

Minutes of Board Meeting

Date:	Thursday 8th December 2022	Time:	11.00 am - 2.20 pm
Location:	The Cubitt Suite, Hilton London Euston, 17-18 Upper Woburn Place, London, WC1H 0HT and the Teams Meeting Platform	Clerk:	Sharon Warmington Head of Governance/CoSec

Trustees Present:		Apologies:	
Paul Hann	Chair	Bal Samra	Trustee
Karen Bramwell	Trustee <i>(via Teams – intermittent connection)</i>		
Frances Hall	Trustee	Attendees:	
Nick Hudson	Trustee and CEO	Jo Dawson	National Director of Finance and Strategy
Peter Murray	Trustee	Justine Kenny* <i>(via Teams)</i>	National Director of People and Culture
Janet Renou	Trustee	Paul Oxtoby* <i>(via Teams)</i>	External Auditors, RSM
Stuart Ross	Trustee	Rob Pritchard* <i>(via Teams)</i>	National Director of Education
Alistair Thom	Trustee		
Julius Weinberg	Trustee		

**In attendance for specific items only*

No.	Item	Action
1.	<p>Welcome, introductions and apologies - Apologies were noted from Bal Samra who had shared comments/questions with trustees in advance to raise during the meeting. The Chair welcomed all present, specifically Stuart Ross and Julius Weinberg who were attending their first Board meeting.</p> <p>National Government – The Chair and CEO met with Baroness Barran (Academies Minister) and other MAT chairs who expressed her keenness to ‘listen’ to MATs and, have a focus on CEO development amongst other matters.</p> <p><i>NB: Paul Oxtoby joined the meeting</i></p> <p>National Conference – Trustees agreed that the conference went very well and provided a summary of feedback, including suggestions for next year. These included a seating plan allowing for a mix of staff from different regions on each table, breakout sessions to be led by Student Voice representatives, fewer plenary sessions and more opportunities to network. It was also emphasised that principals should be consulted regarding themes/topics so that they reflect the needs of the trust at local levels and to obtain ‘buy-in’.</p> <p>Principal Review Group - The chair provided feedback following the meeting held on 29.11.22 and trustees’ attention was drawn to the minutes under Item 10.5.</p>	
2.	<p>Declarations, Minutes and Actions</p> <p>(a) Declaration of interests and Trustees interests for the OAT website – There were no declarations made in relation to items on this agenda.</p> <p>(b) To confirm the minutes of the Board meeting held on 15th September 2022 – There was a small correction made on the bottom of page 1 (‘to</p>	

	<p>potential' changed to 'the potential'. DECISION: <i>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 were noted as closed:</i></p> <ul style="list-style-type: none"> ▪ Action Point 6 – Impact of the Education restructure to be monitored via the People Committee ▪ Action Point 6 – Trustee (Bal Samra) to support in relevant areas of the strategy rollout. <p><i>The following actions were discussed/updated:</i></p> <ul style="list-style-type: none"> ▪ Action Point 1 – Review of data and format of IPR report in conversation with sub-committees - This work has started with the appointment of the Director of Strategy and a full report will be provided at the March meeting. ACTION: <i>National Director of Finance and Strategy (NDoFS)</i> ▪ Action Point 11 – Fundraising routes to be discussed/identified - A Trustee expressed that there should be a 5-year plan to identify finance gaps allowing for focused fundraising. The Trust should create 'pitch packs' with clear and specific fundraising objectives rather than a general fundraising call out ie funding to support mental health counsellors, literacy initiatives etc. It was agreed that an action plan would be created linked to other strategies and supported through the F&C Committee. It was agreed that this work requires investment of time and resources with a long-term view and should include alumni organisations, in-kind partnerships and the networks of Trustees. Peter Murray volunteered to be involved and there would be a full report at the March meeting. ACTION: <i>NDoFS</i> ▪ Action Point 12 – CST actions from external review – Work has commenced alongside other governance and assurance work with a productive and positive meeting with LGB Chairs and an updated report will be made at the March meeting. ACTION: <i>NDoFS/HoG</i> 	<p>NDoFS</p> <p>NDoFS</p> <p>NDoFS/ HoG</p>
<p>3.</p>	<p>External Audit, Annual Report and Financial Statements and Going Concern - The A&R Committee Chair, with the External Auditor, presented this item with open discussion and questions by Trustees prior to seek approval for the annual report and accounts shared prior to this meeting.</p> <p>3.1 External Audit Findings Report – Work commenced over the summer to reduce the pressure on the autumn term. The new payroll system had been introduced and the first run in November, went well. Samples were identified during the audit which was much smoother than in previous years and any errors were reported to the A&R Committee for discussion/clarity. Recommendations were categorised as low, medium or high risk and Trustees were pleased to note that there were no medium or high-risk areas of concern. Relevant and outstanding items are rolled forward year on year to ensure continued monitoring and review. which also evidenced improvements being made. Trustees noted this report.</p> <p>3.2 Annual Report and Financial Statements – Trustees noted these documents had been explored in great detail at committee level and there was a steady sense of improvements being made. The Trust is recognised to be challenging itself and demonstrating continuous improvements to</p>	

	<p>evidence that past control recommendations had been achieved. It was agreed to be a positive report with low material concerns.</p> <p>Question: Where could the report be used? Response: A summary document will be shared with staff and the wider stakeholder group plus the fundraising activities discussed previously.</p> <p>Question: When will the Board look at the 3-5 year targets? Response: All areas of focus are discussed by the executive team and presented at committee level initially, before coming back to Trustees for approval. In relation to energy issues, there may be a need for an additional meeting of the Board in January or February, once there is a fuller picture from the Government.</p> <p>There was an overlap of work this year in relation to the internal audit which focused on payroll and HR and where there were concerns, OAT was able to gain more contextual understanding through the relationships with other MATs of a similar size. The Finance team have worked hard and are in a strong place with greater standardisation for efficiency and effectiveness with evidenced improvements year on year.</p> <p>Trustees were advised of the need to ensure the overall strategic plan and fundraising discussions focused on the ultimate vision of what OAT will look like in 2030 and how it would achieve this both operationally and financially. Trustees agreed it was a good report and thanked all involved for their hard work in putting it together ahead of the required deadline. DECISION: It was unanimously agreed that the Annual Report and Financial Statements for the year ending 31st August 2022 be approved and signed by the Chair and CEO as the Accounting Officer. ACTION: Chair/CEO</p> <p>3.3 Going Concern – Trustees were advised that the accounts show a false position in relation to the pension scheme, increased reserves and an increased capital grant. The External Auditor reassured Trustees that there are no concerns that require attention over the next 12 months, however within the sector, there are concerns in relation to current levels of funding, energy, payroll, and capital. It was agreed that without a change of policy nationally, the situation will become increasingly harder to manage and focused fundraising is positive. Trustees noted these comments.</p> <p>3.4 Letters of Representation – These letters were shared in advance for review. The Committee Chair and NDoFS will discuss/agree specific matters in relation to the letters following the meeting. DECISION: It was unanimously agreed that the Letters of Representation could be signed by the Chair and CEO as the Accounting Officer. ACTION: NDoFS/Chair/CEO</p>	<p>Chair/ CEO/</p> <p>NDoFS/ Chair/ CEO</p>
4.	<p>Internal Audit Review - This report had been circulated to Trustees ahead of the meeting and it was viewed as a positive report. DECISION: Trustees unanimously agreed the actions within the report for implementation/follow up. ACTION: NDoFS</p> <p><i>NB: The Chair thanked Paul Oxtoby for his reports and the work undertaken and he then left the meeting</i></p>	<p>NDoFS</p>
5.	<p>CEO Report - Trustees were in receipt of the CEO's written report prior to this meeting which was taken as read. Questions and discussions are noted below.</p> <p>Question: What is the process being followed for Tenbury High in relation to the indicative Ofsted grade? Response: A follow up letter has been sent and the Trust awaits the final report.</p>	

	<p>Subject Access Request (SAR) – Trustees noted an increase in SARs and that some individuals repeatedly made requests which could be extremely time consuming for staff to process and respond. In line with this, the policy on email retention would be reviewed and communicated to all staff in the New year.</p> <p>Question: Is there a plan for another 360 Staff Survey? Response: The survey regarding staff welfare was completed in 2021. This year we will undertake a series of shorter surveys, the focus for these have as yet not been agreed.</p> <p>Question: Is there a safeguarding audit or are academies self-certified? Response: Academies do a self-evaluation and the central team visit each academy to validate the report. This review ensures children are kept safe and forms part of the internal audit review involving Education Directors who reinforce and monitor key areas. An external provider is being sought to carryout an audit and this will be discussed at the SIS Committee.</p> <p>Question: Please clarify the ecosystem reporting process? Response: There is a regular CPOMS report to the Safeguarding Link Trustee and includes the results each academy.</p> <p>Question: Within the report what does the non-compliance consist of? Response: These can be in relation to record-keeping and are highlighted so they can be tightened up.</p>	
6.	<p>Growth Report</p> <p><i>NB: A separate confidential minute was made regarding the way forward for continued conversations with prospective schools.</i></p>	
7.	<p>Break - Trustees had a 40 min comfort/lunch break.</p> <p><i>NB: It was agreed to reorder agenda items 8 and 9 as the National Director of People and Culture (NDoPC) joined the meeting via Teams.</i></p>	
9.	<p>People Strategy – The People Strategy board paper and the People Strategy document had been shared with Trustees ahead of the meeting for information with the intention of discussion and approval at this meeting. The NDoPC explained that the document had undergone several rounds of internal consultation and had included external influences throughout the process. Consultation included groups of head office staff alongside staff from 10-12 local academies and focused on working in OAT into the future. The ‘achieve more together’ ethos is embedded within the document and across the whole strategy to ensure the needs of staff and children are being met. The 8 sections are inextricably linked to each other and there will be detailed delivery plans underneath each section to focus on how each strand can/will be delivered in practice.</p> <p>Oversight and monitoring will be undertaken by a lead person for each strand with reporting made to the executive team and the board (via the People Committee) periodically as required to evidence progress. The NDoPC explained that the success measures were intentionally vague at this point and will be further explored once the detailed delivery plan was complete. Data is currently patchy in areas and there is a commitment to provide solid data for the March Board meeting. The delay in completing the delivery plan is due to feedback from the National Student Voice Council being slightly delayed due to the logistics of their meeting schedule and Trustees agreed that it was important that their voices are heard. Trustees also agreed that it was a strong strategy that could be cascaded throughout the Trust and could be used as a blueprint for other departments ie Finance, IT etc.</p>	

	<p>Question: What can be done regarding behaviours that don't model the cultures needed within OAT? Response: The focus is on a culture change for OAT ensuring that all staff are moving in the same direction and the executive team must be willing to challenge those who are not aligned. Support will be provided where needed. It is important that staff recognise that this is not a HR strategy, it is an OAT-wide strategy.</p> <p>Question: What are the 3 top priorities? Response: The focus will be on (1) recruitment and attracting people through a strategic approach, (2) wellbeing especially related to post-pandemic changes and (3) growth and development through CPD activities which focuses on the declining numbers of teachers in the profession and changes in the employment market.</p> <p>Question: What are the next steps? Response: Once approved, the strategy will be launched across the organisation week beginning 12.12.22 via different channels to communicate the message. The People Strategy Programme Board will be created, and the delivery plan finalised to show specific names and timescales.</p> <p>Question: Do you feel more clarity is needed in relation to the term 'culture'? Response: There will be focused communication and website-based information to explain the term which dovetails into the term OneOAT. There will be lots of information for staff to fully understand the role we all play and what they need to do differently to make a difference.</p> <p>Trustees thanked the NDoPC for the hard work involved in producing the People Strategy and presenting it to the Board. DECISION: Trustees unanimously approved the People Strategy for immediate implementation. ACTION: NDoPC</p> <p><i>NB: The Chair thanked the National Director of People and Culture for her report, and she left the meeting.</i></p>	NDoPC
8.	<p>Policy and Compliance</p> <p>8.1 Suspensions and Exclusions Policy – It was noted that this policy had been approved via a virtual majority vote in October 2022 to avoid undue delay in dissemination to local academies. Since approval, a minor change had been made to the wording 'Behaviour for Learning Policy' had now been changed to 'Behaviour Policy' throughout. Trustees agreed with the suggestion that in future updates, the need for children to get back into education without delay is the primary focus and should be explicitly shown in the aims. DECISION: Trustees approved this change.</p> <p>8.2 2024/2025 Admissions Policy - The 2024/2025 Admissions Policy was drafted in March 2022 and shared with local academies for discussion at autumn term LGBs. Academies were advised to notify the Trust of any proposed changes and open the consultation process from 1st October to 14th November. Most academies (40) had no changes to make and were therefore not required to go out to consultation.</p> <p>(a) Proposed changes – There were three academies proposing changes which were shared with Trustees ahead of this meeting.</p> <ul style="list-style-type: none"> ▪ Ormiston Bushfield Academy – Update subscription criteria in Section 3.4 to include children of academy staff. ▪ Maritime Ormiston Academy – Reduction of PAN by 30. ▪ Ormiston Venture Academy – Update subscription criteria in Section 3.4 to remain in line with Norfolk admission criteria and children of academy staff. 	

	<p>Question: Should the Trustee agree to change the trust-wide policy to include the children of staff within each academy? Response: This is not required in all areas and is often used for recruitment/retention of staff.</p> <p>Trustees were advised that in line with the 7-year governance cycle, all academies must go out for full consultation in October 2023 for the 2025/2026 Admission Policy. DECISION: Trustees unanimously approved the proposed changes.</p> <p>(b) Trust-wide policy – The 2024/2025 Admissions Policy shared with trustees ahead of the meeting for information and review. DECISION: Trustees unanimously approved the policy.</p> <p>8.3 Health and Safety Statement of Intent – This standard document was reviewed by Trustees ahead of the meeting as part of the Trust’s policy schedule with no significant changes. DECISION: Trustees unanimously approved the Statement.</p> <p>8.4 Behaviour Policy – In line with the DfE’s Behaviour in Schools Guidance issued in September 2022, the National Director of Inclusion (NDoI) undertook a complete rewrite of OAT’s behaviour for learning policy. Consultation included all key departments and staff, Principals’ Forum, co-production of the policy with the Principals Working Party and the Student Inclusion Advisory Board (SIAB) which is a subcommittee of the National Student Voice. Trustees were advised that this Behaviour Policy is fully in line with both statutory and non-statutory elements of the DfE guidance and it has the thread of inclusion and safeguarding running throughout. There are also new appendices including a Reintegration Strategy to support children following all levels of sanction.</p> <p>Question: The policy is very long, is there a way of streamlining it by taking some sections out so that they are guidance (shoulds) rather than policy (musts)? Response: For many policies this can be done as they come up for review however, this policy needs to be robust and splitting it may not work as this policy moves behaviour management forward. DECISION: Trustees unanimously approved the policy.</p> <p><i>NB: The National Director of Education (NDoE) joined the meeting via Teams</i></p>	
10.	<p>Committee Reports and Minutes - Trustees were able to review committee minutes prior the meeting and Committee Chairs highlighted key points, where relevant, during the meeting.</p> <p>10.1 SIS Committee</p> <p>(a) SIS Committee Minutes – There were no questions or comments and the minutes of the meeting held on 10.11.22 were noted.</p> <p>(b) Future of The OAKS - Trustees reviewed documents provided ahead of the meeting and the NDoE explained that a meeting with delivery partners to finalise the financials would not take place until week beginning 12.12.22. Trustees noted that the Director of Curriculum, Teacher and Personal Development (DCTPD) had resigned, and an extraordinary board meeting may be required once financials are known, for a decision to be made regarding the way forward.</p> <p>Question: With the DCTPD leaving, does this put the project on hold and is there a Plan B?</p>	

	<p>Response: The NDoE will drive this forward, and the financials relate to the 2024 programme as the 2023 one has already been put in place.</p> <p>Question: The path followed was driven by the DCTPD but following this resignation, can the investigation be widened beyond HISP and IFT?</p> <p>Response: Yes, there is an opportunity to go beyond the existing remit and explore alternatives, with pros/cons, for the Board's consideration which could include a national rather than regional provider.</p> <p>DECISION: It was agreed by the Board that the NDoE explore various options regarding ITT providers and report back to the SIS Committee for review prior to any recommendations to the Board. ACTION: NDoE</p> <p><i>NB: The National Director of Education left the meeting.</i></p> <p>10.2 A&R Committee – There were no further questions or comments and the minutes of the meetings held on 28.09.22 and 22.11.22 were noted.</p> <p>10.3 F&C Committee – There were no further questions or comments and the minutes of the meetings held on 28.09.22 and 22.11.22 were noted.</p> <p>10.4 People Committee – The minutes of the meeting held on 01.11.22 were noted and the Committee Chair referred to the new HR system which had been managed as a truly cross-functional piece of work within the central office and is a tribute to the HR and Finance teams involved.</p> <p>10.5 Principals Review Group – There were no further questions or comments and the minutes of the meeting held on 29.11.22 were noted. The Chair stated that future agendas should focus on (a) what's going well and (b) what needs to be done further.</p>	<p>NDoE</p>
<p>11.</p>	<p>Governance Matters</p> <p>11.1 Appointments – Trustees were in receipt of the profiles of two potential trustees and two potential advisers which were discussed as follows:</p> <p>(a) Julius Weinberg – Following a recruitment process via Nurole recruitment agency, Julius was nominated to join the board.</p> <p>(b) Stuart Ross – Following a recruitment process via Nurole recruitment agency, Stuart was nominated to join the board.</p> <p>DECISION: It was unanimously agreed that Julius Weinberg and Stuart Ross be appointed as Trustees with immediate effect.</p> <p>Trustees agreed that advisers appointed to committee roles served as a way of succession planning for the Board and therefore this route should be used where possible/practicable.</p> <p>(c) Christopher Wada – Known and recommended by Alistair Thom, Christopher has a finance background and would be a great addition to the F&C and A&R Committee. DECISION: It was unanimously agreed that Christopher Wada be appointed as an adviser for F&C and A&R committees with immediate effect.</p> <p>(d) Peter Komolafe – The NDoFS and Company Secretary met with Peter to discuss his capacity to join OAT as an adviser given his current commitments. Peter has a finance background; however, he</p>	

	<p>has expressed an interest in the education of OAT children. <i>DECISION: It was unanimously agreed that Peter Komolafe be appointed as an adviser for SIS committee if meetings with nominated Trustees go well. The Company Secretary will arrange a meeting to include the new Chair of Trustees and the SIS Committee Chair to progress this application further. ACTION: Company Secretary</i></p> <p>11.2 Resignations - As the existing Chair of Trustees had reached the maximum term of office, his formal resignation as a Trustee had been received by the Company Secretary with effect from 28th February 2023. The Chair would formally stand down as Chair on 31st December 2022 allowing for a period of transition. Trustees also noted the formal resignation of Maria Reraki due to work pressures, with effect from 30th November 2022.</p> <p>The Board had a wider conversation regarding appointments and agreed that undertaking a skills audit/matrix would be required to support the filling of vacancies. There are currently nine Trustees and the recommendation from the CST External Review is 12 which will need to include a SEND specialist and more educationalists. It was agreed that any potential Trustees should be discussed with the new Chair of Trustees in the first instance. <i>ACTION: Trustees</i></p> <p>11.3 Elections – It was proposed by Frances Hall and seconded by Peter Murray that Julius Weinberg be elected as Chair of Trustees from 1st January 2023. <i>DECISION: This nomination was unanimously agreed.</i></p> <p>It was proposed by Peter Murray and seconded by Janet Renou that Frances Hall be elected as Vice Chair of Trustees. <i>DECISION: This nomination was unanimously agreed.</i></p> <p>11.4 Termination of LGB Community Governor: The Head of Governance anonymously explained the need to terminate a local governor under Clause 4.3 of the LGB Terms of Reference due to an external safeguarding matter. <i>DECISION: Trustees unanimously approved the removal of the governor and agreed for the Head of Governance take the necessary actions. ACTION: Head of Governance</i></p> <p>11.5 GovernorHub Compliance – Trustees were requested to update their compliance information on GovernorHub without delay and it was agreed that the Head of Governance would provide specific guidance.</p> <p>11.6 Proposed Special Resolution - Trustees were advised of the need for varying Article 101 of the Articles of Association of the Company in part in order to increase the flexibility around the arrangements of reviewing a decision of a principal to exclude a pupil, and the Trustees resolved to recommend to the Members of the Company to pass a Special Resolution to adopt a revised Article 101.</p> <p>The new wording of Article 101 (with the removed text) is as follows: <i>101. Subject to these Articles, the constitution, membership and proceedings of any committee shall be determined by the Trustees. The establishment, terms of reference, constitution and membership of any committee of the Trustees shall be reviewed at least once in every twelve months. The membership of any committee of the Trustees may include persons who are not Trustees.</i></p> <p><i>DECISION: Trustees unanimously agreed to recommend that OAT Members approve the Special Resolution as discussed. The Company Secretary would arrange a General Meeting of the Members to approve this recommendation. ACTION: Company Secretary</i></p>	<p>CoSec</p> <p>Trustees</p> <p>HoG</p>
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12.	<p>Committee Composition and Link Trustees</p> <p>Trustees reviewed and discussed the current and proposed committee composition, including the appointment of a new A&R Committee Chair. It was noted that an ideal position would be to have 4-5 Trustees on each committee.</p> <p>A&R and F&C Committee – Alistair Thom was thanked for his work as interim Committee Chair for A&R at this busy time, and it was noted that a non-finance Trustee or adviser would also be beneficial to this committee. There is recognised challenge between the A&R and F&C Committees as both internal and external auditors attend these meetings as required. <i>DECISION: It was unanimously agreed that Stuart Ross be appointed as A&R Committee Chair with immediate effect. It was also agreed that Alistair Thom remains on this committee and is joined by Christopher Wada.</i></p> <p>People Committee – Frances Hall chairs this committee, and it was agreed that Stuart Ross should join it with immediate effect. It was also noted that missing specialisms included HR and Law.</p> <p>Link Roles – The current links to OAT regions were noted and it was agreed that this would be revisited when the Board was at its agreed complement of 12 Trustees. However, Trustees were encouraged to visit local academies within their own areas or those within their geographical location. Arrangements can be made through the Head of Governance. <i>ACTION: Trustees</i></p>	Trustees
13.	<p>Any Other Business</p> <ul style="list-style-type: none"> ▪ Energy – It was suggested by a Trustee that the Finance department undertake an independent piece of work regarding energy efficiencies. It was noted that some work had already been done and there is a good plan in place with an understanding of which academies are more energy than others with an overall plan to become carbon neutral. ▪ Governance – Having an Appointments Committee was suggested to support the recruitment of Trustees going forward and it was agreed that the work required was already covered within the People Committee. 	
14.	<p>Dates of future meetings and close</p> <ul style="list-style-type: none"> ▪ 9 March 2023 and 13 July 2023 (In-person Board meetings in London) ▪ 2 February 2023 and 25 May 2023 (Training and Development) <p>The Chair and Trustees expressed mutual thanks recognising this as the last meeting to be chaired by Paul Hann. The meeting closed at 2.20 pm.</p>	
15.	<p>Confidential Item</p> <p>All non-trustees left the meeting ahead of the confidential discussion by Trustees present.</p>	