



never give up.

Trustee Meeting Minutes

Wednesday 13th December 2017
6pm-8pm

ACE Schools MAT, Bretonside

Trustees:

Dr Tim Searle	Chair
Mr Alastair Wright	Vice Chair Elect
Mrs Sarah Gillett	Trustee, CEO & Head Teacher of ACE Schools Plymouth
Mrs Joan Watkins (By Phone)	Trustee & Chair or Governors ACE Schools Plymouth

In Attendance

Mr Adrian King	Member
Mrs Annie Singer	Member
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
Mr Duncan Leslie	Francis Clark

1. **Chairman's introduction**

TS welcomed the Trustees, Members and attendees. TS requested for the purposes of clarity, that the Members identified themselves by a show of hands. The Trustees then did the same. TS reminded all those present that during the Trustee meeting, only vote carrying Trust Board members would be able to vote on any recommendation. During the AGM, only the Members would be able to vote on any AGM business. Everyone present confirmed that they understood the roles all those present undertook.

TS asked if there was any A.O.B?

The Board confirmed there were none.

TS took the opportunity to express to the members the hard work undertaken by all the staff within the Trust during the year. He expressed his thanks to all of the staff.

JW joined the meeting via conference call.

2. **Apologies.**

Anette Benny

Accepted

Peter McDonnell

Accepted

Sue Bickle

Accepted

3. **Verbal declarations of interest.**

None.

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

Approved

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

ACTION 1: SG will provide timings for the various Christmas Fairs.

ACTION 2: CR to create a Policy Index

ACTION 3: Remuneration Committee to visit Derrys Cross and feedback to the Board (TS/PM/AW)

ACTION 4: The terms of reference to be amended and circulated (PW)

ACTION 5: CR to circulate the revised meeting dates for Trustee/ Finance & Audit Committee

ACTION 6: AB will circulate information on learning from governance of Trading Subsidiaries

TS confirmed that all actions arising from the previous meeting had been completed.

6. **CEO Update.**

Beaufort Care Group: SG had a conference call with Lord Agnew (Under Secretary of State for Education) who agreed with the DFE for ACE to undertake work with Beaufort Care Group and also AP in the wider area. However, they felt that to establish this as a Trading Subsidiary was not the appropriate vehicle and that the service should be a satellite base of ACE Schools Plymouth. This would ensure that the service was aligned with the Trust, that this would provide transparency and accountability. Lord Agnew requested that communication continued throughout this venture as it was a new endeavour which had not been previously attempted. A Policy Statement which they will be sending over. This will also be sent to the RSC in the South East and South West for them to have sight of and agree the proposal. This should occur around January 2018. Work will also be undertaken on a significant change plan form, detailing what we are intending to do and how we intend to make it happen so as everyone has a clear understanding. If all goes to plan, recruiting and sourcing new

premises will begin in January 2018. Both will need to allow for quick growth. Other Commissioners (Poole/Dorset) are also interested in purchasing AP from ACE.

Today SG had been in Cornwall meeting with the LA to review the work ACE has undertaken. They are very pleased and have given us a further 4x commissions for high needs students. They feel ACE is now established in AP within Cornwall. The LA are undertaking an external review of the AP in Cornwall. They have asked ACE to participate which SG has agreed. The Acorn service level agreement expired last year although this has been extended. The work will take a few months so Schools Forum will be advised of need around April 2019.

Lucy Gordon, Assistant to Lord Agnew, has been in contact with regards to supporting Schools Company (Devon) following an inspection of Devon Central. There were concerns, particularly in regard to KS4 where parents had to attend in the afternoon and students were sent home ACE Schools Plymouth have been asked to step in immediately and have been named as the school improvement partners in a warning letter to Schools Company. ACE Schools Plymouth are committed to help as this is the ethos of the Trust and are flattered have been chosen to assist. A service level agreement is being drawn up with solicitors which the RSC will be required to sign by the end of the week. In order to make a significant impact, ACE Schools Plymouth will be requiring full autonomy. There has been a financial notice to improve, PT & PW are leading on a reclaim of costs, so is being undertaken very much as a team approach.

SG, PT CH & PW are visiting Bath to tender via Pro Contract. ACE Schools Plymouth have done very well with their application so far but are using this more as a learning exercise. This is for AP work in Bath & Somerset although, if won, would not be immediate. They are looking for a provider who can cover all aspects of AP including hospital. Currently ACE are the only tender who already conduct this service. If successful, work would start September 2018.

Following the meeting and agreement of the Remuneration Committee, the job description for the Head teacher position of ACE Schools Plymouth will be put straight to external advertisement in January 2018. This will allow both internal and external candidates to apply for the role, with an aim for the successful candidate being in a position to stand up from September 2018. This will also allow time to consider Senior Managers of the bespoke provisions, similar to that of a Head of Sixth Form in mainstream. They will be able to provide support to the new Head Teacher. SG will provide a further update in the next meeting.

The S19 review has taken place. A business case will be presented to the Remuneration Committee and then presented to the Trust Board.

Questions

JW: Who will be responsible for the Governance for the provisions in Bournemouth, Bath, Somerset and Dorset?

SG: It will come under ACE Schools Plymouth although the DFE have suggested setting up Local Governing Body Committees local to each base which includes local community members and colleagues.

JW: Where will the head Teacher position be advertised?

SG: We will do at least 1 months advertising nationally via the web, TES and the Guardian. We may also approach a Head Hunting agency specialising in SLT Recruitment.

7. Update from the Director of Finance

TS confirmed with the Board that they had all read and were familiar with the finance papers, which they had confirmed they had. PT summarised the report for ACE Schools Plymouth and drew the Board's attention to the deficit in month 2. PT provide some narrative on what the cause of this was which included; pupil numbers, funding requests, invoice the top-up funding from PCC, preparation for commissions out of area, invoicing, the review of S19 has identified a loss of £20k. A lot of time has been dedicated to investigating and actions have been implemented as a result. This will be reviewed after the November accounts.

Questions

AW: Do you recognise the outstanding funds from PCC?

PT: We are assuming that we will only receive the £4.2k standard top-up until the exceptional banding of £12k is agreed.

JW: What is causing the loss on Outreach?

PT: There are a number of factors, which will be detailed further in the Business Plan.

TS asked in the Board were happy to accept the finance papers?

The Board confirmed they accepted these reports.

8. **Financial Statement 31st August 2017**

PT introduced Duncan Leslie from Francis Clark. PT directed the Board to the financial statements in particular; Page 6- Trustee and strategic report summarising the year with regards to growth and restructure.

Page 8- The financial review gives a narrative of what's happened in the year from a financial perspective.

Page 23- GAG funding/unrestricted interest funds trading performance in the year i.e. the management accounts.

DL confirmed that the letters were all taken from generic templates. He highlighted:

3.1 Revenue/Fraud- nothing to note, had been deemed 'clean'.

3.2 Continue to keep an eye on cash flow on a month to month basis.

Questions:

AS: Should we be looking at cash flow as an ongoing concern?

DL: You should consider it from the perspective as do we expect you to still be trading in 12 months' time? The report states yes but that you should continue to monitor.

AK: Is the report based on as ACE currently stands or does it take into account new ventures?

DL: It is as ACE stands today.

CH: With new ventures we are requiring the cash upfront to reduce the risk.

3.3 Regularity- This states that the accounts are a true and fair reflection. This has been deemed as 'clean'.

3.4 Pensions- you have no control over the Pensions, nothing further to note.

3.5 New assets transferred in, no cash adjustments or adjusted difference. The unadjusted amounts are not material enough to change the accounts.

The internal control findings and responses. These 2 items are perfectly normal.

The Board accepted the financial statement and letters from Francis Clark.

TS signed the financial statement.

DL signed the financial statement.

Part One of Trustee Meeting- Concludes.

ACE MAT Annual General Meeting- See separate minutes.

Part Two of Trustee Meeting- Resumes.

9. **PCC Funding Update**

TS The issues with the top-up funding from PCC are ongoing. The MAT Executive team have made good progress but there is still no full resolution. TS has been in contact with Judith Harwood. Work had been done with ACE regarding the descriptors in July 2017 which both ACE and the LA agreed to. However, there are discrepancies in the manner in which the descriptors are understood and funded. ACE have tried to clarify how the descriptors are being applied and are trying to adapt to work to them but only around 50% are being granted. The approach from the LA seems to be that base funding should cover 100% of costs which is not recognised nationally or locally. ACE have quoted national guidance. The LA changed documents without

consent, they don't agree with the national guidance and maintain their position. When TS contacted Judith she said she didn't want there to be any conflict. She is arranging a meeting with TS, PM, PT & SG to meet in January 18. Jo Siney is also due to meet with SG informally. Judith has told Tim she wants it to work and wants to understand the descriptors in good faith.

Questions

TS: Would a further meeting be any different to any previous action taken by the Executive Team?

CH: It is a step on the way but the longer the discrepancy continues the greater the deficit.

SG: I have spoken informally to Rebecca Ledger and Sarah Rusby and explained the negative impact this was having on the team.

TS: Would Sarah Rusby be willing to attend this meeting as a mediator?

SG: I will enquire as they have advised they will support where possible.

10. **Latest DFE/ EFSA Governance Documents**

Circulated as per ESFA suggestion.

The Board acknowledged receipt of them

11. **Update of Governance Review**

The Board agreed the updated terms of reference. They discussed the vacancies within governance which totalled 1 new member (this would need to be agreed with the DFE). The recommended number is 5. At least 1 new Trustees, the recommended number is 10 and larger numbers will be requires to support any further committees. Skill gaps will also need to considered, for example HR/Finance. Both ACE Schools Plymouth and Courtlands are in need of more community members. It was agreed that as it was unlikely that any governance changes would take effect until September 18, that the LGBs were able to take on new members.

The Board discussed an external governance review which is considered best practice to undertake annually. This is normally conducted Trust to Trust but there is no fixed protocol. PW will investigate this further.

12. **Trust Key Performance Indicators (KPIs) Report**

PW summarised the KPI report. The data will be cumulative. PW explained the introduction of the reflection unit in St Budeaux to assist in reducing the number of fixed term exclusions. ACE Schools Plymouth will be liaising with Courtlands as their SEN exclusion are much lower.

13. **Trust Briefing Paper of Policies**

CH summarised the policies with regards to branding for the MAT and individual schools. He confirmed that the policies do not need to be reviewed annually but as required, with an update log being added inside.

The Board agreed to the updates of the polices for ACE Schools Plymouth, Courtlands and the MAT.

14. **LGB Report**

The Board acknowledged receipt of the LGB report for ACE Schools Plymouth.

15. AOB.

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

16. Reserved Business

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 17 th January 2018	18.00-20.00
Wednesday 21 st February 2018	18.00-20.00
Wednesday 21 st March 2018	18.00-20.00
Wednesday 25 th April 2018	18.00-20.00
Wednesday 23 rd May 2018	18.00-20.00
Wednesday 20 th June 2018	18.00-20.00
Wednesday 18 th July 2018	18.00-20.00

Board of Trustees:

Dr Tim Searle	tim.searle@acemat.uk	Chair
Mr Peter McDonnell	peter.mcdonnell@acemat.uk	Vice Chair
Mr Alastair Wright	alastair.wright@acemat.uk	Vice Chair Elect
Mrs Annette Benny	annette.benny@acemat.uk	Trustee
Mrs Joan Watkins	joan.watkins@acemat.uk	Trustee & Chair of ACE Schools Plymouth LGB
Mrs Sue Bickle	sue.bickle@acemat.uk	Trustee & Chair of Courtlands LGB
Sarah Gillett	sarah.gillett@aceschools.net	CEO of ACE Schools Trust