

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 Full Governing Body Committee held on Friday 10 February 2017 at 4.00pm

Present:	Apologies:	In attendance:
L Ingham	S Brock	S Green, Business Manager,
H Jenkins, Headteacher	P Prisk	Company Secretary and Clerk for
M Lewis	T Vasey	this meeting
M Long, Chair	L Sutcliffe, Clerk	D Buckley, CEO SMART
S Minnette	Absent:	
T Wardle	J Kevern	

1. Welcome and apologies. The meeting started at 1625 due to an extended TUPE consultation meeting immediately before. The Chair welcomed governors and welcomed back Dan Buckley who had kindly accepted the invitation to update governors on the due diligence process and wider SMART developments. Apologies were received and accepted from governors TVA, PPR and SBR and from LSU, Clerk to the Governors. JKE was absent. The meeting was quorate.
2. Declarations of interest in this meeting. There were none.
3. Minutes from previous extraordinary meeting held on 18 October 2016. An amendment 1 was proposed to amend CEO costs at paragraph k. from 50% to 25% - this was accepted. **Action: amend and republish on website - LSU**
4. Purpose of the meeting. At the meeting on 18 October 2016 the Company had resolved to undertake the work necessary to transfer Looe Community Academy Trust (the "Academy School") from the Company to South East Cornwall Multi Academy Trust (the "Incoming Academy Trust"). The proposed date of transfer is now 1 April 2017 (the "Transfer Date"). The meeting was specifically to consider and, if thought fit, approve the following:
 - the transfer of the Academy School to the Incoming Academy Trust;
 - approval of the documentation relating to the transfer of the Academy School; and
 - resignations and the winding up of the Company.
5. Consideration of transfer of the Academy School:
 - 5.1 Due diligence:
 - a. To assist governors in forming their decision on the transfer of the Company, Dan Buckley, CEO of SMART, provided a written brief (circulated prior to the meeting – see confidential appendix) on the due diligence process and took the governors through the paper receiving and answering questions from governors:
 - (1) Vision and Values (Strand 1) - there was already much common purpose before coming together, as demonstrated by the values and ethos of each school. Sharing the vision and values of the new organisation was key to its success and much time and effort was dedicated by Strand 1 to consolidate and achieve agreement.

[Would the new CEO be expected to promote the vision and values or could they go off in their own direction, and how can that be assured?](#) - yes - this was key and the interview

process and subsequent performance objectives and performance management process will ensure that the vision and values are fully accepted and are being promoted.

(2) Strategic Direction (Strand 1) - it was explained that the common aim was to work for all children in South East Cornwall and all schools regardless of their MAT affiliation, within our financial constraints. Our clear strategy is to be open to schools in South East Cornwall who wish to join, who share the vision and direction and who succeed in terms of the due diligence process. A further strategy is to provide commercial services for schools who are not part of SMART to build capacity of our own staff while making full use of the opportunities in the area.

[How would future expansion be regulated?](#) - additional schools would only be considered if they shared the established vision and values and passed due diligence. Expansion would be at a pace suitable for the new organisation to cope with given its prevailing priorities and capacity.

(3) Leadership and Governance (Strands 1 and 6). It was recognised that leadership and governance is critical to future success and much work was undertaken by the two Strands, with support and advice from the DfE, to arrive at the proposed model of MAT Board and Members supported by the Local Governing Committees of each school. Equally important is the CEO role to implement the vision and values of the organisation and to champion the drive for improved outcomes through the Headteachers of each school; it was noted that each school was current rated as Good at its last Ofsted inspection.

[When is the permanent appointment of the CEO likely to commence?](#) - Sep 17

[Who will conduct the interview process?](#) - 9 Directors plus Wendy Woodcock from DfE

[Why will there be no Headteachers on the interview panel?](#) - not recognised practice to have subordinates involved in the decision, though there may be an opportunity to provide feedback to the panel, but the selection process is being managed by the Chair and has not yet been publicised

[How will the CEO engage with the Headteachers?](#) - through the Headteachers' Forum

[How are the roles and responsibilities of the CEO and Headteachers defined?](#) - through the Scheme of Delegation

(4) Financial position - spreadsheets were reviewed for each school and the collective position (circulated prior to the meeting – see confidential appendix). It was noted that over 60% of schools nationally had a negative reserves position (owed money), so it was welcoming to learn that all schools in SMART Wave 1 had positive reserves (surplus) due to excellent budget management given the prevailing national funding position of static income (no allowance for inflation) set against rising costs. Despite the current national education funding position, the SMART Wave 1 schools passed the various DfE stress tests and were considered low risk, given the opportunities that collaboration would bring for financial efficiencies.

[Which schools contributed to the rising student numbers?](#) - Liskeard and Dobwalls, and there is a planned new build of a primary school, which SMART has bid for, at Saltash to accommodate 1,000 new houses.

(5) Commercial transfer - the transfer of all assets and liabilities for all Wave 1 schools had been prepared by schools with support from their legal representatives and reviewed by the Board, the DfE and the LA (where appropriate) and were accepted as being low risk.

- (6) Funding agreements - there will be a master funding agreement between SMART and the DfE and supplementary funding agreements for each school; these had been reviewed and were recommended for acceptance.
- (7) Self-Assessment - all schools conducted self-assessment against KPIs that were drawn up and agreed at the start of the due diligence process and assessments were then challenged through a process of verification. Initial risks were reviewed, with evidence provided and the document was updated or a risk identified and recorded for consideration; all schools had been very open in this process. The only outstanding issues relate to financial matters, so a very detailed process was entered into, as explained above.
- (8) Further KPIs identified during the process of due diligence - this remains ongoing and each Director and Governor will have updated KPIs covering their area, with the current draft in the Scheme of Delegation, which has yet to be agreed for:
- HR – Human Resources
 - Safeguarding
 - Premises
 - Curriculum and Standards
 - CEO challenge indicators
 - Chair of the Trust Board challenge indicators
 - Community
- (9) Policy framework - work has begun to bring together policies through a common policy handling system, which has identified those policies which will need to be MAT wide.
- (10) Reports on title - a Director from the legal profession has reviewed all of the land associated with the schools that is transferring with the correct conditions.
- (11) Audit reports - all schools have clean audit reports, which supports and underpins the strength of the financial systems and financial management of all Wave 1 schools.

The Chair thanked DBU for his time and the quality of the paperwork and briefing and for answering all the questions raised by governors.

A governor also thanked DBU for the due diligence presentation and Q&A session at Liskeard School on Tuesday 7 February for the governing bodies of all 6 schools that 3 governors and the Business Manager had attended. Having not been on the working group, this was the first time of meeting governors from the other schools and the LCA governor noted how strong the sense of collaboration and common purpose was. It was advised that the other schools had held their governing body meetings on that evening immediately after the presentation and all decide to join SMART having been satisfied with the due diligence process.

1705 – DBU left the meeting

- b. Update by the Working Group - following such a comprehensive and informative briefing by the SMART CEO, the Working Group confirmed their full engagement and representation of LCA's interests on all 6 of the SMART Work Strands over the past 12 months, in which LCA's voice played a key part in shaping the future of SMART and arriving at the current position. Each SMART Work Strand made recommendations to the SMART Core Group, which comprised 3 representatives from each school, with one vote per school where decisions were required. The Academy School's Working Group were impressed by the level of commitment all schools showed to the process and the equal say that was given whether attendees were from the smallest primary or the largest secondary. Also

impressive was the level of expertise and diverse backgrounds of those involved, whether school leaders or governors, as well as the common purpose and collective interest in achieving the very best for all learners. The project had been truly consultative and collaborative which set the new organisation in good stead for serving the community of South East Cornwall.

c. Confirm that the transfer of the Academy School to the Incoming Academy Trust appears to be in the best interests of the Academy School and the Incoming Academy Trust. Having received such a valuable and comprehensive update in the form of papers, verbal briefing and discussion, the governors were unanimous in agreeing that the transfer was in the best interests of the Academy School.

5.2 Consultation

a. Update by the Working Group:

(1) Students - student representatives had been engaged through a series of workshops and classroom drop in sessions held at different Wave 1 schools over the past few months so that learners could help shape the student leadership role of SMART; one of the workshops was held at the Academy School recently and was commended for the quality of chairing by one of our students. Another student had seized the opportunity to represent SMART at an education conference in London recently.

(2) Staff - it was confirmed that staff had engaged with governors in 2 TUPE consultation meetings, with no significant concerns being raised. Notes of the first meeting were circulated to all staff and were made available to governors in advance of this meeting (circulated prior to the meeting – see appendix). Additionally, all present had attended the second meeting immediately prior to this meeting and were therefore fully aware of the questions raised and the answers given.

(3) Parents and carers - though not specifically required by an Academy considering MAT conversion, parents and carers had been invited to a joint consultation meeting held at Liskeard School to demonstrate our collective and collaborative approach to MAT working. 4 parent/carers of Looe students had attended out of a total of 10 from the 6 schools and another had asked for information to be e-mailed; it was noted that low turnouts were the norm, with only 2 parent/carers attending the Academy conversion consultation in 2011. Information had been made available in various forms since April 2016, including the website, letters home and the weekly Headteacher's Bulletin. Details of the consultation meeting had also featured in the local press. Two parents provided feedback to the Academy, raising items for consideration that aligned with those that governors were already contemplating.

(4) DfE - it was confirmed that the Headteachers Board of the Regional Schools Commissioner had approved the MAT transfer application, subject to certain conditions regarding the temporary CEO role being resolved; this was in hand with the SMART Board.

b. Confirm that sufficient consultation has been conducted - it was agreed unanimously that sufficient consultation had been undertaken.

5.3 Equality impact assessment

a. Update by the Working Group - the Business Manager had undertaken the impact assessment (circulated prior to the meeting – see appendix) which confirmed that no groups with protected characteristics would be disadvantaged by a decision to join SMART.

b. Confirm that the transfer is unlikely to have any equality impacts - it was agreed unanimously that there were unlikely to be any equality impacts.

6. Resolution to proceed with transfer of the Academy School - it was resolved unanimously to transfer the Academy School to the Incoming Academy Trust with effect from 1 April 2017.

7. Transfer documents:

7.1. Commercial transfer agreement - the Business Manager had prepared the document in conjunction with the Academy's legal advisers. The document was dynamic and would continue to be updated right up to the date of signature to reflect current commitments, assets and liabilities. The document, in its final form, was recommended for signature.

7.2. Funding agreement - the Business Manager had reviewed the master and supplementary funding agreements and had briefed the Working Group; the supplementary agreement was recommended for signature.

7.3. Assignment of the lease - the Business Manager had prepared the document in conjunction with the Academy's legal advisers; the document was recommended for signature.

7.4. TUPE and transfer of employees - governors had consulted with staff and their Trades Unions at 2 TUPE meetings - the key point was that there were no measures by the Academy School or the Incoming Academy Trust. All staff had been invited to attend and the notes of the first meeting had been circulated to inform those that could not attend (this included all staff not present at the Academy at the time, such as those on sick leave, maternity or casual contracts).

7.5. Governors to decide whether:

a. The transfer of the Academy School be approved - governors resolved unanimously to approve the transfer.

b. The terms of the Transfer Documents be approved - governors resolved unanimously to approve the terms.

c. Any Trustee of the Company be authorised to approve any amendments to the Transfer Documents - governors resolved unanimously to authorise any Trustee to approve any amendment.

d. Any Trustee be authorised to sign the Transfer Documents on behalf of the Company - governors resolved unanimously that any Trustee can sign the Transfer Documents.

e. Any Trustee be authorised to execute any other ancillary documentation in connection with the transfer on behalf of the Company - governors resolved unanimously that any Trustee can execute any other ancillary documentation in connection with the transfer

8. Resignations and winding up of the Company - governors to decide that after the transfer of the Academy School to the Incoming Academy Trust:

8.1 All except three existing Members will resign from the Company - governors resolved unanimously to retain the following Members: H Jenkins, M Long, P Prisk - all other Members would resign on 31 March 2017.

8.2 All except three Trustees will resign from the Company (decide which 3 remain – preferably, although not necessarily, the same people as the retained Members) - governors resolved unanimously to retain the following Trustees: H Jenkins, M Long, P Prisk - all other Trustees would resign on 31 March 2017. It was noted that all Trustees would automatically form the Local Governing Committee of Looe Community Academy from 1 April 2017.

8.3 The Company will be wound up no less than 6 months after the Transfer Date - governors resolved to wind up the Company within 6 months of the Transfer Date.

9. Any other business - governors thanked SPG for all of the effort put in to the raft of documentation to enable the transfer and for his contribution to the Working Group, SMART Work Strands and SMART Core Group. Governors agreed to communicate the decision to staff on return from half term holiday and to the wider community as part of the planned joint announcement by all 6 schools.

The meeting closed at 1805.