

Minutes

OAT Board of Trustees

Date: Thursday 19th July 2018
Time: 11.00am
Location: Thistle Holborn Hotel, The Kingsley Fitzroy,
 36-37 Bloomsbury Way, London, WC1A 2SD

Present:

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| Paul Hann | PH | Chair |
| Wendy Barnes | WB | Trustee |
| Sir Robin Bosher | RB | Trustee |
| Ian Brookman | IB | Vice-Chair |
| Frances Hall | FH | Trustee (by telephone-part) |
| Nick Hudson | NH | CEO and Trustee |
| Jane Nolan | JN | Executive Principal and Trustee |
| Bal Samra | BS | Trustee |
| Mark Stanyer | MS | Executive Principal and Trustee |

Apologies:

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| Carmel Brown | CB | National Director of People and Operations |
| Peter Murray | PM | Trustee and Founding Chair |

In Attendance:

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| Marcella Craven | MC | Executive PA |
| Mark Henson | MH | Company Secretary |
| Nicole McCartney | NMc | National Director of Education |
| Andrew Jones | AJ | Prospective Trustee |
| James Miller | JMi | National Director of Estates and Technology |
| James Murray | JMu | Ormiston Trust – CEO (by telephone) |
| Paul Nye | PN | National Director of Finance |
| Amelia Walker | AW | National Director of Strategy and Quality Improvement |
| Chris Kirk | CJK | Minute 4 only (by telephone)- CJK Associates |
| Ray Legge | RL | Minute 4 only – CJK Associates |

| Part | Discussion | ACTION |
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| 1 | Welcome, introductions and apologies | |
| 1.1 | Apologies were received and accepted from PM and CB. The Chairman welcomed AJ as an invited prospective trustee and AW as the recently appointed National Director of Strategy and Quality Improvement. | |
| 2 | Minutes/Administration | |
| 2.1 | <u>Declaration of interests and Trustees interests</u> No changes declared. | |
| 2.2 | <u>Minutes</u> The Minutes of the Board Meeting of 15 March 2018 were approved as a true record and signed on behalf of the Board by the Chairman. | PH |

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| 2.3 | <p>Matters Arising</p> <p>5.1 Thomas Wolsey – additional support NMc confirmed that additional special school support was being delivered via external consultants.</p> <p>7.2 Due Diligence Process IB confirmed that academy conversions were now presented to the FOR Committee prior to Board formal requests.</p> <p>All other matters arising had been actioned, delegated to Committees or formed part of the meeting's agenda.</p> | |
| 3 | Strategic Priorities | |
| 3.1 | <p>AW presented draft principles and timescales for establishing a three-five year strategy, highlighting the preliminary nature given her recent arrival and noting that the process would evolve as discussions and consultation continued. It aimed to provide a high level strategic framework with education at the core of thinking.</p> <p>The process would include the formation of six plans (curriculum and pedagogy/shape and distribution/finance/people/delivery/national and local contribution) aligned with OAT's Operating Model and supported by the development of data and information to provide metrics to assess progress against objectives.</p> <p>Discussion included the use of existing workstreams and processes; terminology; bringing focus to priorities; the importance of pace in delivering improvements in standards; the criticality of financing for the delivery of resources and talent to deliver change; the ambitious timescales and timing of launching the output; the level of consultation and importance to have Principals' support; the over-riding need for alignment with the Operating Model once finalised.</p> <p>PH concluded the discussions noting that the Board was in broad agreement but would need further input at its December Board meeting and that the Board Committees were available for providing feedback in the interim.</p> | AW/NH |
| 3.2 | <p>NH summarised the outcome of recent discussions with the DfE in regard to future development with parameters for growth consistent with previous Board discussions formally agreed with the DfE. NH would circulate the parameters to the trustees for information.</p> | NH |
| 4 | OAT Operating Model (R Legge/C Kirk in attendance by phone) | |
| 4.1 | <p>RL introduced the work undertaken by CJK Associates to appraise OAT's current operating model and make recommendations for future design options. The purpose of today's presentation was to secure Board endorsement of the design principles and preferred operating model and agree future work direction.</p> <p>RL summarised the work's objectives and approach; its assessment of current strengths and weaknesses from surveys and workshops from an educational and operational perspective; potential issues and solutions; the seven design principles discussed and agreed with the Executive; operating model options and reasons for the preferred "OAT Education Programmes" model with operational partnerships; and suggested next steps for progressing and refining the operating model in the Autumn.</p> <p>Discussion included the role and resourcing of educational leads; Regional Director and Executive Principals' roles and accountabilities; the need for</p> | |

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| | <p>financial appraisal and cost of change to ensure affordability; additional initial reviews of operational functions and cost base; the need to keep other options open should the preferred model prove unaffordable; a comparison of the model to other MATs; secondary v primary bias to the model; geographical barriers; and the importance of clear metrics for monitoring and alignment of the model with the strategy discussions.</p> <p>Areas suggested for inclusion or clearer articulation in the design principles included local community involvement; clear line of sight of the governance model from pupil to Trustee board; and innovation.</p> <p>In concluding, PH confirmed the Board's general agreement with the design principles subject to the above comments and suggestions, and reliant on the costing implications and alignment to the developing strategy work.</p> | NH |
| 5 | School Improvement Update | |
| 5.1 | <p>NMc summarised key activities and developments since the last meeting including systems reporting improvements; curriculum vision for each stage of education to be taken forward by AW; Ofsted activity; school improvement bids; CPD and network group progress; recent principal appointments; awards received highlighting JN's award as TES Headteacher of the Year; and enrichment activities for information including the #iwill joint grant of £2m.</p> <p>Discussion included the RAG rating/SOAP data which continued to develop and refine and the recognition that RAG criteria should be objective and transparent to ensure consistency in assessment and credibility with Principals.</p> | |
| 6 | Financial Oversight & Risk Committee Update | |
| 6.1 | <p><u>Budget 2018/19 – 20/21</u></p> <p>PN summarised the Trust draft budget for 2018/19 and subsequent two years which had been reviewed by the FOR Committee noting the requirement to now submit three-year plans to ESFA and its guidance on reserves of holding c3-5% of Income.</p> <p>PN then outlined the process and expectations set for academies when setting their budgets and reported that the majority of schools had achieved this and explained the reasons driving non-achievement at a small number of academies and explaining the impact of first year lack of funding for increased pupil numbers.</p> <p>Discussion included the assumptions and sensitivities in the budget for staff increases given public sector expectations; saving expectations from recruitment phasing; operating model potential impacts; and deferred income treatment and impact further to the auditor's recommendations.</p> <p>After discussion, the Board approved:</p> <ul style="list-style-type: none"> a) the RSM recommended change in accounting policy for deferred income; and b) The 2018/19 Budget as presented, subject to agreed phasing changes in 19/20 and 20/21 | <p>PN</p> <p>PN</p> |
| 6.2 | <p><u>Reserves and GAG funding</u></p> <p>PN outlined the background to the DfE drive to encourage MATs to pool historic reserves and GAG in-year funding and which was permissible under</p> | |

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| | <p>the current master funding agreement.</p> <p>Discussion included the need to ensure academies/Principals remain motivated; academy accountability; sustainable funding; and trust principles.</p> <p>It was agreed that further consideration of the matters would continue with the FOR committee and be brought back to the Board with a recommendation in December.</p> | PN |
| 6.3 | <p><u>Other matters</u></p> <p>PN briefly noted other matters distributed to the trustees for information including the management accounts; the risk register reviewed regularly by the Executive and at each FOR committee meeting; and emerging issues circulated to the trustees for information.</p> | |
| 7 | Estates & Technology Update | |
| 7.1 | <p>JM briefly outlined the various developments in Estates and Technology including estates management; capital programmes; data protection (GDPR); procurement and the development of an in-house Board document storage portal.</p> <p>JM highlighted the introduction of the new Board portal to replace Diligent which would be trialled for the Board's September meeting and trustees contacted accordingly; and an IT update in response to Mazars recent internal audit report following its visit to 5 academies and Head office.</p> | JM |
| 8 | Academies development | |
| 8.1 | JM updated the Board on the status of various potential academies in development. | |
| 8.2 | <p><u>Approval of the conversion of Broadland 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, via an Academy Order, the directors considered that it was in OAT's best interests (and in furtherance of the charitable objects) to approve the conversion of Broadland High School (to be known as Broadland High Ormiston Academy) (the "Academy") to OAT (the "conversion"), with effect from 1 August 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 conversion is unlikely to affect disproportionately any particular person or group who share protected characteristics.</p> <p>The Directors therefore resolved to authorise Nick Hudson/Paul Hann to enter on the board's behalf into the documents required to effect the conversion, including but not limited to:</p> <ol style="list-style-type: none"> 1. Adoption of the new Master Funding Agreement model 2. Supplemental Funding Agreement 3. Commercial Transfer Agreement 4. Lease | |
| 9 | Committee Terms of Reference | |
| 9.1 | The Board considered and approved the revised terms of reference, as recommended for adoption by the respective committees, for its Audit, FOR, | |

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| | SIS and Remuneration committees. | |
| 10 | Policies | |
| 10.1 | <u>Child Protection and Safeguarding Policy</u> The Child Protection and Safeguarding Policy as circulated to the meeting was considered and approved. | |
| 10.2 | <u>Children Missing Education Policy</u> The Children Missing Education Policy as circulated to the meeting was considered and approved. | |
| 11 | Any other business | |
| 11.1 | <u>Registered Office</u> The Board approved a change of the Registered Office to Ormiston House, 144 Newhall Street, Birmingham, B3 1RY. | |
| 11.2 | <u>Company Secretary</u> The Board noted the resignation of MRH as Company Secretary with effect from 31 August 2018 and thanked him for his service and contribution. MH would update Companies House accordingly. | MH |
| 11.3 | <u>National Director of Education</u> PH informed the Board that NMc was leaving OAT and thanked her for her outstanding contribution to pupils, colleagues and the Trust during her time at OAT and wished her well in her new role. | |
| 11.4 | <u>Dates of next meetings</u> <ul style="list-style-type: none"> • Thursday 13 September 2018 • Thursday 13 December 2018 • Thursday 14 March 2019 • Thursday 18 July 2019 - to be rearranged | |
| | There being no further business, the meeting closed. Chairman | |