

# Board Of Trustees Minutes

Date Of Meeting	Wednesday 15 <sup>th</sup> June 2016
Venue	ACE Schools, Bretonside   Training Room
Time	18:00 – 20:00

**Present:**

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



## 1. Apologies

Received from Peter McDonnell and accepted.

## 2. Chairman's notes | TS / SG (5 mins)

Reflected on the 2 year term and looking forward to future.

Chair met with Sarah and Paul – asked question on what was wanted from trustees – as there is an aspiration and ambition with this board.

One of the things that Sarah wants from us, is commercial thinking innovative, moral values support. Meaning there is always a business agenda that we have to deal with, but sensed that there is room for creating space to be able to 'leaf kick' i.e. free running with ideas and be more creative and problem solving.

The Chair likes lists and to be able to categorise things, as such there will be an area on the agenda for Pending Items - for things that we have discussed and parked, that is something to think towards in the future ... i.e. a sentence with a date to re-address. This will build as we move forward.

In terms of trustees and terms of office – collective view, with this being new, things will change and get exciting. By giving a term of office of a certain, undetermined, number of years could restrict, so maybe not have that yet and re-look after a year when we see how things go.

### **Trustee**

Good idea, for instance if a particular trustee doesn't bring enough to the table they are allowed to be fluid and move on.

### **Head**

**ACTION 1** - We will check the Articles of Association for terms of office.

### **Chair**

Are we happy to look at this in June next year?

### **Board**

Yes

**ACTION 2** – Subject to results of reviewing the Articles of Association - Please add this as a 'Pending Item' to be looked at again in June of next year (ref: 15/06/16 – Item 2 Action 2)

### **Chair**

Aspirational / fulfilling role and huge opportunity to grow and develop, making this a model board of trustees. Yes mistakes may happen but let's go forward

### 3. Verbal declarations of interest

- i. Outstanding / completed declarations of interest forms to be handed to Clerk at start of meeting

No outstanding declarations of interest forms.

No verbal declarations expressed for this meeting.

### 4. Approve minutes of the previous meeting

Approved, signed and dated by Chair.

#### 4.1. Comments on content / presentation invited from the table:

- One point – why not name instead of Trustee / Chair etc... what if there were a legal point and you would not be able to prove who said what... Given the case law Lehmans and personal liability of directors).
- **ACTION 3** – clarify with Karen Powell / Wolfestons.
- A protection there if the names are in place.
- All happy if names are published and then placed on the website.
- Part II would never be published on the website.

Very comprehensive record of meeting.

### 5. Actions arising from previous meeting (10 mins)

- Item 2 - ACTION – Clerk – Check who needs to send disclosure form back – **Actioned – all now received.**
- Item 8 - ACTION – CLERK - Ensure this is a standing item on each agenda to review – **Actioned – Scheme of delegation is present on agenda.**
- Item 9 - ACTION – CFO – Diarise the renewal dates to give to Clerk to add in the agenda – **Actioned – may not be necessary as per update in financial report.**
- Item 11 - ACTION – Send the index of current changes to Trustees with material change index – **Actioned by Chris Humphries | Senior Deputy Head and sent out.**
- Item 12 – ACTION – CLERK - Too small to see some of the information, can it be enlarged please – **Actioned, where necessary A3 documents will be provided or the items will be on the big screen next to the board room table.**
- Item 13 – ACTION – CEO – Forward the document from Nick at Crunch and send out to Trustees – **Actioned – forwarded by clerk day after meeting (hard copy available from Clerk).**

**TS** - We have the report from Crunch – what would you like us to do with this?

**SG** - For your information – worked with Crunch for a couple of years. Nick from Crunch has come back with a few suggestions for the Mission Statement and with the new Stakeholders review (coming out in November). Any comments on the new website or the vision or if you would like to meet with him, please do let us know and we can arrange a meeting for when he is next in.

**JW** - Did we finalise the mission statement?

**SG** - CH is working on this and he is meeting with Crunch next week.

**AB** - This could form part of the leaf kicking area – this is what will give us our strength with the clarity.

### Policy Documents

**TS** - All signed by Chair and review by legal team – handed to Clerk.

Found a couple of things on how ACE works.

Trustees visiting was an encouraging document

**JW** - There should be a real commitment to visiting.

**TS** - Agreed – however in practical terms, what does that look like?

**SG** – The LGB is there to do the role which Joan has championed and done so well for many years. You will be trustees to not just Ace Plymouth, but also Courtlands and possibly a free school.

**IM** – If anyone has the opportunity to visit it's very important as it consolidates what we do.

**SG** – Agreed, it will help, but do not think you have to visit the school 'x number' of times during the year – essentially this is the role of the LGB.

**JW** – We need to be open and transparent – any schools that we take on the responsibility for – where they have sports days, Christmas fairs etc.

**SG** – The LGB, of any given school, is the area responsible for doing this and are more to be held to account to know the staff etc. The role of trustees is to run the business and not have to attend all items.

**AW** – For him personally, it will be nice to see how the school runs and to meet staff and students.

## 6. Scheme of delegation (10 mins)

- Keeping on the agenda to ensure there is nothing that needs a decision on. Nothing needed this week.

## 7. Update from the Head Teacher (15 mins)

- **Courtlands** have formally voted to join ACESchools MAT and are going through the conversion process.
- They have their own conversion forms to complete.
- A second form which we work with them – financial etc
- **ACTION 4** - PT and I will bring back a formal document of risk analysis.
- What you'll need to do, as trustees, is to send a letter to them to say that we are happy to support them.
- Hearts and minds – time booked for all staff to come together on how ACE staff felt and how the process works.
- **ACTION 5** - It would be good if our chair of Trustees could meet with their chair of Governors.
- Weekly meetings with both head teachers.
- We believe they are in the black financially, but we'll see when we get their papers.
- **Torbay** – deferred until July – DfE have said that the other sponsor is preferred currently, if Torbay prefer them DfE will run with them.
- **Free school** – SG and SENCo were at Exeter today with Director of SEN and independent schools – starting work with 3 children in next couple of weeks. Very positive, next week we see Cornwall, and will formally put in writing that they wish to commission us.
- DfE have had weekly updates and are happy
- Email of endorsement from schools commissioner
- CAMHS and The Terraces SH-D endorsed
- Running from Year 5 – Year 11 with 60-80 full time places for High functioning ASD.

- The LA do not want us provide post 16 - however Devon and Cornwall both want us too.
- The name is likely to be - **Palmerston Forts School**
- Premises will be worked out with DfE over next few months.
- About to start in the due diligence – Courtlands – Governors there are happy for us to use some of their land.
- **JW** – post-16 down the line, there is quite a lot of post 16 in Plymouth, but is it suitable?
- We have to work closely and this could be included in a future plan... i.e. open Sept 2017 and open post-16 2018.
- **Stakeholders review** due November – a set of few question please answer.
- **JCQ – inspector today**, all went well – we have one point to attend to before next year i.e. A Contingency Plan, for which a template can be found on the JCQ website.

## 8. Update from the Head of Finance (20 mins)

### 1) Overview of Finance Report Management Accounts and Finance Report documents from PT - Item 8 Appendix i / Item 8 Appendix i(a)

Questions / Comments from the table:

- Only April as yet and as we were still under PCC and a maintained school at the time.
- **AB – Q – with the staff costs being reduced is this seasonal, sickness etc?** A – less sickness, year 11 going at the end of the exams and therefore losing some of the mentors that have supported them – turning some to permanent.
- **JW – Q – Central costs cover?** A – Admin office costs i.e. stationary, IT
- Very clear and comprehensive
- **The red colour account approach?** A - Yes i.e. below the budget (also in %)
- **The accounting system is purely cash flow?** A - Yes the FMS system currently used for maintained schools and items are manually entered on excel.

**Board Unanimously Accepted**

### 2) Overview of Risk Register Update Report and Risk Register Item 8 Appendix ii / Item 8 Appendix ii(a)

- **TS – Q – All actions that are needed seem to have PT on to do?** Some of these will be assisted and done by Head ad SLT as we move forward.
- **AB – Q - What is the process to keep it live and updated and using as a tool?** A - SG - Having it as an item on SLT and on the agenda for Trustees (**ACTION 6**) SLT and L&M and who takes correct ownership.
- **IT strategy** – AB – cyber security have a chat with Giles Leatheren DELT
- **ACTION 7** - IT Strategy is being worked on, and hopefully will be brought to July's meeting.

**Board Unanimously Accepted**

### 3) Overview of Finance Update Item 8 Appendix iii

#### Part 1 – Trustee Indemnity Insurance

##### Questions

- **TS** - Are governors covered i.e. professional indemnity by the insurance? A - Yes

Recommendation is that we don't need to spend on further indemnity insurance and use the RPA.

#### **Board Unanimously Accepted**

#### Part 2 - Review of schools admin

- PA accepted gardening leave and will take redundancy – effective 22/7/16
- P/T admin at Dover elected to take redundancy – effective 22/7/16
- Confirmed with the other members of the team that the consultation has stopped so they were no longer at risk
- Will present the final outcome for approval

#### **Board Unanimously Accepted**

#### Part 3 – new Accounting System

- Would like to lead with PS Financials
- Negotiated 23% discount overall

##### Questions?

- AW - Recommended by KPMG usage.
- **AW** - Support and maintenance question – how do we know that Capita Sims can do this for PS financials? A – They have already hosted this for the last few years, but they have also taken on more staff from September to facilitate this. If it proves that it is doesn't work, we can always talk to PS Financials for the maintenance package.

#### **Board Unanimously Accepted**

## 9. ACE Schools Plymouth 'Local Governing Body' – update from Joan Watkins (10 mins)

- Had hoped to have members signed and in place for a meeting this month.
- There were not enough governors available at the time, so the meeting was postponed until July.
- Top heavy with males on the LGB – would prefer another female voice.
- **Q** - How many from staff? A - Head teacher – 1 x teaching staff representative and 1 x NJC representative.
- Push for support staff – so will wait for another round of conversations.
- Would like to meet in July at least before the end of the academic year.
- SG and JW will talk and staff will be represented.
- We will make a decision on the parent voice at the meeting.

10. AOB must be lodged with the clerk at least **48 hours before** the meeting.

- i. No other business

11. Leaf kicking (20 mins)

- Working progress – not going to solve all things, but it's a creative time.
- Sometimes it will be a focus on one item, from a variety of sources.
- TS – has not completed the Colourworks before and was pleased with the accuracy – would recommend to all.
- TS - The school team look at things on a day in day out basis, the trustees come in and look at with fresh eyes – how do you feel about it.
- IM – like the idea, don't think we'll have too much until we get going. But it's an exciting area on top of the business items.
- SG - Shifting sand between the role of head can be lonely at times with responsibility and moving away from it to CEO becomes ever more distant with the people you would normally kick ideas around with namely SLT – the team to have the interactions will be you.
- SG - AWESOME – struggling with the fact that LA DfE saying have nothing to do with them, however they have invested a couple of years of their lives on the free school. Our door will never be closed to them should they wish to talk in the future.
- IM - Parents with that passion should be harnessed.
- AB - Timing is always the key.
- AB - Is there a level of coaching / mentoring support for Head?
- SG talking with a person from the IOD to manage any transition.
  
- 1 – Content that can be kicked around which will develop over the time.
  
- 2 – Conscious of the workload of people generally, need to look at how this will this work in the future as it is obvious that this will take legs and timing.
  - Meal out or pizza delivery after meeting? Less formal...
  - Do the leaf-kicking quarterly and take a longer time frame, as 20 minutes is not long enough?

**ACTION 8** – Meal after next meeting – The Stable – Clerk to book

12. Reserved Business (i.e. Part ii)

None for this meeting.

## Actions Arising

**ACTION 1** – Head teacher / Head of Finance - will check the Articles of Association for terms of office. **Completed:** Information sent to Chair by Paul Turner – See excerpt from Articles of Association – will be included with documents and agenda for next meeting.

**ACTION 2** – Clerk - Please add this as a 'Pending Item' to be looked at again in June of next year (ref: 15/06/16 – Item 2 Action 2) – subject to clarification of point from Articles of Association. **Completed.**

**ACTION 3** – Head teacher – to clarify the use of names / initials instead of using Chair / Head / Trustee with Karen Powell. **Completed:** *as far as Ofsted seeing Local Advisory Board minutes but for Trust Board minutes names can be included if the Trustees prefer as they will not be normally reviewed by Ofsted.*

**ACTION 4** – Head of Finance - and head teacher will bring back a formal document of risk analysis. **Completed:** Will form part of Head of Finance report (Item 7 at next meeting)

**ACTION 5** – It would be good if our chair of Trustee's could meet with the chair of Governors from Courtlands. **Completed 28/06/2016**

**ACTION 6** – Keep Risk Register as regular item on the Agenda. **Completed**

**ACTION 7** – IT Strategy is being worked on, and hopefully will come to meeting in July. **Completed:** Will form part of Head of Finance report (Item 7 at next meeting)

**ACTION 8** – Meal after next meeting – The Stable – Clerk to book.