

Minutes of Board Meeting

Date:	Thursday 14th July 2022	Time:	11.00 am - 3.00 pm
Location:	Inwood Suite, Hilton London Euston, 17-18 Upper Woburn Place, London, WC1H 0HT and on Teams	Clerk:	Sharon Warmington Company Secretary

Trustees Present:			Apologies:		
Paul Hann	Chair	In-person	Ian Brookman	Trustee	
Karen Bramwell	Trustee	Via Teams	Frances Hall	Trustee	
Nick Hudson	CEO	In-person	Attendees:		
Andrew Jones*	Trustee	Via Teams	Carmel Brown	NDoHR	Via Teams
Peter Murray	Trustee	Via Teams	Jo Dawson	NDoF	In-person
Janet Renou	Trustee	Via Teams	Diana Murray		Via Teams
Maria Reraki	Trustee	Via Teams	Malcolm Trobe*	CST	Via Teams
Bal Samra	Trustee	In-person			

*In attendance for specific items only

No.	Item	Action
1.	<p>Welcome, introductions and apologies</p> <p>The Chair welcomed all present to the final Board meeting for this academic year and apologies were accepted from Frances Hall. It was noted that there would be a slight adjustment to the order of the agenda with 'goodbyes' from key individuals and the discussion of a confidential matter with Trustees only.</p> <p>Retirement of National Director of HR – Carmel Brown was invited to join the meeting and the Chair gave a vote of thanks for her 9-year service to OAT. Carmel was commended for her work in laying a strong foundation for the Trust whilst exercising tact, diplomacy, calmness and supporting the Board, especially in relation to the People Committee. Carmel responded with thanks and appreciation of the Board taking the time to thank her in this way. <i>NB: The National Director of HR left the meeting.</i></p> <p>Principal Review Group - The Chair reflected on the changes taking place across national government and the impact/potential impact on the education sector, whilst emphasising OAT's stability as a strong trust. During the Principals meeting on 7th July 2022, the Chair heard directly about the positive things happening. Principals welcomed the collegiate structure and how the family of schools were beginning to work well together. Where there were areas of concern, it was recognised that many of these were due to external conditions.</p> <p>Agenda change – The proposed changes to some agenda items were agreed and in relation to Item 7, Trustees were advised that the CST representative would join the meeting to take specific questions rather than make a presentation. It was taken that Trustees had read all papers ahead of the meeting to ensure discussions and decisions could be made efficiently.</p> <p>White paper – Trustees were advised that the Chair and CEO were heavily involved in attending meetings and writing letters in relation to key concerns from the white paper. With the expectation of almost full</p>	

	<p>academisation by 2030, the Growth paper (Item 4) would be used as an initial discussion for OAT's position on this matter. <i>NB: Andrew Jones joined the meeting.</i></p> <p>Trustee Resignation – Trustees were advised that Andrew Jones, Trustee and current Chair of the Finance and Capital Committee, had decided not to seek a second term of office and would therefore step down from the Trust Board on 13th September 2022. This was therefore his last Board meeting. For this reason, the Committee Chair would present his verbal report and recommendation regarding the budget and then leave the meeting.</p> <p>Budget Approval (Item 5) – The Committee Chair drew Trustees' attention to the papers supplied ahead of the meeting for information and review. It was stated that whilst there are risks in the budget regarding staff costs and energy increases, this was not a 'recession' budget, and the budget assumes that OAT continue to operate 'normally' ie making investments in school improvement etc. Trustees were also advised that only a small contingency had been included. This approach may need to be revisited during the re-forecasting process if energy costs increased above the levels budgeted and/or pay increased above 3% and this was unfunded. The Committee Chair reassured the Board that there had been a strong budget process, with increasing rigour in the process. The reserves are healthy but emphasised the need for caution and careful monitoring given the current level of financial risks. RECOMMENDATION: The Committee Chair, on behalf of the Finance and Capital Committee, recommended that the Trustees approve the forecast for 2021/2022, budget for 2022/2023 and 3-year plan as presented and that it be submitted to the ESFA in line with legal requirements.</p> <p>Vote of thanks – The Chair of Trustees expressed thanks to Andrew Jones for his many contributions over the last 4 years since joining OAT. He had joined at an important time for OAT's development and his contributions and expertise had made a significant impact. The Trustees appreciated his honest and open approach with clear views on what the Trust needed to do or think about. Andrew responded by expressing his thanks to all Trustees with special thanks to the NDoF who has brought robust control to the finance and governance areas of the Trust. <i>NB: Andrew Jones left the meeting.</i></p>	
2.	<p>Minutes</p> <p>(a) Declaration of interests and Trustees interests for the OAT website - Bal Samra declared more involvement in the Confederation of School Trusts (CST) although there were no conflicts with items on this agenda. <i>ACTION: Clerk to update OAT website and records as necessary.</i></p> <p>(b) To confirm the minutes of the Board meeting held on 10 March 2022 – The minutes of the meeting (Item 10) should reflect that it was agreed Frances Hall is the key Trustee to be on the panel with an additional two Trustees to be agreed. <i>ACTION: The CEO will liaise with the Trustee in this regard. DECISION:</i> The minutes were accepted as an accurate record of the previous meeting subject to the above change.</p>	<p>Clerk</p> <p>CEO</p>

	<p>(c) Matters arising – The Chair highlighted the six open actions from the spreadsheet supplied with comments and updates. The following actions remain open:</p> <p>Action 3 – IPR report to be part of the response to external governance review and Mazars review of performance management. Action 8 – Education restructure to be monitored by People Committee.</p>	
<p>3.</p>	<p>CEO Report</p> <p>The CEO’s report was taken as read and would form the basis for the rest of the meeting’s discussions. John Edwards is the new Director General to Regions Group for the DfE following a restructuring process, and there is a meeting scheduled for Trust Chairs and CEOs to seek and gain clarity on liaising with larger trusts. The CEO’s report provided a reflection of the past year to date, and the impact experienced across all areas of the Trust. The impact of the pandemic is still being experienced with staff and pupil absences higher than in previous years.</p> <p>The CEO highlighted that Ormiston Denes was in a category and is now graded as RI which is positive. The report explained how much progress had been made and reflected in the amount of support from the Trust. Trustees were advised that Ormiston Sudbury would receive capital funds from the DfE to refurbish or rebuild the school.</p> <p>Question - Is the academisation agenda continuing momentum? <i>Response – Conversations continue however, the picture may change over the coming years depending on election outcomes.</i></p> <p>Question – Is academisation likely to happen? <i>Response – Broadly speaking it will as regulation will want all schools to be under arrangements similar to inspections.</i></p> <p>Staff were commended for their work and commitment which will allow the Trust to move forward.</p>	
<p>4.</p>	<p>Strategy: Approval</p> <p>The strategy document has been divided into 3 sections and reviewed at both Committee level and the Board over several months, which included looking at KPIs and agreeing them. The documents were taken as read by all present and with key highlights from the CEO, Trustees were asked for comments and questions prior to reaching approval at this meeting.</p> <p>Introduction - There were positive comments on the tone and content of the paper especially in relation to KPIs, ICT, deliverables, and partnership work with employers.</p> <p>Strategy - With anticipated approval at this meeting, it was stated that the new strategy would be launched in September 2022, and it already incorporates the financial planning to support it going forward. Trustees commented that this was an excellent document with graphics to aid in understanding and they were very pleased with the KPI/tracking in relation to enrichment across the pupil population. Excellent improvements had been made on previous version and the overview and partnership working</p>	

<p>with employers is good. Bal Samra agreed to support in this area. ACTION: <i>Bal Samra/CEO</i></p> <p>Question – In relation to OneOAT, is this about best practice or to become more digital ie enhance the website, share curriculum tools online etc? <i>Response – The details are in the digital strategy, and these have been discussed in more detail at committee level.</i></p> <p>DECISION: The Trustees unanimously agreed to approve the strategy document as presented and discussed.</p> <p>Growth - This was a new paper for Trustee consideration and following the approval of the overall strategy, this paper focused on the potential growth looking at the current position and moving forward. In light of the Education Bill the CEO explained that the conversation had started nationally across existing trusts and OAT will be engaging proactively and positively in this conversation. Growth should be viewed in two ways, (a) increasing pupil numbers ie. filling existing vacancies across OAT schools and not necessarily increasing the PAN (Pupil Admission Number) and (b) growing the number of OAT schools where it makes sense to do so, and so as not to increase the existing geographical area.</p> <p>Ideally the aim would be to seek better balance between primary and secondary schools within OAT and now with a dedicated National Director of Primary, there is capacity to undertake these conversations. In addition, the board will need to consider if OAT should add more alternative provision and inclusion centres to serve a number of local academies in specific areas to increase capacity. There are opportunities for specific funding and the overall draft growth document is a starting point for consideration and an opportunity for Trustees to provide feedback directly to the CEO ahead of the next board meeting.</p> <p>Trustees agreed that growth is an opportunity although it could also be very high risk for OAT if this led to the Trust having too many academies across too many locations.</p> <p>Question - Will there be an opportunity to be specific about the type of schools that OAT chooses not to consider ie. really difficult schools? <i>Response - No decision will be made without full consultation and consideration by the board which will include exploring all aspects of the prospective school, prior to any decisions being made.</i></p> <p>It is a good paper and consideration should be given for growing primary and also sixth-form provision, ensuring that OAT maintains its high quality of provision and support. Focusing on primary in areas where OAT secondary schools are based, will support the transition from Year 6 to Years 7. How OAT maximises the impact to the life chances of pupils is the most important thing and this will include supporting pupils from entry to exit and extending the support where possible, through to employment.</p> <p>Funding needs will play a vital part in the process and if ambitious plans for growth are not supported financially, then ambitions cannot be realised. Trustees spent some time talking about philanthropic funding opportunities which will be revisited at a future board meeting. Where OAT schools</p>	<p>Bal Samra/ CEO</p>
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	<p>already exist, there should be a push towards raising its profile and the trust values across the local area so that other local schools are encouraged to view themselves as part of the OAT family.</p> <p>Trustees briefly discussed the role of OAT members and how these roles could potentially be used as ambassadors in local areas.</p> <p>Question - Do we know how much it costs OAT when taking a school on? <i>Response - It varies by academy. However, OAT would not take on an academy unless the overall aim was aligned to its purpose and values and that this was supported by a strong business case. This was supported by the work done around the London schools.</i></p> <p>It was agreed that Trustees would share any further comments or suggestions over the next three to four weeks, and that the CEO and NDoF would provide a revised paper, including a financial strategy, for approval in September. <i>ACTION: Trustees/ CEO/NDoF</i></p>	CEO/ NDoF
5.	<p>Financial Planning: Approval</p> <p>Trustees were reminded of the recommendation made by the outgoing Committee Chair earlier in the meeting, to approve the proposed budget for 2022/2023. It was agreed that this was a strong position going forward despite incurring significant higher costs as a result of energy price rises, pay and general inflation. Whilst this makes things more difficult financially, a large proportion of the costs remain fixed. There are no plans to take anything out of the budget and with enrichment growing, alongside school improvement, the financial risks are based on the wider economic picture.</p> <p>Question – Are we signing off a three-year plan considering the agreed strategy may impact finances or a one-year budget within the overall three-year plan? <i>Response – Trustees need to approve the current year forecast together with the 3-year plan which includes the budget for the new academic year covering the period 2022/2023.</i></p> <p>Question - With regards to the payroll costs, who holds the risk ie. will the DfE provide the additional funds to meet pay awards? <i>Response - Historically the ESFA matched inflation regarding pay, however they have indicated that this is unlikely to happen this year.</i></p> <p>Trustees were advised that some schools/trusts hold a high level of reserves with the average for the sector being 12.9% at the end of 2020/2021. OAT held reserves of 6% ie. well below average. Furthermore, trusts will have varying degree of financial risks depending on timing of energy contracts, rate of pupil growth and associated lagged funding etc.</p> <p>Question - Why is OAT changing its reserves position from 3% to 3.5%? <i>Response – Increased financial risks make it appropriate to increase the level of reserves.</i></p> <p>Question - Why is the enrichment budget only £900k? This seems low against a £250m budget.</p>	

	<p>Risk Management Policy - There was a minor change within this policy which was highlighted on the front cover in relation to resolutions regarding risk(s).</p> <p>Attendance Policy - It was noted that this policy had undergone a complete overhaul and was ready for the deadline of September 2023, based on the DfE's guidance of working together to improve school attendance. If approved, OAT would implement this policy from September 2022.</p> <p>ECT – No change. Updated in line with the policy schedule rather than changes in legislation.</p> <p>To deal with all policies together, Trustees voted en bloc. DECISION: It was proposed and unanimously agreed that the recommended policies shown above, be approved and implemented with immediate effect.</p>	
<p>9.</p>	<p>For info:</p> <p>Committee minutes – The minutes below had been circulated for information and review and there were no questions from Trustees in relation to these documents, therefore they were accepted as records of each meeting.</p> <ul style="list-style-type: none"> ▪ Audit and Risk – 29th June 2022 ▪ Finance and Capital – 18th May 2022 ▪ Finance and Capital – 29th June 2022 ▪ People Committee - 27th April 2022 ▪ Extraordinary SIS Committee – 7th March 2022 ▪ SIS Committee – 30th June 2022 <p>Trustee Appointment - The Chair recommended that given the work and support of Alistair Thom as an expert in his field and as part of the Finance and Capital Committee, that he should be invited to join the Trust Board. The Chair made initial contact to ascertain Alistair's interest and he had agreed. DECISION: It was proposed and unanimously approved that Alistair Thom be appointed as a Trustee of OAT with effect from 14th July 2022. ACTION: <i>CoSec to notify Trustee, complete the legal requirements and update OAT records.</i></p> <p>Trustee resignations – Trustees noted that Andrew Jones' term of office ends in September 2022, and he will then step down as an OAT Trustee. Trustees were also advised that Ian Brookman had resigned with immediate effect, and this was accepted by the Trustees. ACTION: <i>CoSec to complete the legal requirements and update OAT records.</i></p> <p>Post Meeting Note: The CoSec advised the Chair and CEO that whilst Ian Brookman's resignation as a Trustee will be actioned, his role as a Member could not be actioned due to Article 18 of the governing documents. This article states that there can be no less than three Members. The CoSec will formally write to the resigning Trustee to explain this matter to avoid any confusion and ensure OAT remains compliant with its legal framework. ACTION: <i>CoSec</i></p>	<p>CoSec</p> <p>CoSec</p> <p>CoSec</p>
<p>10.</p>	<p>Any Other Business</p>	<p>CoSec</p>

	<p>GovernorHub – Trustees will have access to this online portal in the new academic year and will be able to access all regular reporting information ie Management Accounts, in line with legislation. Trustees also discussed the reserves matter and the remedies surrounding the comments from the finance report earlier in the meeting. <i>ACTION: Clerk to send GovernorHub links in September.</i></p> <p>Trustees thanked the executive team for their work during difficult times and wished them a restful summer.</p>	Clerk
11.	<p>Date of next meeting: Thursday 15th September 2022, 11.00 am Clerkenwell House, 67 Clerkenwell Rd, London EC1R 5BL</p> <p>The Chair thanked all present for their contributions and wished them well for the summer break. The meeting closed at 2.10 pm.</p>	