



NINESTILES
ACADEMY TRUST

MEETING	BOARD OF DIRECTORS
DATE	Tuesday 13 December 2016
VENUE	Ninestiles School
ATTENDEES	Ateef Azam, Richard Beamish, Jason Bridges, Martyn Collin, Karen Crowston, Vrigu Dey, Bob Fear, Gaetano Ferrante, Sir Dexter Hutt, Karamat Iqbal, David Shakeshaft, Terry Smith, Penny Wagg, David Werry
IN ATTENDANCE	Hilary Barber, Steven Ralph

MINUTES

1. Welcome and apologies

Bob welcomed all present to the meeting and apologies were received from Paul Ashdown, Chris Stevens, Nadeen Proverbs and Ian Carnell.

2. Register of Business Interests

None were declared.

3. Declaration of Pecuniary Interest

None were declared.

4. Agree End of Year Accounts and Audit Report

Steve informed trustees that the Finance and General Purposes committee had examined and discussed the accounts in detail at their last meeting and had recommended the accounts and audit report to trustees for approval. Steve presented the major points.

Richard raised concern about the levels of the Local Government Pension Scheme deficit and whilst it is very high due to the expectation of a lack of future investment growth over the coming 20 years, the valuations were within budgeted figures. However the impact of the increase in contribution rates and deficit repayment was noted. **Dexter asked what financial risk assessments had been carried out** and Steve explained that a five year budget plan has been compiled and it has been agreed that a working group is formed to examine the potential risks the plan highlights in greater depth. Steve agreed that he would forward the summary pages of the 5 year plan to trustees to inform further discussion and decisions on finance.

David directed trustees to his comments about the accounts and audit findings recorded in the minutes of the Finance and General Purposes committee meeting.

The trustees approved the accounts unanimously as follows:

Proposed: **Vrigu Dey**
Seconded: **Richard Beamish**

Trustees recognised that there were no issues in the audit report and that it showed an improved position on last year's findings. Trustees approved acceptance of the Audit Findings report as follows:

 7/2/17

Proposed: **Penny Wagg**
Seconded: **Dexter Hutt**

5. CEO report
a. Proposal to merge with the Solihull Sixth Form College

Martyn reported on the discussion held at the last meeting convened on 28 November 2016. He updated trustees on the following:

- College Interim Vice Principal post will be appointed internally in January with trust involvement
- College AP posts will be permanent with trust involvement in the interviews with posts open to all trust personnel
- Agreed with the college board that any name change would be agreed by a shadow board in conjunction with expertise from Clark Associates
- Any additional members appointed would not outnumber Ninestiles' members

Bob reported that the following concerns had been raised by representatives at the Joint Governance Group:

- Leadership capacity at Principal level given Paul's departure at the end of March 2017
- Capacity with one Vice Principal role only. It was noted that some current VPs' duties will be delegated to Assistant Principals

David raised a question about whether the trust currently has strategic capacity to administer the college in addition to the trust given the reduced leadership at the college. Karen suggested that in the event of agreement of the merger, and once the substantive trust CEO post was appointed, the trust would lead and mould the staffing structures moving forward.

Bob referred to the discussion raised by Karamat at the previous meeting regarding provision for diversity. Bob noted that the college receive "post code funding uplift" funding and ring-fenced FSM funding. They are also pursuing the Investors in Diversity award.

Martyn reported that outcomes of vocational courses are showing positive progress but A Levels are slightly below this. Comparative data to other post 16 provision would suggest that the college would be judged "good" in a potential inspection. The breadth of courses offered by the college was compared favourably with school sixth forms.

David asked about issues suggested for follow up by Browne Jacobson in their due diligence report and Martyn and Steve responded that these are issues that will be addressed as part of the legal process moving forward. The issue around Cadbury College was discussed but it does not raise a concern.

Bob read out the following proposal for trustees to consider.

"The Board of Trustees of the Ninestiles Academy Trust agree to support the Corporate Board of the Solihull Sixth Form College to progress with the recommendation of the Local Area Review, and apply to the Secretary of State for conversion into an Academy in order to become part of the Ninestiles Academy Trust. The Trustees of the Ninestiles Academy Trust understand that the Corporate Board of The Solihull Sixth Form College have approved the submission of the Application for Conversion following this joint approval, and also recognise that, in principle and subject to due process, the application will result in the dissolution of the Corporation and the transfer of assets to the Ninestiles Academy Trust in line with the requirements of the process."

The resolution was proposed as follows:

Proposed: **Richard Beamish**
Seconded: **Penny Wagg**

Martyn and Gaetano declared an interest and did not vote.

Trustees voted unanimously for the merger to proceed subject to due process.

Martyn reported on the work being completed on the trust's behalf around the communication aspect of the merger by Clarke Associates and circulated a draft press release they had written. The next step will be to meet with Clarke Associates and Paul Ashdown to set up a joint consultation process.

Martyn circulated a mapping document for the new governance model and asked trustees to complete the pro-forma with their preferences of where in the structure they would choose to serve the trust and for what timescales. In response to a query by Richard about the consultative groups, Martyn assured him that there would be further discussion around the format and a reporting structure would be put in place. Martyn emphasised that it is crucial that all responses are returned by 03 January 2017.

b. Feedback from the Regional Schools' Commissioner's Office

Martyn reported on the visit explaining that the focus from the DfE was around the trust's capacity and appetite for growth rather than outcomes. They will be revisiting in February 2017. Funding of around £150m is available for allocation to trusts and new academies and plans will be discussed very early in the new term. A detailed discussion about future prospects for growth followed.

6. Minutes and matters arising from meetings 18 October 2016 and 28 November 2016

The minutes of the meeting held on 18 October 2016 were accepted as a true and accurate record as follows:

Proposed: **Richard Beamish**
Seconded: **David Werry**

Vrigu agreed to accept the nomination of the Safeguarding lead.

The minutes of the meeting held on 28 November 2016 were accepted as a true and accurate record as follows:

Proposed: **Penny Wagg**
Seconded: **Ateef Azam**

7. Any other business

Trustees were asked to approve the addition of Jessica Bushell, Trust Business Manager to the bank mandates of Ninestiles and Lyndon Schools.

Proposed: **Karen Crowston**
Seconded: **David Werry**

Steve informed trustees that a letter had been sent to the Chief Accounting officer letter regarding the timing of submission of the End of Year audited accounts and AAR return. All documents from the trust will be submitted within the prescribed deadlines.

Karen noted the importance of succession planning for key roles within the governance structure.

Bob updated trustees on the recruitment process of the substantive CEO being managed by Navigate. They report having targeted a large number of potential applicants and feedback about the trust has been very positive. The closing date has now passed and Navigate are in receipt of five applications. Technical interviews will take place on 10 January with final interviews on 24/25 January 2017.

Bob concluded the meeting by wishing all present a very happy Christmas.

