SOLENT ACADEMIES TRUST
A COMPANY LIMITED BY GUARANTEE
(THE "ACADEMY TRUST COMPANY")

COMPANY NUMBER: 8374351

MINUTES of the eighteenth meeting of the directors of the Academy Trust Company, duly convened and held at Mary Rose Academy, Gisors Road, Southsea, PO4 8GT on Monday 12 December 2016 at 5.30pm.

PRESENT:
Mark Mitchell (Chair)
Alison Beane (Executive Head Teacher, Director) (to 6.35pm)
Chris Green (Director)
Trevor Sapey (Director)

IN ATTENDANCE:
Peter Starie (Member of the Trust Company)
Annal Nayyar (SAT Responsible Officer)
Lorraine Swanson (SAT Business Operations Director)
David Jordan (Company Secretary)
Karen Frost (Company Secretary Designate)

APOLOGIES:
Mary Ive (Director)
Judith Smyth (Director)

1 CONSTITUTION AND MEMBERSHIP

1.1 The Chair reported that due notice had been given of the meeting and a quorum was present.

2 MINUTES OF THE PREVIOUS MEETING

2.1 The Minutes of the meeting held on 10 October 2016 were approved as an accurate record of the meeting and were signed by the Chair.

2.2 The Minutes of the meeting held on 8 November 2016 were approved as an accurate record of the meeting and were signed by the Chair.
2.3 Re Minute 2.2 (Financial Regulations relating to purchases): Although the Board had agreed that there was no need to amend the Financial Regulations relating to purchasing, both the Auditor’s Letter and the Responsible Officer’s Reports included with the papers for this meeting indicated that a procedural issue remained and it would be necessary to revisit the Financial Regulations relating to purchases.

2.4 Re Minute 2.3 (Banding of pupils at Redwood Park School): This matter had been resolved by PCC placing a large number of pupils into the correct funding bands.

2.5 Re Minute 2.5 (Solent Academies Trust’s medium- and long-term strategy): The Regional Schools Commissioner would probably encourage the sponsorship of primary schools in the city.

2.6 There were no other matters arising from the minutes of the previous meetings that were not included in agenda items for this meeting.

3 CONFLICTS OF INTEREST

3.1 Each director present declared that they had no previously undeclared conflict of interest relating to any item on the agenda.

4 DOCUMENTS PRODUCED TO THE MEETING

4.1 The following documents were produced to the meeting:

(a) Minutes of the meeting of the Board held on 10 October 2016;
(b) Minutes of the meeting of the Board held on 8 November 2016;
(c) The External Auditors’ Draft Letter, with the Draft Representation Letter and Annual Report and Financial Statements for the Year ended 31 August 2016;
(d) Responsible Officer’s Report 1 September to 31 October 2016;
(e) Sponsorship of Redwood Park School: Due Diligence Report;
(f) Letter from Ofsted dated 1 December 2016 titled “Short inspection of Mary Rose Academy”;
(g) A DfE document titled “Characteristics of successful multi-academy trusts”;
(h) Approved Minutes of the meeting of the Board of Governors of Cliffdale Primary Academy held on 6 October 2016;
(i) Approved Minutes of the meeting of the Board of Governors of Mary Rose Academy held on 12 July 2016.
5 NOTED IN DISCUSSION

5.1 The Auditor’s letter had been considered in detail immediately before this meeting by the Audit Committee, who recommended approval in principle with some minor amendments. There were no real issues with the accounts and the auditors’ recommendations relating to accounting were accepted and would be implemented. The purchase invoice accruals issue was a procedural matter and the importance would be reported as low rather than medium. Procedures had been amended to separate accrued income. The recording of SLA transactions was a reporting issue with no financial risk and would change when the finance system was revised to include Redwood Park School. As noted in minute 2.3 above, the Financial Regulations relating to Purchasing would be revised and members’ approval would be sought by email. It was agreed that the management letter should be approved with the amendments agreed by the Audit Committee and the Chair and the Accounting Officer would sign their relevant sections of it when those amendments were completed.

5.2 The Responsible Officer’s Report had been considered in detail by the Audit Committee who recommended approval in principle. The Report was based on sampling similar in nature to samples for previous reports with a detailed analysis of the results. Most of the matters raised were procedural issues that had already been resolved. VAT claims were normally made promptly and were likely to be in the future.

5.3 The Board reaffirmed its approval of the Lettings Policy as an appendix of the Financial Regulations at the last meeting and would review it again during the spring term to ensure that letting charges were appropriate for the next financial year.

5.4 The Income issue related to custom and practice at Cliffdale in which parents asked transport drivers to deliver fairly small amounts of money to the school office on their behalf. There had never been an instance of a parent claiming to have paid money that was not recorded in the system. Nevertheless, this was not good practice: drivers were acting out of goodwill but they needed to be protected. The governors and Head of School at Cliffdale should investigate how best to facilitate small payments by parents to the school.

5.5 Of the three issues identified at the 17th meeting, on 8 November, that Portsmouth City Council (PCC) would have to deal with satisfactorily before SAT could complete the conversion of Redwood Park School to an academy,
two were still outstanding. Consequently, the proposed date for the conversion had been postponed to 1 February 2017. The rebanding of the 29 pupils identified as incorrectly banded had now been completed and the funding would be backdated to 1 September. This would add c £120,000 to the annual budget. The issue of pension strain for past employees of Redwood Park School remained unresolved. The sum involved was not great because only two members of staff were potentially involved, but it was a matter of principle that the Academy Trust Company should not accept this responsibility for people who had never been its employees. The Company’s solicitors, Blake Morgan, were in discussion with PCC on this matter. PCC would still not commit to funding the replacement of water pipes until after their 2017-18 budget had been approved. The cost of this work was expected to be c £150K and was long overdue. This presented a double risk to SAT: financial and health and safety as the condition of the pipes could lead to outbreaks of infection such as Legionella. The Redwood Park IEB had a meeting scheduled with Mike Stoneman, Deputy Director of Children’s Services and Cllr Neill Young, cabinet member for education to seek an assurance that PCC would fund this work.

5.6 A new risk to the academy conversion of Redwood Park School had been identified arising from the invitation to local authorities to bid for funding for special needs free schools. Despite initial reticence by Hampshire County Council, it had joined PCC in a joint bid to create a 35-place free school in the grounds of Redwood Park School. The bid wrongly stated that the SAT Executive Head Teacher supported the bid, when in fact she had known nothing of it until a meeting earlier this day with Caroline Corcoran, Head of Sufficiency, Participation and Resources at PCC and Janet Andrews, who works with academies for the local authority. The Board had no doubt that it would not be able to consider this proposal in time for it to be included in the Transfer Agreement on 1 February 2017.

5.7 The Board would need PCC to agree that it had used their best endeavours to validate the data used in the Employee Schedule to the agreement when Mary Rose Academy provided the data.

5.8 The programme of estate works at Cliffdale Primary Academy was continuing and was expected to be completed by September 2018, but the work at Redwood Park would be completed later. The level of contingency PCC had allowed for these projects was not known to the SAT Board.

5.9 The Board agreed that sponsorship of Redwood Park School should go ahead with a target date of 1 February 2017 although this date could not be
fixed at this time. In order to finalise the completion on 1 February, the agreement would have to be signed off during the week commencing 8 January and it was by no means certain that PCC would meet that deadline.

5.10 The Board noted the letter from Ofsted reporting the outcome of the short inspection of Mary Rose Academy and the reconfirmation of the judgement that it was an Outstanding school. The Board took this to be a very strong endorsement of the work of the Academy Trust Company and the efforts of the pupils, staff, parents and carers and the governors of Mary Rose Academy and offered its congratulations to all involved.

5.11 In considering the medium- and long-term strategy of the Academy Trust Company, the Board noted that the Trust had fulfilled its original aims. The DfE document gave sound advice on the development of multi-academy trusts and SAT was already well on track with this. SAT personnel included a National Leader of Education and a National Leader of Governance and the Portsmouth Teaching School Alliance was now well developed and had taken on a role with the local authority in school improvement. However, there remained work to be done if the Trust were to expand. It was hoped that directors would be able to attend the extraordinary meeting on 3 February despite its difficult timing. Maria Dawes of the office of the Regional Schools Commissioner would be able to advise directors on how best to proceed and then they may wish to consider engaging an independent consultant. Directors should ensure that their range of expertise was appropriate for further expansion of the Trust Company.

5.12 The Risk Register had not changed since the last meeting, but directors should be aware that the amount of pension liability had increased because a reduction in interest rates had impacted gilts and bonds which in turn had affected pension fund returns.

5.13 The directors’ self-review would occur organically through the strategy review. This would necessarily involve training gap analysis and skills reviews. It was likely this process would begin at the meeting on 3 February.

5.14 The assessment wheel reported in the minutes of the Cliffdale Board of Governors was being implemented in both academies from January. Staff liked it and both Challenge Partners Reviews and both Ofsted inspections had been impressed with it. The Mary Rose governors had received a demonstration of Eye Gaze software which had proved to be very effective for children with communication difficulties in the school.
6 RESOLUTIONS

6.1 It was RESOLVED:

6.1.1 THAT the Auditors’ letter and its attachments when amended as discussed should be sent with the Trustees’ Report to the Education Funding Agency.

6.1.2 THAT the governors and Head of School at Clifftdale Primary Academy should investigate how best to facilitate small payments by parents to the school.

6.1.3 THAT the Responsible Officer’s Report be APPROVED.

7 CLOSE

7.1 There was no further business and the chairman declared the meeting closed at 7.30pm.

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Chairman

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Dated