



never give up.

Board of Trustees Extraordinary Meeting Minutes

Thursday 16th April 2020
at 17.00

Virtual Zoom Meeting

TRUSTEES IN ATTENDANCE:

Mrs Annette Benny – Chair of Trustees.
Mr Denis Parsons – Trustee.
Mr Peter Cubbon – Trustee.
Mr Peter McDonnell – Trustee.
Dr Tim Searle – Trustee.

IN ATTENDANCE:

Mr Gavin Gracie – CEO.
Mrs Andrea Chick – PA to the CEO/Clerk to the Trustees/Administrator ACE MAT.

APOLOGIES:

None.

Minute No.	Agenda Item	Action
1.	<p>WELCOME, SIGNING OF ATTENDANCE AND DECLARATIONS OF INTEREST REGISTER.</p> <p>No further declarations of interest. AB reiterated her previously declared interest in Delt.</p> <p>AC advised the meeting was being recorded.</p>	
2.	<p>TO NOTE APOLOGIES.</p> <p>None.</p>	
3.	<p>i. <u>Proposal to Outsource Central Services</u></p> <p>The Trustees were asked to note Enc 2 Appendix A and to approve Enc 1 Proposal to Outsource Central Services, Enc 3 Appendix B – Project Governance and Enc 4: Appendix C – Terms of Reference for Project Working Group.</p> <p>GG explained the process of the project which had previously been authorised by the Board. A working party would be the day to day decision making tool and produce a business case for the preferred solution and a final logo decision. GG made it clear he was not asking for a sign up at this stage, just the approval for the governance process.</p> <p>The RSC/ESFA indicated they would prefer a full procurement procedure to be fulfilled. Delt have changed their offer substantially to a full public sector to public sector offering which short circuits the Official Journal of the European Union for Procurement (OJEU). GG has taken full legal advice to what this process would look like in law and would take 6 months plus going through OJEU. The value of the contract is circa £1m p.a over ten years. PC advised the process could take about 40 days if completed electronically.</p> <p>GG has started to a soft market test approaching anonymously, a range of top-end providers with specific scoping. These providers range large MATs to third party service providers. GG has carried out some market research and is honing providers down to 6 to approach with a commercial in-confidence discussion. the approach asks whether they would be interested to take the whole of central services and TUPE the staff, giving staff a career opportunity.</p> <p>GG's proposal is to run the process for expressions of interest by the end of April, have two weeks of negotiations and bring back to the Board in the middle of May with a plan, work through the process and have everything signed off at a Board meeting in June.</p> <p>ii. <u>Approval of the Business Case:</u> GG has been putting a working party together which includes the former COO of Ted Wragg Trust who is now working part time; also, PHP Law, a new legal firm who's three partners were the Education team at Michelmores. PHP has strong links with the RSA and EFSA, especially in the SW, and charges about half of what Michelmores would charge.</p> <p>GG has also obtained a barrister's opinion on what the business case needs to look like (Appendix A). He advised going straight to a Delt option, but GG considers a soft market test would be good governance and wouldn't add a lot of extra time. While this is happening, GG has internal projects ongoing with Heads and Business Managers to crystallise the internal thinking of what service level agreements would look like. These will be completed by the end of this May</p> <p>PC asked if there had been any discussions with Delt to acquire an A share if the tendering process doesn't go forward. GG advised that Delt have offered an A Share. Delt also offer an F share giving the Trust specific savings on its part of the shared business.</p>	

TS wanted things to be clear for the meeting as **GGs** context was helpful, he was getting to grips with the legal opinion and the governance scaffolding on which to move forward and base the key documents eg the ToR on the Trust working group which glues the decisions making process together. **TS** queried the last bullet point in the ToRs implying best quality. **GG** agreed it was exactly the point, best economic value not monetary value and is clearly laid out in the Academies Financial Handbook which is why he used it. One important driver is the need to be beneficial in some way to the staff members. **AB** asked if this would be captured in a scoping/brief document which would set out what **GG** is trying to achieve in the soft market. **GG** explained therefore the Trust project working party is in place, followed by the project delivery team so a Board meeting won't have to be held each time a decision needs to be made. **AB** asked for confirmation the Board will set out criteria in a document on what they are trying to achieve on this journey and to include staff. **GG** confirmed the initial document will state the Trust are looking to radically change back office functions, by outsourcing all or part, with the preference to all if staff are TUPE'd.

AB requested confirmation the Trust will have a series of expectations of what the outcomes are and will be documented eg staff will have employment within Plymouth for minimum of 5 years. **GG** informed this document has been worked on for the last 6 weeks and is complete and is part of the soft market process, not the tender process. **AB** asked if it would benefit the Board to view this document. **GG** is happy to circulate but he doesn't want to have to wait another week or 10 days for another Board meeting so he will circulate the document and ask for approval via email; this is the reason for the working party. **PC** agreed the Board should have the document to enable a decision to be made and the parties approached should sign a non-disclosure document.

GG has been discussing this with the RSC and EFSA and will send them the papers with a brief description of his verbal report to the Board if the Trustees are happy with this. Agreement from the RSC and EFSA before **GG** takes it any further will need to be secured.

GG informed HR and IT especially, are huge problem areas on a day to day basis. He is breaking this problem into smaller projects to deliver a solution before an end supplier is found; he has already spoken to several IT specialist providers to transfer to a full cloud-based platform by September 2020. The lead time is approximately the end of May otherwise the transfer will be delayed by another academic year.

PM requested confirmation **GG** is asking the Board to authorise just the framework at this meeting, not to make any final decisions. **GG** confirmed he is requesting £50K to enable funds to support the project via the framework and for two or three volunteers for the working party. **DP** agreed as it's important to look further into the current market.

AB also agreed as it will be a very swift process and the soft market test will check to see if there are other suitable providers. Agreement with the RSC and EFSA must be assured and any questions the Board have need answering before anything can be signed off by the end of June 2020.

TS asked about the number of members of the working party as would a quorate of two be enough. **GG** informed Trustees have the power to delegate but thought it preferable for governance purposes if members were Trustees. **TS** thought two is acceptable, however he reminded the Board of the comments from the PMO last year around the F&A committee having only two Trustee members. **GG** explained that is correct in financial terms, however the Board members on the working party are not making the final decisions, they are just presenting options as the Board will make the final decisions. **AB** can't be on the working party due to her previous involvement with Delt.

It was **RESOLVED** that Peter Cubbon and Time Searle would be on the project working party, with Denis Parsons as reserve.

	<p>PC asked GG if he would be informing the RSC and ESFA of the Delt project along with the other soft market tests. GG advised it will depend what returns on the soft market testing, but he will keep an open mind.</p> <p>PC advised talking to ESFA and RSC about Delt. GG has already made it quite clear to them that Delt are in the running.</p> <p>It was UNANIMOUSLY RESOLVED to:</p> <ol style="list-style-type: none"> 1. Support the project framework as presented by GG. 2. Support a £50,000 maximum project fund. 3. Accept the Terms of Reference for the project working party. <p>ACTION: GG to circulate the written project report as discussed.</p> <p>iii. <u>HR and Payroll Manager:</u> GG will discuss with the Trustees at the next Board meeting the provision of cover for the HR and Payroll Manager as her approval for early retirement on medical grounds has been approved and she will be leaving on the 30th April 2020. Delt are taking an outside view of HR, completing an audit and looking at the process to drive forward.</p>	
4.	<p>PART 2.</p> <p>There was nothing to discuss.</p>	
5.	<p>ANY OTHER URGENT BUSINESS.</p> <p>None.</p> <p>The meeting closed at 18.00.</p>	

Signed:

Date:

Chair

Dates of Future Meetings:

Wednesday 20 th May 2020	18.00 – 20.00
Wednesday 15 th July 2020	18.00 – 20.00

ACTIONS ACE SCHOOLS MAT BOARD OF TRUSTEES MEETING 16TH APRIL 2020

Minute Number	Action	Who	Date to be completed by
3.	ii. Approval of Business Case. ACTION: GG to circulate the written project report as discussed.	GG	As soon as possible.