



never give up.

Trustee Meeting Minutes

Wednesday 7th February 2018
6pm-9.45pm

ACE Schools MAT, Martinsgate, Bretonside,
Plymouth, PL4 0AT

Trustees:

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

1. **Chairman's introduction**

TS welcomed the Board. He requested to be allowed to juggle the agenda slightly as SG and PW were travelling back from Devon and there were some items which required their input/update. These would be deferred until they arrived. The Board agreed to this.

<Commercially Sensitive Information has been removed>

2. **Apologies.**

None although SG & PW advised they would be arriving late due to having to travel from Central Devon. TS requested their arrival to be appropriately noted within the minutes.

3. **Verbal declarations of interest.**

AB advised that she has now retired from being a Director of Delt and CCG.

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

In advance of the previous meeting which AB was unable to attend, she did forward some questions to TS. TS felt that these had been answered during the meeting and captured in the minutes but prior to signing them off sought AB's confirmation that he had obtained the information desired. <Commercially Sensitive Information has been removed>

With regards to the pension liability, ACE have to take on a long term liability under net assets. This affects anyone with a final salary scheme. The liability does fluctuate but it is indemnified by the DFE and Government. AB described how Delt was impacted during the first 2-3 years but felt it was imperative that Trustees were reminded that this was indemnified. PT advised that operationally, the input required could be increased from the employer. There are 3 years to make up the deficit which is what is being done and this is manageable. JW asked whether the pension funds were invested. PT advised that they were but that these investments were not in our control but chosen by actuaries/investment managers.

The Board discussed the KPI narrative and confirmed that they were happy with this.

With regards to the terms of reference, there was a query over the use of the word 'ensure'. AB impressed upon the Board that it is the duty of the Trustees to assure and the Mat Executives to ensure. PT advised that the wording in the Academies Financial Handbook states Trustees will 'ensure' which is why this wording had been used.

Following the above discussion, the Board approved the minutes of the previous meeting.

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

None

6. **CEO Update- This was deferred to later in the meeting**

7. **Finance Reports**

The Board received a copy of the draft minutes from the Finance and Audit Committee Meeting. The Board were advised that these were only draft minutes as they would not be up for approval until the next Finance and Audit Committee Meeting and could be subject to amendments. As the full Trust meetings will always take place between Finance & Audit Committee meetings, it was agreed that any future draft minutes brought to the meeting would carry a draft watermark on them. The Board acknowledged the draft status of these minutes.

The work plan and terms of reference were reviewed.

<Commercially Sensitive Information has been removed>

PT summarised the finance reports and provided updates on actions which had been taken following the finance and audit committee. <Commercially Sensitive Information has been removed>

PT advised that that his reports were a first attempt of incorporate the Finance and Audit Committee meetings and the new termly meeting structure. Through use, this will be further refined in its presentation and may include graphs/KPIs. PT advised that the key points were contained on page 3 and consisted of 4 points. PT also circulated copies of the most up to date aged debtors report and drew the Board's attention to page 4. He advised that this rated as green were due to come in tomorrow and that there had been an improvement in the older debt.

PW arrived at the meeting.

<Commercially Sensitive Information has been removed>

8. **ACE Family**

The Finance & Audit Committee forwarded to the full Board meeting. Wolferstans and Bishop Fleming advised setting up a trading subsidiary with ACE family being object of the charity. This would mean that they are not exactly the same as the MAT although they are related to education. The Key features are contained within page 2 and if the Board approve this it will be submitted to the DFE. TS asked PT if he was happy with the advice from Bishop Fleming? PT advised that the 2 partners and the audit manager specialises in MAT accountancy so was confident with the advice given. AB enquired as to whether with the trading subsidiary there would be shares and if so would the MAT be the only shareholder? PT advised that this was correct. There would be no loan from the MAT but it would be a shareholder with starting capital. The staff and funding would come from the MAT and then be recharged. JW asked if there was a known demand for the service from any LAs and were they able to fund this. PT advised that LAs were interested and schools would also able to buy in. The risk is being managed by requiring a low input from the MAT. ACE Family will be staffed by 1.5 staff, have no premises costs and no assets. If not successful, staff can be relocated.

<Commercially Sensitive Information has been removed>

The Board agreed that they were happy for the proposed structured to be presented to the DFE for consideration/feedback/approval.

TS clarified that, subject to the DFE's approval, the future business plans/models would go through the Trust Board.

9. **Trust Dashboard**

PW summarised the KPI report. <Commercially Sensitive Information has been removed>

SG arrived.

<Commercially Sensitive Information has been removed>

10. **Governance**

The Board discussed the need to create additional LGB groups to cover the Devon/Cornwall sites as they all agreed that it was not feasible for ACE Schools Plymouth to effectively govern these outer laying sites. This was also a due diligence requirement from the RSC visit discussing growth. A written directive on Governance will be provided.

Questions:

AB: Are there any costs or issues associated with this?

JW: The biggest obstacle is recruitment.

PW: As the set-up is slightly different, it has been agreed that local people with an interest may volunteer.

SB: How will prospective Governors be brought to the Trust Board for approval?

PW: They will go through an application with the Chairs of the LGB who will then forward them for approval.

TS asked the Board to vote on the recommendation of proceeding with recruiting additional LGB groups. The makeup and scheme of delegation will be directed by the RSC and the Trust Board will then appoint against this criteria.

The Board accepted this recommendation.

Education Committee- The Board discussed establishing an Education Committee. The Education Committee would meet at the same frequency as the Finance & Audit Committee and would review the levels of education and safeguarding. Their meetings would also have to be aligned with the LGB meetings. If the Board agreed to setting up an Education Committee, terms of reference will need to be written up.

The Board agreed to setting up an Education Committee and the terms of reference to be written up to support this.

11. **MAT Model of Delivery and Quality Assurance Model**

CH, PW & Bluesky have been working together over the last 9 months to recreate the SEF. There are currently 2 strands to the school SEF. This won't be replaced but will be able to draw down reports when required based on various input.

The focuses will be termly and will record ongoing work and wording. Senior and middle leaders will make judgements and this will build levels of reporting. This will be based on the notion of the ACE MAT Vision which will be broken down and evaluated.

The system is bespoke to ACE but contains similar aspects used by the RSC which they are happy with and gives credibility.

CH distributed handouts detailing 3 areas which will be subject to feedback. Once a statement has been made it will be fixed in the system. The information cannot be changed retrospectively. Where judgements are subjective they will also be open to challenge and backed by data/evidenced.

The information will predominantly be input by middle leaders including lesson observations, and can be done on departments or on the whole school. So far this has proved quick and easy to use and contributes to a culture of positive challenge. TS asked how staff had adapted to the new system? CH replied that they had found it easy to use and it had now become second nature. It allowed staff to be held to account. SB asked how it would fit in with the KPIs to which CH replied that these indicators would be identified and responded to.

Questions:

SB: Who makes the judgement on the MAT areas?

CH: These are currently made by CH and PW referring to the parameters set by OFSTED. Parts of the SEF will also be completed by SLT.

CH provided the Trustees with a SEF questionnaire which he requested they completed and returned to him to be input before the next Trust Board meeting. The Trustees were asked to focus on where they see the Trust is now compared to September 17.

The Board agreed to role this out to Courtlands with training.

12. **Policies.**

Courtlands Referral and Admissions Policy- The feedback from the lawyers is that Courtlands have 75 places commissioned by PCC but have a capacity of 100. This does mean that 25 places can be offered out beyond Plymouth LA. A very small number of Devon/Cornwall referrals do go through the Plymouth SMAP panel. However, the need has been identified from the commissions from these LAs for Bespoke WRAP places with ACE Schools Plymouth.

<Commercially Sensitive Information has been removed>

The Board agreed to adopt the Courtlands Referral and Admissions Policy.

ACE Schools Plymouth Marking, Assessment and Tracking Policy- The Board discussed the importance of ensuring consistency across all of the policies- using the correct logo, page numbering, version control and including the job title of authors. CH advised that the authors needed to be amended to Sam Morahan & Kirsty Lambert.

The Board agreed to the content of the ACE Schools Plymouth Marking, Assessment and Tracking Policy subject to the above administrative changes.

Policy Review- CH distributed the Policy review document. All of the current policies are indexed on a spreadsheet. CH, Beccy Woods, Joanne Warne and Cheryl Reuben are due to attend a policy writing course to facilitate the group to be able to confidently and competently write policies in-house. Whilst Policy templates can be purchased, these tend to be very generic. The intention is to strengthen the existing policies and not re-write them from scratch.

Questions:

SB: Will the LGBs have any input?

CH: This would depend on the Scheme of Delegation and the level of authority required. Currently Lee Earnshaw and Carolyn Kearney are consulted on policies for Courtlands where appropriate.

The Board acknowledged and agreed the content of the Policy Review paper.

The E-Safety policy will be reviewed in-line with GDPR. A consultant from the Sapphire Consulting Group will be conducting an audit, reviewing current practices and providing training on what needs to be changed/implemented.

6. **CEO Update**

RSC Visit-The content of the RSC visit was rigorous and valuable. It was similar to an OFSTED inspection. The feedback given at the end of the day was very positive. A report and directive will be issued following the visit but the indication is that ACE MAT is in an 'Outstanding' position to support other Trusts/Schools.

An application for significant change is being completed. The note was given after pursuing work in Bournemouth to create a satellite academy. This would require a Local LGB. The application will go via the Trustees, Education Committee (when formed) and the Finance & Audit Committee. A business plan will need to be created. We will be working with the DFE and RSC over a 4-6 week period to use the venture as a research development tool. The venture was acknowledged by Lord Agnew during a recent conversation. The advice we have received with Bournemouth is to pursue with caution when setting up the provision around costings, identifying premises and recruiting. The intention is to be able to offer the provision from Summer/Autumn 18. SG advised she has kept all the LAs up to date with the progress.

Devon & Cornwall Satellite bases- <Commercially Sensitive Information has been removed>

Bath- The decision has been made not to commit to tendering due to our capacity and timings. The contract is for 3 years so we will flag up a review for in 2 ½ years. We will continue to monitor quality and assurance.

ACE Schools Plymouth- <Commercially Sensitive Information has been removed>

Courtlands- <Commercially Sensitive Information has been removed>

ACE Family- The launch went well and was well publicised. ACE Family are engaging parents with various classes. The next step is to create a business model and a plan for growth.

Schools Company- <Commercially Sensitive Information has been removed>

13. AOB.

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

CH informed the Board that he was undertaking a NPQEL in business development strategy. He requested approval from the Board to write up and give a presentation on what this will entail.

The Board approved this request.

JW raised the date of the next meeting for Plymouth LGB which was due to take place on Thursday 29th March 2018. JW would be unable to attend this so will be requesting the LGB to meet on an alternative date during this week.

Note: Due to the extensive length of the meeting and the running order being altered, TS sent out an email after the meeting raising the following points to the Trust Board:

1. The Finance Report Item 7.ii. We did not accept this as there were comments needed from Sarah about the LA and the ACE Plymouth Head. She made these comments, and we have the discussion. So if you are happy please can you indicate by email to me that we accept this report. We will reflect this in the mins.

PM, SB & JW all responded confirming their acceptance of the report. These emails will be printed and stored with the signed copy of the minutes.

2. Under AOB Trustee's need to sign the ICT Acceptable use policy - Cheryl can you send this out by email and we will all sign it. **This was emailed out to all Trustees after the meeting to be signed and returned to the Clerk.**
3. Lastly, when life has slowed down slightly, it would be great if we could have a meal together - Cheryl and I will send some dates out.

14. Reserved Business

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 28th March 2018 18:00-20:00
Wednesday 23rd May 2018 18:00-20:00
Wednesday 11th 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