



## Minutes of the MAT Meeting held on Monday 9<sup>th</sup> December 2019 at 5.15 pm Community Meeting Room, Hinchingsbrooke School

<b>Present:</b>	Brian Message (BM), Chair Andrew Goulding (AEG), CEO Dave McMillan (DRM), Finance Director
<b>Directors</b>	Paul Fenney (PF), Gary Weston (GW), Andy Rankine (AR)
<b>Members</b>	Bev Curtis (BJC) (from 5.45pm), Charles Glanville (CG)
<b>In attendance:</b>	Mark Jackson (MJ), Auditors - Rawlinsons Debbie Warner (DW), Clerk
<b>Apologies:</b>	Cliff Fluet (CF), Director

<b>1. Opening remarks and apologies for absence</b>
The Chair opened the meeting. Apologies were received and accepted from Cliff Fluet. The Chair welcomed Andy Rankine as a Director to the Board.
<b>2. Declarations of interest</b>
DRM confirmed that he had now received all completed forms of declaration of interest. As a new Director, AR will need to complete and return a declaration of interest form.
<b>3. Minutes of meeting of 12/09/19</b>
Minutes of meeting were considered to be an accurate record of proceedings.
<b>4. Matters arising</b>
Covered elsewhere on the agenda.
<b>5. CEO Report</b>
<p>The CEO provided an update to Directors on operational matters for Hinchingsbrooke School and Cromwell Academy.</p> <p><u>5.1 Hinchingsbrooke School Operations</u></p> <ul style="list-style-type: none"> <li>• Preparation for the new Ofsted framework is underway and time had been allocated at the 2 recent INSET days. The CEO circulated a Blueprint document during the meeting, which staff had already received, reflecting ACES' vision, values and principles for the curriculum.</li> <li>• QA processes have been amended and adapted to reflect the requirements of the new framework.</li> <li>• Performance management went well with no appeals received.</li> <li>• Staffing issues were discussed.</li> <li>• A SEND report is also included in the report and the CEO acknowledged the excellent work of the Trust SENDCo, Rebecca Berton. Furthermore, he added that as the MAT grows, it is anticipated that a SENDCo for Hinchingsbrooke will be appointed in September to allow Rebecca Berton to undertake a more strategic role across the Trust.</li> <li>• The new Principal, Mark Patterson, has spent a couple of days at the school meeting with staff. Directors would like to invite him to the next Trust Board meeting in February 2020.</li> </ul> <p><u>5.2 Cromwell Academy Operations</u></p> <ul style="list-style-type: none"> <li>• The CEO was pleased to confirm that there is continued improvement at the school.</li> <li>• Headteacher remains motivated and has good support from her SLT.</li> <li>• The Headteacher is currently in the process of setting up a pre-school.</li> </ul> <p><u>5.3 CIF Bid</u></p> <p>The CEO confirmed that the CIF bid has now been completed. He explained that Hinchingsbrooke House is owned by the Foundation and the Trustees have agreed, in principle, to a variation of the lease. This will be subject to a number of conditions:</p> <ul style="list-style-type: none"> <li>• IMO to attend a Foundation meeting to update Trustees.</li> <li>• IMO to make the latest conditions survey available to the trustees as the landlord.</li> <li>• Out of the income generated by letting part the House, a proportion is to be ringfenced for the upkeep of the House.</li> </ul>

	<p>The CEO acknowledged that the upkeep of the House is costly and lettings is a good way of generating money and thus not having to use finances which are intended for education.</p>
6.	<p><b>MAT Development</b></p>
	<p><u>6.1 ACES/NET Steering Committee (meeting 1)</u>          Directors received a summative report from the ACES/NET Steering Committee. The ACES Chair and Directors Paul Fenney and Cliff Fluet attended the meeting with The NET Chair and 3 Directors. The meeting highlighted four key areas for discussion:</p> <ul style="list-style-type: none"> <li>• Name of the Trust post merger – likely to be ACES Education Trust</li> <li>• Who will be CEO of the merged Trust</li> <li>• Legal structure</li> <li>• Governance structure</li> </ul> <p>The Chair felt the meeting went well. A discussion was had over NET acquiring ACES because of the number of schools within the Trust, which the Chair felt was the right thing to do. It was also discussed at the meeting that there would be one CEO of the merged Trust with both CEOs confirming they wish to be considered. An interview process will therefore follow. The Chair has written to the Steering Committee with his recommendation that both CEOs put their CV forward with interviews taking place on 20<sup>th</sup> January 2020. The Chair added that NET have a Board meeting on 10<sup>th</sup> December 2019 which may indicate the next steps regarding the proposed merger.</p> <p><u>6.2 NET Due Diligence Report</u>          The Chair confirmed that a statement of intent has been signed by NET and ACES and due diligence has recently been carried out. A file containing the findings of due diligence on all schools within NET was made available for Directors to scrutinise. The CEO gave a verbal summary of findings:</p> <ul style="list-style-type: none"> <li>• <u>Due diligence - Education</u>              Julia Elliott (Academy Challenge Partnership) and Hannah Connor-James (Headteacher- Cromwell Academy) carried out due diligence on NET’s primary schools. Andrew Goulding, Matthew Pinder and Helen Fullard (SLT - Hinchbrook School) carried out due diligence on NET’s secondary school. Quality of leadership and education together with pedagogical practices were the focus of the due diligence.</li> <li>• <u>Due diligence – Back office function</u>              Colin Meredith (Diamond Learning Partnership) and Dave McMillan (ACES Finance/HR Director) carried out the due diligence for back office function. Ian Oliver (ACES Estates Manager) carried out due diligence for site related matters. Financial due diligence was not deemed necessary as Dave McMillan is currently working for both Trusts. Colin Meredith reported that his inspection was hindered by missing information and back office staff not being prepared for the visit. DRM has subsequently been able to secure some of the missing information.</li> <li>• <u>Summary comments</u>              The CEO had noted there were areas of strength where NET was further developed than ACES but there were also areas of concern both at trust level and in individual schools. However, he remains of the opinion that ACES would benefit from the merger and could therefore see no reason why ACES should not continue to proceed with the merger. The CEO provided Directors with a more detailed analysis of the due diligence exercise.  <b>A Director asked what is ACES gaining by merging with NET. The CEO said there will be cost efficiencies with a bigger back office function. There is also the benefit for the secondary schools to work alongside each other.</b></li> </ul> <p><i>BJC joined the meeting at this point.</i></p> <p><u>6.3 OLT</u>          The Chair confirmed that a bid has been submitted for two of the schools in OLT (the 2 feeder schools to Hinchbrook – Godmanchester Academy and The Bridge Academy) to join ACES/NET. The CEO reported that there had been a subsequent interview process and a further follow-up meeting with the Chair and CEO earlier this afternoon. The CEO reported that as a result of these interactions, OLT were minded to recommend to their Board of Trustees that the 2 Godmanchester schools join ACES Academies Trust.  <b>A Director asked what would happen to the other school in their trust and why would that not come to ACES?</b></p>

Signed  
Date

	<p>The CEO explained that it was geographically further out into the Fens, had no connection with Hinchingsbrooke and thus was not high on our list of priorities according to our growth plan. He stated that in our bid we had agreed with the DLPT that they would seek to acquire that school because they had others in the same area and an already established Fenland hub. He further stated that the OLT Board meeting was in two days' time (Wednesday 11<sup>th</sup> December) so final confirmation should be forthcoming by the end of this week. He went on to say that there had to be a process of submission to the HT Board and it would all be subject to the approval of the Regional School's commissioner.</p> <p><b>A Director asked if it was likely to get the RSC approval?</b></p> <p>The reply was that it was likely to be agreed because the current policy remains to promote mergers in order to grow successful MATs and that he understood the CEO from OLT had kept the Office of the RSC fully apprised of the process as it had gone along. He further explained that there was an opportunity to bid for additional funding to support growth and that he had a bid already prepared in the event that we were successful.</p> <p><b>A Director reminded the meeting that were led to believe we would get Offord but that this had not gone to us despite it being a feeder school and very close. He asked if the same thing might not happen?</b></p> <p>The CEO stated that he would also contact the RSC office once he had the confirmation from the OLT Board in writing and would do his best to make sure everyone understood how this would work and to reassure them of success. He further stated that the situation was somewhat different as Offord had been in difficulty following a poor Ofsted, whereas the Godmanchester Schools were good schools and they were choosing to join us. They would therefore add capacity and not be a drain.</p> <p><b>A Director asked how this would affect the merger discussions with NET and if they knew about OLT?</b></p> <p>A discussion on timescales followed.</p> <p>The CEO asked the Directors to indicate formally whether they were prepared to accept the 2 Godmanchester Schools from OLT, subject to a process of due diligence, if this all happened as expected later this week. The vote in favour was unanimous.</p>
	<p><b>Finance Update (PF)</b></p>
	<p>Mark Jackson of Rawlinsons gave Directors an overview of the three documents presented being the official set of accounts, managed information pack and side letter.</p> <p>MJ had attended the recent Finance Committee meeting and had gone through the documents in finer details. He highlighted that in the consolidated management information, the Trust started the year at 20.5m and now shows 20.4m deficit in the year due in the main to a revaluation of the Local Government Pension Scheme. Some factors affecting this are the available funds which show a surplus of £134,000 in the year. Available funds do not include HSSP and HBK Leisure. MJ noted that there is land registry in the name of Cromwell Park and this needs to be updated.</p>
<p><b>8. AOB</b></p>	
	<p>There was no other business</p>
<p><b>9. Date of next meetings</b></p>	
	<p>Monday 3<sup>rd</sup> February at 5.15pm (Board)          Tuesday 21<sup>st</sup> April, 5.15 pm (Board)</p>

Meeting finished at 7.30 pm

Signed  
Date

