

Minutes of Extraordinary Board Meeting

Date:	Thursday 2 nd February 2023	Time:	9.00 am - 10.30 am
Location:	Teams Meeting Platform	Clerk:	Sharon Warmington Head of Governance/CoSec

Trustees Present:		Apologies:	
Julius Weinberg	Chair	Frances Hall	Trustee
Karen Bramwell	Trustee		
Paul Hann	Trustee	Attendees:	
Nick Hudson	Trustee and CEO	Jo Dawson*	National Director of Finance and Strategy
Peter Murray	Trustee	Rob Pritchard*	National Director of Education
Janet Renou	Trustee		
Stuart Ross	Trustee		
Bal Sharma	Trustee		
Alistair Thom	Trustee		

**In attendance for specific items only*

NB: For ease of understanding, these minutes have incorporated the agenda and minutes taken at the Board's Training and Development session held on the same day resulting in an adjustment to the agenda of the second meeting.

No.	Item	Action
1.	<p>Welcome and apologies</p> <p>The Chair welcomed all present to the meeting and apologies were received from Frances Hall (overseas). It was acknowledged that this was Paul Hann's last formal meeting as a Trustee and the Board gave their collective thanks for his commitment to OAT as previous Chair of Trustees.</p> <p><i>NB: Stuart Ross and Janet Renou joined the meeting.</i></p>	
2.	<p>Declarations of Interest</p> <p>There were no declarations made in relation to items on this agenda.</p>	
3.	<p>Academy Merger/Closure – Courtyard and Bridge (London Academies)</p> <p>The National Director of Education (NDoE) presented the papers previously circulated to Trustees for information and review ahead of this meeting. It was outlined that a decision was required from Trustees for the proposed extension of provision at Ormiston Bridge Academy (Bridge) and the closure of Ormiston Courtyard Academy (Courtyard) as of 1st September 2023.</p> <p>Trustees were reminded that there are currently four academies in London which all deliver alternative provision support across primary and secondary education. Ormiston Beachcroft Academy (Beachcroft) have 73 places for children aged 3-14 years and Ormiston Latimer Academy and Bridge have 50 places each. Courtyard has 14 places for primary provision and moving these places and staff to Bridge would provide a similar provision to that of Beachcroft.</p> <p>Bridge and Courtyard are closely located, and Trustees were reminded that during the re-brokering process (2021) the plan was that Courtyard would be merged with Bridge due to the PAN numbers and the new build planned for Bridge. This merger</p>	

	<p>would therefore improve the quality of provision and economies of scale in terms of finance as it was not viable for the long term.</p> <p>It was noted that the DfE had agreed to cover the costs of closure ie supplier contracts, dilapidation etc, and as Courtyard currently had an Interim Principal in place, the transition should be a smooth one. Trustees were also advised of the key educational benefits and wider stakeholder support with all children based on one site.</p> <p>Places at Courtyard are commissioned by Hammersmith and Fulham local authority and meetings with key personnel from the Council show real support in this proposed move.</p> <p>Question: Do we have an effective communication plan in place? Response: The consultation process has been outlined in the documents provided to the Board and those stakeholder discussions that had already taken place, were positive about the plan.</p> <p>Question: What happens to the property at Courtyard? Response: There is a lease agreement in place and the local authority are happy for OAT to relinquish the agreement without penalty.</p> <p>Question: Will an impact analysis be completed in relation to the families of the children at Courtyard? Response: There will be support in place for the individual families and whilst there are 14 places at the academy, the children in Year 6 will not be impacted by the move. OAT will be able to properly demonstrate the support given, which includes regular communication with the local authority and the additional agencies involved with the children who attend Courtyard from various postcode areas.</p> <p>It was emphasised that this proposed move was primarily to improve the quality of education and support for the children involved and to take advantage of the new facilities on site at Bridge from September 2023. Trustees requested that the narrative within the stakeholder letter be revised to ensure clear understanding /readability of the proposal and to remove any potential language barriers. <i>ACTION: National Director of Education</i></p> <p>DECISION: Trustees unanimously approved the opening of the consultation process in relation to the proposal made to move the primary provision, from Ormiston Courtyard Academy to Ormiston Bridge Academy from 1st September 2023 and to close the current Courtyard site.</p>	<p>NDoE</p>
<p>4.</p>	<p>Budget Update</p> <p>The National Director of Finance and Strategy (NDoFS) provided a verbal update on the current position, confirming that £3.5m of additional funding had been allocated to the Trust from the DfE. Local academies had been asked to provide an updated forecast which resulted in an anticipated year end deficit of up to £7m and a reserves position of £13m (5.3% of income). For next year, the Trust could be in a deficit position again to cover Head Office costs, whilst almost all academies would be expected to break even. Where this was not anticipated, academies were having critical finance meetings and Trustees were advised that this would be the worst-case scenario given the remedies being put in place to reduce costs ie deferrable estate and IT spend.</p> <p>The NDoFS stated that reserves would be a minimum of 4% and with staff costs around 75% of income, the 5% costs at Head Office would give a combined cost of 80% across the Trust which includes holding the partnership fee at 5.6%. Communication will take place top down across each individual academy by early March 2023, allowing for a fuller report to the Board at its next meeting</p>	

	<p>Long term targets and strategies are being explored to include baseline figures of where the Trust is in relation to operational efficiency and actions required to drive optimal impact. Details will be discussed at committee level prior to reports being made to the Board for information or approval.</p> <p>Question: What opportunities are there to invest in enrichment across the Trust?</p> <p>Response: Enrichment is important, and this will dovetail into the fundraising discussions taking place over the next week where a proposed long list of items can be streamlined and categorised. It is important to recognise that the Trust is currently funding intervention work ie counsellors and attendance officers and whilst the reserve position is positive, there is still a challenge to ensure this level of support can continue.</p> <p>Trustees were reminded of the current strike action across the sector and although 5% for staff pay had been built into the figures for 2023/2024, the exact impact could not yet be known or budgeted.</p>	
5.	<p>Governance Matters</p> <p>5.1 Appointment of Adviser – Nicola Walters recently met with the Chair of Trustees and the Chair of the SIS Committee to discuss joining the Trust as a Committee Adviser. Both chairs reported that Ms Walters is a very experienced educationalist with specific alternative provision and SEND knowledge with potential to become a Trustee in the future. DECISION: Trustees unanimously approved this appointment.</p> <p><i>Post Meeting Note: It has been agreed that this appointment would be deferred for review in the new academic year due to work commitments of Ms Walters.</i></p> <p>The Chair also notified the Board that the meeting with Peter Komolafe, who had been approved in principle in December, had taken place and would be an excellent addition to the SIS Committee given his experience of finance but also his knowledge of social media and the wider digital space.</p> <p>ACTION: Clerk to arrange the necessary induction and onboarding of the Committee Advisers.</p> <p>5.2 Launch of Skills Audit – As previously agreed and in line with the Board’s succession planning, the skills audit will be launched this week and links sent to Trustees for completion. It was emphasised that this should take no longer than 15 mins and the results will be reported to the March Board meeting. ACTION: Trustees</p> <p><i>NB: Paul Hann, Rob Pritchard and Jo Dawson left the meeting.</i></p>	
6.	<p>Managing the Potential Teacher Strikes</p> <p>Trustees appreciated the paper sent by the CEO providing an update on the academies affected by the strikes held on 1st February 2023. For those staff who did not attend work, the academies responded accordingly with collapsed classes with some being further collapsed where the numbers of striking staff were higher than anticipated. There has been no significant or adverse publicity and principals were fully supported by central staff with only one academy reporting being fully closed (George Salter Academy).</p> <p>Question: With future planned strikes and should additional strike action take place, what can be done to support learning?</p>	

	<p>Response: Remote learning has been put in place for strike days where staff are absent although where the remote learning cannot be teacher-led, children are supported with resources for independent learning/home study.</p> <p>Trustees discussed the risk of strike action extending into the summer term and impacting national exams and it was emphasised that maintaining positive relationships with staff who do strike, is paramount for the longer term as there was no wish to undermine their actions.</p> <p><i>NB: Peter Murray joined the meeting.</i></p>	
7.	<p>CEO Recruitment Process</p> <p>The Chair of Trustees reminded Trustees that GatenbySanderson had been appointed to manage the recruitment process for the replacement CEO based on the agreed job description and that the Chair and National Director of People and Culture (NDoPC) were being kept informed of progress. Trustees noted that there was significant interest in the role with some strong potential candidates coming through, despite the early stage of the process.</p> <p>Trustees emphasised the need to ensure the recruitment process was widened beyond the education sector to ensure potential applicants from other sectors would be included. It was noted that an extraordinary meeting of the Board to ratify the appointment, would be required in April.</p>	
8.	<p>Working with the Executive Team</p> <p>The Chair led an open discussion focused on how best the Trust Board could/ should work with the executive team and local governing boards/chairs to provide the best possible support and challenge, both formally and informally. This included the Board and committee meetings themselves, plus the wider involvement of Trustees across the OAT network. Trustees were reminded that executives are invited to present at Trust Board meetings (as required) with the National Director of Finance and Strategy (NDoFS) in attendance at each meeting. The Chair of Trustees and the CEO also hold termly meetings with Principal representatives (two from each region) as a combined Principals Review Group (PRG).</p> <p>Specific points from Trustee discussions included the following:</p> <ul style="list-style-type: none"> ▪ Executives should be invited to attend and fully contribute to the Trust Board meetings outside of presenting information to support their professional development on a rotating basis. Executives would not have voting rights and confidential items would be dealt with at the end of meetings allowing them to leave as required. The NDoFS would continue to attend each meeting as part of the reporting process. ▪ This model would allow Trustees to receive a wider perspective/view of the organisation without becoming too operational and in turn, offer executives the opportunity to develop in their respective roles. ▪ The existing committee structure does allow for some of this work to take place at that level, where executives play an active part in committee meetings, and this should not be underestimated or devalued. ▪ Trustees must also think about the links to the LGBs where some of them may feel isolated/disconnected from the central Trust. Trustees agreed that Governors represent them at a local level, and it is important that they feel valued and connected. ▪ The governance structure is at the heart of everything, and the key is focusing on ensuring there is confidence in the information coming to the Trust Board via executives and Trustee colleagues who attend/chair at committee level. 	

	<ul style="list-style-type: none"> ▪ It is likely that executives would welcome the opportunity of attending Trust Board meetings and see it as part of their professional development. ▪ Trustees agreed that there was room for improvement, enabling a deeper understanding of the organisation, however it was also noted that the executive are already involved in local governance through their attendance at governor briefings to present information and delivery of pre-recorded sessions as on-demand webinars ie SEND, data etc. ▪ The CST report following the external governance review was referenced and it was agreed that meeting with a selection of CoGs prior to each Trust Board meeting (similar to PRG) would be beneficial. ▪ Establishing a Governance and Recruitment Committee (GAR) may assist in succession planning and connecting with communities at a local level, although it was recognised that some of this work takes place within the People Committee. ▪ High net worth individuals will be identified to possibly join at committee level with link to fundraising projects. <p>Discussions were summarised into 4 key areas:</p> <ol style="list-style-type: none"> 1. Exploring a governance committee focused on relationship building with local governance 2. Meetings and communication with Chairs of Governors 3. Meetings and communication with Principals without circumventing management/reporting lines (already in place) 4. Relationships with groups of academies via link Trustees <p>It was agreed that the CEO and Head of Governance would draft a short paper for discussion at the March Board meeting. This would reflect the current position and proposed changes to improve communication. ACTION: <i>CEO/Head of Governance</i></p>	CEO/ HoG
9.	<p>Any Other Business</p> <p>No other business was discussed.</p>	
10.	<p>Dates of future meetings and close</p> <ul style="list-style-type: none"> ▪ 9 March 2023 (London) ▪ April 2023 (Approval of CEO Appointment) ▪ 25 May 2023 (Training and Development) ▪ 13 July 2023 (London) <p>The Chair thanked all present for their contributions and the meeting closed at 10.30 am.</p>	