



# Trustee Meeting Minutes

Wednesday 28<sup>th</sup> March 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

Sue Bickle

Trustee & chair of Governors Courtlands

## 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.

2. **Apologies.**

Apologies have been received from Joan Watkins, Annette Benny and Alastair Wright.

TS reminded the Board that AW is due to emigrate before the next Trust meeting. TS advised he would arrange a leaving/thank you card from the Board to be given to AW at the Finance & Audit Committee Meeting before his departure.

3. **Verbal declarations of interest.**

TS advised that it is recorded on his annual declaration of interest but reminded the Board that he was running the London Marathon on behalf of Oasis Multi Academy Trust.

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

Following the email from AB offering her apologies and making comments on the agenda and Board papers circulated, the Board were reminded that under the Articles of Association, Board members could only vote on decisions (providing they were eligible to vote on a particular matter), if they were present at the meeting in person or by conference/video call.

TS acknowledged AB's comments regarding the minutes. The Board approved the minutes subject to these comments:

item 8 - when can we expect a business plan?

item 10 - what is the progress on LGB appointments for Cornwall please?

item 11 - typo - roll not role

item 6 CEP update - Can we reword the first sentence to something like - Angela Barnie has been appointed as CEO. SG has been providing consultancy support and has been given a high level of autonomy over CDA, NDA and SDA.

In relation to the finance section - we need to capture the recommendation to appoint an interim head of ACE using the 170K consultancy income.

5. **Matters & Actions arising from previous meeting**

**Action 1: Letter to be sent to CEO & Leader of Plymouth City Council**

TS updated the Board, on 16<sup>th</sup> March 2018, he, along with SG, PT, Ruth Westwood & PM met at Windsor House with Judith Harwood and Jayne Gorton. This meeting was chaired by Craig Mccardle, a Commissioner for PCC. From the reconciliation completed by Helen Slater (PCC) and PT, there showed a deficit in payments received of £93k. These were cases dating back to September 2017 and not April which is the Financial Year end for PCC. Helen Slater sent an email in response offering a payment of £32k. TS spoke with Jayne Gorton who has agreed the matter is in the process of being resolved and wants to ensure it is fully resolved and to review the bandings before her retirement in August. TS spoke with Jayne Gorton again earlier this afternoon. She has reviewed the disputed cases and those which are highlighted do not have enough evidence to be resolved. TS asked Jayne Gorton, if additional evidence was supplied, how long would it take to fully resolve the matter? Jayne advised it would take a couple of hours. TS arranged for Jayne to meet with Ruth Westwood and Tim Mathias tomorrow between 12pm-2pm with the additional evidence and with the objective of fully resolve the amount being agreed by both parties. TS had sent an email confirming the meeting. Rachel Crozier will also be attending as she has worked with Helen Slater on the reconciliation. The Board discussed whether it was appropriate to for someone to attend from Finance, either himself or Anna Rumsby. This was queried due to the fact the additional evidence was with regards to narrative on the cases rather than the figures. It was agreed Anna would attend in case additional financial information was requested as she knows the spreadsheet, formulas and banding process in details. TS had a draft email to the ESFA requesting their involvement which he would keep on hold until after this meeting had taken place and what the outcome was. PM asked if TS's email had been acknowledged. He was advised that no reply had been received to that email

or to Ruth's request as to what additional evidence she should be presenting. She did however, receive a meeting invitation for 12-2pm.

SG added that the key was in understanding the evidence which PCC required. When Helen Slater visited to go through the reconciliation, attendance, completed forms and SIMS were all prepared and available for her to scrutinise. Whilst she acknowledged them, none of this was requested as part of the evidence. Ruth Westwood, Rachel Crozier and Tim Mathias are all working late collating any relevant information which could evidence the disputed cases but they still are not clear on why these cases are under dispute.

CH advised that this is a repeat of a process previously undertaken. For example, PCC stated that the cost of taking a child swimming is covered by the agreed banding. However, they had not acknowledged that the accompanying adult also had to be paid for which the banding did not cover. PT added that when Helen Slater attended to reconcile she did not have any sort of plan as to what she required. Another example of the internal disparity is that Jayne Gorton has previously acknowledged the need for a simpler system. During her visits, Helen said she was not aware of any requests for a different Banding system this was not scheduled for discussion in any meetings. Neither were the promised review of the current system in BMG.

Ruth Westwood, Rachel Crozier and Tim Mathias would represent ACE at the meeting tomorrow. Their focus will be on their professionalism and transparency of their communication.

The Board were advised they would need to agree a bottom line figure. They were reminded that they had set a precedent of withdrawing services if the appropriate income had not been received.

### **Questions**

**PM:** With regards to the amount in dispute, we were previously discussing an amount of £185k. Why is this now £93k?

**PT:** This is largely due to the time to which we are back dating. There are also changes in income/expenditure. There have been Trust decisions such as redundancies which have also had an impact. There has been no review of the new bandings and nothing to show that the £4.2k band is sufficient. PT explained to the Board the process of admissions and when costs start to be incurred compared to when they are paid. The process is further confused by the forms being frequently changed and different information being requested. Banding Papers and SIMS have been looked at but emails between Tim Mathias and Isabelle Morgan over base funding have never been resolved and these cases haven't been presented again at panel.

TS suggested that the Board meet the first week back after the Easter Holiday to decide how they wish to proceed with the outcome of tomorrow's meeting as it is not possible to 2<sup>nd</sup> guess what will be decided.

**The Board agreed to review the situation after the meeting tomorrow and if necessary arrange an interim meeting in the first week of the new term.**

**SB:** If provisions do need to be cut, do you know which students would be affected?

**SG:** Yes, PT has established this from the data. An email will be circulated to the Board.

**SB:** How will we be able to secure funding in the future?

**TS:** Has Jayne Gorton acknowledged that the current system isn't working?

SG responded that there needs to be an agreement in funding for those yet to be allocated a band. Ruth and Tim will need to ensure this as part of the meeting. Judith Harwood has also advised that Craig McArdle will now be stepping aside and Judith will be taking over as the point of contact. However during a conversation, Craig has said if his input is required, to contact him so it doesn't seem he is stepping away all together.

**PM:** If we reach an impasse, what then?

SG stated that if an agreement can be reached the next steps would be to feedback to Craig McArdle. The ESFA will then be written to and the letter cancelling the provision for the affected students will need to be drafted and issued to their parents/carers. There is no formal process to follow from the ESFA so we will notify them with a letter from the Chair & CEO.

## 6. **CEO Update**

SCT update covered in item 7 below.

The Significant Change application will be allocated a DFE lead. SG has chased this and advised it will be considered in 2 parts which includes the rebrokerage in May. Any updates will be shared with the Trustees.

Cornwall- SG met with Commissioners who are happy. The service in Launceston requires expansion for longevity. The Acorn Service Level Agreement is up for renewal so Earnest Young are reviewing this.

Devon have not increased their work with ACE Schools Plymouth so as not to create a conflict of interest with the tender for SCT. An alternative venue has been found for the Exeter base. Once SG is clear on the position with SCT, she will consider the expansion model in that area.

Estates- The MAT Executives have reviewed the requirements and square footages of a MAT Head Quarters. They have found a premises, Ensign House in Marshmills which is suitable. The Landlord lost a tenant 4 weeks ago. This would be a direct lease with the Landlord at an agreeable rent. There would be refurbishment works to undertake. Although funds are tight, to allow for growth the square footage currently used for these functions are needed for students/learning. The MAT central functions include the MAT Executives, HR, IT, Induction of new staff and ACE Family. PT circulated a guide for assessing appropriate premises guide. The building would also allow for growth if SCT join the Trust. The Board asked if the building would provide any teaching functions as this had been a requirement previously. SG confirmed that it would not be required for teaching but will allow SLT of Trust Schools to hot desk when required and host sensitive Child Protection Meetings. SG identified the commercial need in addition to the connection with the students which can take place in school.

**SG requested the Boards agreement to pursue the viability of the premises in principle.**

**The Board agreed.**

ACE Family- Have 4 commissions pending and 2 agreed. ACE Family currently have 2 support workers with 11 cases open with Courtlands. They are running a parents group and Kirsty Thistlethwaite is overseeing Safeguarding.

ACE Training- This will provide training both within the Trust as well as trading out. Its establishment is dependent on office space and the rebrokerage of SCT. It will provide a robust 2 week staff induction. There are currently 7 MAPA trainers and 2 First Aid Trainers. First Aid equipment would need purchasing. SG is also considering including Health & Safety at Work –COSHH and IOSHH.

## 7. **Update on Schools Company Trust (SCT)**

AB and TS met SG at SCT. £170k payment has been formally agreed and written confirmation. They have clarified the payment as funding for assisting SCT between December and June under the service level agreement. There will be a 2<sup>nd</sup> visit from the Interim CEO and 2 Trustees. All the feedback about the MAT have been Outstanding. Everyone is professional and committed. Dame Anne Berger commented that she had rarely seen a level of input matched by ACE. Courtlands supporting the primary in North Devon. Clare Martin's role in particular has been specifically acknowledged.

The risk of expenditure is being monitored by PT. With regards to the rebrokerage, the RSC should make a decision by 16/05/2018. This will then be presented to the head teachers Board. We will also have a visit from the Education Advisor to review education and learning as part of the decision making process. ACE Schools Plymouth and Courtlands SLT are doing an excellent job in supporting the schools. The Trust Board have recorded their support for ACE working with SCT.

**TS proposed the Trust Board endorse the continuing support work with SCT.**

TS will make contact with Angela during her next visit by way of a check and balance. TS clarified to the Board that if the head teacher Board decide they wish to appoint ACE MAT, this is an agreement to start the due

diligence process and not a guarantee that ACE MAT will accept the position. A timeline for the rebrokerage has not yet been disclosed but the Board will be kept updates on the process.

**The Board endorsed continuing with the expression of interest at this stage.**

The Board discussed with work of Lee Earnshaw with SCT. SB will seek assurance that his absence is not having a negative impact at Courtlands. SG and SB will liaise to ensure that the Courtlands LGB are aware and clear of Lee's role.

**Action: SG will attend the next Courtlands LGB meeting to update the Board and take any questions.**

ACE MAT will be covering 2/5 of Lee's salary for the days he is at SCT.

8. **Update & Summary from the Finance & Audit Committee**

AW & AB who are the Chair and Vice Chair of the Finance & Audit Committee respectively were absent from the meeting so were unable to provide a verbal overview. The Board received a copy of the draft minutes from the previous meeting and PT invited any questions. Due to the timings of the meetings, the Board clarified that they will receive a draft version of the minutes and then the approved versions the following meeting.

9. **Finance Reports**

PT summarised the content of the Finance reports. January showed the impact of positive banding decisions and the back dating of payments. February is also looking positive.

Aged Debtors- Gary Scotchmer is working on the aged debtors remittances. He has improved the process with Cornwall LA.

**Questions:**

**SB:** With regards to the Courtlands spreadsheet, the overtime for Teachers and TAs is large although we don't pay overtime. Assuming this is due to the Summer Play Scheme, can this be separated out? If it isn't due to that, this needs to be queried.

PT replied that the headings are consolidated to apply across the Trust. However breakdowns of what is contained within these headings can be requested. A £5k grant has been received for the Play Scheme. Anna Rumsby is keeping separate records as this does not fit in with the management account heading. The Board were reminded to submit queries when the Board received the Board Papers a week before the meeting.

**The Board accepted the Finance reports.**

Funding & Tender- This was requested by the Finance & Audit Committee to track ad hoc financial items. MDIF funding has been approved. This is promoted by RSC although the funding will not be received as 1 payments.

The decision of the funding for Courtlands single storey building should be provided after Easter. If this is not approved, we will have to review the options as the building is of concern. Beccy Woods is monitoring the condition of the building and liaising with SLT.

The Emergency Funding for the support work with SCT has been agreed as previously covered under item 7.

The plan to increase the number of places at Courtlands has been included in Jo Siney's Special Schools Report.

BANES- There will be no further action with this due to the work with SCT.

Documents pertaining to the Significant Change Application and ACE Family were circulated.

**The Board acknowledged the content of the Funding & Tender Report**

10. **Risk Register**

The Risk Register was included for information purposes as the risk around PCC Funding has been increased to amber to red at the request of the Finance & Audit Committee. The Trust Board Members have also been changed from green to amber. The members are stretched and with the addition of the Finance and Audit Committee and work around the Education Committee, there will not be enough Board members fill these committees. A diversity of skills is required, particularly around Finance as AW is due to emigrate before the next Trust meeting.

TS had the marked the composition of the Board and recruitment under item 16.

The Board will need to have an in depth knowledge of the outlying sites i.e. SCT.

The Board were encouraged to suggest updates to the Risk register as it is a live document covering the MAT.

11. **Trust Dashboard**

The red actions are from the last meeting and underneath are the new actions. The red actions are improving, just not as quickly as desired. The monitoring has improved, particularly in Courtlands with a new system having been implemented. Caroline Kearney has provided really thorough reporting and actions. With regards to the ACE Schools Plymouth the changes are related to the nature of the transient cohort. The KPIs give a snapshot and show the increase in new students. The absence at Courtlands is reducing and the policy is being followed.

**Action: The Quality Assurance data is due to be run and CH circulated the questionnaires to be completed.**

12. **Governance**

The Terms of Reference for the Education and Safeguarding Committee have been based on the template for the Finance & Audit Committee and included the relevant requirements from the OFSTED Handbook and Keeping Children Safe in Education. .

**Action: PM asked if it was possible to compare the Terms of Reference to that of another MAT. PW agreed to explore this.**

PW raised the issue of the capacity of the current Board to form this committee.

**The Board agreed to prepare for the implementation of the Education and Safeguarding Committee by creating and agreeing the Terms of Reference and drafting the implied changes to the Scheme of Delegation once in place. However, the committee would not be formed until there more Board members.**

13. **Policy Status Update**

Absence and Leave of Absence Policy- CH thanks Jo Warn for attending the policy writing training and writing the policy. There was disparity between the ACE Schools Plymouth and Courtlands terms. The briefing paper covered the pros and cons of the various options of aligning these policies.

**The Board voted to align the ACE Schools Plymouth Policy with the terms contained within the Courtlands Policy and acknowledged the associated cost implications.**

Learning Outside the Classroom (LOtC)- This policy had previously been agreed for ACE Schools Plymouth and is being implemented at SCT. The purpose of this policy was to implement it across the MAT. The Board were advised that by accepting this policy, the schools would have to pay for climbing sessions regardless of having staff trained to lead these activities.

**The Board agreed the LOtC Policy for the MAT.**

Referral and Admissions Policy- There has been a need to amend and adapt this policy to ensure that admissions were not made without the appropriate parental consent and that risk assessments were in place. CH advised that this had been based on the Devon template which had been amended to a National School contract.

**The Board accepted the Referral and Admissions Policy.**

The Board noted that following the policy writing training undertaken, some formatting changes had been applied to the newer polices which would be beneficial to the existing policies, namely the contents page. The Board requested that the contents page was included within the above policies. This would have no impact on

the content of the policy itself and would not need to be presented to the Board again solely for the acknowledgement of the insertion of the contents page. Any future changes to these policies would continue to be presented to the Board for approval as per the scheme of delegation.

14. **Bournemouth/Strategic Growth**

CH reminded the Board that he had raised as an item in the previous meeting, to present a paper he had written on the strategic growth of the Bournemouth satellite proposal. CH advised the Board that the purpose of the paper was to set context and at Trust level, request a decision making process for growth. He reiterated that what was being presented was not a business case.

CH summarised the content of the paper which covered the background, the models of governance, associated costs, the benefits/risks & premises requirements. CH advised he has worked through the logical steps of need, costs, recruitment, a business model and considered the stakeholders who would require the product/service.

PW added that they had undertaken a fact finding visit in Bournemouth last week. A potential premises was viewed and the landlord was in agreement with the intended purpose of its use although it would require an application to change it to D1 (Education and office) use. PW advised that a number of Landlords were not inclined to consider the proposal for the mixed usage however, when discussing this with the property agents, they were confident they could source appropriate premises although the change of use would cause a delay on completing the transaction. They were very positive that they could occupy properties quickly but did have a few properties which had been on the market for quite some time.

There was no exact match but there were viable options available. The team also met with 2 recruitment agencies both of which were confident that they could supply the right mix of staff on favourable terms for supply staff which we then may want to take on permanently. Whilst this is a slightly more expensive method of recruitment, we do not know the area and we are an unknown organisation there.

CH sought the approval of the Board to continue to progress his paper.

**Questions:**

**SB:** Would an educational premises be more appropriate than office space?

**PW:** That would be the next line of enquiry as we have done with Cornwall College. The based set up on the 6<sup>th</sup> form college site has proved very successful. The Chair of SCT is a South East Head teach so they may be able to offer some support/guidance.

**TS:** Does the Trust have the capacity for this work?

**PW:** The MAT Executive team would undertake the majority of the research and investigative work although the initial recruitment would be at a higher level. SLT have the capacity as do ACE School Plymouth. A senior teacher would lead what would effectively be a small unit for students with complex needs.

PM commented that the document provided was very useful.

**The Board acknowledged the purpose of the report and agreed to the proposals under point 11.4. The Board also acknowledged the supplementary report from Bishop Fleming.**

15. **NJC Pay Rise**

Increase in the cost of living wage- In addition to the papers, the Board were advised that the increase would have a small financial impact but would have a positive effect on morale.

**The Board agreed to the Cost of Living Rise.**

Increase in Apprentice Wage- In addition to the papers, the Board were advised that the increase was a national increase.

**The Board agreed to the Apprentice Wage increase.**

NJC Pay Proposal- The Board were advised that the proposal had not been finalised as further information was required. However the Board were asked to agree the options in principle so when the final information was received, consent could be obtained via email.

**Questions:**

**SB:** Is there a risk that decreasing the difference between a B grade and a D grade devaluing the work done by a D grade?

**PT:** The situation is similar to that discussed regarding teachers' pay. This is a national directive although we do have low numbers of B/C grade staff.

**The Board agreed to proceed with the National Directive.**

PT advised that pay is a topic high on the national agenda. The Government is close to breaking the public pay ceiling. In Scotland the increase was pitched at 1%, teachers were offered 3% which was rejected. The Teachers pay review board (which is held around Christmas) sets the scene and has shown that recruitment is hard. There will be a resolution around 1<sup>st</sup> July. The Policy will be presented to the Trust Board in the budget for next years accounts. The Board were advised that staff cannot be refused an increase solely due to budget constraints and to ensure that they are familiar with Teachers Pay and Condition terms. If teachers have met teaching standards they cannot be refused a pay award. The budgeting is calculated on the basis that everyone will receive the maximum pay award.

There is potentially an increase in pension contribution. The teachers' pension scheme is increasing however the funding is not being increased to compensate.

PM asked PT how he can determine worst case scenarios? PT advised this was through research and the present options. The news is showing that maintained schools deficits are 22%.

16. **New Trust Members**

**Composition of the Trust Board and the recruitment of new members:** TS asked the Board to give consideration of who they want to sit on the Board, big names CEO's and/or known people with the appropriate skills? The Board discussed the need for future members to have a moral compulsion to sit on the Board and offer consistent attendance and input. There is a need to share the workload.

**Action: Members to bring suggestions of potential new Board members to the next meeting.**

PT reminded the Board to consider various functions where expertise would be beneficial; Finance, Legal, HR, Premises & Compliance, Surveying, Education etc.

17. AOB.

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

**Bomb Hoax-** Courtlands was one of the schools effected by the Bomb hoax email. The Board questioned the process in response to this. They were advised:

SLT and staff managed the situation very efficiently. Children were unaware of any disruption and communication was made to parents. A text message also went out to parents at the end of the day. A review will be taking place over emergency communications. Guidance was taken from both the press office and the police who had confirmed it was a hoax. Courtlands continued with business as usual. CH was onsite within 30 minutes of notification and a press release was issued providing reassurance. The approach was pragmatic.

**Action: PM raised the need to review protocols as other schools exacerbated the situation by employing a rigid policy of going in to lockdown. There needs to be a distinction in policies for real threats of attack and confirmed hoax threats.**

SB thanked CH and SLT for their support and contribution during this incident.



TS proposed the Board arrange a meal for after the meeting on 23<sup>rd</sup> May 2018.

18. Reserved Business

### Actions Arising:

1. Action: SG will attend the next Courtlands LGB meeting to update the Board and take any questions.
2. Action: The Quality Assurance data is due to be run and CH circulated the questionnaires to be completed.
3. Action: PM asked if it was possible to compare the Terms of Reference to that of another MAT. PW agreed to explore this.
4. Action: Members to bring suggestions of potential new Board members to the next meeting.
5. Action: PM raised the need to review protocols as other schools exacerbated the situation by employing a rigid policy of going in to lockdown. There needs to be a distinction in policies for real threats of attack and confirmed hoax threats.

### 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 11<sup>th</sup> July 2018 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
Mr Alastair Wright	<a href="mailto:alastair.wright@acemat.uk">alastair.wright@acemat.uk</a>	Vice Chair Elect
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