

## Minutes of Board Meeting

Date:	Wednesday 9 <sup>th</sup> June	Time:	5:00-6:00
Location:	Teams	Clerk:	Sunita Yardley- Patel
Present:	Paul Hann – Trustee (Chair) Frances Hall – Trustee Nick Hudson – Trustee (CEO) Andrew Jones – Trustee Bal Samra – Trustee Karen Bramwell – Trustee Ian Brookman – Trustee Peter Murray – Trustee	Attendees:	Jo Dawson (National Director of Finance)  Rob Pritchard (National Director of Education)
Apologies:	Jan Renou – Trustee		

	Item	Action
1.	<b>Welcome, introductions and apologies</b>	
	The Chair welcomed everyone to the meeting.  Apologies were received from Jan Renou.	
2.	<b>TBAP</b>	
	The Chair outlined the factors that have been considered in the potential conversion of TBAP including the finances, location and position of the provisions. It has been noted by the SIS Committee that the additional expertise that TBAP could bring to OAT in behaviour management, SEND adjustments and support and alternative provision would be valuable to existing OAT students and staff. It has been noted by F&C committee that there were serious concerns about finance, resources and location.  OAT Executive Team has collated all information in relation to the proposed conversion and this has been circulated to trustees. This information includes a letter of comfort from the DfE.	

The Chair emphasised that the Board's diversity of experience puts the board in a good position to reach a collective, informed decision. The Chair proposed that the board considers three key areas in coming to a decision:

1. Does TBAP fit with OAT's mission and complement the Trust's strategy going forward?
2. Is the conversion and additional schools manageable operationally without impacting existing schools in the Trust?
3. Is the proposed conversion financially viable?

**1. Does TBAP fit with OAT's mission and complement the Trust's strategy going forward?**

The Trustees agreed that this is a key consideration. There was a discussion about the fit with OAT's strategy including the need for alternative provision expertise and further support with SEND provision and the overall fit with OAT's mission and purpose.

There were concerns raised about the time required to resolve problems and the distractions that the conversion may present for head office staff. It was noted however that overall, the key concerns had been addressed satisfactorily. It was further noted that the geography of TBAP does not fit with the existing schools in the Trust and this should be a key consideration in weighing up whether to further pursue TBAP or focus on the Trust's existing schools.

The Trustees asked for further information to be outlined in the Strategy Paper due to be presented at the next board, on the proposed operating model for the new cluster of academies and how this would align with OAT's regional model.

**Trustees asked the National Director of Education to outline the key benefits of TBAP's expertise.**

The National Director of Education explained that the Trust has progressed in teaching and learning but there remains a need for further capability and capacity in behaviour management, exclusions and students with SEND. The National Director of Education conceded that in the short-term there would be a need to invest time in integrating TBAP into OAT but in the longer term, the high-quality expertise from experienced staff members in TBAP would be beneficial to all other OAT schools.

Trustees agreed that the proposed conversion does fit with the mission and values of OAT and that TBAP would bring a tried, tested and effective blueprint that can be replicated to support students with SEND and issues with behaviour across the Trust.

**2. Is the conversion and additional schools manageable operationally without impacting existing schools in the Trust?**

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There was a discussion about the importance of the conversion process and transition period, utilising existing links with TBAP to ensure successful cascading of information to key stakeholders. Trustees also discussed the need to effectively support and empower the OAT Senior Responsible Officer (SRO) and the need to consider whether the SRO should be from the finance or education team.

Trustees discussed the potential for OAT to have stronger relationships with the DfE as a result of the work completed on TBAP and agreed that it would be positive to have the opportunity to be more involved in DfE consultation on wider sector issues, education policy and to have a higher profile in education.

**Trustees asked whether there were any issues in relation to TBAP's estates?**

The CEO responded that there have been discussions with TBAP about what is necessary to bring the sites up to a minimum standard. One of the sites will be refurbished as part of the priority schools building programme. There has been further consideration of estates work required in the other provisions and the costs have been built into the budget.

There was a discussion about the head office staff workload and how resources will be allocated to TBAP. The National Director of Education will be the key lead for school improvement and this has been factored into capacity considerations for the Education Team. Other teams have been recently expanded to mitigate an increase in workload.

The point was made that any acquisition or merger should consider whether the business is being managed effectively and whether there is capacity to fully support the incoming provisions as well as the current business. It was further noted that this could substantially add to workloads of an already thinly spread management team.

The Trustees were overall in agreement that additional provisions would be manageable operationally but there was also a clear voice of concern about the capacity for effectively supporting incoming provisions.

**3. Is the proposed conversion financially viable?**

There was first a discussion about the implications of not proceeding with the conversion and the relationship with the DfE. There was then a discussion about the financial risk to the Trust in agreeing to convert TBAP.

**Trustees asked when it would be possible to have three-year SLA funding agreed?**

The trustees recognised the benefit that TBAP would have to existing OAT students and understood the financial risks associated with the conversion.

	<p>There was a discussion about the financial risks and the potential best-case and worst-case scenarios. It was noted that the Trust has a clear reserves policy that will continue to be followed and there were assurances that the reserves should not fall below 3%.</p> <p>The Chair of the Finance and Capital committee raised concerns about the sustainability of TBAP's revenue model and the OAT team's capacity to integrate TBAP. His main concern was that he could not see sufficient benefit to the students in OAT's existing schools to justify the substantial risks of the conversion.</p> <p>The trustees further discussed the potential financial risks and current financial position of the Trust including the offer from the DfE and the existing resources internally.</p> <p>Trustees noted the financial and operational risks involved in proceeding with the conversion and given the high financial risks, Trustees asked that there should be further clarification sought from the DfE around support in agreeing three-year SLAs and protection of OAT reserves against TBAP liabilities and/ or future losses.</p> <p>The CEO and CFO expressed how positive discussions had been held with the DfE, ESFA and LAs on these matters and it was their understanding, based on these discussions, that there was a commitment to a) move to 3-year SLAs; and b) the DfE/ ESFA were aware of OATs intention to maintain reserves of 3% or more and that they were understanding of and supportive of this plan.</p> <p>The trustees requested that these discussions be documented.</p> <p>The trustees were in majority agreement that the conversion should go ahead and formally approved the resolution.</p> <p>It was agreed that the Trust Board sub-committees need to monitor the conversion closely over the next 12+ months and as such it should be treated as a standing agenda item on all sub-committees.</p> <p>Trustees agreed the resolution to begin the TBAP transfer and agreed the delegation of authority for signing documents related to the TBAP conversion to the CEO.</p>	
<p><b>3.</b></p>	<p><b>AOB</b></p>	
	<p>None.</p>	