

Minutes of Board Meeting

Date:	Thursday 15th September 2022	Time:	11.00 am - 2.20 pm
Location:	Teams Meeting Platform	Clerk:	Sharon Warmington Head of Governance/CoSec

Trustees Present:		Attendees:	
Paul Hann	Chair	Jo Dawson	National Director of Finance/Strategy
Karen Bramwell	Trustee	Rob Pritchard	National Director of Education
Frances Hall	Trustee	Diana Murray	OAT Member
Nick Hudson	Trustee and CEO	Debbie Kinsella*	Lead Practitioner for Enrichment
Peter Murray	Trustee	Shakeel Al Said*	Student Voice Chair, East Region
Janet Renou	Trustee	Jack Driscoll*	StuVo National and South Chair
Maria Reraki	Trustee	Polly Hulme*	Student Voice Chair, Primaries
Bal Samra	Trustee	Shenade Sundry*	Student Voice Chair, West Region
Alistair Thom	Trustee		

**In attendance for specific items only*

No.	Item	Action
1.	<p>Welcome, introductions and apologies</p> <p>There were no apologies, and the Chair welcomed all present to the meeting, specifically Alistair Thom who was attending his first Trust Board meeting following his appointment in July 2022.</p> <p>Queen Elizabeth II – The Chair thanked the CEO for OAT’s response to the news of the Queen’s death, ensuring that protocols were followed across the trust and recognising the contributions made by the Monarch during her reign.</p> <p>Large MAT Chairs’ Meeting – CST led a meeting of Chairs recently and discussed the latest matters relating to trusts following the appointment of the new Prime Minister and senior government personnel. It was suggested that The White Paper/Bill may have been paused and there was speculation regarding the PM’s hustings’ pledges on education and whether these would become clear policy proposals in the near future. The Chairs’ group would continue to meet regularly to stay abreast of developments.</p> <p><i>NB: Bal Samra joined the meeting.</i></p> <p>Principal Review Group (PRG) – Minutes of the last two meetings were made available to trustees (see item 9 below) and the Chair stated that despite meeting early in the new academic year, the PRG raised concerns regarding budgets and the CEO would update trustees later in the meeting.</p> <p><i>NB: The Clerk left the meeting.</i></p> <p>CONFIDENTIAL ITEM - Trustee Recruitment – The Chair handed over to Frances Hall to update trustees on the recent recruitment process for a replacement chair and the potential to fill existing vacancies.</p>	

	<i>NB: The National Director of Finance and Strategy (NDoFS), the National Director of Education (NDoE) and the Clerk joined the meeting.</i>	
2.	<p>Declarations, Minutes and Actions</p> <p>(a) Declaration of interests and Trustees interests for the OAT website - Bal Samra has been invited to join the Expert Advisory Group for the Cultural Education Plan led by Baroness Bull. Karen Bramwell has been invited to join the Priority Investment Board for Greater Manchester. <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 14th July 2022 – There was a small typo in relation to Malcolm Trobe’s name which was adjusted accordingly. <i>DECISION: The minutes were accepted as an accurate record of the previous meeting</i></p> <p>(c) Matters arising – Trustees noted the closed items, and the Chair highlighted the remaining open actions from the spreadsheet supplied with comments and updates.</p> <p><i>The following actions will be closed:</i></p> <p>Action 7 and 14 – These are being completed as part of the transition to GovernorHub. Action 8 - Discussed as part of the earlier confidential item. Action 12 – The action plan from the CST review will continue to be updated and monitored at each meeting. Action 13 – Trustee resignations and appointments had been actioned across the legal frameworks ie Companies House, GIAS etc.</p> <p><i>The following actions remain open:</i></p> <p>Action 1 – The IPR report will be part of the response to the external governance review and Mazars review of performance management. Action 6 – The education restructure is to be monitored by the People Committee and will be reviewed in November. Actions 9 and 11 – Discussions regarding fundraising and strategy rollout will continue.</p>	Clerk
3.	<p>CEO Report</p> <p>The CEO’s report was taken as read and trustees’ attention was drawn to specific sections for further discussion.</p> <p>Reporting Timelines and Content - The table provided in section 1 outlined the agreed key areas that trustees wished to focus on during the academic year. The CEO had detailed which topic areas would be presented in future meetings and potential supplementary reports to relevant committees. Trustees noted that the cycle of reports would follow a similar pattern to the previous year and the associated commentary would focus on specific areas plus anything that required additional attention. Trustees requested that there be a core focus on KS1/KS2 to include attendance data and phonics and that the plan is supporting the delivery of the strategy. <i>ACTION: It was agreed that the KPIs for the ‘people’ areas would be picked up in the People Committee.</i></p> <p>Growth – The CEO proposed that a full updated report be presented to the December Board due to current movements within the sector following the appointment of the new Prime Minister and ongoing conversations with the DfE. The CEO also sought the Board’s approval regarding the priority one and priority</p>	CEO

	<p>two areas and specific approval to exclude academies or MATs located a considerable distance from the OAT geographical range. Trustees were generally in favour of priority one and two whilst caution should be exercised going forward.</p> <p>Question: Will there be a focus on primary feeders for OAT? Response: It's important that OAT is not restricted to only focus on primary feeders as they may not be interested in joining the OAT family of schools. Location is more important and having a community of primaries in a specific region would be more beneficial.</p> <p>Question: Would OAT consider MATs that were small and not necessarily financially viable? Response: These would be addressed on a case-by-case basis as smaller trusts will be encouraged to join larger ones. It is important that OAT should not feel pressured into taking on any school/academy/trust without full due diligence regarding viability.</p> <p>Question: Are we out of the loop in relation to what is happening in different regions? Response: There is a challenge that larger MATs may be overlooked where key players may not consider OAT. However, the Director General of Regions, John Edwards is aiming to improve interactions between his team and Regional Directors. OAT aims to be proactive at a local authority level and with individual Regional Directors. Trustees were advised that some local authorities appear to want MATs with a particular profile and reputation within their geographical area, and the CEO and NDoE are liaising with these local authorities on OAT's behalf.</p> <p>Question: Has OAT been invited to any events for MATs to present to maintained schools? Response: This does not happen in all areas however, where it does, OAT attend and speak directly to maintained primary schools as this is OAT's focus. Trustees agreed that this process was incredibly time consuming and therefore the CEO and executive colleagues were working on a more detailed regional approach to prioritise the direction of travel and reduce any potential time-wasting activities. Once explored and analysed, the information would be reported back to trustees at the next meeting.</p> <p>Question: Are we clear that OAT should not expand too fast? Response: The agreed growth strategy will be followed with further detail reported to the board in December.</p> <p>DECISION: Trustees unanimously agreed that schools/academies or MATs outside OAT's geographical area would not be considered as part of the growth plan.</p> <p><i>NB: Maria Rareki left the meeting.</i></p>	
4.	<p>Education Report</p> <p>Trustees were in receipt of a paper ahead of this meeting for information and review which included, an update on outcomes for SATs, GCSEs and A levels etc, an update on safe and thrive, attendance, suspensions/ exclusions across the trust and an update on the Brilliant Journey.</p>	

	<p>Outcomes – Trustees were reminded that the national testing in the summer term of 2022 were the first since 2019 as the 2020 process were centre assessed grades (CAGs), and in 2021 there were teacher assessed grades (TAGs). Outcomes would usually be compared against performance indicators; however, this could not happen this year for KS4/ Post-16 as students were given advance notice of the specific topics that they were going to face in the examinations. Post-16 students averaged a C+ and KS3 produced excellent results in terms of attainment and outcomes and the EBacc entry improved with more GCSE entries than vocational ones.</p> <p>It was noted that although progress has been made, there is still some way to go and as the national data has not yet been published, trustees were cautioned that the picture could change. Appendix 2 of the report highlighted specific challenges ie the increased intake of children with lower abilities and the increasing gap amongst disadvantaged/FSM children despite this narrowing in 2019. The NDoE reassured trustees in terms of the planned interventions in place and continued support to children across OAT which would regularly be reported to the board.</p> <p>Primary – The national picture is yet unknown and the Fisher Family Trust, which provide data and information to schools, has collected some information which will be provided in greater detail at the December meeting. KS1 figures were pleasantly surprising as phonics held up well in 2022 compared to 2019 and trustees were reminded that KS1 were the most affected by the pandemic. KS2 figures were below the expected combined figures but improved on the 2019 figures.</p> <p>Attendance, suspensions and exclusions – It was clear that attendance figures continued to be impacted by covid and exclusions, although high, had improved since 2019. Trustees were advised of the nuances to this data. Exclusions had reduced overall from .4 to .3 which equates to 3 students per 1,000. The national figure was reported to be .2 therefore it was understood that OAT had work to do in driving this down further.</p> <p><i>NB: This report and subsequent questions continued after the Student Voice item.</i></p>	
5.	<p>Student Voice</p> <p><i>NB: Students representing the OAT regions as named in the attendee list joined the meeting. Apologies were given from Ndeye Mbengue (North Regional Chair) and the Lead Practitioner presented on his behalf.</i></p> <p>The Lead Practitioner for Enrichment thanked the Board for inviting the Student Voice Committee to attend the meeting and handed over to the National Chair. The Chair introduced himself and each of the regional chairs as they presented to the board with highlighted key areas of focus for each region. The ready-made project ideas were outlined to trustees which included:</p> <ul style="list-style-type: none"> ▪ Equality is the New Policy ▪ Educate to Validate ▪ The Pride and Prejudice Project ▪ Social-being ▪ You've got a Friend in Me ▪ Youth Social Action ▪ Politics in Schools <p><i>NB: The presentation slides are available for trustees via GovernorHub.</i></p>	

	<p>The Chair of Trustees thanked the students for their excellent presentation and trustees were encouraged to see how enrichment, engagement and social action feeds into attendance. Students were praised and recognised as fantastic ambassadors for their academy, their respective region and OAT, and trustees were looking forward to more updates at the national conference in November.</p> <p>Trustees agreed that hearing directly from the students in this way reminded them collectively of the reasons why they volunteer as OAT trustees. The CEO asked the students to think about what more trustees or the executive team could do to support Student Voice.</p> <p>The students were praised for their focus on charity and politics in a wider context, especially in relation to citizenship and it was important that trustees, where possible, used their own networks to support students in this way. Trustees were encouraged by the fact that students support their peers in terms of attendance and were delighted to hear that the students had been invited to the Children’s Commissioner’s Office in London which would include visiting Parliament where they would meet Dame Rachel de Souza.</p> <p><i>NB: The students and the Lead Practitioner left the meeting.</i></p>	
4.	<p>Education report continued...</p> <p>Attendance continued - This is a big challenge area for OAT and there is a big push forward to make changes as it was acknowledged that there is some worrying data in this area. There are large groups of children where their attendance has been significantly affected over the last 12 months and whilst attendance is usually above 90%, some children are as low as 42%. Trustees were advised that when children have less than 70% attendance, their progress and exam grades drop significantly which impacts the next stage of their education. Trustees stated that this work ties into the overall growth strategy and the correlation between attendance habits in primary continuing into secondary and it is vital that children attend school.</p> <p>There were no questions as it was understood that most of the detail and challenge in this area takes place during the SIS Committee meetings.</p>	
6	<p>Break - Trustees had a 20 min comfort/lunch break.</p>	
7.	<p>Finance Update</p> <p>Trustees were provided with this report ahead of the meeting for information and review and were advised of the three main financial risks being; pay and energy and the wider one regarding inflation. Discussions will continue with the DfE regarding support to meet the increasing energy costs, however work will continue in relation to managing the risks irrespective of the outcome of those discussions.</p> <p>It was noted that positive conversations were taking place with the ESFA regarding what decisions may or may not happen over the next month and the potential level of support to fill the gap in terms of energy. It is hopeful that support will be provided, although this would not include pay or the higher amounts of energy costs therefore there is a need to continue to look at ways to manage these risks.</p> <p>The Chair reported that following discussions with other similar sized MATs, there was an understanding that MATs with larger reserves may need to utilise them to fill the gaps as the Treasury were aware of these large pots of money in the sector. Trustees were also advised by the CEO that some trusts are still within their original energy contracts with fixed prices until 2024 and unfortunately OAT’s energy contract ended in August 2022. The meeting with Warwick Sharp, ESFA</p>	

	<p>Director of Academies and Maintained Schools was reassuring in that the expectation is to have security beyond a 6-month period, with an announcement expected in Parliament next week.</p> <p>The NDoFS will complete a case study of OAT's position, providing details regarding cost of living and year-on-year pupil growth, especially where these places are unfunded, and the findings will be reported to trustees for discussion.</p> <p>Question: Is OAT set up well enough to manage its way through this period? How does the executive feel about engaging in the market? Is this working? Response: These matters are discussed in more detail at a committee level (Finance and Capital) where there is a regular review of providers and energy consultants. Each decision is discussed to ensure clear understanding of why it's necessary and is made based on robust information available including discussion with similar trusts.</p> <p>Question: Are we considering any of the businesses offering services and support which may include energy saving kits and real partnerships to save energy using technology? Response: OAT's Estates team are involved in this and use consultants in these areas however the challenges are that usage has naturally grown therefore the aim is to reduce out-of-hours energy usage down to at least 20%. In addition, purchasing decisions are being reviewed and making use of consultants in terms of advice and guidance is a key factor. However, price rises cannot be predicted and whilst advice is sought and often taken, the movement of costs is still happening which now sits at a 240% increase for OAT since March 2022.</p> <p>Question: Staff costs are a clear factor in the budget therefore is there a focus on pay, efficiency and productivity to demonstrate to the DfE that OAT is doing all it can? Response: There is a clear strategy which is working from several different angles with improved planned and top-down targets. At a micro level there is scrutiny across all resources, functions and clusters.</p>	
8.	<p>Assurance Update</p> <p>The NDoFS highlighted 4-key areas from the document supplied to trustees ahead of the meeting for information and discussion.</p> <ul style="list-style-type: none"> ▪ Performance Management – This organisational process looks at governance structures internally in terms of how OAT operates as an organisation and how practice follows the Decision-Making Framework. The focus is on performance management, monitoring and managing risk, including looking at information and data and how this comes together. Mazars have completed a full audit which has been uploaded to GovernorHub for trustees' comments and response. ▪ Strength of LGBs – It was recognised that local governors do an excellent job and that they are fundamental to OAT's governance structure. Work will commence to take a deeper dive into how well each academy's governance is working, and how they can be further supported. Academies will be RAG rated against specific criteria to allow the central governance team to support, recruit and retain governors accordingly. ▪ Trustees – Recent resignations have emphasised the need to recruit trustees to fill existing gaps in the skill base of the Board. Support is needed in the area of audit and risk alongside finance and achieving a good balance in all areas. ▪ Audit – OAT will undertake a tendering process for external and internal auditors in line with good governance practice which will also allow for specific 	

	<p>areas of risk management to be further improved. <i>NB: Auditors will be formally recommended for appointment at the AGM in March 2023.</i></p> <p>The Chair thanked the NDoFS for her report and trustees made comments and asked specific questions. It was agreed that the process of the audit review needs to change, and a suitable way found through it. Trustees also agreed that the LGBs are important to OAT as it allows for greater oversight, however, trustees also noted the importance of trust presence at a local level, and this was discussed later in the meeting. Trustees were reminded that an annual skills audit takes place, and the proposed RAG rating process would include the strength of the LGB Chair, attendance and the strength of local governance generally.</p> <p>It was noted that whilst some organisations manage their appointments through a dedicated Recruitment and Remuneration Committee, OAT trustees are managing this via the People Committee and as a trust board. Trustees suggested that whilst going through this process, any applications not suited to a trustee role should be considered for an LGB Chair's role to assist with local succession planning. It was also agreed that local LGB Chairs may be suited to a trustee role and the RAG rating exercise could highlight strong chairs and likely successors.</p> <p>Trustees were reassured that LGBs would be sensitively informed of the RAG rating process for transparency, which would include reviewing Academy Development Plans and working together with Education Directors and principals with chairs. Securing good people at a local level was recognised to be difficult in some areas and under the MAT structure, some may feel their 'powers' have been significantly reduced. It was important therefore that LGBs were reassured in terms of the link and communication to the trust, and this would be managed carefully in line with the reviewed Decision-Making Framework.</p> <p>Ultimately, it was agreed that the relationship with LGB governors is to be cultivated and managed carefully, with a good understanding that as volunteers they may require additional clarity regarding their role and responsibilities. It is also important that they understand how they are included in key decisions for the trust without taking up more of their time. The NDoFS concluded that as the Decision-Making Framework had been introduced in 2020, it was now a good time to review it considering the CST review and this would be reported back to the board for approval in the Spring term.</p>	
<p>12.</p>	<p>Committee Membership and Link Trustees <i>NB: This item was moved up the agenda to allow Bal Samra to be part of the discussion prior to his departure from the meeting and minuted as shown below.</i></p> <p>Trustees discussed the board vacancies and the impact at committee level with an agreement going forward as follows:</p> <ul style="list-style-type: none"> ▪ Audit and Risk Committee – In line with governance protocols for a sizeable MAT (over £50m), the CEO could not sit on this committee. Ideally a minimum of 4 trustees were required plus a Committee Chair and it was noted that a finance specialism is not the only requisite for this committee as internal audits require a wider viewpoint ie educational expertise. <i>DECISION: It was unanimously agreed that Alistair Thom be appointed as Interim Committee Chair and Frances Hall, Peter Murray and Paul Hann be appointed as committee members.</i> ▪ Finance and Capital Committee – These meetings are separate to the Audit and Risk and the CEO as a trustee can sit on this committee. <i>DECISION: It was unanimously agreed that Alistair Thom be appointed as Committee Chair and Frances Hall and Nick Hudson be appointed as committee members with the aim of filling the additional vacancies when new trustees are appointed to the board.</i> 	

	<p><i>NB: Bal Samra left the meeting.</i></p> <ul style="list-style-type: none"> ▪ People Committee – There were no changes to this committee and therefore Frances Hall will continue as Committee Chair with Janet Renou, Bal Samra and Nick Hudson as committee members. ▪ SIS Committee – There were no changes to this committee and therefore Janet Renou will continue as Committee Chair with Karen Bramwell, Paul Hann, Peter Murray, Maria Reraki and Nick Hudson as committee members. <i>DECISION: It was unanimously agreed that Janet Renou would become the trustee Safeguarding Link given her role as Chair of this committee.</i> <p>In relation to cluster links, trustees were keen to ensure local academies did not feel under pressure and take on additional work ahead of and during trustee visits to their academy. It was important to get the balance right with one or two visits per year within each region, with focused visits like those undertaken by local governors.</p> <p>Question: Are principals on board with this? Response: Local governors including principals, would welcome improved communications with the trust and they have been notified of this via governor briefings.</p>	
9.	<p>Governance Update and Summarised Action Plan (<i>Detailed document available in GovernorHub</i>)</p> <p><i>NB: This item was discussed as part of item 8 and minuted above accordingly.</i></p>	
10.	<p>Governance Framework – Approvals</p> <p>The NDoFS explained that as part of the annual review process, governance documents were being updated and where necessary, those requiring a complete overhaul were being done and would be submitted for approval by trustees in December or in the Spring term. The following documents were circulated to trustees ahead of the meeting for review.</p> <p><i>DECISION: There were no questions and the documents listed below were unanimously approved.</i></p> <ul style="list-style-type: none"> ▪ Scheme of Delegation ▪ LGB Terms of Reference ▪ SIS Terms of Reference 	
11.	<p>Policy and Compliance - Suspension and Exclusion Policy</p> <p>The Clerk explained that guidance regarding suspensions and exclusions had been delayed from the DfE and in agreement with the NDoE and the National Director of Inclusion, the OAT policy would be re-written to streamline the information for stakeholders. The aim was to get the policy approved by trustees virtually to avoid undue delay and then disseminate it to academies by the end of September. Academies had been advised that they should follow the guidance from 1 September and the central governance team were supporting any academy that required specific assistance in the interim. <i>ACTION: Clerk</i></p>	Clerk
12.	<p>Committee Membership and Link Trustees</p> <p><i>NB: This item was discussed immediately following item 8 and is minuted above.</i></p>	

13.	<p>For info: The minutes of the meetings shown below were supplied as part of the meeting pack for trustee information. There were no questions.</p> <ul style="list-style-type: none"> ▪ SIS Committee – 25th August 2022 ▪ Principal Review Group Minutes – 7th July 2022 ▪ Principal Review Group Minutes – 6th Sept 2022 	
14.	<p>Any Other Business</p> <p>Education Endowment Fund – The CEO confirmed that an update had been circulated via the weekly newsletter regarding this fund for Alternative Provision.</p> <p>No other business was discussed.</p>	
15.	<p>Date of next meeting: Thursday 8th December 2022, 11.00 am Clerkenwell House, 67 Clerkenwell Rd, London EC1R 5BL</p> <p>Dates of future meetings:</p> <ul style="list-style-type: none"> ▪ 2nd February 2023 (Training and Development) ▪ 9th March 2023 ▪ 25th May 2023 (Training and Development) ▪ 13th July 2023 <p>The Chair thanked all present for their contributions and the meeting closed at 2.20 pm.</p>	