

Minutes of Board meeting

Date:	Thursday 10 th December 2020	Time:	11:00 - 13:30
Location:	Teams	Clerk:	Sunita Yardley- Patel
Present:	Paul Hann – Trustee (Chair) Karen Bramwell – Trustee Ian Brookman – Trustee Frances Hall – Trustee Nick Hudson – Trustee (CEO) Andrew Jones – Trustee Peter Murray – Trustee Jan Renou – Trustee Bal Samra – Trustee (Joined 1pm)	Attendees:	Jo Dawson (National Director of Finance) Diana Murray (Member)
Apologies:	None		

	Item	Action
1.	Welcome, introductions and apologies	
	<p>The Chair welcomed everyone to the meeting and outlined OAT’s current position, with particular note of the varying tiers and unpredictability in schools across the Trust, particularly related to attendance.</p> <p>There was recognition from the Trustees for the Executive’s hard work in supporting schools and continuing to move the organisation forward. The Chair outlined that today’s meeting will focus on agreeing priorities moving forward. The Trustees also acknowledged the success of OAT-TV.</p>	
2.	Minutes and matters arising	
	<p>Declaration of interests: Karen Bramwell – currently interim CEO of Christchurch MAT in Bury. Andrew Jones - Spaceright Europe</p> <p>The minutes from the 10th and 25th September 2020 were approved.</p>	

	<p>Matters arising: The action log was discussed and updated. All actions but one were closed.</p> <p>The action remaining open was discussed and it was concluded that there needs to be more time for work to take place on this action. This trust wide deliverable is required by February 2021 (F&C) and March 2021 (Trust Board) to support the discussion around going concern, 3 year integrated strategic and finance plans and partnership fees</p> <p>Other matters arising: Trustees asked for a follow-up on correspondence from the ESFA regarding the analysis of remuneration and OAT's Executive Pay being out of kilter with other trusts of similar size. It was confirmed that a letter was sent in response to the ESFA with an outline of the process for analysis of remuneration. The ESFA had responded confirming that the comparisons with other Trusts had not been correct. It was further confirmed that the People Committee will continue to develop the Executive Pay approval process in line with the guidance set out by the ESFA and ensure it is as robust as possible.</p> <p>Trustees also asked for an update on the 3% reserves position and asked for clarity on whether the Trust will qualify for the reimbursement of additional Covid related costs. The National Director of Finance responded that all costs are being reviewed and claims are being submitted. There are wide ranging financial impacts including cleaning costs, staff self-isolating and PPE costs. There are some areas where more resources are required and claims for these resources are being submitted.</p>	
<p>3.</p>	<p>CEO Report</p>	
	<p>The CEO updated trustees of a meeting scheduled to take place with the Secretary of State and the 3 key issues to raise for discussion will be:</p> <ul style="list-style-type: none"> • Lost learning • Finance, • Leaders and staff welfare. <p>Feedback on this meeting will follow in the weekly update to Trustees.</p> <p>The CEO highlighted key sections of the CEO report including</p> <ul style="list-style-type: none"> • The risks of full opening both next term and September and implications for curriculum and assessment. • Staff survey – this currently has a 60% response rate. The next steps are to consider how to utilise results and develop an action plan in response with an aim of deepening staff engagement. Edurio has facilitated the survey and will provide a full report soon. The results and proposed action plan will be shared with the People Committee. • ICT remains a crucial element of organisational infrastructure and equipment. A review of the current ICT systems will outline the resources and investment required to ensure that ICT is fit for purpose and supports 	

<p>business needs.</p> <ul style="list-style-type: none"> • Finances remain an ongoing focus. • Safeguarding is improving and moving forward. The new Safeguarding Manager has completed safeguarding reviews under the revised audit framework and has had 1:1s with all DSLs. There are ongoing support and improvement plans in place to ensure compliance. • Impact of Covid; student attendance has reduced with particular regions that have been more impacted upon than others. National measures taken to support staff and students have included pushing exams back, focused teaching, additional papers for retakes where students have been off-ill or isolating and pupils will be allowed extra assistance such as formula sheets. 	
<p>There is an outstanding question of how to cope with the differential impact of Covid. All students will receive the same mitigations so results will still be skewed for those worst affected by the impacts of Covid.</p>	
<p>Trustees asked for an update on laptops received and allocated from the government and what access to learning for self-isolating students has been like. Further, are additional laptops helping education of those who did not engage in first lockdown? The CEO responded that there is evidence that the distribution of laptops is improving the accessibility for students who did not engage in the first lockdown. However, it is very difficult to monitor actual engagement. Next steps will include how resources are used to facilitate future online learning.</p>	
<p>Trustees asked if there are any big concerns noted in the safeguarding reviews? The CEO responded that there will usually be some questions raised but so far there is nothing of major concern. Issues have been of a more minor nature that can be sorted out easily. It is too early to pick up trends but by the March meeting there should be more data available and a more complete report outlining trends will be submitted.</p>	<p>NH</p>
<p>Trustees asked whether there were any themes from incident reporting. There appeared to be a high number of incidents with pupils and moving vehicles. The CEO confirmed that this information can be collated and brought back to a future meeting.</p>	<p>NH</p>
<p>Trustees asked that there be further interpretation of the IPR in the CEO report. The CEO confirmed that this will be done.</p>	<p>NH</p>
<p>There was a discussion about the staff attendance presented in the CEO report. The CEO outlined the risk assessments made where staff members need to self-isolate and the need to keep schools running whilst ensure that there is a minimum risk to health and safety. It was agreed that vaccination of school staff would ease pressure on staff teams, particularly where 1:1 support is required.</p>	<p>NH</p>
<p>There was a discussion about the need to better link the capital spends decision making group and the F&C committee now that Peter Murray has stepped down from the Finance Committees. This is to be further considered.</p>	<p>JD</p>
<p>Trustees asked whether there is concern about the answer to the staff workload question on the staff survey. The CEO responded that this is a sector wide problem; workload, career progression and CPD often score poorly.</p>	

	<p>Several Trustees supported this. There will be further examination of the data behind these questions from Edurio. It was noted that IT strategy and workload need to be tied together to support staff workload and CPD. Further consideration that the survey has been taken during Covid which may have affected results.</p> <p>There was a discussion about opportunities to standardise good practice in how the Trust operates in relation to teaching, engagement and online operation and accessibility. It was confirmed that curriculum alignment is gathering pace. It was noted that there is an opportunity to consider innovations but also noted that the sector is currently being reactive and OAT has to ensure participation in conversations about wider changes across the sector.</p> <p>Trustees asked the CEO to clarify the current stance on expansion. The CEO responded that there is a willingness to expand incrementally as long as the expansion is to the benefit of the Trust and the third party being considered.</p>	NH
4.	Break	
5.	Financial Accounts and External Audit	
	<p>The Chair of the Audit and Risk Committee outlined the process for the internal and external audits and noted that the Audit and Risk committee received the documents at the November sub-committee meeting. The conclusion of the internal audit report was that from various projects completed the auditors were substantially assured on the robustness of systems. This audit took place remotely. The external auditors were asked how this process worked remotely and the committee was satisfied with the response. The Chair of the Audit and Risk Committee noted that it was a credit to all involved that the accounts and audit processes have been completed remotely on a normal timescale.</p> <p>The Chair of Audit and Risk Committee noted one finding from the prior-year audit was an academy with an enhanced pension payment. As a result of this, the finance team did an exercise to identify any further payments of this nature. The findings were that this is an issue sector wide and queries about enhanced pension have been added to the due diligence process to plan for this with any incoming academy conversions. It was noted that the provision is dependent on a number of factors. The Auditors and the Audit Committee agreed that the provision made by the Finance team was sensible and that this should be reviewed on an annual basis and amended as appropriate. Given any risk would be realised over many years, it was advised that this did not impact on Going Concern.</p> <p>There was a further highlight that the Forge Mountain Centre has not been identified as being owned by OAT. It was noted that the Estates and Finance team are working to address this issue.</p> <p>The Chair of Audit and Risk Committee said that the Audit and Risk Committee is content with accounts as long as Trustees are content with going concern.</p> <p>The National Director of Finance presented the going concern paper and outlined that this process tends to focus on the next 12 months, particularly in relation to cash. However, the ESFA has started to look further ahead and a longer- term view has become a greater focus across the sector and this now needs to link to the Trust's strategy and focus on a longer term. If the organisational aim is to be in the top 20% at schools, the Trust needs to aim to be in the top 20% across all aspects of the Trust's work. To do this, the Trust</p>	

	<p>should ascertain what the top 20% look like across the sector. This links into making the right decisions with consideration for integrated planning. Over the next 2 years there needs to be a focus on decisions to deliver strategy and consideration of reserves.</p> <p>The ESFA has issued template questions for Trustees to ask about finances. This has been included in the papers for consideration. There has been a cashflow plan included with the management accounts which has been agreed by the Executive Team and the Finance and Capital Committee. The Trust is currently in a strong going concern position; there are no concerns at the moment. There is a need to optimise how money is spent across the Trust to improve value for money and this will form part of the integrated strategic and financial planning review in the Spring and Summer Terms</p> <p>The Trustees asked whether there were any local statutory bodies that could be accommodated on school sites. The National Director of Finance responded that this should be explored in future, there is a broader need to develop an IT and Estates plan. There is also a need to link CLFP to central resource planning.</p> <p>Trustees noted that the going concern review has changed in recent years and there are now much more comprehensive requirements, and these have been met in this paper. The Trustees confirmed support.</p> <p>The National Director of Finance outlined that the accounts have been reviewed by PLMR, Exec and RSM.s. Thanks were given to everyone who contributed. It was further noted that there should be a focus on the value added in-year.</p> <p>Accounts approved.</p>	JD
6.	Diversity and Inclusion update	
	<p>The CEO outlined that the paper submitted follows up on discussion from previous meeting. The report outlines a high level summary of work that has been completed including a check of names and resources that might compromise OAT's reputation.</p>	
7.	Good Governance	
	<p>The Company Secretary outlined the key changes to the Scheme of Delegation and LGB Terms of Reference. There was a point of clarification on the policy approval process and it was agreed that section 2.6.2 of the LGB Terms of Reference would be amended to reflect discussions.</p> <p>The Scheme of Delegation and LGB Terms of Reference were approved.</p> <p>There was a discussion about quorum at Trust Board and Board Sub-committee meetings. The Company Secretary will further discuss this with nominated Trustees and this will be considered at the March meeting.</p> <p>Alistair Thom was appointed as an associate member on the Finance and Capital Committee. It was suggested that Alistair could be the link between the Finance and Capital Committee and the Capital Spends decision making group.</p> <p>The National Director of Finance outlined the risk register and the AFH musts and the reasons for inclusion. It was further outlined that there are additional risks such as the capacity of the central team that need to be included on the</p>	SYP JD

	<p>document. The Trustees supported the inclusion of the risk register, as part of the board papers but requested that there should be a reduced version outlining what has changed and a focused look at the changes.</p> <p>Noted.</p>	JD
8.	Policies	
	<p>The admissions policy was agreed. It was agreed that the final decision on George Salter Academy's admissions policy would be taken by SIS Committee as there is currently a consultation underway as a result of a significant change request. Trustees also noted that there may be a further significant change application for Cliff Park Primary School subject to a successful consultation on the merger of Cliff Park Infant School and Cliff Park Junior School.</p> <p>The Health and Safety Policy was approved.</p> <p>The Business and Pecuniary Policy was approved.</p>	
9.	Sub-committee minutes for information	
	<p>The Chair of F&C and the Chair of A&R outlined that future committee meetings will no longer take place on the same day to ensure better dedication to both meetings.</p> <p>The Chairs of Subcommittees outlined the highlights of sub-committee meetings.</p> <p>Minutes were noted.</p>	
10.	AOB	
	<p>The Trustees asked for more information about the recent approach from the DfE to take on new AP providers. The CEO responded with an update on the current situation including the due diligence that needs to take place and the liaison required with partner agencies. The CEO added that some of the Executive Team visited the AP providers and there is confidence that the provision could bring potential benefits to the Trust. However, there is further due diligence to be done particularly around finances and risk. The Trustees agreed to continue with the process, asking the CEO to work with the DfE to flex the timeline for the due diligence process so that the right decision can be made for all stakeholders of both parties.</p> <p>The Chair offered thanks to everyone particularly in head office, in what has been a particularly difficult year and passed on Christmas wishes to all.</p>	
11.	Date of next meeting	
	<p>Date of next meeting: 11 March 2021 – change of time to 9:30am.</p> <p>Proposed further dates: 8 July 2021</p>	