



**MINUTES OF THE TRC
FULL CORPORATION MEETING**

MONDAY 30 JANUARY 2017

PRESENT

Mr P Jagger MBE (Chair); Mr R Gray; Dr P R Williams; Mrs A Todd; Mr T Mulroy; Mr T Grice; Mr R Leith; Ms B Reynolds; Ms J Collier; Mr M Chaudhary; Ms M Allen; Cllr D Roche.

In Attendance:

Mr M Patterson, Vice Principal Finance & Resources; Mrs S Martin, Clerk.

APOLOGIES

16.138 Apologies were received from Mr J Ellis and Mr S Kirk

DECLARATIONS OF INTEREST

16.139 Members were reminded of the need to declare any interests and reserved the right to declare an interest at any stage of the meeting.

- Mrs J Collier reminded members of her position as a Feoffee.

MINUTES

16.140 The Minutes of the Meeting held on 15 December 2016 were agreed as a true and accurate record and were signed by the Chair.

MATTERS ARISING

16.141 The Corporation received a list of actions arising from previous meetings and members noted that items were either complete or ongoing.

ANY OTHER BUSINESS

16.142 The Principal requested a part 2 item to be added to the agenda; Staff appraisals – appeal outcomes.

AREA BASED REVIEW RECOMMENDATION

16.143 The Chair began with a summary of previous discussions held since the Area Based Review recommendation was announced, including the information provided during the strategic away day held on 23rd January 2017, noting how useful it had been to welcome visits from Steven Watson, Allotts to provide an independent view on the options available as well as David Naisbitt, Headteacher of Oakwood High School to provide reassurance and answer any questions regarding the MAT option.

Members were reminded of the two options resulting from these discussions:

- To remain an independent Incorporated Sixth Form college.
- To make the 'in principle' decision to apply for academy status within the Inspire Trust.

Providing an update, the Principal stated that he favoured the latter option as he feel that TRC needed to be part of a larger entity and that some of the misgivings about the previous larger Trust proposal relating to central management costs would not apply in the same way in a smaller Trust, hence liberating VAT savings for educational purposes. The VP F&R informed members that a very positive meeting had taken place with the heads of finance and HR for the Inspire Trust. The next steps (*subject to corporation agreement to pursue the MAT option*) will be to consider where efficiencies could be made within the central functions and prepare the necessary forward plans.

Members were asked to put forward any further questions or comments before voting on a resolution. This resulted in the following key points being discussed:

- The Inspire Trust is an existing legal entity comprising one secondary school and one primary school. Members agreed it would be prudent for TRC to join the Inspire Trust rather than form a new MAT given that the existing governance arrangements would be re-constituted to account for the inclusion of TRC.
- Governance arrangements are likely to follow national DfE guidelines and it would be very difficult to obtain the approval of the DfE to make any significant changes.
- All members made clear their expectation that appointments to senior positions within the trust must be made openly and transparently.
- Members agreed that remuneration for senior posts should retain the financial ethos of TRC and Inspire Trust, with the corporation to be fully updated on progress throughout the negotiation process.
- Detailed financial information, highlighting savings resulting from the efficient use of central functions, will be available before the final decision is made. Whilst understanding the necessity for this course of action, Mr R Gray expressed concern about the implications this may have for support staff. The Principal and Vice Principal both stated that the Inspire Trust had the same gradualist, voluntary approach to staff reductions as TRC- i.e. looking for natural turnover and voluntary redundancies. The savings mentioned by the VP related particularly to infrastructure and external services.
- There is potential for growth within the MAT, both to add schools previously considered within discussions as well as new ones, and this would most likely include secondary and primary schools. The benefit of the current proposals are that, as a small MAT, TRC will be at the forefront of negotiations which should allow for a greater element of control and flexibility. Any future decisions to be made about growth of the MAT will be made in the best interests of the Inspire Trust.
- Some members expressed concern about the potential to attract additional feeder primary schools in the future and the long term impact this could have if those schools instead opt to join alternative MATs. Others felt that if TRC were to join the Inspire Trust, the trust would be more likely to attract additional primary schools due to benefits offered by TRC's membership. Several members agreed that it was important to give consideration to attracting feeder primary schools in the future.
- Members with reservations about the previous option to form a much larger MAT expressed a positive view towards joining the Inspire Trust, with a feeling that this was a more natural step for the benefit of the students, the community and the long term future of TRC. Furthermore it was suggested that within this arrangement TRC would be more likely to retain its identity.
- A final decision on whether or not to join the Inspire Trust will be required in July/August 2017.

- The Corporation agreed with Mr M Chaudhary that, if there is a resolution for agreement in principle to join the Inspire Trust, heads of terms should be developed quickly and be approved by the corporation. It was also agreed that there should be a commitment to exclusivity by all parties to prevent any discussions with further schools until after a final agreement is reached. Furthermore, members felt strongly that the corporation chair and vice-chair should be involved throughout the negotiation process with openness and transparency being key to success.
- The VP F&R confirmed that a legal firm will be appointed once the board has been established. Mr M Chaudhary advised that TRC should use a different legal firm to that of the existing Inspire Trust member schools to prevent any conflict of interest.
- Cllr D Roche made the point that it is possible to withdraw from proceedings at any point up until the day of signing the final agreement, and the corporation must be satisfied with the terms before making their final decision.
- Mrs J Collier stated that the legal status of the foundation is yet to be established and this should be resolved to ensure that the foundation are represented appropriately within the new governance structure. The Chair agreed that the legal position needs to be understood but also provided reassurance that the corporation as a whole agree with the principles of the foundation to preserve the ethos and character of TRC.
- The next steps in the process were outlined by the Principal and VP F&R with Mr M Chaudhary agreeing to be involved during the initial stages, using his legal experience to provide oversight of the heads of terms.

The Chair summarised the above discussions and suggested the following points to be used as a starting point for negotiation with the Inspire Trust if agreed by the corporation:

- Governance arrangements to be suitable for the requirements and culture of TRC
- Openness and transparency within the governance structures, particularly during the implementation process.
- Remuneration for Senior Post Holders to retain the financial ethos of TRC and the current Inspire Trust.
- The Chair and Vice-Chair of TRC to be fully engaged throughout the negotiation process.
- Early determination of the reporting/accountability structure to the board during the negotiations.

Members were asked to vote, by show of hands, on the following resolution:

to make the in principle decision to apply for academy status within the Inspire Trust, with the final decision being subject to further negotiation with the Inspire Trust, public consultation, due diligence and investigation into the constitutional status of the foundation.

The vote returned unanimous agreement in favour of the resolution.

RESOLVED 16.143 to make the in principle decision to apply for academy status within the Inspire Trust, with the final decision being subject to further negotiation with the Inspire Trust, public consultation, due diligence and investigation into the constitutional status of the foundation.

16.144 The Principal asked members whether, going forward, they thought it would be beneficial to pursue collaboration with any other schools as strategic partners. Response was positive with regard to the idea of strategic partnership and collaboration/sharing of best practice but cautious about the idea of a joint development fund in the light of the need to ensure a balanced budget.

GOVERNOR RE-APPOINTMENTS

16.145 Members were informed of two governors with their first four year term of office due to expire within the next two months:

- Mr M Chaudhary 24.02.17

Mr M Chaudhary confirmed that he would like to be considered for a second term of office.

- Mr P Jagger 17.03.17

Mr P Jagger confirmed that he would like to be considered for re-appointment for a second term shortened to a period of two years to suit both the needs of TRC and his own personal circumstances.

RESOLVED **16.145 to approve the re-appointment of:**

- **Mr M Chaudhary – foundation member – for a four year term of office to expire on 24th February 2021.**
- **Mr P Jagger – External member – for a two year term of office to to expire on 17th March 2019.**

DATE AND TIME OF NEXT MEETING

16.146 The next meeting is planned to be held on Monday 27th March at 5.30 pm but this may be amended along with the addition of further meetings to better suit developments regarding MAT negotiations over the coming months.

The meeting closed at 6:50pm and remained quorate

Staff and student members withdrew at this point.

Signed _____

Date _____