@acemat.uk</a>	Trustee & Chair of ACE Schools Plymouth LGB
Mrs Sue Bickle	<a href="mailto:sue.bickle@acemat.uk">sue.bickle@acemat.uk</a>	Trustee & Chair of Courtlands LGB
Sarah Gillett	<a href="mailto:sarah.gillett@aceschools.net">sarah.gillett@aceschools.net</a>	CEO of ACE Schools Trust