

Minutes

OAT Board of Trustees

Date: Thursday 14th December 2017
Time: 11.00am
Location: The Langham Suite, Grange Langham Court Hotel,
 31 – 35 Langham Street, London W1W 6BU

Present:

Paul Hann	PH	Chair
Wendy Barnes	WB	Trustee
Frances Hall	FH	Trustee
Nick Hudson	NH	Interim CEO and Trustee
Peter Murray	PM	Trustee and Founding Chair
Jane Nolan	JN	Executive Principal and Trustee
Bal Samra	BS	Trustee
Mark Stanyer	MS	Executive Principal and Trustee

Apologies:

Sir Robin Boshier	RB	Trustee
Ian Brookman	IB	Trustee

In Attendance:

Mark Henson	MH	Company Secretary
James Murray	JM	Ormiston Trust

Part	Discussion	ACTION
1	Welcome, introductions and apologies	
1.1	Apologies were received and accepted from IB and RB.	
2	Minutes/Administration	
2.1	<u>Declaration of interests and Trustees interests</u> No changes declared.	
2.2	<u>Trustees</u> PH welcomed JN to the Board as a Principal Trustee and Director with immediate effect.	MH
	<u>Minutes of Board Meeting 14 September 2017</u> The Minutes of the Board Meeting of 14 September 2017 were approved as a true record and signed on behalf of the Board by the Chairman.	PH
2.3	<u>Matters Arising</u> <u>2.4 Complaints Policy</u> Following discussion with advisors the complaints policy had been concluded as appropriate and approved for distribution.	

	<p>8. Strategic priorities Deferred to March 2018 meeting.</p> <p>All other matters arising had been actioned, delegated to the FOR and or SIS Committees or formed part of the meeting's agenda.</p>	NH
3	Financial Oversight & Risk Committee Update	
3.1	<p>FH updated the Board on non-audit matters discussed by FOR since the last meeting including general budget challenges to the academies in both absolute numbers and phasing issues; GDPR preparedness; and the recent banking tender and resultant planned change from Barclays to Lloyds. Discussion included new schools and changes to reserves in the intervening periods between concluding due diligence and completing a transfer and possible methods to protect the Trust's position; and general awareness levels of the new funding structures being introduced by government.</p>	
3.2	<p><u>Annual Report and Financial Statements for year ended 31 August 2017</u> FH confirmed that the Audit Committee had fully reviewed the draft accounts and auditors' report on the accounts, tabling the most recent draft set of accounts and RSM's Audit Report to the Board.</p> <p>FH highlighted a number of key accounting areas impacting the accounts including SWB pension and property valuations to substantiate the opening balance sheet transferred on conversion; recognition of certain properties under licence to occupy arrangements which were required to be valued in the accounts; deferred income analysis and treatment; prior year adjustments; and RSM's key findings of its audit.</p> <p>It was agreed that, in order for all trustees to have sufficient time to review the draft accounts, a Board Conference call meeting be convened for 3.00pm on Monday 18 December 2017 to formally finalise and authorise the accounts. Any comments/feedback on the drafts to be forwarded to FH/IB ahead of that meeting.</p>	ALL
4	LGB Terms of Reference	
4.1	<p>The Board considered the draft amended terms of reference for LGBs as submitted to the meeting which were considered and approved.</p> <p>PH suggested that a wider over-arching review of the scheme of delegation, regional model and terms of reference was required given the ongoing discussions on governance, standardisation and structure.</p>	<p>NH</p> <p>NH</p>
5	Any other business	
5.1	<p><u>School conversions</u></p> <p><u>Approval of the Transfer of Flegg High School</u></p> <p>Having carefully considered the outcome of the due diligence process, and following receipt of the consent of the Secretary of State, the directors considered that it was in OAT's best interests (and in furtherance of the charitable objects) to approve the transfer of Flegg High School (to be known as Flegg High Ormiston Academy) (the "Academy") to OAT (the "Transfer"), with effect from 1 February 2018 or as soon as possible thereafter.</p>	

	<p>In making this decision, the directors have considered their equality duty and have concluded that the decision to enter into the transfer is unlikely to affect disproportionately any particular person or group who share protected characteristics.</p> <p>The Directors therefore resolved to authorise P.Hann and N. Hudson to enter on the board's behalf into the documents required to effect the transfer, including but not limited to:</p> <ol style="list-style-type: none"> 1. Deed of Novation and Variation to the existing Flegg Funding Agreement 2. Transfer Agreement 3. TR1 <p><u>Approval of the Transfer of Thomas Wolsey School</u></p> <p>Having carefully considered the outcome of the due diligence process, and following receipt of the consent of the Secretary of State, the directors considered that it was in OAT's best interests (and in furtherance of the charitable objects) to approve the transfer of Thomas Wolsey School (to be known as Thomas Wolsey Ormiston Academy) (the "Academy") to OAT (the "Transfer"), with effect from 1 February 2018 or as soon as possible thereafter.</p> <p>In making this decision, the directors have considered their equality duty and have concluded that the decision to enter into the transfer is unlikely to affect disproportionately any particular person or group who share protected characteristics.</p> <p>The Directors therefore resolved to authorise P. Hann and N. Hudson to enter on the board's behalf into the documents required to effect the transfer, including but not limited to:</p> <ol style="list-style-type: none"> 1. Deed of Novation and Variation to the existing Thomas Wolsey Funding Agreement 2. Transfer Agreement 3. Heads of Terms/Lease 	<p>PH/NH</p> <p>PH/NH</p>
5.2	<p><u>Regional Governance</u></p> <p>After discussion in respect of the roll-out of Strategic Progress Boards across the trust, the Board considered and approved the Terms of Reference of Strategic Progress Boards as submitted to the meeting.</p>	<p>NH/NM</p>
5.3	<p><u>Admissions Policies</u></p> <p>NH noted that admissions policies would be due for formal approval by end February 2018 prior to the next scheduled Trustee Board meeting. NH consequently recommended that the approval of the same be delegated with full authority of the Board to the School Improvement and Standards Committee which was considered and approved by the Board.</p>	<p>NH</p>
5.4	<p><u>Safeguarding Policy</u></p> <p>NH requested Board approval of the safeguarding policy with no changes</p>	

	recommended. The Board considered and approved the policy as recommended.	NH
5.5	<p><u>Partnership fees/charging arrangements</u></p> <p>PH and NH recommended that, in view of the upcoming changes in funding and the existing two tier internal charging structures to academies, a working party be created to consider and recommend a new single charging structure to the Board. In order to ensure transparency and fairness, PH recommended an external neutral chair to lead a working party of two OAT representatives and two Principals. Recommendations for participants would be welcomed by the Board.</p>	<p>NH</p> <p>ALL</p>
6	CEO Vision	
6.1	<p>NH presented his broad views on his assessment of OAT's position when gauged against ten key assumptions of things the best MATs get right in their organisations including viewing the whole workforce as a MAT resource to deploy; having strong partnerships beyond the trust; having a cohesive trust-wide improvement plan; the alignment and standardisation of educational delivery; providing Principals with performance targets to contribute to the trust; having a clear talent management strategy; ensuring growth does not compromise standards; ensuring the Board understands the dual function of creating strategy and holding management to account; enabling extended learning opportunities; and ensuring improvement and curriculum development is evidence based.</p> <p>The Board discussed the various assumptions and assessment with constructive feedback with discussion including the operational model; differing motivations; underlying improvement remaining key; language and terminology; and understanding the operational/ regional model and its financial implications better.</p>	
6.2	<p>NH then outlined his suggested key strategic priorities for focus in the coming years including establishing a sustainable regional delivery model; achieving consistently high academic outcomes; becoming one of the highest performing MATs nationally (top 20%); and enabling children and young people to experience a broad range of opportunities.</p> <p>These would be delivered through developing OAT's talent to make the biggest difference; outwardly projecting the shared commitment; planned growth ensuring regional and primary /secondary balance; and incrementally increasing standardisation where appropriate.</p> <p>School Improvement would be targeted through the regions via the Regional Directors, supported by Principals/Executive Principals underpinned by a clear School Improvement Strategy.</p>	
6.3	<p>NH outlined his thinking on future structure to progress in the direction presented including more clarity on finance; focus on people, estates and IT systems; evidence based data to ensure policy and quality is delivered consistently; and including a proposed Senior Management structure to ensure clarity on accountability and capacity and capability for further development of the trust.</p> <p>In conclusion, the Board gave its broad agreement in principle to the direction and structure suggested. NH should prepare a more detailed paper</p>	

	for the Board taking account of its feedback at the meeting, and in particular, the transitional element to the change programme, financial implications and ultimate regional model structure envisaged.	NH
7	Dates of next meetings	
7.1	<ul style="list-style-type: none"> • Thursday 15 March 2018 • Thursday 19 July 2018 	ALL
	There being no further business, the meeting closed.	
	Chairman	