

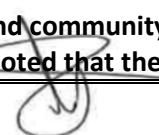


## Minutes of the Board of Trustees Meeting held on Tuesday 6 December 2022, 4.45 pm, via Zoom

Present: Brian Message (BM), Chair of Trustees  
Chris Meddle (CM), Vice Chair of Trustees  
Gary Weston (GW), Trustee  
Rebecca Ryan (RR), Trustee  
James Nicholson (JN), Trustee  
Andrew Goulding (AEG), Trustee & CEO

In attendance: David McMillan (DRM), Finance Director  
Antonia Drysdale (AD), Director of SEND  
Simon Eardley (SE), Director of Primary Standards  
Debbie Warner, Clerk

1.	Apologies
	Apologies were received and accepted from Raj Joshi.
2.	Declaration of interests
	Rebecca Ryan: Solicitor for EPM
3.	Elections/Resignations
	As Chris Meddle was absent at the previous meeting, Trustees notified the Clerk that they unanimously agreed that Chris Meddle should continue as Vice Chair for the academic year 2022-23.
3.	To approve minutes of meeting 18/10/2022
	The minutes of the meeting were deemed to be an accurate account of proceedings and were signed off by the Chair.
4.	Merger discussion including due diligence report
	<p>The CEO expressed his thanks to all involved in constructing due diligence in anticipation of the merger. He believed that the process had been conducted both thoroughly and professionally. He defined the scope of the work involved in the due diligence: analysis of previous data and targets for this year as well as time spent at each of the schools to conduct learning walks; this work was carried out by ACES staff SE and AD, and Vice Principal of HBK, AN. SE added that he felt the primary schools represented a good match and felt broadly in favour of the initiative. SE came across the same passion for education and alignment in values.</p> <p>The Chair added that Trustees and Members had met up earlier in the year and, due to the departure ACES Chair of Trustees and ACES CEO, is conscious that the optics may look like a takeover rather than a merger. However, he felt that the intended course of action is a positive one. The CEO added that there is some work to be done regarding management of communication to staff.</p> <p><b>The Chair invited questioning/challenge from Trustees:</b></p> <ul style="list-style-type: none"> <li>- One Trustee voiced concern that best practice is shared in the right way and is concerned that the appearance may look more of a takeover rather than a merger. He also added that he is looking for reassurance that the less than best practices that are contained in the due diligence report for the secondary school are not imposed on HBK. He also noted that there was very little mention of the school's sixth form.</li> <li>- The CEO added that the Head of Sixth Form for HBK had been in touch with her counterpart and the sharing of good practice is underway. He was also satisfied that the two sixth forms are geographically in different regions and therefore are not rivals for each other.</li> <li>- A Trustee agreed that ACES Academies need to ensure that staff do not perceive this as a takeover. The Chair was keen that the name of the newly formed Trust is important and that a neutral name should be sought.</li> <li>- In response to the sharing of good practice, he acknowledged that HBK are further ahead in their journey in terms of education but that there was good senior leadership at the Bedford secondary school but their inclusion and community engagement was more effective.</li> <li>- A Trustee noted that there are lots of differences in HR.</li> </ul>

Signed:   
Date: 01/02/2023

	<ul style="list-style-type: none"> <li>- <b>The CEO acknowledged the need to spend some time on back office functions.</b></li> <li>- <b>Another Trustee agreed that it must not be seen as a takeover and enquired whether there was any advantage to HBK? He added that it would have to be managed carefully with both the CEO and Chair is stepping away.</b></li> </ul> <p>The CEO informed Trustees of the road map going forward: The CEO, along with the Bedford Trust CEO, has met with representatives of DfE. He added that early indications suggest that it will be a relative straight forward merger. Documentation for the Advisory Board will need to be in place in time for the meeting in February, legal assets and liabilities will then considered. The TUPE process will follow. The CEO added that the Finance Director for ACES is anticipated to take over a new role but the current view is to operate as a 2 hub structure and is not a staff reduction exercise. The CEO suggested that a shadow board is set up in the New Year.</p> <ul style="list-style-type: none"> <li>- <b>Trustees were keen that there should be equal representation of Trustees from both Trusts.</b></li> </ul> <p>The CEO suggested that, for transparency, due diligence reports were shared between the 2 Trusts – Trustees were in favour of this.</p> <p><i>SE and AD left the meeting at this point.</i></p> <p>The Chair proposed that the board move forward with the next stages of the merger. All were in agreement that the board should pursue with merger intentions and move to the next stage.</p>
5.	<b>CEO's Report</b>
	<p>The CEO received confirmation that Trustees had read the CEO's report prior to the meeting and invited comments. He highlighted the administrative support the Trust was providing to a local primary school which was not currently in the Trust. He also highlighted other key points in his report, namely the impact of staff absence at some of the primary schools in the Trust. He did, however, acknowledge that this was a national issue. Cromwell Academy were also struggling to provide SEND support as the provision is current inadequate.</p>
6.	<b>AOB</b>
	There was none.
7.	<b>Date of next meeting</b>
	Confirmed as Wednesday 1 February 2023, 5.15pm