



never give up.

Trustee Meeting Minutes

Wednesday 12th December 2017
5pm-7.30pm

ACE Schools MAT

Jurys Inn, 50 Exeter Street, Plymouth PL4 0AZ

TRUSTEES IN ATTENDANCE:

Dr Tim Searle – Chair of Trustees
Mrs Sarah Gillett – CEO
Mrs Annette Benney
Mr Gavin Gracie
Mr Peter McDonnell
Mr Denis Parsons.

IN ATTENDANCE:

Mr Adrian Kemp – Member
Mrs Wendy Hannon – Member
Mrs Michelle Thomas - Member
Mr Chris Humphries - Director of Performance ACE MAT
Mr Paul Turner - Director of Finance & CFO ACE MAT
Mr Paul Winterton - Director of School Improvement
Mrs Andrea Chick – Clerk to the Trustees/Administrator ACE MAT
Miss Jasmine Donaldson - Apprentice Administrator ACE MAT
Mr Duncan Leslie – PFK Francis Clark.

Signed:

Date:

ACE MAT Board of Trustees Meeting | Wednesday 12th December 2018 | 5pm – 7.30pm

1. CHAIRMAN'S INTRODUCTION

The Chairman welcomed everyone to the meeting and reiterated how important ACE Schools MAT are to the wellbeing of the children. The Board said goodbye to Joan as a Trustee but hopefully she will be joining as a member. **TS** thanked everyone for all the hard work that had been undertaken over the last year.

2. APOLOGIES

Mr Andrew Dunkley.

3. VERBAL DECLARATIONS OF INTEREST

None.

4. APPROVE THE MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES 10TH OCTOBER 2018

It was **RESOLVED** that the minutes of the meeting of the Board of Trustees held on the 10th October were confirmed and signed as a correct record.

5. MATTERS AND ACTIONS ARISING FROM THE MINUTES OF THE PREVIOUS MEETING

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

ACTION 2: **AB** to report whether CEO procedural issue now resolved. It was confirmed and noted that Wolferstans had advised on the HR processes required for the business case and as such there is assurance in terms due process. **COMPLETE.**

ACTION 3: **PW** to produce a timeline for the board of proposed work plans with key decision dates using Francis Clarke's due diligence pro-forma for ACE Tiverton. **Agenda item 12.**

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

ACTION 5: Board agreed **PW** to amend the terms of reference to say Assure or Assurance for clusters. **COMPLETE**

ACTION 6: MAT Exec to reply to Courtlands LGB and Headteacher following LGB report. **COMPLETE.**

ACTION 7: PW to actively recruit Educationalist specialist and agree dates for meetings with **DP** and **GG** for Education & Safeguarding Committee. **ONGOING.**

It was **NOTED** that the volume of reports to be reduced substantially for future meetings.

GG asked that as a point of Governance, where there are actions arising could it be minuted that someone takes responsibility for a time frame.

ACTION: ALL to ensure that any actions under their remit are completed within the set time frame.

6. CEO UPDATE

6.1 **SG** apologised for the additional update and advised that the Tiverton items will be addressed at agenda item 12.

6.2 Plymouth Studio School update is Plymouth CC support the notion but do not support it financially. **The ACE Trustee's** advice is to respectfully communicate with Plymouth CC and DoE that we will stay morally with the proposal but until they can both organise funding between themselves, ACE will not spend any more time or money on the project. **SG** feels that the risk is too great at the moment until a funding stream has been agreed.

6.3 **GG** asked about Connie Rothman Charitable Learning Trust and if ACE have any funds in the business plan to cover the proposal. **PT** has completed a day's due diligence and there are no assets or liabilities which makes this a low risk, with the higher risk being in the future. He will write up a formal report as soon as possible with the end of February/beginning of March as a possibility for the Board to look at this further.

6.4 **TS** asked about the Barnardo's report. **SG** always thinks it's worth doing something meaningful around weaponry and gang offences. This is very topical at the moment with the many deaths of young people and how it affects the victim and the perpetrator. It means that ACE can get involved with legacy work, fits in well morally and both delivers intervention and the post traumatic intervention which is really important for ACE. Barnardo's have the resources and both organisations are known to each other with the best of ACE's knowledge around education and the best of Barnardo's knowledge eg the U Turn project. **SG** advised that the plan is to moderate for the South West and Plymouth with a launch around Easter 2019 using one of ACE's smaller sites for delivery. The project will stay in Plymouth and

possibly St Austell up until July 2019, and the government want to keep the profile high with a South West roll out in September 2019 which will run for a year, and by 2020 a successful delivery nationally. By February **SG** will give a more scoped out plan of delivery for consideration by the Board. **SG** asked for any support and assistance by the Trustees.

It was **RESOLVED** to note.

7. FINANCE & AUDIT COMMITTEE UPDATE

7.1 Report of F&A Chairman:

It was **RESOLVED** to note.

ACTION: PT to put a name and date on the top of the document for future reference.

7.2 ACE Schools MAT – Summary Finance Report:

The first couple of months the F&C had more detail to work with. We are slightly ahead of budget, with a small fluctuation around October which is not untypical for AP and monthly accounting. **PT** is working at the moment to finish off November as a set of management accounts which will give us an understanding of where the year is going.

It was **RESOLVED** to note.

7.3 ACE Schools MAT – October 2018 - Management Accounts:

It was **RESOLVED** to note.

8. FINANCIAL STATEMENT 31ST AUGUST 2018

PT and Duncan Leslie from PKF Francis Clark

8.1 Audit Completion Report – PKF Francis Clark:

The audit had gone extremely well with nothing to complete other than the administrative items. Other points were:

- a. Section 3: Auditors are required to look at income recognition in particular deferred people premiums which are received in arrears. These were in the wrong quarter so two adjustments were required. The DoE references the financial year as

September to August rather than the financial year but this will be put right next year. **DL** had made **PT** aware that pension contribution payments will be going up in the next financial year.

- b. Section 4: Reclassification of some budget lines.
- c. Section 6: Couple of points carried forward from previous year eg internal control points.

The Audit Completion Report now goes to the F&A committee who after considering will recommend approval to the Board.

8.1.1 Questions for Duncan Leslie:

1. Reserves Policy: This came up at the last AGM so questions will be taken now. ACE have had a very generic reserves policy in the past and the question has been raised on several occasions including at the F&A committee. Perhaps we should have a more detailed and targeted policy, rather than restrict to an absolute formula which can impact on other things and would be better to meet driving principles.

DL responded that a cash policy is more important than a reserves policy. Favourite reserves policies are those that set a number of months of non-discretionary spends which is very individual for each organisation.

PT reported that the F&A committee will be reviewing this in the future. **AB** has had experience of establishments being looked at favourably if they have a good level of reserves. **SG** advised that you have to be careful as you don't want to be seen to have too much money in the bank but there is no particular guidance on this. ACE's cash balance includes the capital receipt for Courtlands which is committed funds, the rest is approximately a month of total operating costs and a month and a half of staff costs, depending on agency staff costs which is high. **DL** is happy with ACE Schools MAT's level of reserves. **AB** asked what the actual risks are regarding reserves and the solvency of the Trust. **GG** advised that the risk is around income from funders against outgoings but the Trust is a different set up from other businesses. **MT** asked from a reserve point of view, is there anything else that needs to be considered in the reserve other than salaries and running costs. **DL** advised that it's there for any overspends.

DL advised that the members should accept the Audit Completion Report as it is a resolution for the Trustees not for the members.

8.2 Letter of Representation:

This is a routine transactional document with no significant representations.

8.3 Ace Schools Mat - Financial Statement 31st August 2018:

It was **RESOLVED** to receive and accept the Audit Completion Report 31st August 2018, the Letter of Representation and the ACE Schools MAT Financial Statement 31st August 2018.

The Board thanked Duncan Leslie and he left the meeting.

Part One of Trustee Meeting Concluded at 17.43

ACE MAT Annual General Meeting - See separate minutes.

Part Two of Trustee Meeting Resumed at 18.10

9. TRUST KEY PERFORMANCE INDICATORS (KPI) REPORT

9.1 KPI Report December 2018:

PW has added a few metrics that are happening operationally to address the metrics which aren't looking so good. The Plymouth Cluster committee meeting is tomorrow to look into these and in the future the Education and Safeguarding committee will also be receiving the KPIs.

AB queried the maths progress as being identified as an issue with plenty of focus. She asked what is the plan and how long are we going to give it? **PW** advised that Courtlands School do their data collection three times a year which will be next in March 2019 by which time these actions will have had an impact.

GG asked about staff absence and if it is a long term problem with teaching staff absence and leave of absence for non-teaching staff, and is there an ethos problem or an individual problem. **PW** said that re the teaching absences there is only a small cohort of workforce then one person being off will affect the figures. One absence was work related and they have now returned to work and one was a personal illness so is not a culture. Policies and Procedures are in place to cover staff health and wellbeing. Leave of Absence and Managing Absence Policies have now been changed to be able to take action against the long term absences and support the staff.

It was **RESOLVED** to note.

9.2 Trust KPI Dashboard:

It was **RESOLVED** to note.

10. GOVERNANCE

10.1 Scheme of Delegation:

The Plymouth Cluster have now formed and had an initial meeting with Adam Michie-Carr was elected as Chair; the first meeting is being held tomorrow with a structure behind them. **AM-C** will provide a report structure to the committees and the Board. The Terms of Reference state that the main committee will approve any recommendations of the Cluster meetings by email so that it can be passed up to the Board as soon as possible. Communication is key to the smooth running of the Trust.

11. POLICIES

11.1 **CH** advised that the policies which are non-statutory have been taken to the committees and CEO where there have been significant changes. The Scheme of Delegation now matches all of the committees, clarification and standardisation of language and makes sure that all the policies in place have been agreed and are in the S of D. Statutory guidance from the DoE says that statutory policies need to be approved by the Board and the non-statutory policies can be approved by committees and CEO. **AB** thinks that it is really important to be clear in the reporting from the committees with transparency and accountability at all times.

It was **RESOLVED** that the modifications of the policies be approved.

11.2 Policies Matrix:

This was written side by side with the Scheme of Delegation which is a programme of work with the ability of being able to roll out across all of ACE schools.

It was **RESOLVED** that the Policies Matrix be accepted.

Action: **CH** to look at the red Courtlands item for the next Board meeting.

12. ACE TIVERTON SPECIAL SCHOOL

12.1 **SG** updated the Board on the timeline of Tiverton School and progress so far around the 'tendering' process. By the end of January the Board of Trustees need to ensure that they are morally encompassing the project so that **SG** and **TS** can

sign the funding agreement at the end of February. Once this is done the school will become legal and compliant. A portfolio will be issued to each member including everything that is involved in the whole project as well as the consultation documents. **SG** is planning for a one-off Board meeting with a one item agenda in the middle of January to discuss fully and to make decisions before **TS** signs the funding documentation. **TS** considered that the portfolio is an excellent idea. **AB** said that the Trustees need to feel happy with the decisions they are being asked to make on the school and to ensure that the business remains resilient. They need to challenge decisions if necessary and be able to explain the final decision of yes or no.

12.2 Report Summary – Tiverton Special School – Project Plan:

A Q&A session was held around the Project Plan. Jasmine Donaldson, Apprentice Administrator will draw up a paper with the Q&As and circulate to the Trustees and Executives.

12.3 A number of documents have been received and noted.

12.4 Any further questions to be sent in to **SG**, **AC** and **JD** by Tuesday 18th December and **SG** would like the portfolio to be sent out by the end of term and proposals for dates for the one item agenda meeting to be held mid-January. A first draft document will be completed by the 21st January 2019.

Action: Trustees to put a layover on the report/plan that was provided by an external source.

13. RESERVED BUSINESS

None.

The meeting closed at 19.33.

Pending Items:

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

DATES OF FUTURE MEETINGS

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

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ACTIONS BOARD OF TRUSTEES MEETING 12TH DECEMBER 2018

Minute Number	Action	Who	Date to be completed by
5. Matters and actions arising from the minutes of the previous meeting.	To ensure that any actions under their remit are completed within the set time frame.	ALL	As soon as possible.
7. Finance & audit committee update.	To put a name and date on the top of the document for future reference.	PT	Ongoing.
11.2 Policies.	To look at the red Courtlands item for the next Board meeting.	CH	Next Boarding Meeting 6/2/19
12. Ace Tiverton Special School.	Trustees to put a layover on the report/plan that was provided by an external source.	Trustees	As soon as possible.