

Minutes of an Extraordinary General Meeting of the Board of Trustees

Thursday 19th November
by
Virtual Meeting

Transforming Futures MAT
Unit 3 Ensign House, Parkway Court,
Longbridge Road, Marsh Mills,
Plymouth PL6 8LR

TRUSTEES IN ATTENDANCE:

Dr Clive Grace – Chair of the Board of Trustees.
Dr Karen Deeny – Trustee.
Mr Peter Cubbon – Trustee.
Mr Peter McDonnell – Trustee.
Mr Tim Thexton – Trustee.
Mr Tim Searle – Trustee.
Mr Graham Oliver – Trustee.
Mrs Carole Burgoyne – Trustee.
Mrs Geraldine Herage – Trustee.

IN ATTENDANCE:

Mr Gavin Gracie – CEO.
Ms Josie Medforth – COO.
Ms Diane Dimond – CFO.
Ms Laura Partridge – PHP Law.
Mr Nathan Coughlin – Bishop Fleming.
Ms Annais Prestidge - PA.

| Minute No. | Agenda Item | Action |
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| 1) | <p>ATTENDANCE AND DECLARATIONS OF INTEREST REGISTER.</p> <p>CG opened the meeting. All attendees introduced themselves. The video call was evidence of meeting attendance. There were no further declarations of interest.</p> | |
| 2) | <p>APOLOGIES.</p> <p>Mr Denis Parsons – Trustee. His apologies was accepted.</p> | |
| 3) | <p>Discuss Project Blaze (Agenda item 5)</p> <p>CG invited GG to set the scene.</p> <p>GG reported that he had the opportunity last week (13th November), to take the new Trustees through the options paper and the various proposals. GG advised that there is a need to record that all Trustees know and understand the options paper and what each Trustees view is to re-brokering and seeking an alternative solution to the Central Services problem. GG listed that the options were to re-broker, rehire, outsource individual responsibilities, or outsource the entire deal.</p> <p>GG requested acknowledgement that everyone had read the action papers and requested that anyone who is not happy make it known.</p> <p>All attendees agreed that the merger/re-brokering option was not currently the best available option.</p> <p>GG advised that the procurement was at the point where a decision had to be made to outsource the project, due to the Teckal arrangement with Delt being tentatively refused by the ESFA (via letter). In conjunction with this, Delt has advised that remaining in limbo is not sustainable, therefore the procurement will have to go proceed. GG confirmed a tender document has been issued, and expressions of interests have already been received. This tender is to be submitted mid-December, for adjudication earl/mid-January for the award by 31 January 2021 with staff TUPE consultations to be conducted through February with transfer for 28 February 2021</p> <p>CG emphasised that the procurement was fully OJEU compliant and that there may well be multiple bidders.</p> <p>CG invited GO to speak.</p> <p>GO reported that the Board should only be considering mergers that deliver an outstanding education performance and GO has not heard of anyone being put forward on that basis. GO does not think that the Board has a partner that fits the criteria he would expect to see. GO reported that he supports the motion as it stands.</p> <p>CG suggested that the Board need to get on with procurement for a better back-office service. The ESFA has turned down the Teckal proposal, and both CG and GG recommend that the Board do not ask them to reconsider. CG feels the Board will have to go through with the PCSP procurement for one year with a one-year extension option. The Board can then revisit other options once they have developed the governance model further.</p> <p>CG requested clarity from LP on the following:</p> | |

If the Board do not ask for reconsideration on the Teckal proposal now, is the Board able to go back to the ESFA in the Spring/Summer with a fresh proposition, or does reconsideration need to be requested now? LP confirmed that the Board are free to reapply at any time.

CG requested questions from members of the Board. Members of the Board raised questions and sought clarifications. CG invited LP and NC to advise on the character of the proposed procurement in relation to the requirements of the AFH

NC, the Trust's auditor, advised that the use of the words novel and contentious were taken from the AFH and NC advised that his concern around 'novel' would be around the issue of shared ownership. CG emphasised that the Board are not pursuing the shared ownership model with Project PCSP.

NC does not believe the procurement (PCSP) to be novel or contentious in relation to the procurement. NC believes that while this needs consideration, he does not think PCSP novel but is a straightforward outsourcing transaction. NC advised that it is similar in most outsourcing arrangements, although this PCSP is closer to a partnership than most such arrangements.

CG requested the Board view's on the motion in front of them. CG requested clarity of any considerations or reservations regarding the discussion with NC and/or the re-brokerage, GO having already indicated his concurrence with the current OJEU procurement..

PM confirmed he is content with what he has seen. KD confirmed she is content with the proposal. KD advised that her only concern is that there is nothing in the motion which intends or implies positive learning with children. KD would like to see this reflected more explicitly. CB confirmed she is happy with the motion. CB advises that it is important to consider the fuller option and that it doesn't feel right to go too fast, considering all the changes. CB would like further clarification of the views from the RSC, ESFA, Ofsted and Council. CB is content to approve the motion, but requests not to move too fast if there are more potential changes. TT confirmed he is extremely happy moving forward and is right behind the motion as it stands. GH agrees with the motion. GH queried how it improves the outcome for young people. TS advised that he supports KD's views and believes getting better IT services will have a beneficial impact in the classroom. TS emphasised the need to be watertight with the OJEU and the importance of the minutes being an accurate record.

PC confirmed he is happy with the motion. PC emphasised that the Board need to be clear with what the decision is and why they have made it.

NC clarified novel and contentious, novel being that the ESFA are nervous about Trusts entering commercial ventures as Trusts are not meant for this purpose; contentious being that the procurement may attract public criticism so shareholding could muddy the water. NC does not believe there is anything that could attract such criticism. The RSC is approaching a lot of the standalone academies to join a hub. NC concurs that PCSP aligns with everything on the RSC agenda.

LP echoes NC's comments around the RSC political agenda. The RSC are trying to convert as many schools into Academies and turn small academies into large academies. LP advises the Board to bear in mind that they may face constant push back on not pursuing a merger with a larger MAT.

JM confirmed that Schools Buying Hub South West are to run the procurement and that it is an approved ESFA vehicle for such transactions.

DD emphasised the need to demonstrate that it works before moving forward. The finance team are working on a reforecast with the outcome to go into the tender.

GG confirmed he has nothing to add.

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| | <p>CG requested the Board signify their approval or disapproval of the motion.</p> <p>The following motion: That having considered all the background and following thorough briefings for new Trustees, the Board resolves:</p> <ul style="list-style-type: none"> a. To implement Project PCSP (“Project for Central Services Procurement”) being the current OJEU Procurement of outsourced central services for a contract duration of one year, with an option for a further year. b. To confirm the membership of the current Trust Working Group as follows, and with the same delegated powers as previously to take Project PCSP forward: <ul style="list-style-type: none"> i. Clive Grace ii. Tim Searle iii. Peter Cubbon iv. Gavin Gracie v. Josie Medforth vi. Diane Dimond c. To inform the ESFA that the Trust is implementing Project PCSP to secure effective and efficient central services in the near term in the interests of best supporting the educational delivery of the Trust. The Board notes the advice received that this is not novel or contentious as per para 5.5 of the AFH and that the Board has reached the same conclusion in light of that advice. In light of this (and subject to legal advice) the Board will not be seeking reconsideration of the ESFA's decision re Project Blaze currently. The Board would like to discuss Project Blaze further with the ESFA, in the future. <p>was unanimously approved.</p> | |
| 4) | <p>Board Positions and Memberships (Agenda items 6-8)</p> <p>CG to circulate documents in the coming week.</p> <p>CG sent a note to the Board for the appointment of the Vice-Chair. Board to come back to CG.</p> <p>GG advised that LP and NC are no longer required to attend the meeting.</p> <p>LP and NC left the meeting.</p> <p>CG proposed that agenda items 6-8 be dealt with offline.</p> | <p>CG</p> <p>Board</p> |
| 5) | <p>COVID and Procurement and Strict Governance (Agenda item 9)</p> <p>GG advised the COVID situation is causing a stretch at Courtlands, which is highlighting structural weakness, requiring only a few teachers to be absent before Courtlands becomes non-viable. GG reported that staff are risk assessing themselves and their susceptibility to COVID and risk assessments for pupils are also underway. GG assured the Board that the executive is working towards a clear picture of where the high-risk areas are and that the bubble structure is working well, enabling the Trust to close only what is necessary. GG reported that Exeter is operating as usual, Tiverton is unimpacted and Cornwall has been stable to date. GG advised that another focus is the pressure leading up to Christmas, where students get angsty, behaviour interventions are required, and, staff resilience is lower, especially combined with the COVID. GG assured that the executive is keeping a close eye</p> | |

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| | <p>on the situation. GG concluded that the schools do not have big classes; the largest class has 10 students; therefore adhering to social distancing is easier than for many schools.</p> <p>CG invited GG to speak about the next item (being circulated after the meeting).</p> <p>GG referred to procurement and requested two exemptions to the procurement policy.</p> <p>JM referred to the Futures for Somerset CIF Bids and PHP Law All-Inclusive Service.</p> <p>GG advised that these documents will be circulated for round-robin approval.</p> <p>GG explained that Devon County Council issued a tender for a new school in Oakhampton, a SEMH school with an autistic provision, equivalent in size and provision to Courtlands and Tiverton. Expressions of interest must be made by 11th December, with a full bid submitted by 11th February. GG advised he is reviewing an external bid writer; with the Trust overlaying the curriculum. GG referred to a document that Paul Winterton did on what went well and what didn't with Tiverton and acknowledged that the Trust can use this in the process. GG advised of another site coming available in 18 months around Bideford.</p> <p>CG acknowledged that this is a hugely important piece of work. GG to circulate information on this. CG advised he will come back to this next week and assess if any Trustees are willing and able to take a direct interest. CG requested questions from Trustees.</p> <p>KD asserted a point relating to COVID. KD refers to a Governance COVID training session that she and TT took part in last week. Although the quality of the session was poor, key points were raised. KD emphasised the importance of real clarity when the teaching staff and leadership are responding to challenges of short staffing and the review of priorities to try and reduce the demands. KD requested clarity with what needs to go ahead, safeguarding as number one, but what is possible not to do during these times.</p> <p>TT followed on from KD's point, and echoed how poor the Governance COVID training was, but emphasised that all the Heads and teachers are under incredible pressure, and the Board need to be safeguarding the staff mentally as there is extreme danger of anxiety and stress.</p> <p>CG thanked and requested a response from GG. GG reassured that he has daily discussions regarding both KD and TT's points with the Heads. GG advised that all decision making that doesn't need to be made by the Heads is to be pushed further down the organisation and SLT's and line managers are to take more responsibility. GG has made it crystal clear to the Heads that their priorities be documented. Any closure of bubbles requires confirmation with GG before action is taken.</p> <p>TT advised that once COVID is out of the focus and Ofsted inspections restart, reports are going to be requested. Trustees need to support the Trust and the Heads in these matters.</p> | <p>GG/AP</p> <p>GG/AP</p> |
| 6) | <p>AOB No other matters were raised.</p> | |
| 7) | <p>CG emphasised that the Board have come to a unanimous decision and thanked everyone for their attendance.</p> | |

A handwritten signature in black ink, appearing to read "Chris Jones", with a horizontal line underneath.

Signed:
Date: 15/12/2020