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

COMPANY NUMBER: 8374351

MINUTES of the sixteenth meeting of the directors of the Academy Trust Company, duly convened and held at Mary Rose Academy, Gisors Road, Southsea, PO4 8GT on Monday 10 October 2016 at 5.30pm.

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

IN ATTENDANCE:
Lorraine Swanson (SAT Business Operations Director)
David Jordan (Company Secretary)

APOLOGIES:
Mary Ive (Director)
Annal Nayyar (SAT Responsible Officer)

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 11 July 2016 were approved as an accurate record of the meeting and were signed by the Chair.

2.2 Re Minute 5.2 (Financial Regulations relating to purchases): As requested at the last meeting, the Business and Operations Director had produced an analysis of purchases to ascertain the scale of the issue relating to tenders for purchases over £500. The analysis showed that 12% of purchases by value were for items or services under £500. The next significant price band that would affect the volume of work was £1250 to £1500 and Directors
agreed with the view of the Business and Operations Director that it would constitute too high a risk to remove the requirement for three tenders for this price range. There was, therefore, no need to amend the Financial Regulations relating to purchasing. The Business and Operations Director had discussed this matter with the SLT and had provided clear written instructions, a copy of which the Board received and noted.

2.3 Re Minute 5.6 (Redwood Park School): Work on the proposed academy conversion was continuing. Some aspects had gone well – staff discussions were completed and proposals were with the relevant unions. TUPE was in progress. Staffing structures had been accepted and appointments had been made to posts. New arrangements were in place for middle leadership posts and for teaching assistants. A new Head of School had been appointed and Hannah Richardson had been seconded as an assistant head teacher. There were some difficult issues to be resolved with the city council, mainly on estates matters. A condition survey of the Redwood estate, commissioned by the SAT, had identified the range of works that needed to be undertaken and had classified these under one of three levels of priority. Discussions were ongoing with PCC over the funding that the Council should contribute towards meeting the costs of rectifying some of the more urgent issues identified in the condition survey. In addition, there remained a major funding issue with PCC arising from disputed bandings for some pupils. About 30 of the pupils in years 9, 10 and 11 were in band H, but SAT staff believed they should be in higher bands, some of them in band A. The city council was refusing to reband these pupils without written evidence from educational psychologists in respect of each case. SAT’s offer of sampling for single band changes had been declined. The disputed bandings would amount to around £120,000 per year. Forward projection on funding was based on SAT’s assessment of the correct bands, so it was important to have this matter resolved. The planned date for conversion of 1 December 2016 was beginning to appear unlikely to be achieved, not least because some of the staff compromise agreements were due to take effect at the end of the current term, but there were also other due diligence issues. If there were to be a delay to 1 January 2017, a clear case would have to be made to the Regional School Director. The delay in agreeing SAT as the preferred sponsor had delayed both the academy conversion and staff appointments. The SAT Board would have to discuss finalised proposals and decide whether the Trust Company should sponsor Redwood Park School, possibly at an extraordinary meeting of the Board to be called before the next scheduled meeting.
2.4 Re Minute 5.8 (Review of the Risk Register): Judith Smyth had not attended the meeting of the sub-committee convened to review the risk register, but was content to accept the outcome.

2.5 Re Minute 5.9 (Solent Academies Trust’s medium- and long-term strategy): Judith Smyth reported that she was involved with three infant schools, all of which were likely to contact SAT and other academy trust companies about academy conversion. There may also be other opportunities arising from the rationalisation of multi-academy trusts (MATs) over time. It was suggested that SAT might have to sponsor additional schools more quickly than the incremental expansion envisaged in the previous meeting’s discussion. It may be in the public interest for SAT to offer a “Portsmouth MAT”, providing a local hub and taking forward school improvement. In business terms, at least five academies would be needed to produce viable economies of scale with a topslice of between 5 and 7.5% of the general allocation grant for SAT depending upon the particular needs of each academy. The time spent by MRA and CPA staff would have to be backfilled, possibly by direct charging. Before this expansion could take place, SAT would have to develop a set of policies that would become part of the offer to other schools.

2.6 Re Minute 5.10 (Self-review using “Twenty-one questions for multi-academy trusts”): This document was being replaced by a new document from the Regional Schools Commissioner.

2.7 There were no other matters arising from the minutes of the previous meeting 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 11 July 2016;
(b) Cliffdale Primary Academy Assessment and Progress Report 2015-16;
(c) Mary Rose Academy Report on Outcomes for Pupils 2015-16;
(d) A document by the Business and Operations Director titled “Finance Regulations” with an analysis of SAT purchase orders 1 September 2015 to 26 July 2016;
NOTED IN DISCUSSION

5.1 Judith Smyth and Lionel Smith were willing to be reappointed for a further two years as Chair and Deputy Chair respectively of the Board of Governors of Cliffdale Primary Academy and the Board unanimously RESOLVED to approve their appointments, with no abstentions.

5.2 The Board was pleased to receive the reports on pupil progress during the 2015-16 at both Cliffdale Primary Academy and Mary Rose Academy. These reports had been considered in detail by their respective boards of governors. The Challenge Partners Review at Mary Rose Academy had also examined their progress report in a very robust review. The review had made recommendations for clarification of some paperwork, but had concluded that “Mary Rose Academy is a flagship for special schools”. The scheduled Challenge Partners Review at Cliffdale later in the week would similarly examine their progress report. Peter Hare, lead reviewer at Mary Rose, had suggested that the target setting might be externally moderated beyond SAT. This was already the case at Cliffdale, where the Head of School had looked elsewhere to confirm the appropriateness of their target setting. The Board wished to record its contentment with progress and attainment in both academies and looked forward to receiving the Challenge Partners Review reports at its next meeting.

5.3 The Responsible Officer had updated the SAT Financial Regulations over the summer and this work had been checked by the Chair of the Board. The Board RESOLVED to approve the 2016-17 Financial Regulations, a copy of which was signed by the Chair and the Accounting Officer. The Company Secretary would circulate an electronic copy of the Financial Regulations to directors.

5.4 The Risk Register now included two new risks: effects arising from the outcome of the June 2016 referendum on UK membership of the European Union and risks associated with the proposed sponsorship of Redwood Park School. There was little the Trust Company could do to mitigate the former, other than to be aware that future effects could impact its work. The control mechanism for the latter would be the process of due diligence currently being undertaken. The Board RESOLVED to approve the Risk Register.
5.5 The Executive Head Teacher had identified an audit tool to assist the Board with its self-review process. It was important that the Board crystallised the vision, ethos and strategy of the Trust Company quickly. This would probably best be achieved in a half-day structured session involving external advice from other MATs and possibly including a representative of the Regional Schools Commissioner, so that a range of models could be considered. The Executive Head Teacher would identify an appropriate person to facilitate the session. The Board should be clear about the “products” to be offered by the Trust Company and should specify its requirements before the session.

6 **RESOLUTIONS**

6.1 It was RESOLVED:

6.1.1 THAT Judith Smyth be reappointed for a further two years as Chair of the Board of Governors of Cliffdale Primary Academy, to 30 September 2018.

6.1.2 THAT Lionel Smith be reappointed for a further two years as Deputy Chair of the Board of Governors of Cliffdale Primary Academy, to 30 September 2018.

6.1.3 THAT the 2016-17 Financial Regulations be approved.

6.1.4 THAT the Risk Register be approved.

7 **CLOSE**

7.1 There was no further business and the chairman declared the meeting closed at 6.40pm.

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Chairman

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Dated