



MEETING OF THE TWO COUNTIES TRUST BOARD OF TRUSTEES

Monday 5th December 2016

Trustees: Rosemary Forest, Ian Greenaway, Gillian Haslam, Kevin Hearn, Karen Potts, Roman Ruscynski, William Unsworth, Richard Vasey, Ruth Wheelhouse.

Members: David Brown, Clare Dennis, Jean Mountain, Shaun Pollard and Richard Stones.

Trustees Present: Rosemary Forest, Ian Greenaway, Gillian Haslam (Chair), Kevin Hearn, Karen Potts, Roman Ruscynski, William Unsworth, Richard Vasey, Ruth Wheelhouse.

Members Present: David Brown, Clare Dennis, Jean Mountain, Shaun Pollard, Richard Stones.

Also in attendance: Jonathan Fawcett and John Maher

Apologies: All present. There were no apologies.

Meeting started 6.30pm (quorate)

11 **Welcome & Introductions**

GH introduced herself as Chair. (Decision made at the meeting on 28th September 2016). She welcomed Trustees to the first formal meeting of TTCT with Members as guests. Introductions took place.

12 **Sign off Account/Financial Statement Approval**

KH informed the meeting that the Dains report was pending completion. KH said that all three schools had been audited, he had done Ashfield School. When Selston High School and Swanwick Hall School were audited there were a number of findings. He had found a number of errors during the audit at Ashfield that need financial adjustments and that Manor accounts are not yet ready. He apologised that he had not got the numbers and said he will inform them later of them.

KH said that in the Articles as long as there is a quorate number of Trustees this can be signed off later.

13 **Minutes of meeting held on 28th September 2016**

JW had e-mailed the Members and Trustees the minutes prior to the meeting. The minutes were checked for accuracy and accepted as a true and accurate record.

a. **Matters arising**

There were no matters arising.

b. **Actions from meeting**

GH talked through the running action log. KH said the date for the Audit Committee would be decided out of the room. All other actions were either on tonight's agenda or had been done.

14 **Amended Two Counties Trust Strategic Plan**

JW had e-mailed this to the Members and Trustees prior to the meeting. DV said following

Signed

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comments made at the previous meeting he and KH had done some work on timelines and success criteria with some being identified as annual (eg exams/financial) and some being ongoing and spoke about the colour coding (time scales in purple, green indicates already established). DV said there will be updates at each meeting.

A copy of the last page of the Plan which are key priorities for this year was circulated. DV asked for any comments or feedback as he would like it signed off tonight.

He talked the trustees through the bullet point information on the five key performance areas highlighting key points.

DV said at the next meeting in March there will be discussion on the future structure of Central Services.

DV informed that Ofsted are carrying out the first Section 8 monitoring visit of Manor School this week.

DV, under the KPA (Key Performance Area) of Education Provision & Performance Outcomes, spoke about Appointing a TTCT Data Tracking Coordinator and under KPA of Central Services provision his thoughts around the appointment of a COO which he will be seeking approval for tonight. He said he had hoped it had given a flavour of activities in the different areas.

IG raised a question around employability and careers advice and said this works better as a group of schools as it gives a direction of travel in that area. DV said he would add that into the plan. A discussion was had around what had already taken place such as skills festivals, and IG said it is important to look at how it is embedded into a whole I rather than specific events.

RR asked can you control the growth and development of the MAT, and made reference to the KPA around increasing number of secondary converter academies and numbers of sponsored secondary academies.

DV spoke about the combination of the two and that the MAT had grown much more quickly that had been envisaged. He spoke about the importance of being focussed and rigorous on what we have got and the advantage we have on other MATS is the three good schools at the heart that give greater capacity.

DV mentioned the Heritage School which he said is manageable and we should take on. DV said we need to be careful of the type of school we sponsor and the level of support it needs. In relation to Heritage School, he said results were not good but it has infrastructure and LT capacity.

KH spoke about due diligence, educational and financial, and the benchmarking MATs

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need to do before taking on other schools and some other MATs are growing too fast. We have a considered approach with schools and are prepared to say no. He spoke about looking at the balance sheet and not wasting GAG funding.

DB asked DV does he feel we have a choice, can we say no? DV said he felt we are in a strong position with the DfE at the moment. DV said some other MATs would not have taken on Manor.

DV said we were first to be asked to take Heritage on. There are other schools they are pushing at the moment that DV would say no to.

DV spoke about another local Trust that was only picking up good schools and they have been told they could not have another good school until they had taken on a school that was not deemed good. He said the essence of the MAT is to help schools that are in trouble.

DV said that even though the MAT is looked on favourably by the DfE they will expect us to expand over next two to three years.

IG asked did they listen to the argument around limited capacity. DV said he is under pressure to take Kirkby College on, which is a local school. The meeting was told we are being asked to consider taking Kirkby College on as it is a local school with similar students. A number of practical issues relating to Kirkby College were discussed by the Trustees.

The meeting was told that the picture across MATs in terms of outcomes is published in January but not for new MATs for their first 2 years, so we won't be included this year or next.

Decision: Trustees signed off TTCT Strategic Plan.

**Action: DV to provide an update of the TTCT Strategic Plan at every Trustee Meeting.
Discussion on the future structure of Central Services an item on the next agenda.
DV to add careers advice into the TTCT Strategic Plan.**

15 Two Counties Trust Educational Standards

a. 2016 unvalidated KPIs for TTCT

The data had been e-mailed out prior to the meeting. DV said he had asked in the Summer how they wanted it recording. DV said that there would be KPIs for Post 16 Vocational next time. RR asked if the results are aggregated. DV replied yes.

Action: DV to provide KPIs for Post 16 vocational at the next meeting.



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16 Two Counties Financial Update

a. School and TTCT Budget

JW had e-mailed the TTCT Financial Year End Summary for FY15/16 to Members and Trustees prior to the meeting. KH talked trustees through the three sections which were Statement of Financial Activity, Cash Reconciliation and Balance Sheet. KH highlighted the carry forward figure in each section. KH said all three key indicators are strong. KH said money had been found in past accounts and that is one reason why the audit had taken longer. KH informed there is a meeting tomorrow and those numbers should stack up. He said good reports are required to make decisions on.

IG asked who does the audit. KH informed him that it is Dains. They do 48 schools over a 3 month window. He explained that they have had a lot of new auditors and there had been some illness. KH said when the report comes out it will be a robust set of accounts and recommended them to be strong.

RR, with reference to the figures, said we are supposed to be prudent custodians of the public purse. He asked what the money will be spent on and it should be spent on current students in school. Are there projects planned and the reply was yes. KH replied by talking about fixed term costs such as cost for buildings and teachers and also about capital projects.

IG spoke about working capital, reserve buffer and investment projects. RW mentioned build plans for refurbishment. IG said the Audit Committee could look at a Reserves Policy in the next 12 months. If questioned by DfE we would have a policy to defend our actions by.

Action: Audit Committee to look at a Reserves Policy in the next 12 months as suggested by IG.

b. Benchmark budget data against other MATs

KH circulated hand-out and he talked through the Data. JM asked for his predication three to four years down the line. KH said will take some cut backs. IG said it would be useful to see next year's as well.

GH said it was good to see before we can take a decision on other schools. RR said value for money will be proved if the results go up.

c. Date for Audit Committee Meeting

KH said the reason that Lord Nash had written to all Chairs, was that there had been financial irregularities in larger MATs and the letter was asking a series of questions which he read out. DV informed the meeting of two cases he knew about. The letter was available for Members and Trustees to look at.

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17 Two Counties Trust – expansion

Confidential item

d. Head of Human Resources post

The job description had been e-mailed out to Trustees and Members prior to the meeting. RM at this point informed the meeting that she may have a declaration of interest in this item. She was asked to step out of the room (8.10pm).

KH said the role would be to align the policies of all TTCT schools and at the moment we are not looking for a Chief Operating Officer. DV explained the timelines to get someone appointed to start before Easter if approval was given. KH said there were 1,000 employees over the four schools and presently the headteachers are having to spend a lot of time being involved in HR issues. IG said that if further schools join we might need a COO.

WUn said we need to plan ahead. Is it permanent or short term? He would suggest interim one year maximum with a clear set of objectives. RR said this may dilute the field. Further discussion was had. WUn said it's about what is the best way to resource it and what is needed in a year's time. A discussion was had around the salary. KH suggested a starting salary £50,000 - £55,000 depending on experience. RR said he thought that was a lot of money. A decision was made to look at comparable jobs in other MATs.

RM returned to the room

Action: KH to look at comparable jobs across other MATs and report back.

e. Regional Academy Growth Fund

DV said he had received a letter from DfE asking us to apply for £100,000 for MAT growth. The bid has to be in by 20th January 2017 and we fit the criteria. DV said after we have got the money in April 2017 we can commit to taking on three schools within next 18 months.

18 Building and Premises Issues

a. CIF Bids

DV circulated a hand-out detailing the CIF bids that will be submitted by 9th December deadline for various building works at Swanwick Hall School, Selston School and Ashfield School. It is recommended each school should make a 10% contribution per bid to assist the chance of being successful. We should know by April if we've been successful.

b. New build at Swanwick Hall School



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JF said SHS have a very poor estate and need capital injection around it as it carries liability for the Trust. JF informed the meeting, that with the help of Martin Hough at Ashfield School, he has been talking to a company called Foremans who are part of the PortaKabin group. They offer refurbished steel frame buildings. The advantage of this type of building is they are built off site and could be in place for next September. He talked through the two options being explored. He talked about 30 new rooms (10 each for English, Maths and Science). JF said they had spoken to another company in the last week and said could now be looking at a design and build process as this would provide much better quality for a relatively small premium. The other option is a new 20 room block (English and Maths). The architect that Ashfield use is drawing the plans up and they are meeting the AVBC Planning Officer this Thursday. JF said cost could be under 2.5 million pounds for new design and build for 20 classrooms against 2.2 million refurbished portacabins. He spoke about the impact on the site and quality of accommodation. JF said they have worked with Maber Architects before on the BSF project and Sports Hall project. JF said SIF bid no longer strategic plan for the site would get most out of capital funding. JF said he is looking to the Trust for support.

JF said a design and build has got more flexibility compared to what Foremans provide as you are limited around certain widths and layouts of buildings. He explained that as there are listed buildings on site, planners will not allow any different materials to be introduced on to site.

JF said plans would include demolishing some buildings d, for the 20 room block, 4 current rooms. Second Block, current 3 room block.

RR asked for clarity what JF was asking for and on what basis. KPo said should put a business case together with options analysis to circulate around for comments. If timing permitted to send it to Audit Committee.

Action: JF to put a business case together with options analysis to circulate around for comments. If timing permitted to send it out to Audit Committee.

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AOB

The next Trustee Meeting is at Ashfield School on Monday 27th March 2017 at 6.30pm.

Confidential items were agreed as any names and conversation around Kirby College or other schools at this point.

GH said she thought that there should be a Declaration of Interest item on every agenda.



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Action: Declaration of Interest to appear as an item on every agenda.

Meeting closed at 8.40pm.

Meeting Closed 8.30pm.

Summary of Decisions

Item Number	Decision
3	GH elected Chair of Board of Trustees
3	KP elected Vice-Chair of Board of Trustees
3	KP & IG elected on to the Audit Committee
6	Trustees and Members approved the proposed Central Charging Policy. It was agreed the policy would be reviewed once the figures were in for the end of the financial year
6th December 216	6th December 2016 Decisions
14	Trustees signed off TTCT Strategic Plan
17	
17(a)	TTCT voted unanimously to bring Heritage School into TTCT
17(b)	TTCT agreed to due diligence being carried out (Frederick Gent School)
17(c)	TTCT agreed to carry out due diligence on Kirkby College

Summary of Actions

Item Number	Who	Action Required	Deadline (if applicable)
3		Date to be agreed in January for Audit Committee	5th December agenda item
3	DV	To bring the Strategic Plan for formal approval	5th December agenda item
6	KH	To find data to benchmark TCTT budget against other MATs	5th December agenda item
6	KH	To provide a mini balance of the reserves	5th December agenda item
9	DV	To talk to Frederick Gent School and Heritage School	
9	DV	To bring to the meeting approval for the post of Chief Operations Officer	5th December agenda item
10	KH (JW)	To electronically circulate Finance Policy, Competitive Tendering Policy, Risk Strategy	

Signed

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		Policy and Notes on Audit Committee membership	
9th December 2016		9th December 2016 Actions	
14	DV	To provide an update of the TTCT Strategic Plan	Every Meeting
14		Discussion on the future structure of Central Services	March Agenda
14	DV	To add careers advice into the TTCT Strategic Plan	
14	KH	To look at other MATs who are taking on good schools	
15(a)	DV	To provide KPIs for Post 16 vocational	March Agenda
16(a)	Audit Committee	To look at Reserves Policy (suggested by IG)	Next 12 months
17(a)	DV	Confidential item	7th December 2016
17(b)	DV	Confidential item	March Agenda
17(d)	KH	To look at comparable jobs across other MATS and report back	
18	JF	To put a business case together with options analysis to circulate around for comments. If timing permitted to send out to Audit Committee	
19	DV	Declaration of Interest to appear as an item on every agenda	

Signed

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