MINUTES OF TWENTIETH BOARD MEETING

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

COMPANY NUMBER: 8374351

MINUTES of the twentieth meeting of the directors of the Academy Trust Company, duly convened and held at Mary Rose Academy, Gisors Road, Southsea, PO4 8GT on Monday 20 March 2017 at 5.30pm.

PRESENT:  Mark Mitchell (Chair)
           Alison Beane (Executive Head Teacher, Director)
           Trevor Sapey (Director)
           Judith Smyth (Director)

IN ATTENDANCE:  Lorraine Swanson (SAT Business Operations Director)
                SJ Davis (Observer)
                Karen Frost (Company Secretary)

APOLOGIES:  Mary Ive (Director)
            Chris Green (Director)
            Peter Starie (Member of the Trust)

1 WELCOME AND APOLOGIES

1.1 The Chair welcomed everyone to the meeting, particularly SJ Davis who was attending as an Observer, and introductions were made.

1.2 The Board received and accepted apologies for absence from Mary Ive, Peter Starie and Chris Green.

1.3 The Chair was asked to check on the regularity of attendance at Board meetings by Directors over the past year and report back to the next meeting.

   Action: MM
2 DECLARATION OF PECUNIARY INTERESTS

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) Minutes of the meeting of the Board held on Monday 12 December 2016;
   (b) Minutes of the meeting of the Board held on Friday 3 February 2017;
   (c) Solent Academies Trust budget monitoring report 2016/17 as at 28 February 2017;
   (d) Redwood Park Academy budget report;
   (e) Solent Academies Trust budget summary;
   (f) Management accounts for: Solent Academies Trust, Redwood Park Academy, Mary Rose Academy and Clifdale Academy;
   (g) Cashflow statements for: Solent Academies Trust, Redwood Park Academy, Mary Rose Academy and Clifdale Academy;
   (h) Report on outcomes for pupils in the autumn term at Clifdale Academy;
   (i) Approved minutes from the Clifdale Local Governing Body meeting held on 1 December 2016;
   (j) Report on outcomes for pupils in the autumn term at Mary Rose Academy;
   (k) Approved minutes from the Mary Rose Academy Local Governing Body meeting held on 13 December 2016;
   (l) Terms of reference for the Redwood Park Academy Local Governing Body;
   (m) Headline data report for Redwood Park Academy.

4 CONSTITUTION AND MEMBERSHIP

4.1 Directors noted that Mark Mitchell, Trevor Sapey and Mary Ive had been re-appointed for another four-year term.

4.2 Directors discussed the need to strengthen and enlarge the Board which would be particularly important if the Trust wished to expand. It was noted that governance was vital in a MAT and the Board of Directors needed the right skills and level of understanding.
4.3 Directors discussed the skills needed by the Board and identified a need for finance, business, HR and school improvement skills. It was suggested that a skills audit of the Board could be carried out to identify any particular gaps.

**ACTION:** MM

4.4 It was noted that the Board didn’t need to have any Parent Directors as each of the Local Governing Bodies included parents and so thought would be given as to whether to continue with the current constitution or whether to make changes.

4.5 It was agreed that the Chair would look into advertising for additional Directors and consider what the constitution of the Board could be moving forward.

**ACTION:** MM

4.6 Directors noted the need to increase from three Members of the Trust to five and noted that only two of the Members could also be on the Board of Directors.

4.7 Directors noted the need to review membership of the Audit Committee which needed to include a majority of Directors to be in line with the Articles of Association.

5 **MINUTES OF THE PREVIOUS MEETING**

5.1 The minutes of the meeting held on 12 December 2016 were approved as an accurate record of the meeting and signed by the Chair.

5.2 The minutes of the meeting held on 3 February 2017 were approved as an accurate record of the meeting and signed by the Chair.

6 **MATTERS ARISING**

6.1 Minute 5.4 (12 December 2016): The income issue relating to the practice at Cliffdale of parents asking transport drivers to deliver fairly small amounts of money to the school office on their behalf had not been resolved. It was agreed that this would be taken forward by Judith Smyth and Alison Beane and a report given at the next Board meeting.

**ACTION:** JS/AB
7 **STRATEGIC DIRECTION OF THE TRUST**

7.1 The Chair reported on progress made with regard to the strategic direction of the Trust since it was discussed at the last meeting of the Board.

7.2 A nursery school had shown interest in developing a future relationship with the Trust. The Chair and Executive Headteacher would be meeting with the Governing Body of the nursery school to discuss possible options.

7.3 The Trust had been working with the Local Authority on a bid for a new free special school in Portsmouth that would be built on part of the Redwood Park Academy site. SAT had declared their interest in sponsoring the free school.

7.4 Directors were in agreement with the decision to declare an interest in sponsorship, as there would be a number of advantages in doing so, but said they would like to understand the strategic thinking by the Local Authority as there was a risk that sponsorship of the free school would result in the Trust competing against itself for pupils. It was agreed that there were a number of questions that needed to be answered including where the pupils would be coming from. Thought would need to be given as to whether it was financially viable as there would only be 42 pupils in the school ranging from KS2 to KS5, all of whom would need very high levels of support.

7.5 It was noted that the Trust needed to develop a strategic plan including key performance indicators.

**ACTION:** MM/AB

7.6 Directors noted that opportunities to expand the Trust in Portsmouth would be fairly limited. If the Trust decided to remain Portsmouth-based it may need to amalgamate with another Portsmouth-based MAT to achieve the required economies of scale. It was agreed that preliminary discussions should be started with other local MATs to consider how they could work more closely together in future.

7.7 Directors discussed the option of approaching schools outside of Portsmouth. It was agreed that the Chair would write to two West Sussex schools to ask whether they would be interested in joining the MAT.

**ACTION:** MM

8 **AUDIT COMMITTEE REPORT**

8.1 Directors thanked the Business Operations Director for the clear reports that had been provided in advance of the meeting.
8.2 The Chair reported that the Audit Committee had met but the meeting hadn’t been quorate and so decisions had been deferred to the Board of Directors. Directors needed to:

8.2.1 Decide whether to endorse the three-year forecast budget for Redwood Park Academy.

8.2.2 Decide whether to adopt 5% top-slicing for all schools within the Trust.

8.2.3 Note the forecast outturn for Solent Academies Trust for the financial year 2016/17.

8.2.4 Note the current reserves and decide how this should be utilised.

8.3 THREE-YEAR FORECAST BUDGET FOR REDWOOD PARK ACADEMY

8.3.1 Directors noted that a modest surplus was predicted in the three-year budget forecast for Redwood Park Academy for this financial year and next financial year. Directors asked whether the budget took into account the proposed funding cuts. Lorraine Swanson explained that the budget forecast had been prepared as cash flat as the Trust hadn’t been told what their allocation for 2017/18 would be. The budget did include the additional funding resulting from the new bandings for the pupils that had previously been incorrectly banded. However, the Local Authority was in the process of reviewing the rates of top-up funding, which were unknown at the present time but would impact on the 17/18 budget for all three academies.

8.3.2 Directors were in agreement to approve the three-year forecast budget for Redwood Park Academy.

8.4 PROPOSAL FOR 5% TOP-SLICING

8.4.1 Directors discussed the proposal to adopt 5% top-slicing for all academies within the Trust for the period 2016/17. The Chair explained that emergency situations in any of the individual academies would be dealt with via a recharging arrangement.

8.4.2 Directors were in agreement to adopt 5% top-slicing.
8.4.3 Directors asked for a report about the Teaching School budget to be brought to the next meeting as it was agreed that they needed to be able to monitor it.

ACTION: LS

8.5 FORECAST OUTTURN

8.5.1 Directors noted the forecast outturn for Solent Academies Trust which was expected to be an underspend of £43,429. The Chair proposed that if the Trust ended the year with this underspend then it should be added to the reserves.

8.5.2 Directors discussed the predicted deficit at Mary Rose Academy and asked what the financial recovery plan was. The Chair explained that the majority of the deficit was due to funding issues for the Albert Annex. A meeting was being held with PCC on Friday 24 March 2017 to further discuss the situation. Directors expressed concern about future sustainability and said they would like to see a deficit recovery plan so that they could be assured it would not happen again next year. Directors noted that a high level of staff sickness absence had also contributed to the deficit but that this was being monitored closely.

ACTION: MM/LS

8.5.3 Directors noted that nationally, funding for schools was failing to take account of the additional costs that schools were having to meet to pay for increases in national insurance and pension contributions and the new apprenticeship levy. It was noted that this levy would cost the Trust c £15,000 in 2017/18. Directors asked if any thoughts had been given to developing apprenticeships in the Trust and asked for a report on this to be produced for a future meeting.

ACTION: LS

8.6 CURRENT RESERVES

8.6.1 Directors noted the Trust reserve balance as at 31 August 2016 was £517,513 and discussed how the funds should be utilised. Taking into account that a month’s salary costs for Trust employees would be c £550,000, it was agreed to delay decisions on the deployment of any underspends from 2016/17 until the summer with a view to increasing the size of the Trust central contingency fund.
8.6.2 Directors said they thought the Trust would need to increasingly look to containing staffing expenditure. The Executive Headteacher said that Mary Rose Academy was already three teachers short and did not have sufficient staff at the present time.

8.6.3 Directors pointed out that one of the factors affecting the projected Mary Rose Academy staffing overspend was with the amount of supply cover that had been required this year. It was recognised that a number of exceptional factors had impacted on staff sickness levels this year. Directors suggested that the Board should receive a report focusing on staff sickness and absence rates at least once a year.

**Action**: AB/LS

8.6.4 Directors asked whether the Trust had sickness insurance. Lorraine Swanson said that they had an insurance bond. Directors discussed the sick pay policy and noted that changes to the policy were not possible as it was agreed nationally. Directors asked whether the Trust carried out back to work interviews and noted that they were carried out.

8.6.5 Directors said they wanted to look after staff and support people who had genuine illnesses and suggested putting together a group to carry out further analysis once the details of staff sickness and absence had been received.

9 **CLIFFDALE PRIMARY ACADEMY**

9.1 Directors noted the autumn term pupil progress data for Cliffdale. Judith Smyth, the Chair of Governors at the Academy, reported that the Local Governing Body was satisfied that the academy was still going in the right direction.

9.2 The Board congratulated the staff at the academy for achieving an ‘outstanding’ grade during their recent Ofsted inspection. It had been a rapid improvement and Directors were very grateful to the staff for all the work they had put in.

9.3 Directors received and noted the approved minutes from the meeting of Cliffdale Primary Academy Local Governing Body held on 1 December 2016.
MARY ROSE ACADEMY

10.1 Directors noted the autumn term pupil progress data for Mary Rose Academy.

10.2 Directors received and noted the approved minutes from the meeting of Mary Rose Academy Local Governing Body held on 13 December 2016.

REDWOOD PARK ACADEMY

11.1 Directors asked for a tour of Redwood Park Academy to be organised for members of the Board.

**ACTION:** MM

11.2 Directors appointed SJ Davis as Chair and Roisin Gwyer as Vice Chair of Redwood Park Academy Local Governing Body.

11.3 Directors agreed the terms of reference for Redwood Park Academy Local Governing Body.

11.4 Directors noted the data report from Redwood Park Academy. The Executive Headteacher explained that the data was for the spring term. The pupils had all been re-baselined and set new targets as it had been decided that the previous data was flawed.

11.5 The Academy had just had their Challenge Partner review. The outcome of the review was that the Academy was still ‘requires improvement’ but getting nearer to being ‘good’. Teaching and learning was moving closer to being ‘good’ but progress data remained as ‘requires improvement’.

11.6 Directors asked what the gender split was at the Academy and noted that there were more boys than girls. There was also a high proportion of pupils eligible for Pupil Premium. (99 students out of 137).

11.7 Directors agreed they should focus on Redwood Park Academy and asked to receive a copy of the Challenge Partners report at the next meeting.

*JS left the meeting at 7.15pm*
12 RESOLUTIONS

12.1 It was RESOLVED:

12.1.1 THAT the Chair would write to two West Sussex schools to see if they would be interested in joining the MAT.

12.1.2 THAT the three-year forecast budget for Redwood Park Academy be approved.

12.1.3 THAT the Academy Trust should adopt 5% top-slicing for all academies within the Trust for the period 2016/17.

12.1.4 THAT final decisions on the deployment of any underspends in 2016/17 should be delayed until the next meeting.

12.1.5 THAT SJ Davis be appointed as Chair and Roisin Gwyer be appointed as Vice Chair of Redwood Park Academy Local Governing Body.

12.1.6 THAT the terms of reference for Redwood Park Academy be adopted.

13 CLOSE

13.1 There was no further business and the chairman declared the meeting closed at 7.20pm.

13.2 The date of the next meeting of the Board would be held on Monday 10 July 2017 at 5.30pm.
## SUMMARY OF ACTIONS

<table>
<thead>
<tr>
<th>MINUTE</th>
<th>ACTION</th>
<th>BY WHOM</th>
<th>TARGET DATE</th>
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<tbody>
<tr>
<td>1.3</td>
<td>Check on the regularity of attendance at Board meetings by Directors</td>
<td>MM</td>
<td>July 17</td>
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<td>over the past year and report back to the next meeting.</td>
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<td>4.3</td>
<td>Consider carrying out a skills audit of the Board of Directors.</td>
<td>MM</td>
<td>July 17</td>
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<td>4.5</td>
<td>Arrange adverts for additional Directors.</td>
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<td>July 17</td>
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<td>4.5</td>
<td>Consider the Constitution of the Board moving forward.</td>
<td>MM</td>
<td>July 17</td>
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<td>6.1</td>
<td>Look into a resolution for the issue of parents asking transport</td>
<td>AB/JS</td>
<td>July 17</td>
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<td>drivers to deliver small amounts of money to the school office at</td>
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<td>7.5</td>
<td>Move forward with developing a strategic plan and key performance</td>
<td>AB/MM</td>
<td>July 17</td>
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<td>indicators for Solent Academies Trust.</td>
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<td>7.7</td>
<td>Write to two special schools in West Sussex about joining the Trust.</td>
<td>MM</td>
<td>July 17</td>
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<td>8.4.3</td>
<td>Produce a report about the Teaching School budget for the next</td>
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<td>meeting of the Board.</td>
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<tr>
<td>8.5.2</td>
<td>Meet with the Local Authority to discuss funding issues with the</td>
<td>MM/LS</td>
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<td>Albert Annex and produce a financial recovery plan for the Mary Rose</td>
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<td>8.5.3</td>
<td>Provide a report on proposals for apprenticeships to a future</td>
<td>LS</td>
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<td>8.6.3</td>
<td>Produce an annual report to the Board on staff sickness and absence</td>
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<tr>
<td>11.1</td>
<td>Organise a tour of Redwood Park Academy for the Board of Directors.</td>
<td>MM</td>
<td>July 17</td>
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