



never give up.

Trustee Meeting Minutes

Wednesday 15th October 2017

6pm-8pm

ACE Schools Plymouth, Bretonside

Trustees:

Dr Tim Searle	Chair
Mr Peter McDonnell	Vice Chair
Mr Alastair Wright	Vice Chair Elect
Mrs Annette Benny	Trustee
Mrs Sarah Gillett	Trustee, CEO & Head Teacher of ACE Schools Plymouth
Mrs Joan Watkins	Trustee & Chair of Governors ACE Schools Plymouth
Mrs Sue Bickle	Trustee & Chair of Governors Courtlands

In Attendance

Jayne Gorton	
Judith Harwood	
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.

The Board introduced themselves to Judith Harwood and Jayne Gorton who were attending to present to the Board.

TS requested if there were AOB? The Board advised there were none. TS advised he had 2 items.

TS advised that in a change to the original agenda, Item 8 would be moved to follow after item 4. Some of the other Items would also then be out of sequence. For the purpose of the minutes the items will be numbered as per the agenda items.

Joan Watkins was unable to attend the meeting in person, but participated by way of conference call.

2. **Apologies.**

Peter McDonnell

Accepted

Sue Bickle

Accepted

3. **Verbal declarations of interest.**

None

4. **Approve Minutes of the Previous Meeting.**

AB wished to amend the minutes to include more detail in regards of the Admissions Policy which was discussed at the last meeting. The discussion was pertaining to the Board acknowledging the importance of 'doing the right thing' in respect of the student irrespective of any other tensions. That collectively, the Board would never seek to refuse a

child due to the bottom line and the emphasis of moral motivation rather than commerce. It was this deliberation which led to the amendments and decisions made regarding the Admissions Policy. TS requested AB put together some wording which she felt captured the essence of what was discussed to be included in an amended version of the minutes. The Board were happy with the content of the rest of the minutes and agreed to the addition of rhetoric around the Admissions Policy.

8. **Presentation from Jayne Gorton (JG) & Judith Harwood (JH)**

JH thanked the Board for inviting her and JG to attend the meeting. A discussion ensued around how the relationship with the LA is moving forward and that there continues to be areas for improvement.

JH described the future direction of the LA - shrinking budget/higher demand/changing schools. She explained that any changes implemented would be incremental. Specifically, the plan for education is a 5 part plan with a focus on a new model of an integrated education offer. The Plymouth Education Board had met once to establish itself.

With regards to planning growth, this was good in Primary and the surplus is reducing in secondary. There is currently 0 surplus in special schools.

JH distributed a handout detailing the SEND provision. Good progress has been made and a review of all special schools and specialist providers had been completed.

Under the heading of Skills, the LA are supporting the partnerships and relationships and are working collaboratively no more than ever. In order to develop new partnerships which are strong and sustainable the partners need to be diverse.

Due to the shrinking budgets, which have halved since 2012, departments will be reshaped. School Improvement has moved on and other areas have grown.

There is some combination of statutory and non-statutory elements plus any unplanned issues within schools. The department can still be contacted by phone for information and advice.

JH described the opportunity for creative thinking and solutions rather than making cuts. Within the Cabinet plan for education and for partnership have committed £9.2 million. PLP is a new arrangement which will not be put into a Council integrated partnership. This would also not be a trading company. The cost would not be a new cost to schools so if schools want to add to the offer and trade, they would need to provide a financial commitment.

Questions:

CH: What was the response from schools with regards to the buy-in?

JH: Initially 25% of schools said yes they would be interested which we felt was a sufficient amount of interest to make it viable. However, following further engagement, this has raised to 71% of schools agreeing in principle.

TS: What is different with a partnership now and previously?

JH: The Council has been modernised and departmentalised. Through working with PISA/PEC/ACE we can look at an integrated offer to schools, not through PCC framework but something which can grow and trade but retain our statutory functions.

JH clarified the Council Framework

AB: So there is an element of reducing duplication?

JH: Yes

AB: Does the £9.2 million still apply to schools if they choose not to join the partnership?

JH: This is to support all schools in Plymouth as a statutory obligation such as SEND support. The £9.2 million is a safety net as that level of need continues to remain. Schools can work together to provide services For example, ACE oversees Elective Home Education however, it doesn't deliver education to those students being taught at home.

AB: So the LA will retain overall responsibility but look for opportunities to reduce duplication, whilst ensuring a level of assurance over the discharged statutory obligation? Has this been done successfully elsewhere?

JH: Not that we are aware of.

JH clarified their concept of Partnership. She said that they had no reason to expect that 100% of schools won't want to be a part of it.

JW: Would a benefit include procurement?

JH: No as it would remove the need for procurement/ commissioning apart from discreet work.

It was clarified that the question was with regards to procurement as a buyer rather than a supplier.

JH: Yes, this would be a huge benefit for the partnership. However if a school did not want involvement they would not be excluded from the statutory functions which all schools received such as the creation of EHCP. It is only the trading element which is optional.

The Board discussed the benefit of a partnership to the young people.

The timescales are looking like between now and February/March 18 small working group at schools to discuss and construct a model. There will then be a consultation with schools. In

September 18, formal due diligence would take place and schools can sign up. The Offer could then go live from Jan-Apr 19.

AB: Other than a reduction in duplication and gaining value for money, are there any other motivations for schools to join? You mentioned learning from CaterEd - What has been learnt?

JH: The motives and learning have been similar to acadamisation; a desire to innovate and be more agile. A lot of work which is non-statutory has been developed as it is not being dictated on by impending legislation. We have also been able to develop role profiles which are both more generic and allow for specialist work. This has allowed for a quicker turnaround of the statutory functions.

AB: If schools remain with the LA, will the £9.2million reduce?

JH: No but it will have to spread further with the growth.

AB: Would that be the same with the offer in place?

JH: No, there will be more resources available with the ability to plan how you want to grow.

TS: Does the model change how ACE MAT fits in to the partnership?

JH: No, as you are the statutory AP provider. If ACE MAT were not part of the partnership, they could still work with or with another agency, the level of detail around this is not there yet although we would expect the elements of the partnership to align with the ethos of ACE.

It was noted that ACE Mat as a statutory provider did a good job and that the CEO stated that she never felt this had been in question.

CH: With the proposal splitting the statutory and non-statutory functions, what else would be in the proposal?

JH: Skills although we are not yet clear on specifics. The Virtual school is an ever increasing resource. Also admissions, inclusions/welfare, EWO, EP, early Years- at full cost recovery, Junior life skills, youth council, healthy children digital, cyber security safeguarding, the investigation of safeguarding will continue to be statutory but additional elements such as health checks and 'mocksteds' .

CH: Would the LA retain a 51% share of the partnership?

JH: This was the case with CaterEd but has not yet been decided for this offer.

CH: What would be the risk to partners?

JH: Currently if there is no input there is no risk. The thoughts currently are that they are balanced or closely balanced to the value of the investment. This would be a point to put to the board during the February consultation as to how this is to be structured.

6. CEO Update.

JH & JG were invited to stay for the CEO Update.

- SG received a phone call from the DFE last night. They have agreed the Trading Subsidiary for the Bournemouth provision. They have confirmed they provide a policy statement confirming this.
- SG met with Devon LA this afternoon. They are happy with the provision in Exeter which is up and running. They have requested further provisions in Honiton, Newton Abbot & Okehampton.
- The RSC have had changes in staff. They are due to meet with the Board before Christmas to discuss the growth plan.
- ACE Family is starting to receive commissions from Devon LA.
- The Health & Welfare provision is going to be reviewed as to the effectiveness. This will include a review of the S19 data. Following the review, a business case will be presented. The focus will be on providing more efficient access and quicker turnaround. This will take place in December 2017 and is likely to invoke structural changes in his department.

Questions:

JH: With regards to the Bournemouth provision, will you be delivering education as an AP?

SG: We were approached by an independent profit making care home who weren't getting what they wanted from the Bournemouth AP. We have looked at setting up a Trading Subsidiary which is what has now been agreed with the DFE. This would allow us to trade beyond Bournemouth.

TS thanked JH & JG for attending. JH & JG left the meeting.

CH advised the board that when the integrated offer was originally presented there wasn't anything of specific value for ACE. However PT noted that for some areas it was more effective to retain these services with PCC such as payroll, which we did when we became an academy.

It was agreed that the benefit of joining the PCC integrated offer would be discussed at Trustees at a later date.

5. Actions Arising

Action 1- TS to sign

Action 2- A list of events which Trustees could attend was circulated. **SG will provide timings for the various Christmas Fairs.**

7. Admission & Referral Policy

TS suggested that an index of policies was created in order to keep track of the policies across the Trust. This will include the Policy Name, MAT/School, Author, Signed by, Review Date - **CR to create.**

With regards to the Admissions & Referral policy, Wolferstans have drafted this so that the policy and the framework are aligned. If this is agreed by the Board, the Trust will begin to advertise and implement the terms. Copies of the framework will be given to the LAs, with a different framework for Plymouth LA which contains the Plymouth specific elements.

Questions:

TS: Have JH & JG seen the policies?

CH: They had received copies of the first draft which was the harder version. They were consulted with in order to create the softer version.

AB: With regards to the policy/framework, is there a risk around income, bearing in mind that our focus is on what is in the best interest of the child, it is still an area of consideration.

PT: There has been a sensitivity analysis around the changes in banding if the bands for Primary weren't as we had expected them. The loss could have been £36k. However, the figures have been more positive so we have had to work through it in practice but we should have a clearer idea by February 2018.

TS: Is there a greater risk in doing nothing?

CH: Figures are based on a snap shot of a cohort and running like for like comparisons. However, other aspects could affect the outcomes such as if a request is declined. We need to be very clear on the descriptors.

TS: Are the budgets tracked?

PT: Yes, Anna Rumsby is doing this with Helen Slater and reconciling with Chris Clarke.

AB: How standard is the framework?

PT: It is very standard from a legal perspective, although the document is more extensive than the original versions we were provided with. There is also room within it for further negotiation.

AW: How will the other LAs' version compare?

CH: There will be no block funding.

The Trustees voted on the 3 proposals within the Policy briefing paper. TS, AW, AB, SG & JW all accepted the proposals contained within.

TS requested that CH kept him up to date as to how these were received.

9. Pay/LOTC/ Courtlands Positive Handling & Contact/Child Protection & Safeguarding Policies

CH advised that the period of consultation following the Pay Policy had now finished. Any amendments had been referred to the Chair/Vice Chair and agreed. As this was the case, the policy now need to be signed off.

TS signed the Pay Policy and handed it to the Clerk.

LOTIC Policy, CH explained the system currently in use for agreeing LOTIC. Evolve works well but with already over 23,000 logs this was not sustainable so an alternative was required which needed to be rigorous, watertight and meet need on a scalable basis. The process detailed in the policy will be trialled at ACE initially with a view to it being rolled out across the MAT if it is successful.

Questions.

TS: Is there a mechanism for assessing the suitability of providers/ facilities?

CH: There is an Adventure License to license high risk activities. ACE MAT does not undertake activities which require a license for example, rock climbing requires an Activity License whereas indoor rock climbing does not.

PW: Evolve does run license check for activities.

CH: The Evolve system was set up for activities such as school trips and visits overseas. Whereas we are having to submit Evolve logs for low level activities and to be able to transport students in staff vehicles. The procedure outlined in the Policy will replace the low level requests. Education Visit Assessment Logs (EVALS) will be, signed off, spot checked and training will be given by the LOTIC Co-ordinator.

AB: Is a book system preferable to an online system?

CH: The concept is similar to the system for logging restraints. Which are written down and signed for. There is a need for these logs not to be able to be changed and currently there is no other online provider for this. The current volume being submitted online (Evolve) is overwhelming the system making it unworkable.

AB: Is this document a policy or an operational procedure?

CH: Both. It will act as a guide which will be used daily and EVALs will be contained within.

AB: When will the procedural element of the document be rolled out?

CH: After Christmas, Leon Brown will provide training for low level activities which will be videoed and used for future training.

The Board accepted the LOTIC Operating Procedures Policy which TS signed and handed to the Clerk.

CH advised the Board that the Courtlands Positive Handling and Contact Policy was an example of ensuring that the policies were appropriate for each school within the Trust. For example, at ACE Schools Plymouth, all students are checked with an electronic wand for any

metal objects. This would not be appropriate for Courtlands students, so it is not contained within the policy. However, the essence of the policy i.e. MAPA, recording incidents etc are aligned.

The Board accepted the Courtlands Positive Handling and Contact Policy which TS signed and handed to the Clerk.

The Board received a copy of the Child Protection and Safeguarding Policy which had been amended at the Board' s request at the last meeting, to include the various guidance, policies and legislation on which the content of the policy was based.

The Board confirmed they were happy with the amended version. TS signed a copy of the Child Protection & Safeguarding Policy and handed it to the Clerk.

10. Update from the Director of Finance

The Board received a copy of the MAT Finance report. The Board were informed that they would now receive MAT reports in the manner as ACE Schools Plymouth & Courtland' s. TS enquired as to whether the £500k funds on the balance sheet be adopted by the Trust at MAT level. PT explained that these funds already belonged to the MAT. That they consist of the surplus from the transfer from PCC and added to by the Courtland' s transfer. They will be topped up by trading activity. The Board discussed the viability of investing these funds however it surmised that the return on short term investments were negligible and not worthwhile.

The Board adopted all 3 of the financial reports.

PT advised the Board that the re-forecasted figures for Courtland' s were looking better. PT suggested to the Board that when considering the forecast they need to take in to account the impact of GDPR (changes to Data Protection rules which come in May 2018. There has been one meeting to date with the MAT Executives and SLT from both Courtland' s and ACE. It is likely that an external consultant is likely to be required which will be both an unbudgeted and substantial expense. AB advised she had some literature from a recent training course which encompassed the keys point of the new legislation which she would pass on.

11. ACE MAT Property Lease

SG explained to the Board that there is a need for commercial office space to allow the commercial team to grow, for roles within the MAT to grow and spaces for students to learn on site. The premises being considered is Radiant House, Derrys Cross. Currently the biggest obstacle is parking. This could be overcome with either an offer to provide staff based there

with a seasonal parking ticket or park & ride scheme. The site will allow for young people to be taught and accommodate growth of the MAT for 5-10 years. The move would be planned for around Easter however, a commercial decision would be required before then to allow for the moved to be planned out. SG suggested that the Remuneration Committee visit the site and feedback to the Board so a decision can be made. Discussions ensued over the risk in applying for change of use and whether ACE would be held to a commitment if this was not granted. It was confirmed that the Landlord was aware that obtaining the change of use would be a condition of the offer.

The Board agreed for the Remuneration Committee to meet at the premises so as they can make an informed judgement and feedback to the Board.

12. Review of Governance Structure

PW asked the Board if they wished to establish a Finance and Audit Committee, advising if they did they would need to adopt the terms of reference. AB reminded the Board that it would not be appropriate as noted in the draft terms of reference for the CEO to sit on the Board, although they could attend meetings. The role of the Finance and Audit Committee is to provide scrutiny of the executive Board. It was agreed that the term of reference would be amended to reflect this and would be presented at the next meeting. Subject to the advised terms of reference being accepted, the Finance & Audit Committee would need to be functioning by January 2018.

The Board voted on whether they wished to establish a Finance & Audit Committee. TS, AW, AB, JW & SG all voted in favour.

The Board agreed to adopt the terms of reference subject to the aforementioned changes.

It was agreed that the Finance and Audit Committee would consist of AW, AB & PM. Mat Executives could be present at the meetings to provide updates and data. However they would not form part of the Board and would not carry a vote. This extended to the CEO.

The Remuneration Committee would continue to consist TS, PM & AW.

The Board accepted the revised versions of the scheme of delegation which encompassed the roles of the Finance and Audit Committee and the Remuneration Committee

The Board accepted the revised work plan which encompassed the sub-committee functions. This would continue to provide the foundations of the agenda. PT did point out that some of the items were fixed to specific dates.

The Board were provided with a revised meeting agenda consisting of 6 Finance and Audit Committee Meetings and 6 Full Trustee Board meetings in a year. The Finance & Audit Committee will meet 2 weeks prior to the full Board Meeting except when the budget is due and this will take place 1 week before.

The Board agreed the new dates. Clerk to circulate.

Further work on the LGB and appointing Directors of the Trading Subsidiaries will take place when required. The Trading Subsidiary Directors will be a mixture of existing Trustee Members and new appointments. **AB will circulate information on learning from governance of Trading Subsidiaries.**

13. Courtland' s PTFA Proposal

At the last meeting it was discussed and agreed that all of the Courtland' s accounts would be centralised which would take place from March 2018. Rhoda Mayatt set up a parent' s group meeting at Courtland' s. One of the parents wrote a letter to the Board requesting consent to set up a formal PTA. An alternative would be to continue with the current format but under a formal process and funds are requested.

The Board discussed the requirement to balance what the parent desired over what would not only be desirable to the MAT but would also be scalable as the MAT grew. The Board were encouraged by the support and positivity of parents wanting to be involved with eth Beaufort Care project and ACE Schools Plymouth as well as Courtlands. They were cognisant of not wanting to alienate parents who were enthusiastic about supporting the Trust.

The Board decided that it was important to recognise what the parents wanted to achieve but be mindful of the best vehicle of delivery and whether it is scalable. The Board agreed to the principle of improving communication with the parents and developing a relationship of trust to achieve the desired outcomes.

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

14. A.O.B.

Courtland' s asked if they be actively recruiting new members at this time considering the Governance Review. The advice given to both LGBs was that unless a new member was required to comply with Governance requirements, they should not actively seek new members at this time.

The Board discussed the lady potentially interested in joining ACE Schools Plymouth LGB. As she was known to TS, he advised that he would speak with her if required to explain the Governance Review and if she still wished to attend and contribute to the LGB meetings she could although she would be a non-vote carrying member.

JW advised that she would now need to end her participation by phone and left the meeting.

TS advised that he would draft a letter to all members of staff in the MAT, on behalf of the Trustees acknowledging the successes over the last year and thanking them for their contributions.

SG circulated a copy of the final questions from the DFE with regards to the Bournemouth provision for the policy statement.

ACTIONS ARISING

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

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 13 th December 2017	18.00-20.00 (AGM)
Wednesday 17 th January 2018	8.00-20.00
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