Minutes of the extraordinary meeting of the directors of the Academy Trust Company, duly convened and held at Mary Rose Academy, Gisors Road, Southsea, PO4 8GT on Friday 3 February 2017 at 5.00pm.

Present: Mark Mitchell (Chair)  
Alison Beane (Executive Head Teacher, Director)  
Trevor Sapey (Director)  
Judith Smyth (Director)  
Peter Starie (Member of the Trust Company)

In attendance: Maria Dawes (Office of the Regional Schools Commissioner)  
Lorraine Swanson (SAT Business Operations Director)  
Ashley Oliver-Catt (Head of Cliffdale Primary Academy)  
Karen Frost (Company Secretary)

Apologies: Mary Ive (Director)  
Chris Green (Director)

1 Welcome and Apologies

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

1.2 The Chair welcomed everyone to the meeting and introductions were made.

1.3 The Board received and accepted apologies for absence from Mary Ive and Chris Green.
2 CONFLICTS OF INTEREST

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

3 DOCUMENTS PRODUCED TO THE MEETING

3.1 The following documents were produced to the meeting:
(a) Department for Education Guidance: ‘Multi Academy Trust, Good Practice Guidance and Expectations for Growth’
(b) Department for Education Guidance: ‘Characteristics of Successful Multi-Academy Trusts’.
(c) SAT Board Self-Assessment

4 STRATEGIC DIRECTION OF THE TRUST

4.1 The extra-ordinary meeting of the Board had been called to consider the strategic direction of the Trust. Maria Dawes, from the Office of the Regional Schools Commissioner (RSC Office) was in attendance to assist the Board with their strategic planning.

4.1.1 STRUCTURE OF MATS

4.1.2 Maria Dawes gave an oral presentation:

4.1.3 As MATs had developed over the last few years, the RSC Office had learnt a lot about what worked. One of the really important aspects to get right in a MAT was the trust governance, as weak governance at that level could cause a MAT to go wrong. Academies needed especially robust governance structures because of the independence they had from Local Authorities.

4.1.4 Academies needed effective layered governance that consisted of:
(a) Members
(b) Trustees/Directors
(c) Local Governing Bodies

There needed to be clear separation between these layers. Each served a different purpose which needed to be very clear.

4.1.5 Members had a role similar to shareholders in a company limited by shares. They acted as signatories to the articles of association, could amend the articles of association, had the power to appoint other members and a certain
number of trustees/directors, appointed the trust’s auditors and received the annual accounts. They had the power to change the name of the Trust and ultimately wind up the Trust.

4.1.6 There needed to be a minimum of three members although the preference was for there to be five members. It was also preferred for there to be only one member who was a trustee/director as well.

4.1.7 *The Board of Trustees/Directors* managed the business of the academy and exercised all the powers of the academy trust. The board should have a strong focus on the three core functions of governance:

(a) Ensuring clarity of vision, ethos and strategic direction;

(b) Holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff;

(c) Overseeing the financial performance of the organisation and making sure its money was well spent.

4.1.8 The trustees ensured compliance with the Trust’s charitable objects and company and charity law. They signed off the annual accounts and ensured adherence to the funding agreement.

4.1.9 In terms of constitution, the Board of Directors couldn’t have 20% or more members who belonged to the Local Authority. They had to either have two elected Parent Governors on the Board or on each Local Governing Body. No more than 1/3 could be employees although it was strongly recommended that there be no more than one. It was up to the Members to decide whether the CEO was a voting trustee. The recommended total number was between 9 and 11.

4.1.10 The expectation was that the Board was skills based and it had been found that the following skills were needed: school improvement, finance, business and HR.

4.1.11 Trustees/Directors needed real oversight of all of the academies in a MAT and not to be loyal to one academy more than the others.

4.1.12 *Local Governing Bodies*: MATs did not have to have any Local Governing Bodies although most MATs did have some. Some MATs preferred to have
advisory committees. There was no requirement for there to be a Local Governing Body for every academy.

4.1.13 Local Governing Bodies had no statutory powers, only what was delegated to them. The Trustees/Directors decided what to delegate.

4.1.14 It was noted that Solent Academies Trust currently believed that Local Governing Bodies were important and had a role to play. As many powers as possible were devolved to them so that they were able to work well. The Scheme of Delegation would be kept under review.

4.2 **STRATEGIC DIRECTION OF THE TRUST**

4.3 The Board discussed the future direction of the Trust. In particular, whether the Trust should remain a MAT of uniquely Special Schools or whether to expand to include mainstream schools as well. The Board also considered the location of academies and whether to remain a Portsmouth based MAT or look at schools in West Sussex, Hampshire or the Isle of Wight.

4.4 The initial vision of the MAT had been to improve the SEN provision in Portsmouth and it was doing well in achieving this vision. The Trust wanted to offer the very best education and it had a good track record of doing that. The Board felt that the MAT had a lot to offer.

4.5 If the MAT included mainstream schools then it would be possible for the MAT to make a difference to SEN children within the mainstream.

4.6 There would be challenges in working with Special Schools from more than one authority as different Local Authorities worked in different ways.

4.7 The Board discussed the local situation in Portsmouth. The RSC Office was working closely with the City’s leaders to look at the remaining schools and which academy trust would be the best fit for them. Modelling had shown that MATs would need to have about 3000 pupils to be financially viable although this might be different with special schools. The RSC Office believed strongly that infant and junior schools should belong to the same trust but not necessarily secondary schools.

4.8 The possibility of merging with another MAT was discussed and it was agreed that a merger with another local MAT could be an option.

4.9 It was agreed that the Board would need to meet again to move forward with decisions and that it would be important to start conversations with other local
schools and MATs at the earliest opportunity. The Trust’s vision and strategy would need to be made clear and the trust governance would need to be reviewed.

5 RESOLUTIONS

5.1 It was RESOLVED:

5.1.1 THAT the Trust should look to remain Portsmouth based.

5.1.2 THAT the Trust should look to expand to include mainstream school as well as special schools.

6 CLOSE

6.1 There was no further business and the chairman declared the meeting closed at 6.55pm.

Chairman

Dated