

LOOE COMMUNITY ACADEMY TRUST
(the Company)

COMPANY NUMBER: 07909371

A company limited by guarantee, registered in England and Wales, an exempt charity

Minutes of the Extraordinary Governing Body Committee Meeting held on Monday 18 Oct 16 at 5.00pm

Present:	Apologies:	Attendees:
L Ingham	D Glynn	D Buckley (Project Manager, SMART)
H Jenkins	P Prisk	H Casson
M Lewis	J Kevern	K Jackman
M Long (Chair)	L Sutcliffe (Clerk)	S Green (Business Manager, Company Secretary and Clerk for this meeting)
S Minnette	Absent:	
T Wardle	S Brock	
	T Vasey	

Governors attending: 6

Total number of Governors required to be quorate: 4

The meeting started at 5.15pm

Welcome and apologies: It was confirmed that due notice of the meeting had been given and that a quorum was present. MLO welcomed all to the meeting and introduced Dan Buckley (DBU), the Saltash Multi Academy Regional Trust (SMART) Project Manager. Apologies were accepted from DGL, PPR and JKE and from the Clerk. SBR and TVA were absent. SPG acted as Clerk for the meeting.

Interests of Trustees in the agenda: There were none.

Minutes of previous meeting: The minutes from the FGB on 10 Oct 16 were still in draft and were not yet available for the Extraordinary Meeting. These will be tabled at the next FGB meeting.

Purpose of the Extraordinary Meeting: The governors had previously resolved to investigate Multi Academy Trust (MAT) options. This meeting was to inform governors on progress and developments and to seek a resolution that Looe Community Academy Trust should be transferred from the Company to Saltash Multi Academy Regional Trust (company number 07542166), subject to successful due diligence, and to appoint a working group to oversee that process. The target date for the transfer is 1 Jan 17.

SMART Presentation: DBU presented to the governors the current position of SMART and the proposed changes to become the expanded South East Cornwall Multi Academy Regional Trust (also to be known as SMART) which is currently working towards including saltash.net, Landulph Primary, Trewidland Primary, Dobwalls Primary, Liskeard School and Community College and Looe Community Academy in Wave 1 and Bodmin College in Wave 2. DBU invited governors to raise questions during the presentation and governors asked for clarification on the following points:

a. [What are the benefits of primary/secondary collaboration?](#)

DBU provided examples of actual projects across Landulph and saltash.net that had benefit for both students and staff development.

b. [How will the key post of Chief Executive Officer \(CEO\) be appointed?](#)

DBU advised that the Trust Board would appoint the CEO through open competition, supported by the Regional Schools Commissioner (RSC).

c. [How will the cost of the CEO be met?](#)

DBU advised that the MAT's central services and associated staff will be funded through the retained element following disaggregation to the academies of 95% of GAG funding and 100% of all other income.

d. [Will there be a Headteacher at each school?](#)

DBU advised that there would be a CEO with corporate responsibility and Headteachers at each school.

e. [Will there be Looe Community Academy representation at the CEO interview panel?](#)

DBU explained the SMART Board structure and that the interview panel would be selected from the Trust Board. Agreement had been reached through the Strand meetings that the SMART Board structure would include a one year appointment for a representative from each new joiner academy.

f. [Why was 5% of the GAG being retained?](#)

DBU advised that this was at the lower end of what other MATs were using to fund their centrally provided services.

g. [What would be the composition of statutory committees, such as Finance, Health and Safety and Safeguarding?](#)

DBU advised that there would generally be one representative from each school, plus for example, the Finance Director would attend the Finance Committee.

h. [If there was a redundancy situation at any one school, would this be that school's issue or a corporate problem?](#)

DBU advised that as the SMART Board is the employer, the redundancy situation would be across the MAT.

i. [Who sets the budget for each academy?](#)

DBU explained that each school would operate with 95% of GAG funding and 100% of all other income and would set its budget accordingly, with central services being provided to each school through the 5% retained funding. The Local Governing Body (LGB) would set the initial budget, which would be scrutinised by the Finance Director.

j. [Would the governors of Looe Community Academy have visibility of each of the other schools' budget and the overall collective financial position?](#)

DBU said that this would be achieved via the due diligence process that the Work Strands are completing, at which there is representation from each school. The due diligence process runs right up to the point at which the governors sign the legal paperwork to transfer their school to SMART.

k. [How is the 5% allocated?](#)

DBU advised that 25% was for the Central Business Unit (CBU), 25% was for school improvement and 50% funded the CEO position.

l. [How will the 25% for school improvement be spent?](#)

DBU explained that each school would deliver the normal range of CPD but the central funding would cover cross school activity and collective CPD.

m. [Who makes the decision on the CEO's salary?](#)

DBU explained that the Trust is free to manage this aspect of its business, but that there was an expectation for decisions on spending public money to be transparent and justifiable. It was expected that the RSC would have a view on the salary if it were considered excessive.

n. [Who develops the CEO's job description?](#)

DBU said it was for Strand 6, the governance strand.

o. [If the current SMART CEO were not leaving, would they have been automatically appointed as CEO of the wider organisation?](#)

DBU – Yes.

p. [How does the due diligence process operate?](#)

DBU explained that each school would provide and receive the same set of data that is being prepared by the Work Strands.

q. [How will life as a Headteacher in the MAT be different from now?](#)

DBU advised that there will be opportunities to draw upon a wider pool of experience and resources.

r. [Will there be any Executive Headteachers supporting more than one school?](#)

DBU advised that there are no plans at the moment, but as required in the future if the MAT grows further or opportunities arise.

The Chair thanked DBU for his presentation and for informing the governors on SMART and the conversion process.

DBU, HCA and KJA left the meeting at 6.50pm.

Decision to proceed with joining SMART: The Chair called for a resolution to proceed with transferring the Company to SMART, subject to successful due diligence. To achieve this the following steps will be required:

- the Company will submit an application to transfer the Academy for consideration and approval by the Headteachers Board of the Regional School Commissioner's Office. **Action – SPG/HJ**
- the entire operation of the Academy, namely all contracts and assets (and liabilities) used (or incurred), in the running of the Academy would be transferred to the Incoming Academy Trust under a Commercial Transfer Agreement to be entered into between the Company and SMART. **Action – Working Group**
- a deed of novation and variation with the Secretary of State for Education would be entered into to novate the existing single funding agreement for the Academy to the Incoming Academy Trust and vary it by adopting a new supplemental funding agreement setting out the terms of the funding for the Academy School within the Incoming Academy Trust. **Action – Working Group**
- an assignment of the 125 year lease in respect of the premises occupied by the Academy will be entered into between the Company, SMART and Cornwall Council. **Action – Working Group**
- all employees of the Company employed at the Academy immediately before the transfer will transfer to SMART on their existing terms and conditions of employment with full continuity of service. In accordance with the TUPE Regulations, the Chair explained that appropriate consultation would be carried out with trade union representatives and staff and that dates had been published. **Action – Working Group**
- a consultation with stakeholders regarding the Academy's transfer to SMART would be carried out during Nov 16 and the outcome of that consultation would be considered by the Trustees at their next meeting. **Action – Working Group**
- it was further noted that, following the transfer, the Company would be dormant and steps would be taken to wind up the Company. **Action – Working Group**

Governors resolved unanimously to proceed with transferring the Company to SMART, subject to successful due diligence.

Establishing a working group: it was noted that there would be a significant amount of documentation to consider and decisions to be made collectively between the Company and SMART regarding the transfer.

Governors resolved unanimously that a working group be established made up the following members:

- Heather Jenkins and Marie Long supported by Steve Green and Kate Jackman

Working group responsibilities: governors resolved that the working group be responsible for:

- undertaking due diligence and investigating and reporting on the likely implications of the transfer for the Academy;
- undertaking an equality impact assessment on the likely impact of the transfer of the Academy;
- procuring, appointing and liaising with legal advisors to undertake the academy transfer process;
- scrutinising the academy transfer documentation;
- organising and undertaking consultation with stakeholders;
- facilitating, where required, statutory consultation with staff under the TUPE Regulations;
- advising and/or making recommendations to the Trustees in relation to any aspect of the Academy transfer.

With there being no further business, the Chair thanked the governors and closed the meeting at 7.15pm.