

Minutes of the MAT Meeting held on Tuesday 12 December 2017 at 5.30pm in the Community Reception Meeting Room, Hinchingsbrooke School

Present: Andrew Goulding (AEG) - CEO Paul Fenney
 Brian Message (BM) – Chair Dave McMillan – Finance Director (DRM)
 Charles Glanville Robin Gildersleeve
 Gary Weston Bev Curtis

In attendance: Debbie Warner (DW) - Clerk

1.	Introductory remarks from the Chairman
	BM opened the meeting and congratulated AEG on doing a remarkable job in getting to this point.
2.	Update on consultation process
	<p>AEG gave an update on the consultation process reporting that all is going well and according to plan. TUPE meeting with Cromwell staff went without a hitch and the meeting with Cromwell parents, although not hugely attended, went well and was received positively by staff and parents alike. GW confirmed that feedback had been positive and staff are very much on board.</p> <p>Meeting held for Hinchingsbrooke staff went well. No TUPE requirement as there is no change of contract or employer. Parent Mail letter sent out today to Hinchingsbrooke parents to invite them to a Parent Forum to answer any questions on 14/12/17.</p> <p>BM acknowledged the benefit of having DRM on board which has significantly upgraded the financial information.</p>
3.	Update on legal processes
	<p>DRM gave an update on the legal processes and current situation.</p> <p>Winkworth Sherwood Solicitors have prepared relevant documents which are now with ESFA. Document to transfer Cromwell to the Trust is waiting for the ESFA to put it on the system. Funding agreements are submitted (one for each school within the Trust). Not expecting there to be any issues as ESFA template has been followed. Novation of contracts is currently being done.</p> <p>Transfer of assets has been received and only liability is the outstanding issue of the ex-Headteacher of Cromwell.</p> <p>DRM advised that once the change in company name is confirmed. Insurance for Hinchingsbrooke (Zurich) will run until August next year and Cromwell will remain within the Risk Protection Agency of the ESFA until August next year. Annual accounts of both schools should be received from auditors tomorrow and DRM to get them lodged with Companies House in order to change name. Should be done in next 4-5 days before ESFA shuts down for Christmas and therefore still on track for January start.</p> <p>PF highlighted one issue on the transfer of assets regarding the running repairing lease as he was unsure of the liability regarding this. He thought a letter from Cromwell stating they are not aware of any material repairing liabilities would suffice. DRM able to provide this. GW reassured members that the school is a new build and there would be no concerns regarding repairs.</p>

Signed
Date

	<p>GW voiced concern that the Risk Protection Agency have advised on several occasions that Cromwell's insurance is not valid because of issues relating to the ex-Headteacher and the incapacity of the governing body. GW would be more confident introducing a separate policy and cancelling the original policy. DRM advised that if Cromwell were to insure with Zurich, any insurance refusal would need to be declared and it may be better to go back to ESFA through the Risk Protection Agency and confirm if there are any issues.</p> <p>PF gave feedback from Foundation as they are keen that any grants will be for the benefit of Hinchingsbrooke School. The governing documents stipulate that 1/3 of its money goes to Hinchingsbrooke School.</p>
4.	<p>Presentation on ACES Policies</p>
	<p>AEG registered thanks to DRM for his work on the policies.</p> <p>AEG advised that by the time of first official meeting on 9/1/18, he would like to be have the policies agreed en-bloc and suggested PF reads Finance policies and BJC reads HR policies and if there are any matters that have been overlooked, advise DRM or AEG prior to the meeting in order to recirculate before 9/1/18 meeting.</p> <p>AEG discussed the Pay Policy which is based on the original EPM policy but would like to highlight amendments from original policy:</p> <ul style="list-style-type: none"> • Page 3 section 2.2 - re-written as vast majority of pay decisions are going to be delegated to the Headteacher of each individual school along with a review committee set up by the Local Governing Body. • Section 2.2.4 - appraisal and pay recommendation for Principal or Headteacher and any members of the executive leadership team will be conducted by the CEO in line with the Scheme of Delegation on page 15. • Page 8 section 4 - relevant tweaks made to leading practitioners working across the whole trust - to be approved by Board of Directors. • Page 10 - annual review of Principal's or Headteacher's salary will be in accordance with the Scheme of Delegation on page 15. • Page 12 section 8 - additional payments for teaching staff amended to say that Directors of Trust have chosen not to exercise their right to make additional payments. • Page 13 section 11 - Salary Sacrifice Scheme to be flagged up by EPM. • Access to the upper pay spine – AEG would like to extend it to other schools in the MAT. Trade Unions have been consulted and are in favour of the policy. <p>AEG sees these as start-up policies and will be revised going forward through the committee structure.</p> <p>AEG circulated a one-page summary of Values, Aims and Objectives. CG stated that it refers to the communities of Huntingdon and St Ives and would be better to make it more generic - communities of member schools.</p> <p>Document circulated about our Sponsor. Sponsor information to appear on new website.</p> <p>DRM and AEG to meet with e4education regarding new website.</p>
5.	<p>Operational and Finance</p>
	<p>DRM gave an update on operation and finance.</p>

Both schools have had their accounts from 2016 audited. Any issues have been dealt with since September. Hinchingsbrooke is now running Cromwell's accounts. Both schools operating to same model with same stringent procedures. From 1/1/18 Cromwell to cease as an entity and transfer remaining balance into the MAT. Both schools should have a healthy couple of years, Cromwell coming into Trust with surplus of £189,000 and a forecast in-year surplus of £110-112,000. Going forward will have £290,000 to offer.

GW spoke to governors of Cromwell who had no issue with this recognising they need a monthly income and not a lump sum and longevity and stability. There is an agreement with Cromwell that they will give to the MAT 5% of their government funding to pay for central services.

GW advised that cleaning contract is c. £20,000. DRM advised the MAT was likely to negotiate a MAT wide contract for cleaning. PF highlighted the need to demonstrate value for recharges going forward.

DRM advised Hinchingsbrooke's slight deficit of £80,000 forecasting an in-year surplus of £211,000. Taking into account income generating factors such as leisure and sports partnership, it is likely to be £300,000. Hinchingsbrooke to pay 3% to go back into the MAT.

DRM advised that the setting up of the banks account for the Trust was going well. He recommended that we sign an indemnity form to allow cheques payable to Hinchingsbrooke or Cromwell be paid into the new account. All were in agreement.

6. Grand Plans and Governance Matters

AEG thanked RG for access to Scheme of Delegation and Governance Handbook and when through the first draft of the ACES Academies Trust Scheme of Delegation making the following points:

- Page 3 - Values essential as it pertains to our values set the context.
- Page 5 - Articles of Association notice say Local Governing Bodies to have committee for each of the academies.
- Page 6 - Directors cannot delegate functions relating to the constitution of the Trust.
- Page 8 – The members will probably meet once or twice a year. AEG asked Board of Directors if they want 3/4 and 1/2 internal members. At present there are 2 members but needs to increase – Martin Jackson is a possibility.
- AEG made addition “any removal of a director shall only be undertaken by the members who may have regard to any representations made by the directors”.
- Page 9 - Board of directors
AEG asked for preference on numbers of directors 8/9 (one must be a trustee of Hinchingsbrooke Foundation), there are currently 7. AEG to meet a potential director (Jason Smith) tomorrow afternoon with expertise in asset management. Need to be careful not to have a Board that's too big. Decision not to stipulate it must be an odd number, but that an odd number is desirable. BM stressed the need to be aware that election should be staggered or there would be a danger everyone resigning at the same time. This would hopefully coincide with other schools coming on board.
- Page 10 – Board of Directors will establish a structure of committees as follows: Innovation and Standards, Human Resources, Finance and Premises and Audit and Risk. BM suggested IT Technology should fall within Innovation and Standards.
- Agreement for Chair of Board of Directors to be appointed by the members.
- A question was raised as to who will be on the Audit Committee. This may need to be contracted out. DRM advised that Hinchingsbrooke already contracts out CEFM for Responsible Officer and they report back to finance meeting. Should Jason Smith be suitable, he has risk experience which would fit with the Risk Committee and PF could run Finance. Revisit this at next meeting.
- Page 11 - Suggest Local Governing Bodies decide how to constitute their own Board. A minimum of 1 and maximum of 2 members of staff. Headteacher has to be a governor. Minimum of 2 and a

	<p>maximum of 4 elected parents, minimum of 2 and maximum of 6 co-opted governors and in the case of Hinchingsbrooke, 1 Governor on the Local Board must be from the Foundation. Board of Directors can appoint a Governor to a Local Governing Body should they chose to do so.</p> <ul style="list-style-type: none"> • Several riders were suggested which will be dealt with outside the meeting and put on the agenda for the January meeting. <ul style="list-style-type: none"> ➤ CG suggested a rider stipulating only a certain percentage of governors to the LGB should be parents. ➤ DRM suggested a rider that the Board reserves the right to remove governors. Governors have no legal status and the Board can dissolve a Local Governing Body. ➤ AEG suggested rider stipulating that the percentage of parent governors may not exceed 30%. ➤ Rider should be Board of Directors always have the right to appoint and remove governors. • Point added to Executive Leadership - ensure sound financial management and risk awareness and proper use of public funds. This point has been advised by WS. • AEG would not recommend committing to an annual CPD conference and it is not necessary to do this. • Delegation matrix can be simplified and to re-address it in January • Page 26 point 3 - appoint a Vice-Chair of the Trust at the start of each of academic year. • Page 28 – Local Governing Board appoint a Chair at the start of each academic. • P30 - to be re-written. • Page 32 - strategic planning to be called Finance and Premises Committee. <p>BM thought it may be beneficial to look at hiring someone for research and fundraising to work alongside DRM and AEG. This could be on a fixed term contract. CG had looked into doing this at St Ivo. To discuss at next meeting.</p> <p>Clerking arrangements – to appoint someone for the Board of Directors. DW to clerk Local Governing Boards at Cromwell and Hinchingsbrooke.</p>
7.	AOB
	<p>GW asked BM if he could create a profile with some creative ideas and thoughts of how education is going. BM to prepare and send to GW.</p> <p>AEG circulated consent forms to be completed and returned at next meeting.</p> <p>RG suggested a move towards paperless environment www.the-trust-governor.co.uk</p>

Meeting finished at 7pm

ACES ACADEMIES TRUST

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ACTION POINT	RESPONSIBILITY	BY
Letter from Cromwell regarding material repairing liabilities	DRM	ASAP
Accounts from auditors to be lodged with Companies House	DRM	ASAP
Finance policies to be read by PF ahead of next meeting	PF	09/01/18
Human Resources policies to be read by BJC ahead of next meeting	BJC	09/01/18
Consider members of Audit Committee – revisit at next meeting	ALL	09/01/18
Agreement of policies	ALL	09/01/18
Local Governing Bodies – Rider to be agreed	ALL	09/01/18
Consider recruitment on fixed term contract for research and funding	AEG/DRM	
Clerking arrangements for MAT	BM	asap
Consent form to be completed and returned to next meeting	ALL	09/01/18

Signed
Date