

## Minutes of Board meeting

<b>Date:</b>	Thursday, 10 September 2020	<b>Time:</b>	11.00 – 14.30
<b>Location:</b>	Teams	<b>Clerk:</b>	Rebecca Okey (RO)

### Trustees:

Peter Murray – Founding Chairman, Ormiston Trust (PM)

Paul Hann – Chairman of the Board of Trustees (PH)

Ian Brookman – Member of the Board of Trustees (IB)

Frances Hall – Member of the Board of Trustees (FH)

Mark Stanyer – Executive Principal and Member of the Board of Trustees (MS)

Kate Rutherford - Executive Principal and Member of the Board of Trustees (KR)

Andrew Jones – Member of the Board of Trustees (AJ)

Bal Samra – Member of the Board of Trustees (BS)

Nick Hudson – Chief Executive Officer, OAT and Member of the Board of Trustees (NH)

### In attendance:

James Murray - Chief Executive, Ormiston Trust (JM)

Jo Dawson – National Director of Finance (JD)

Karen Bramwell – CEO of Forward as One Church of England Multi Academy Trust (KB)

### Apologies:

Janet Renou – Member of the Board of Trustees (JR)

	Item	Action
1.	<b>Welcome, introductions and apologies</b>	
	The Chair welcomed everyone to the meeting and introduced KB to the Board members as an observer and potential Trustee. KB is CEO of Forward As One Church of England Multi Academy Trust in Greater Manchester.	

	<p>Apologies were received from JR.</p> <p>The Chair outlined the detailed work that had been undertaken by the Board of Trustees and OAT Executive in a series of Board and Extraordinary Board meetings over the last six months. This has ensured academies have been supported from lock down in March through to reopening in September 2020. September Board meeting usually focuses on examination results but due to a lack of published national tables this analysis would not take place at this meeting.</p>	
<p><b>2.</b></p>	<p><b>Minutes</b></p>	
	<ul style="list-style-type: none"> <li>• Declaration of interests and Trustees interests for the OAT website FH advised of a new directorship and will complete and submit declaration paperwork.</li> <li>• To confirm the minutes of the Board meeting held on 9 July 2020</li> </ul> <p>The minutes of the Board meeting held on 9 July 2020 were approved as an accurate record of the meeting with the following minor amendments: Trustees requested amendment of wording from <i>content</i> to <i>supportive</i> of financial plan.</p> <p>The Financial Oversight and Risk Committee to be amended to Finance and Capital Committee.</p> <p>There were no matters arising.</p> <ul style="list-style-type: none"> <li>• To confirm the minutes of the Extraordinary Board meeting held on 26 August 2020</li> </ul> <p>The minutes of the Extraordinary Board meeting held on 26 August 2020 were approved as an accurate record of the meeting.</p> <p>There were no matters arising.</p>	<p><b>RO</b></p>
<p><b>3.</b></p>	<p><b>CEO presentation</b></p>	
	<p>The CEO presented the report to Board.</p> <ul style="list-style-type: none"> <li>• <b>GCSE and A level results</b></li> </ul> <p>There have been a small number of challenges from parents/carers regarding centre assessed grades where the parent/ carer felt there was evidence that the child would do better than the teacher predicted.</p> <ul style="list-style-type: none"> <li>• <b>Attendance</b></li> </ul>	

All academies are open apart from Thomas Wolsey, where there are staggered starts in operation to ensure all children are safe. Attendance is 90% plus which is very positive. There have been two reported cases of Covid 19 at Wodensborough and SWB and appropriate steps in line with risk assessments, and PHE advice, are being taken to isolate year groups affected. The CEO has started to make academy visits. Regional Directors are also visiting academies to offer support and check on operations and risk assessments. The Trustees queried those academies where attendance had fallen below 90%. The CEO advised that, in each case, there were specific reasons why this had happened.

The Trustees asked how academies are addressing specific cases of low attendance. The CEO advised attendance officers are engaging with parents/ carers to raise confidence levels. In areas where there are local outbreaks this can have a negative impact on parental attitudes.

The Trustees asked how children being asked to isolate are being supported. The CEO advised that these children are now working remotely and supported with blended learning.

- **Integrated performance reporting**

The CEO shared the schedule for the forthcoming year and ran through which areas of reporting will be considered in detail at each Board meeting.

The Trustees praised the quality of the report and requested commentary from The CEO in subsequent reports about areas of key concern. There was a discussion on content. It was agreed it would be beneficial for the Board to view headline figures for primary along with national comparative data, and where there are numbers on roll, the school capacity should also be included. The Trustees agreed safeguarding should be reported to Board at every meeting, not annually. The inclusion of RAG rates would be helpful to draw attention to areas of concern.

- **Head Office move, recruitment, and employee survey**

The CEO advised the move to the new head offices is underway and the new office space is ready for use. The CEO outlined other key developments; teaching and training has continued strongly despite the limitations of lockdown and the planned introduction of the Applicant Tracking System will facilitate more accurate planning and budgeting of recruitment.

An employee survey will go live after October half-term. The survey will be a combination of standard benchmark questions and OAT specific questions. The survey will be anonymous but classified by role.

Recruitment has been strong in Estates and Enrichment and a Safeguarding Manager has taken up position.

- **Laptop provision**

The Trustees asked for an update on laptops for disadvantaged pupils. OAT distributed approximately 770 devices before the summer term from the DfE scheme. The next priority is to ensure academies are prepared if there are additional local lockdowns. The National Director of Estates and Technology

	<p>is working to determine need in those areas that are at higher risk.</p> <p>The Trustees advised that in some academies children are unable to work remotely due to lack of Wi-Fi connectivity at home. Parents have not collected printed material from academies. The Trustees stressed the importance of digital literacy for all children.</p> <p>The CEO advised that survey work is being undertaken to determine access to devices and connectivity. WiFi devices will be issued where there is a mobile signal.</p> <p>KB advised catch up funding can be used for funding devices. The CEO agreed this was an option that would be considered.</p> <p>The Trustees praised the efforts and resilience of the Executive Team and principals over the last six months.</p>	
<p><b>4.</b></p>	<p><b>Decision-making framework</b></p>	
	<p>The National Director of Finance presented the decision-making update, framework and policy to the Board of Trustees. The National Director of Finance advised the organisational structure of OAT has been reviewed due to the growth of the organisation. Each Executive member examined their area of responsibility in discussion with sub-committees. Since the July Board, The National Director of Finance has consulted with governors from each region to garner a range of responses. Feedback was helpful and significant. The Trustees praised the sound content of the documents and made some detailed comments which The National Director of Finance will action.</p> <p>The Trustees asked how stipulated timescales in the framework will be monitored. The National Director of Finance advised the Head of Governance will be strengthening relationships with Local Governing Bodies (LGBs) and developing supervision in this area.</p> <p>The Trustees advised that the People Committee should play a critical part in decision making to ensure the best talent is recruited for LGBs. The right candidates should be brought in to LGBs with both central and local consultation with principals.</p> <p>The Trustees asked how dialogue and feedback between LGBs and Trustees can be strengthened. The National Director of Finance advised action tracking is important to ensure concerns and risks are escalated to Trustee level. Feedback from governors suggests they are comfortable to approach at Executive or Trustee level if they wish to share a concern.</p> <p>The National Director of Finance advised of plans to interrelate risk with LGBs, via a RAG rating, to ensure governance is robust. The National Director of Finance advised there is a balance between being prescriptive and allowing LGBs independence to concentrate on areas of concern in an individual academy. The National Director of Finance has been looking at developing a governor hub to share communication.</p> <p>The Trustees advised they were content with the policy and approved the documents presented. The documents will be reviewed at December Board.</p> <p>The National Director of Finance sought approval from Trustees to present</p>	

	<p>to governors and principals later in September. The Trustees affirmed this plan.</p>	
<p><b>5.</b></p>	<p><b>Risk</b></p>	
	<p>The National Director of Finance presented the Risk update, framework and policy to the Trustees.</p> <p>Following a recent audit by Mazars, The National Director of Finance has developed a framework incorporating their recommendations. The National Director of Finance has consulted with other MATs and organisations.</p> <p>The Risk framework has been developed in line with Terms of Reference and the oversight of risk sits with Audit and Risk Committee. The National Director of Finance requested approval of the Risk Policy and standard risk registers to be issued to all academies. Registers will be continually reviewed and updated at least annually.</p> <p>The internal audit plan will be presented to next Audit and Risk Committee and Mazars will audit Risk Management again at the end of the academic year.</p> <p>The National Director of Finance clarified that the template can be added to and is not a definitive list. The final version of the Risk register will be presented again to the Board in December. The academy risk register should be reported by academy principals to their LGBs. The Head of Compliance and Reporting for OAT will be overseeing this in addition to the escalation of risk.</p> <p>The Trustees advised they were content to approve the policy and template.</p>	
<p><b>6.</b></p>	<p><b>Review of Trust Board composition</b></p>	
	<p>Currently there are two Executive Principals appointed to the Board of Trustees. When OAT was a smaller organisation, it was felt that principals had a key strategic role to bring the principals' voice to Board level.</p> <p>OAT is now a much larger organisation and it is more difficult for the Principal Trustees to accurately represent the opinions of 40 principals. The Academies Financial Handbook makes clear that other than the CEO other staff members should not be Trustees. The CEO has surveyed a number of principals to gauge their opinions about the role of Principal Trustee.</p> <p>The Chair made a proposal to no longer have Principal Trustees appointed to the Board. The Chair proposed a pre-meeting before each Board with The CEO, the Chair, and a selection of principals to consult on key issues. These issues will then be brought to the Board two weeks later.</p> <p>The Trustees asked about the timing of this proposal. MS will stand down as he has been appointed Executive Principal for the North. KR agreed with the proposal and felt that it is right to stand down now. With the appointment of KB, the educational expertise of the Board will be augmented, and JR has previous experience as a principal</p> <p>The CEO advised that a specialist in governance and education, working at a hands-on academy level, might be a very valuable addition to the Board of</p>	

	<p>Trustees.</p> <p>The Board of Trustees will discuss this at the next meeting.</p>	
<b>7.</b>	<b>Link roles</b>	
	<ul style="list-style-type: none"> <li><b>i. GDPR</b> Currently this role sits with IB who is content to carry on with the role.</li> <li><b>ii. SEND</b> This will be considered at the next School Improvement and Standards Committee (SIS)</li> <li><b>iii. Safeguarding</b> Currently this role sits with FH who is content to carry on with this role. Safeguarding reports to SIS and FH is not a member of this committee. This separation was discussed and considered beneficial. FH can join SIS Committee meetings when necessary.</li> <li><b>iv. Vice-chair</b> Currently this role sits with IB who is content to carry on with the role.</li> </ul>	
<b>8.</b>	<b>Terms of Reference (TORs) and Membership</b>	
	<ul style="list-style-type: none"> <li><b>i. Audit and Risk Committee</b></li> <li><b>ii. Finance and Capital Committee</b></li> <li><b>iii. People Committee</b></li> <li><b>iv. School Improvement and Standards Committee</b></li> </ul> <p>The National Director of Finance outlined that ToRs come before the Board annually each September.</p> <p>There were no changes to the People Committee ToRs. The Trustees asked if the ToRs should be amended to include overseeing the composition of LGBs. The National Director of Finance advised this will be considered at next meeting of People Committee in October 2020.</p> <p>Risk has moved from the Financial Oversight and Risk Committee to Audit and Risk Committee. Minor changes have been made to reflect updates to the Academy Financial Handbook and shared with IB (chair).</p> <p>Financial Oversight and Risk Committee has been renamed as the Finance and Capital Committee. Minor changes have been made and shared with the Chair of the Finance, Oversight and Risk Committee.</p> <p>Safeguarding has moved to the remit of the SIS.</p>	
<b>9.</b>	<b>Policies</b>	
	<ul style="list-style-type: none"> <li><b>i. SEND</b></li> <li><b>ii. NQT</b></li> </ul> <p>The Chair advised both the NQT and SEND policy were discussed at length at last SIS Committee. Suggestions have been made and incorporated and a</p>	

	<p>recommendation made that the policies are accepted by the Board.</p> <p>The Trustees approved both SEND and NQT policy.</p>	
<b>10.</b>	<b>For information</b>	
	<ul style="list-style-type: none"> <li><b>SIS Committee minutes 20 August 2020</b></li> </ul> <p>The minutes to the SIS Committee held on 20 August 2020 were noted.</p>	
<b>11.</b>	<b>A.O.B</b>	
	<p>The Trustees asked if there had been any issues resulting from Black Lives Matter in relation to our estate or buildings names. The CEO advised he would speak to the National Director of Estates and Technology to audit this and update at the next Board. Teaching materials have been developed for PHSE regarding this topic and there will be coverage in the next OAT conference event later in the year.</p> <p><b>The Trustees asked when they will meet to approve the budget.</b> This will be an item added to the Audit and Risk Committee on 23 September 2020.</p> <p>MS thanked the Trustees for the opportunity to have been a Principal Trustee since 2015. The Trustees thanked MS for his contribution and wished him success in his new role. The Trustees also thanked KR for her support and contribution to the Board.</p> <p>The Chair advised receipt of a letter from the ESFA on 28 August 2020 regarding executive pay at OAT. The letter stated that, based on the 2018 to 2019 accounts return, executive remuneration at OAT was comparatively high. No supporting analysis was provided to support this. The letter advised that DfE will be publishing a list of all MATs who have received this or similar letters on 14 September 2020.</p> <p>The response from OAT to justify levels of pay is due by the end of October. The CEO advised that our higher paid numbers cover all staff and as such include a number of Principals.</p> <p>The National Director of Finance advised that, based on the DfEs own on-line benchmarking, the cost of OAT's executive and central team (i.e. non-academy-based staff) was comparatively low compared to peer MATs. FH emphasised that this was historic data and that OAT had taken action to reduce the size of the executive team in the last year.</p> <p>The CEO advised he has been in dialogue with PLMR in preparation for any negative press coverage. (NB since the Board meeting the ESFA have subsequently withdrawn the publication date)</p> <p>The Chair thanked KB for her time and contribution to the Board meeting and formally welcomed her to join the Board of Trustees. KB confirmed her acceptance. KB will also be joining the SIS Committee.</p>	<b>NH</b>

<b>12.</b>	<b>Date of next meeting</b>	
	Date of next meeting: 10 December 2020	
	Proposed further dates: 11 March 2021, 8 July 2021	