Minutes of the Meeting of the Board of Trustees
held at 5.00pm on Monday 9 July 2018
at Mary Rose Academy, Gisors Road, Southsea, PO4 8GT

Present:  
Mark Mitchell (MM) Chair  
Alison Beane (AB) Executive Headteacher, Trustee  
Judith Smyth (JS) Trustee  
Alistair Gray (AG) Trustee  
SJ Davis (SD) Trustee  
Darryl Morgan (DM) Trustee  
Simon Yates (SY) Trustee  
Andrew Hill (AH) Trustee  
Gareth Morgan (GM) Trustee

In attendance:  
Lorraine Swanson (LS) SAT Business Operations Director  
Karen Frost (KF) Company Secretary

Apologies:  
Steve Frampton (SF) Trustee

1 WELCOME AND APOLOGIES

1.1 The Chair welcomed everyone to the meeting. Apologies for absence were received and accepted from Steve Frampton. Simon Yates was present at the meeting via teleconference.

2 DECLARATION OF PECUNIARY INTERESTS

2.1 JS declared that she had become a Councillor for Portsmouth City Council.

3 MINUTES OF THE PREVIOUS MEETING

3.1 Minutes from the meeting of the Board held on 12 March 2018 had been received in advance of the meeting. They were unanimously agreed to be an accurate record of the meeting and were signed by the Chair.

4 MATTERS ARISING

4.1 Trustees reviewed progress towards the actions agreed at the last meeting:

1: Completed.
2: No longer needed.
3: On the agenda.
4/5: AG reported that a paper on governor induction and training would be produced for the next meeting.
6: LS said the GDPR training for staff could be adapted for governors.
7: It was noted that LS would become the Data Protection Officer for the Trust.
8: Completed.

4.2 Trustees asked LS whether she felt that there was sufficient distance so there would be no conflict of interests in her role as Data Protection Officer. LS said she thought there was as she didn’t carry out any data inputting.

4.3 Item 5.5: It was noted that the disqualification by association rules had been removed.

5 TRUST’S VISION AND VALUES

5.1 Notes from the meeting held on 19 March 2018 to discuss the vision, mission, strategy and plans for the Trust had been circulated in advance of the meeting.

5.2 It was agreed that a working party (AB/AH/GM/DM) would be formed to produce a draft vision and mission ready for discussion at the next meeting of the Board.

Action: AB/AH/GM/DM

6 UPDATE ON LITTLEGREEN SCHOOL AND WILLOWS EARLY YEARS PROVISION

6.1 Littlegreen School

6.2 A project update on the conversion of Littlegreen School to academy status as at 3 July 2018 was received in advance of the meeting. The Trust had agreed in principle to become the school’s sponsor and was working closely with the Regional Schools Commissioner. The school still had a directive academy order in place but as the conversion process was taking longer than expected it would not be converting on 1 September 2018 as originally planned.

6.3 One of the main issues for the Trust was the school’s finances. The school’s budget was not viable due to the removal of residential funding and the high needs funding. West Sussex County Council were looking into the funding issues.
6.4 **Trustees asked** whether extra resources would be needed to improve standards in the school. AB said the Trust would use some of the start-up money to put in place school improvement support.

6.5 **Trustees asked** where the Trust was in terms of the decision-making process. AB said the RSC was keen for Solent Academies Trust to be the sponsor. The Board would need to make a final decision once further clarification about funding had been received.

6.6 **Trustees asked** how confident the Trust was that it would be able to turn the school around and have the impact needed. AB said she felt confident as the needs of the pupils weren’t dissimilar to the higher achieving pupils at Redwood Park Academy and because SAT has an excellent record of supporting schools in challenging circumstances.

6.7 **Trustees asked** whether the Trust had the capacity to support the school. AB said she believed the Trust had the capacity. This term, one of the Assistant Headteachers had been supporting the school for three days a week and the Trust has a number of SLEs available.

6.8 **Trustees said** there was a need for due diligence to be carried out before the Trust made a commitment. AB said that due diligence was basically complete. Standards had been evaluated. Finance and buildings had been completed and HR due diligence was being completed by West Sussex County Council. This would be handed over to the Trust four weeks before transferring. **Trustees voiced** concern about this and said the Trust would need the HR due diligence information more than four weeks before the conversion date.

6.9 **Trustees said** it would be important to consider all risks or it would be a governance failure. The Chair said the Trust had appointed a project manager who was experienced and familiar with due diligence and a wide range of academy conversions.

6.10 **Trustees asked** about the buildings. AB said the buildings could be used flexibly by the school and there was plenty of space. **Trustees asked** whether due diligence for the buildings had revealed any particular risks or opportunities. LS reported that the due diligence had identified that circa £24,000 of repairs would be needed in Year 1 and circa £256,000 within 24 months.

6.11 **Trustees asked** what would happen with the residential space. AB said the majority of it was being used as classrooms.

6.12 **Trustees agreed**, that putting the finances aside, it would be a positive addition to the MAT.
6.13 **Willows Centre for Children**

6.14 AB gave an update on the Willows Centre for Children. The school’s governing body had passed a resolution for the school to join the Trust as part of Cliffdale Primary Academy. This would involve Willows closing and the provision then becoming part of Cliffdale. Due diligence would be carried out. There were some concerns about the viability of the day care provision. *Trustees said* it made sense for Willows to join the Trust in terms of providing a seamless educational provision for children with SEN in Portsmouth.

6.15 It was agreed to appoint a project manager to oversee the due diligence and consultation process and to prepare the Full Business Case for the RSC.

6.16 **Free School**

6.17 AB reported that the Trust had the opportunity to bid for a new free school. Bids had to be in by 4 October 2018. It was agreed to appoint a project manager to work on the bid and that AB would send out information about the bid to the Trustees.

**Action:** AB

6.18 *Trustees asked* whether the Trust had the capacity to take on a free school. AB said the Trust wouldn’t have the capacity if Littlegreen, Willows and the Free School all happened at the same time, but their starts would be staggered. *Trustees asked* whether the Trust had the capacity even if the starts were staggered. AB said that Willows would be reasonably straightforward, Littlegreen School needed a focus on school improvement whereas the free school would be more work. A risk assessment would need to be carried out in the autumn term once timelines were clearer.

6.19 *Trustees asked* whether there would be any chance of increasing the size of the free school. AB said the Trust would need a guarantee from the Local Authority that they would buy in places if they increased the number of places and that this was unlikely to be approved by the DfE.

6.1 It was agreed that the potential new schools all reinforced the MAT’s focus on special need schools and SEN provision and on becoming the provider of choice in the local area. *Trustees said* it would be important that resources weren’t stretched so much that they impacted on the current pupils.
7 EXECUTIVE HEADTEACHER REPORT

7.1 An Executive Headteacher report was received at the meeting. Trustees reviewed the format of the report. It was noted that future reports would contain new KPIs for 2018-19 which would come out of the work on vision and values.

7.2 Trustees discussed the content of the report and the level of information to be included from the individual academies. In particular, whether to have individual reports from Heads of School or collated reports.

7.3 Trustees suggested academy governing bodies should be holding the Heads of School to account rather than the Trust Board, in line with the scheme of delegation. It would be important to have clarity in the role of the academy governing bodies and the Trust Board to avoid overlap, duplication and confusion in terms of reporting. It was suggested that the role of the Trust Board would be to monitor progress towards the Trust KPIs and to have an overview of what was happening in academies through the Trust.

7.4 It was the role of the academy governing bodies to challenge and support individual academies. This would include making sure self-assessments were accurate, feeding into the development of school improvement priorities and monitoring progress towards the priorities. The academy governing bodies had an important role and it was something the Trust Board wouldn’t be able to achieve itself.

7.5 The Standards Committee would have a role in collating reports from the individual academies and feeding progress back to the Trust Board.

7.6 It was noted that the Trust already had a scheme of delegation in place and terms of reference for the academy governing bodies.

7.7 Trustees said it would be useful to visit academies in the Trust to be able to monitor progress and get a feel for what was happening.

7.8 Trustees asked whether the Trust had considered having a lead for data, teaching and learning to work across all of the academies in the Trust. This might ensure consistency between schools and would provide opportunities for staff development. However, they also saw the value of Challenge Partners which provided independent validation of how the individual academies were performing and there was a degree of separation.

7.9 Trustees asked whether the Executive Headteacher report included any information on transition or destinations. AB said it didn’t at the moment but that this would be provided in the autumn term report.
7.10 AB reported that the Trust’s Safeguarding Policy was under review ready for changes in September 2018.

8 FINANCE AND AUDIT COMMITTEE REPORT

8.1 Minutes from the meeting of the Finance and Audit Committee held on 26 June 2018 were received in advance of the meeting. The following finance reports were also received:

- A finance report dated 26 June 2018.
- Management accounts report for each of the academies and a consolidated report for the Trust.
- Income and expenditure reports for each of the academies and a consolidated report for the Trust.
- The Budget Forecast Return Outturn (BFRO).
- A cashflow statement.
- PTSA finance reports.

8.2 LS reported that at the time of the Finance Committee meeting on 26 June 2018, the Trust was projecting an overall budget deficit of £80,072. Whilst Cliffdale, Redwood and Solent Academies Trust were expecting small in year surpluses, Mary Rose was projecting an overspend of £107,985. Since the meeting, SEN had confirmed total pupil places of 149 pupils from September 2018, as opposed to the original budget set based on 144 pupils. Taking this in to account and with further discussions with the Executive Headteacher as to the projected staffing requirements and proposed bandings for the additional pupils, a further budget had been produced for Mary Rose Academy. The Trust was now projecting an overall budget surplus of £68,622.

8.3 Trustees reviewed the forecasts for the next three years. The projected deficits were noted. LS said the Trust would need to think about how to align budgets if funding wasn’t going to increase and how to reduce the significant projected deficits in future years.

8.4 Trustees asked whether the Mary Rose Academy had the physical capacity for the extra pupils. AB said it did. Trustees asked whether it would cause any Health and Safety issues. AB said each class would have more pupils which would cause an issue with the size of classrooms.

8.5 Trustees said short term the Trust had managed to balance the budget but there were still some vulnerabilities.

8.6 It noted that the Academies Financial Handbook included the requirement that the Chair should receive financial reports on a monthly basis and all trustees should
receive finance reports 6 times a year. From September the reports would include monthly accruals and prepayments.

Action: LS

8.7 Trustees discussed whether there was any scope for the PTSA to be a revenue generator.

8.8 Trustees were in agreement to approve the budget for 2018/19 and noted the three-year forecast.

8.9 The following GDPR related policies were received in advance of the meeting and unanimously approved by trustees:

- Data Protection Policy
- Data Retention Policy
- Disposal of IT Equipment and Media Policy
- ICT System Acceptable Use Policy and Agreement
- Privacy Notice and Policy
- Secure Handling and Transit Policy
- Use of CCTV policy

9 ARTICLES OF ASSOCIATION

9.1 The Company Secretary said academies were recommended to periodically update their Articles of Association to bring them in line with the Department of Education’s model Articles. The Trust’s current articles were dated from 2013.

9.2 A draft version of the current articles that included tracked changes to the model articles was received in advance of the meeting. In the draft, the following individual articles hadn’t been updated to the model:

- Articles 1f, 1n, 1t and 64 which had been personalised for the Trust.
- Articles 4, 6 and 9 which hadn’t been amended as much as the model articles in order to avoid the need to seek charity commission consent.

9.3 Trustees agreed the proposed changes, in principle, which would be sent to the Department for Education to review and to clear the proposed draft.

9.4 Trustees asked about article 64 which didn’t specify the number of terms that a trustee could be re-appointed or re-elected for. The Company Secretary suggested keeping the wording in article 64 the same but consider adding a limitation to the number of times a trustee could be re-appointed or re-elected to another governance document.
GOVERNANCE

10.1 Charity Auto-Disqualification Rules
Governors noted the new charity auto disqualification rules and completed declaration forms.

10.2 Process for Reviewing Executive Pay
The Chair explained the Trust had a Headteacher’s performance management panel who carried out the performance management of the Executive Headteacher. The panel then made recommendations about the Executive Headteacher’s pay award to the Pay Committee. The Company Secretary advised there should be no overlap between members of the performance management panel and the pay committee. It was agreed that the Chair would review the membership of both.

Action: MM

10.3 Update on Board Membership
Judith Smyth’s term of office was due to end on 30 September 2018. JS confirmed that she would be stepping down from the Board at that point.

10.4 Code of Conduct for Board of Trustees and Local Governors
Trustees unanimously approved the codes of conduct for the Board of Trustees and Academy Governing Bodies that had been distributed in advance of the meeting.

10.5 Skills Audit
It was noted the skills audit had recently been completed and the results would be discussed at the next meeting of the Board. AG said that overall the results showed a reasonable coverage of skills although had identified some areas that might benefit from some external support and other areas where members of the senior leadership team could provide training or briefings to support governors. It was felt it had been useful but some changes to the format were suggested for future years.

10.6 Self-Evaluation
It was agreed to carry out a self-evaluation of the Board. The Company Secretary would send round some possible templates.

Action: KF

ACADEMY GOVERNING BODIES

11.1 MM reported that he would be standing down as Chair of the Mary Rose Academy Governing Body.
12 POLICIES

12.1 Complaint Policy
Trustees unanimously approved the amendment to the Complaints Policy that had been distributed in advance of the meeting.

12.2 Governor Visits Policy
Trustees unanimously approved the Governor Visits Policy that had been distributed in advance of the meeting.

12.3 Trustees discussed making visits to the academies. It was suggested that some Boards had link governors who would make termly visits based on their link. Trustees were also invited to take part in events at any of the academies which would be a good way of getting feedback from staff, pupils and parents.

13 POST


14 ITEMS FOR THE NEXT MEETING

- GDPR briefing for trustees.
- Governor induction and training.

15 DATES OF FUTURE MEETINGS

15.1 The schedule of future meetings was agreed.

15.2 CLOSE

15.3 There was no further business and the Chair declared the meeting closed.

15.4 The date of the next meeting of the Board would be held on Monday 29 October 2018 at 5.00pm.
## Summary of Actions

<table>
<thead>
<tr>
<th>No.</th>
<th>Action</th>
<th>By whom</th>
<th>Target Date</th>
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<tbody>
<tr>
<td>1.</td>
<td>Develop governor training policy.</td>
<td>KF</td>
<td>July 18</td>
</tr>
<tr>
<td>2.</td>
<td>Circulate induction process for Trustees.</td>
<td>AG</td>
<td>July 18</td>
</tr>
<tr>
<td>3.</td>
<td>Produce a draft vision and mission ready for discussion at the next meeting of the Board.</td>
<td>AB/AH/GM/DM</td>
<td>Oct 18</td>
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<td>4.</td>
<td>Send out information about the free school bid to Trustees.</td>
<td>AB</td>
<td>July 18</td>
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<td>5.</td>
<td>Provide the Chair of the Trust Board with monthly finance reports and all Trustees with finance reports six times a year.</td>
<td>LS</td>
<td>Sept 18</td>
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<tr>
<td>6.</td>
<td>Review the membership of the Headteacher’s performance management panel and the pay committee to ensure no overlap.</td>
<td>MM</td>
<td>Sept 18</td>
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<tr>
<td>7.</td>
<td>Look into some suitable templates for governing body self-evaluation.</td>
<td>KF</td>
<td>Sept 18</td>
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