

Minutes of the Trust Board Meeting

Date:	Thursday 9 th March 2023	Time:	11.00 am – 2.30 pm
Location:	Teams Meeting Platform and the Inwood Suite, Hilton London Euston, 17-18 Upper Woburn Place, London, WC1H 0HT	Clerk:	Sharon Warmington Head of Governance/CoSec

Trustees Present:		Attendees:	
Julius Weinberg	Chair	Jo Dawson	National Director of Finance and Strategy
Karen Bramwell	Trustee (Teams)	Rob Pritchard	National Director of Education
Frances Hall	Trustee (Teams)		
Nick Hudson	Trustee and CEO		
Peter Murray	Trustee		
Janet Renou	Trustee (Teams)		
Stuart Ross	Trustee (Teams)		
Bal Sharma	Trustee		
Alistair Thom	Trustee		

No.	Item	Action
1.	<p>Welcome and Apologies</p> <p>The meeting started slightly late due to weather conditions and the Chair welcomed everyone. There were no apologies, and the National Director of Education (NDoE) was specifically welcomed and was attending in line with the Board's agreement for executives to join these meetings as part of their own professional development and increasing communication with Trustees.</p>	
2.	<p>Declarations, Minutes and Matters Arising</p> <p>2.1 Declaration of Interests – Bal Samra declared that he is involved in assisting the media industry in engaging with the education sector although there were no specific conflicts in relation to this meeting/agenda. ACTION: <i>BS to update his declarations on GovernorHub accordingly.</i></p> <p>2.2 Approval of Minutes – The minutes of the Board meeting held on 8th December 2022 and the Extraordinary Board meeting held on 2nd February 2023 were taken as read. There were no amendments, and they were accepted as an accurate record of the meetings. ACTION: <i>Clerk to arrange for the minutes to be published on the Trust website. COMPLETED</i></p> <p>2.3 Matters Arising/Action Log – Trustees were made aware of the updates on actions taken and there were no further comments made.</p>	<p>BS</p> <p>Clerk</p>
3.	<p>Chair's Report</p> <p>3.1 Chair's Update – The Chair reported that as part of his induction into OAT, he would be visiting local academies over the coming months, starting in the West Midlands week commencing 16th March 2023. Time was currently being spent on the recruitment process for the CEO and a long listing meeting was scheduled immediately following this Board meeting. It was noted that the Chair had attended a virtual DfE meeting, and there were no specific areas for concerns. He had also now met all members of the</p>	

	<p>executive team and would aim to schedule individual meetings with each Trustee without delay. ACTION: <i>Chair</i></p> <p>3.2 Principals Review Group – The minutes for the most recent meeting of the PRG were made available as part of the meeting pack. The Chair highlighted key messages, including the acknowledgement from principals that they felt supported by OAT, especially in relation to the ongoing strike action.</p> <p>Question: Are meetings held with LGB Chairs in a similar way to the PRG? Response: A forum will be created with two representatives from each region, one from the primaries and one from the alternative provisions. A direct email inbox has been created for communication, which is monitored by the Head of Governance and the PA to the CEO. A meeting of the Chairs Regional Group (CRG) will be scheduled prior to the end of the summer term and then termly thereafter.</p>	Chair/ Trustees
4.	<p>CEO Report</p> <p>The CEO's report was distributed ahead of the meeting for information and review and therefore it was taken as read. The CEO highlighted key points and responded to questions from Trustees.</p> <p>Ofsted/DfE – It is anticipated that there will be termination warning notices from the DfE for two specific academies and that OAT will accept external support to work with the Education Directors to assist in identifying how these academies may improve more rapidly. Tenbury has now received its Ofsted report and whilst the overall judgement is unchanged, specific grades have been improved.</p> <p>Trustees commended the work being done nationally and locally to support the academies, including the levels of stakeholder engagement to support understanding of the situation. It was agreed that taking on challenging schools requires time to turn things around and the Chair/CEO would discuss these matters at a future DfE meeting. Trustees also emphasised the importance of remembering that OAT is proud to take on challenging schools and is proactive in its approach for change/improvements. ACTION: <i>Further updates will be submitted to the SIS Committee – NDoE/CEO.</i></p> <p>Question: Do we liaise with other MATs? Response: MATs are very proactive in relation to Ofsted and OAT is in tune with them ie the Chair and CEO meet with counterparts in other MATs.</p> <p>It was noted that there is an increased demand from Ofsted to speak directly with Trustees during academy inspections, especially regarding safeguarding matters. Whilst Trustees were keen to support this, the CEO will write to Ofsted to outline the logistical problems this would cause, given that OAT has 43 academies with a large geographical spread and Trustees have their own commitments.</p> <p>Question: Can it be any Trustee? Response: It would usually be the Trustee with link responsibilities for safeguarding however, this would prove too demanding on one person. Inspectors arrive on day one and outline who they wish to meet with, so some notice is given.</p> <p>IPR - The CEO highlighted the beginnings of a new format for reporting, and this would be finalised by September. Trustees were invited to make comments and share their thoughts on what they'd like included by notifying the CEO/NDoFS. It was agreed that there should be a focus on 10 key areas for each meeting and there should be a link to the overall strategy and risk register for completeness.</p>	NDoE/ CEO

	<p>Enrichment – The CEO updated Trustees on the changes centrally following the resignation of a senior leader with enrichment responsibilities, and how this was being managed through reallocation of responsibilities or recruitment.</p>	
5.	<p>CFO Report</p> <p>The report circulated ahead of the meeting served to update Trustees on the financial position towards year end, plus the opening reserves and budget for the new academic year. Trustees appreciated the risks and opportunities outlined in Appendix 2 which also allowed for improved forecasting.</p> <p>Question: Is the £3m from the Government a one-off or will it be received going forward? Response: This will not be called the MSAG in 23/24 funding, but it is built into base funding. This is evidenced by the majority of the 23/24 funding statements received to date. Anomalies will be investigated through discussion with LAs.</p> <p>Question: Has the payroll included an assumption of pay awards and what is the longer-term pension position? Response: Pay and pension assumptions for the forecast, budget and 3-year plan were communicated with the academies in January. The Budget guidelines were shared with the Finance & Capital Committee in February. These are sensible given latest inflation projections. The Trust accounts for support staff pensions only (Local Government Pension Schemes). Decisions around pension funds have been centralised and are now overseen by the Finance & Capital committee.</p> <p>Trustees noted that savings are being made on vacancies and whilst these are not deliberately being held open, the focus is to bring agency costs down and recruit where there is greatest need for intervention support.</p>	
6.	<p>Trustee Skills Audit, Development and Succession Planning</p> <p>Trustees had completed their individual skills audit as part of the annual cycle and the combined anonymised report had been circulated with papers for this meeting. The report would ensure a wider discussion across the Board in relation to the skills and experience required to shape the Board and inform the recruitment process going forward. Whilst there were some obvious gaps highlighted by the report, there were also clear areas of strength and Trustees agreed that the Chair should receive the full report with individual names to support future discussions at their one-to-one meetings. ACTION: Clerk - COMPLETED</p> <p>Further discussions included recognising the need to have a balance of representation on the Board, across the protected characteristics under the Equality Act 2010, especially in relation to the communities served by OAT. Potential mentoring/coaching of younger Trustees was highlighted, whilst recognising that their time may be limited.</p> <p>In agreeing to keep the Board as small as possible, it was also acknowledged that Board development was important and this could be achieved through a change to the meeting format i.e., a Board dinner with a speaker, overnight accommodation and then starting the Board meeting earlier with a clear structure for strategic discussion and development going forward.</p> <p>Key areas for future focus were:</p> <ul style="list-style-type: none"> ▪ Recruiting a Trustee with SEN knowledge ▪ Targeting the OAT alumni ▪ Reviewing the make-up of committees ▪ Re-drafting each terms of reference as needed ▪ Looking at how Trustees can best support the executive team 	

	<ul style="list-style-type: none"> Review planning and reporting to ensure informed decision-making. <p>The Chair thanked Trustees for their contributions to this discussion and a plan would be drafted for review at the July meeting.</p>	
7.	<p>The ITT Future</p> <p><i>NB: The Chair declared an interest in that he had supported Sir Hamid Patel in his bid for the IFT but had no current dealings with the organisation.</i></p> <p>The National Director of Education (NDoE) presented this item which was being recommended by the SIS Committee and Trustees were reminded that The OAKS were OAT's CPD provider. However, as they have not been re-accredited, the recommendation is to contract with IFT (Institute for Teaching). As a national institution, it is recommended that OAT make an application to join IFT and undertake the necessary due diligence as they are keen for OAT to join them. Trustees were advised that IFT is run by trust leaders and provide teacher training and CPD for the country. Joining at this stage could see OAT being part of shaping the organisation going forward.</p> <p>Question: Is the organisation a charity or a commercial entity? Response: The aim is for the organisation to become a university and therefore an awarding body for degrees, PGC's etc whilst being run by the sector.</p> <p>Question: Why are they keen for OAT to join? Response: They are attracted to the size of OAT and its presence in the Midlands. They have just started and are relatively small – OAT can bring scale and penetration.</p> <p>Trustees agreed that this would be a good move for OAT and whilst influence may be limited as teacher training is dictated by the DfE, joining the National Institute of Teaching allows OAT to be on the inside. It was made clear that OAT would not have a presence on the Board due to the current governance framework at IFT but this would not hinder potential influence.</p> <p>Question: How will the exit from The OAKS be managed? Response: This will be managed amicably, and work is continuing in the medium term</p> <p>DECISION: It was unanimously agreed that OAT would follow the required process to join the National Institute of Teaching. ACTION: NDoE</p> <p><i>NB: Trustees took a 30 min comfort and lunch break.</i></p>	NDoE
8.	<p>Financial Strategy</p> <p>This strategy provides a 3-year forecast and will be finalised in May 2023 to focus on next year and the outline plans for a further 2 academic years. Budget guidelines were issued in January 2023 and the team are confident that these will be achievable. Trustees were advised that some academies would be in deficit and would need additional support from OAT to make improvements across the academy.</p> <p>Question: Does the strategy account for discussions at the People Committee in relation to teaching and other operational costs? Response: Yes, this is part of on-going long term integrated financial planning.</p> <p>Question: Is there a clear view of where to go for the required technology and where investment is needed?</p>	

	<p>Response: The focus of ICT strategy in the 2 years has been on infrastructure (e.g. central tenancy) and cyber risk mitigation. The next stage is to move to the cloud, address remaining critical infrastructure (e.g. wifi issues) with the help of government funding, and develop longer term ICT planning, similar to that introduced across Estates. This ICT planning will cover both infrastructure and ed-tech (apps etc).</p> <p>Question: What are the sensitivities on the numbers and what's the range of thinking in terms of speeding things up or slowing them down as necessary. Response: Pupil numbers is a long-term risk with numbers declining nationally. The impact of this has already been seen with some Trusts are closing primaries. This issue has yet to be felt by secondaries but should be planned for with the risk managed. Pay fluctuations remain an ongoing risk with ~80% of expenditure committed to payroll. Sensible pay assumptions have been made and sensitivities will be managed in line with the practice seen in the past two years. Energy continues to be a cause for concern. However, the short-term risk is largely mitigated by the fact that 70% of the energy for 23/24 has already been procured with these rates already assumed in financial plans. Furthermore, investment in LED and PV will further reduce energy usage.</p> <p>Question: Where academies are oversubscribed, will the PAN (Published Admission Number) be increased? Response: There will usually be an in-year variation for a specific period ie Ormiston Victory Academy.</p> <p>Trustees were advised that urgent matters were being addressed ie wifi and other ICT issues that support staff and students to function effectively.</p> <p>Question: Based on the reserves and cash plans, what's the right balance and are there any projects that OAT should be investing in? Response: There is work to do in relation to specific projects whilst ensuring that reserves are sufficient for managing payroll.</p> <p>Trustees agreed that having a list of potential improvement initiatives ready for investment would ensure that items could be identified and executed effectively should funds be available. The budget will be accompanied by the Trust SEF, budget assumptions, risk register and functional plans. These will be accompanied by a "wish list" of prioritized improvement initiatives. ACTION: NDoFS</p>	NDoFS
9.	<p>Enabler Functions</p> <p>Trustees were provided with this paper which had previously been discussed at the People Committee, with a focus on moving the organisation to a more regionalised model. This was felt to be a significant step forward in positioning OAT to be more effective and it was agreed that this was the right time to do this.</p> <p>One area Trustees requested clarity on, was in terms of diversity and inclusion and specifically what it means for OAT. It was agreed that despite this being one of the eight strands in the People Strategy, it is more nuanced and needs more work to get the narrative right. It was agreed that the executive team should explore this further and feed into the People Committee. ACTION: CEO</p>	CEO
10.	<p>Development Strategy</p> <p>Trustees were able to review this document ahead of the meeting which was based on previous discussions and meetings regarding fundraising for the Trust.</p> <p>Question: Do we know how much can be raised through these initiatives? Response: In the university sector, funds raised can be four times the level of investment made.</p>	

	<p>Question: Is the anticipated output from this process a blueprint or plan to be able to identify resources and clear expectations of results? Response: It'll provide details of what needs to be done, who needs to be approached and how to achieve the most out of the process.</p> <p>Question: Is it sensible to join with Birmingham Ormiston Academy (BOA) for an 'Ormiston' approach? Response: The initial research process will assist in determining this.</p> <p><i>DECISION: Trustees unanimously agreed the need to commit up to £20k to this process and the need for a clear and comprehensive plan to be generated to raise funds to support work locally and across OAT. ACTION: NDoFS</i></p>	NDoFS
11.	<p>Governance and Assurance Update</p> <p>Trustees had read and reviewed the governance and assurance document prior to the meeting which provided an update following the CST Governance Review and the Mazars review of performance management. Trustees noted that the governance framework, decision-making framework, and governance at all levels was being reviewed with the aim of strengthening governance across the Trust.</p> <p>External and integrated reporting was also included in the review and progress is being made to ensure that Trustees can be assured of their knowledge during Ofsted inspections. This process would include a review and update of all Terms of Reference documents at Trust and LGB level, ideally for sign off at the July 2023 meeting to ensure LGBs have the relevant documents at the start of the new academic year. <i>ACTION: National Director of Finance and Strategy</i></p>	NDoFS
12.	<p>Internal Auditors and External Auditors</p> <p>Trustees reviewed the paper presented ahead of the meeting, which included the recommendations made by the Audit and Risk Committee.</p> <p>External Auditors – With key changes internally and big projects being rolled out, it is recommended that tendering for external auditors be delayed for a further year and commences in January 2024. <i>DECISION: The Trust Board unanimously agreed to recommend that Members reappoint RSM UK as the external auditors for a further academic year. ACTION: Company Secretary - COMPLETED</i></p> <p>Internal Auditors – The Audit and Risk Committee recommends that the Trust go out to tender this year and Trustees agreed that it is sensible to split the tendering process of external/internal auditors. <i>DECISION: The Trust Board unanimously agreed to commence the tendering process for an internal auditor. ACTION: National Director of Finance and Strategy</i></p>	CoSec NDoFS
13.	<p>External Reporting</p> <p>13.1 Gender Pay Gap Report – This statutory report was discussed at the most recent People Committee. Trustees briefly discussed the contents and requested that future reports include data from the previous year for comparison purposes to identify any trends. <i>DECISION: The Gender Pay Gap Report was unanimously approved by the Trust Board for publication on the Trust website. ACTION: Clerk</i></p> <p>13.2 School Resource Management Self-Assessment Tool – This checklist was required in line with compliance and was recommended by the Audit and Risk Committee to be approved by the Board. The checklist focuses on where we are as a Trust and any changes during the last year. <i>DECISION:</i></p>	Clerk

	<p><i>The SRMSA was unanimously approved by the Trust Board for submission to the ESFA by the deadline of 15th March 2023.</i></p>	
14.	<p>Policies for Approval</p> <p>The following policies were shared with Trustees ahead of the meeting for review and it was noted that each policy had been recommended for approval by Trustees, either from committee level or through the executive team in line with the policy schedule. It was agreed that where relevant, a version of each policy with tracked changes would be made available separately on GovernorHub for reference. ACTION: Clerk</p> <p>14.1 Biometrics Policy – There were no specific changes to this policy, and Trustees requested that the letter at Appendix 1, and the policy itself, be put through a suitable plain English readability software prior to release, and any necessary changes made to ensure understanding across the stakeholder. DECISION: <i>The Biometrics Policy was unanimously approved by the Trust Board subject to the readability process being completed.</i> ACTION: Clerk - COMPLETED</p> <p>14.2 Complaints Policy – Trustees were advised that the National Director of Education undertakes all Stage 3 complaints on behalf of the Trust, and it was noted that these had increased. The policy itself was in line with ESFA requirements regarding complaints, despite the ability for complainants to escalate cases to the next stage without the need for additional evidence or reasoning. It was agreed that this policy would be approved for immediate implementation and that further work should take place to support local academies in dealing with and managing complaints ie training. DECISION: <i>The Complaints Policy was unanimously approved by the Trust Board.</i> ACTION: <i>National Director of Education/SIS Committee</i></p> <p>14.3 Provider Access Policy – Trustees noted the changes made to reflect the legislative changes from January 2023. DECISION: <i>The Provider Access Policy was unanimously approved by the Trust Board.</i></p> <p>14.4 2025/2026 Admissions Policy – Trustees were advised that this policy had been re-drafted by StoneKing to ensure it was lawful and in line with updated legislation. There is a specific timetable in place to ensure the policy is localised and approved by LGBs during the summer term, prior to full consultation in the autumn term. Any proposed changes will come back to the Trust board for approval in December 2023. DECISION: <i>The draft 2025/2026 Admissions Policy was unanimously approved by the Trust Board to be disseminated to LGBs for localising and consultation.</i></p>	Clerk
15.	<p>Committee Reports and Minutes</p> <p>Minutes of the committee meetings were provided as part of the meeting pack for review and information. Where necessary, Committee Chairs highlighted key areas and responded to questions from the Board.</p> <p>15.1 SIS Committee (9th February 2023) – It was noted that Education Directors were now reporting into the meeting which provided valuable information and consistency. The new structures implemented in September are showing benefits and consistency.</p> <p>15.2 Audit & Risk Committee (15th February 2023) – There were no questions or comments regarding this committee.</p> <p>15.3 Finance & Capital Committee (15th February 2023) – The ICT transformation was progressing although the Committee queried the speed</p>	

	<p>of rollout. Energy, health and safety and estates were key areas of discussion.</p> <p>15.4 People Committee (1st March 2023) – The minutes will be made available at the next meeting. There was nothing further to add based on discussions earlier in the meeting.</p>	
16.	<p>Any Other Business</p> <p>No other business was discussed.</p>	
17.	<p>Dates of Future Meetings and Close</p> <p>19 April 2023 - 12.30 pm - Approval of CEO Appointment via Teams 25 May 2023 - 9.00 am - Board Development/Strategy Session via Teams 13 July 2023 - 11.00 am - OAT Board Meeting in-person (London) and via Teams</p> <p>The Chair thanked all present for their contributions and the meeting closed at 2.30 pm.</p>	