

Minutes of Board Meeting

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| Date: | Thursday 8 th July 2021 | Time: | 11:00 - 1:15 |
| Location: | Teams | Clerk: | Sunita Yardley- Patel |
| Present: | Paul Hann – Trustee (Chair) Frances Hall – Trustee Nick Hudson – Trustee (CEO) Andrew Jones – Trustee Jan Renou – Trustee Bal Samra – Trustee Ian Brookman – Trustee Peter Murray – Trustee | Attendees: | Jo Dawson (National Director of Finance) |
| Apologies: | Karen Bramwell – Trustee | | |

| | Item | Action |
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| 1. | Welcome, introductions and apologies | |
| | The chair welcomed everyone to the meeting and opened with an outline of the positive feedback from the Principal's Review Group meeting. | |
| 2. | Minutes and matters arising | |
| | <p>The Chair asked for any additional declarations of interest. The Chair noted a grandchild of his will be attending CNS.</p> <p>The minutes from the March meeting were approved.</p> <p>The minutes from the June Extraordinary Board Meeting were approved subject to amendments to reflect accuracy.</p> <p>The action log reflected matters arising, all of which were agreed complete and closed.</p> | |

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| | <p>Trustees asked for an update on the feedback to the DfE on TBAP and requesting further financial support/protecting reserves.</p> <p>The CEO responded that the letter of assurance received from the DfE is unlikely to be improved or changed but channels of communication should remain open. Conversations with the ESFA have indicated contentment with OAT's reserves strategy so there is little room for manoeuvre. Trustees agreed that protecting the reserves is therefore a management role and this should be carefully managed moving forward. The CEO reiterated the reserves policy.</p> | |
| <p>3.</p> | <p>CEO Report</p> | |
| | <p>The CEO outlined that the focus of the CEO report is OAT's priorities and strategy and the work undertaken by the Executive on priorities for the next 12 months having reflected on OAT's SEF process, strategic risk assessment, notes of the strategy finance meetings and engagement with principals through the Principal Review Group and Principals' Forum.</p> <p>The report includes a suggested amended timeline for the OAT strategy review with a view to launching the new strategy in September 2022. This is sooner than the planned January 2023 due to the pandemic changing the education climate and the current strategy not necessarily being still fit for purpose but also to ensure the strategy runs with the academic year.</p> <p>Trustees agreed that the timeline should be amended and noted that trustees should be engaged in the strategy development process.</p> <p>Trustees asked to see the themes of the strategy early in the development process. It was agreed that this would take place in September and every board meeting will include a section on strategy development.</p> <p>The CEO responded that the Executive Team has been considering this and will share self-evaluation and benchmarking exercises at the next board.</p> <p>The CEO updated on the staff head office team to underline to trustees where investment in head office teams has taken place, particularly as the Trust has expanded and head office has a distinct role and increasing in-house procedures to manage. There was a discussion about the key areas and clarification of where teams sit in the Head Office structure.</p> <p>Trustees asked what the expectations are in terms of the shape of the staff team and how this may change over the next couple of years?</p> <p>The CEO responded that there would continue to be investment in Teaching & Training and Education to support the Trust's aims around improving behaviour, inclusion and mental health. There will also be continued investment in HR, IT, Estates and Finance.</p> <p>Trustees asked what the schools get in terms of support from the investment in lead practitioners and other head office functions and how impact is demonstrated.</p> | <p>NH</p> <p>NH</p> |

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| | <p>The CEO responded that documentation is being developed to provide clarity to schools on the services that are expected from OAT head office functions. This will drive high expectations and will be monitored through metrics and soft data. There has been an increase in feedback from schools about the value of Regional Lead Practitioners (RLPs). This has also been reflected in recent Ofsted reports.</p> <p>There was a discussion about the over-head ratio for head office staff given recent growth. It was noted that the head office staff team is still small in comparison to other Trusts of similar size. It was agreed that either People Committee or F&C Committee will monitor the size of the head office team going forward to ensure a clear directive and strong narrative.</p> <p>Trustees asked whether there would be any quantitative data to support the qualitative feedback that has already been received on RLPs.</p> <p>The CEO responded that the current Ofsted reports will offer this in the first instance but further mechanisms can be considered, and will be reported through SIS. This approach was agreed.</p> <p>The CEO updated on the staff survey results and current projects underway.</p> <p>The trustees agreed to changes to the admissions policy going forward in line with the changes stipulated in the new admissions code. This included agreement to delegate decisions to schools on both in-year admissions process and nominating an authorised person to make decisions in the Fair Access Protocol process.</p> | <p>SYP</p> <p>NH</p> |
| <p>4.</p> | <p>Budget</p> | |
| | <p>The National Director of Finance outlined the budget and reserves plans, including the need to keep the reserves marginally lower than originally intended to allow flexibility for required improvements and support in estates, mental health and IT. This will also allow time to manage risks and sensitivities. The Trust is in a more stable position at this point than the same time last year.</p> <p>The Chair of F&C outlined that the F&C committee has reviewed the amended position and has complimented the team's approach to finances. There were reflections that the budget flexibility and contingency is positive. The F&C Committee has agreed that spending of the contingency budget needs to be approved by F&C Committee before the plans to spend are committed. It was further noted that the management plan for the 3% reserves ratio is supported by F&C Committee, however, this does need be supported by further work in HO plans beyond the budget year.</p> <p>Trustees complimented the quality of the budget papers and noted that the OAT strategy work and reserves strategy need to align. The financial plan, including the forecast and budget, was approved for submission.</p> | |
| <p>5.</p> | <p>Risk Register</p> | |
| | <p>The National Director of Finance outlined the actions agreed following the Mazars audit, outlining that the audit findings presented good progress made since the last audit. The National Director of Finance further outlined that Mazars is currently reviewing risk again which will be reported to A&R in</p> | <p>JD</p> |

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| | <p>September. It was suggested, and agreed, that Trust level risks be further considered in the strategy reflection session in September.</p> <p>The National Director of Finance particularly wanted to draw attention to the increase in cyber-security risks at the moment and this has been added as a regular item to the F&C and A&R Committee agendas. The increase in risk was reiterated by the CEO.</p> <p>The Chair of the F&C committee noted that the quality of the papers is improving all the time; it is good to see changes to the risk register which can often be a static document and the process of monitoring is working well and high-quality review at this level is positive.</p> <p>There was a discussion about the longer-term strategic risks that need to be considered through 4-5year horizon scanning. It was agreed that time for trustees alone to consider this would be useful. It was further noted that higher level reporting to board would be helpful to have in terms of horizon scanning and strategic risk.</p> | |
| 6. | Comfort Break | |
| 7. | Pay Review | |
| | The Pay Review proposals were agreed. | |
| 8. | Policy and compliance | |
| | <p>The Company Secretary presented the Modern Slavery Statement outlining the process for development and noted small changes to previous statement. The statement was agreed.</p> <p>The Company Secretary outlined the changes to the Academy Trust Handbook and the associated changes.</p> <p>The Chair of the A&R committee highlighted that the decision to continue with the current external auditors, RSM, for another year, beyond 5 years, was made at the Audit & Risk Committee on the 9th June 2021. This decision was made in the context of other activity that was taking place e.g., changes to the finance and payroll systems. This decision was ahead of the new Academy Trust Handbook (ATH) being communicated. It was noted that the new ATH states that “Trusts should retender their external audit contract at least every five years”.</p> <p>Trustees agreed that the change to the guidance meant that this should be discussed again in the next Audit & Risk committee, this meeting is due to take place on September 22nd 2021.</p> <p>The Company Secretary presented the SEN policy outlining no changes from last year. The policy was agreed.</p> | |
| 9. | Trustee Training and Development | |
| | The CEO outlined the Trustee Training and Development Plan paper, which has been developed using CSTs Assurance Framework, as a starting point | |

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| | <p>for trustee training and development which outlines possibilities for content of training and development sessions as follows:</p> <ul style="list-style-type: none"> - September - annual session every in which trustees have the opportunity to review the strategy and consider self-assessment and horizon scanning - February session used to increase engagement with stakeholders. - June consider the outcomes of an external review of governance <p>There was a discussion about the suitability of an external review of governance in terms of timing and scope. There was a further discussion about the most suitable provider to use for an external review of governance. It was agreed that further information on an external review of governance would follow at the next meeting. It was noted that the review would inform future training plans. Trustees also asked for mandatory training and associated reminders to be included in training plans.</p> | SYP |
| 10. | For info | |
| | Minutes were noted. | |
| 11. | AOB | |
| | The chair noted that this has been a turbulent year and OAT has come through it particularly well having built strong relationships with the DfE and the Board has worked to support the Executive who have done a really good job. | |
| 12. | Date of next meeting | |
| | Date of next meeting: 9 September 2021 | |