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MINUTES OF OUTWOOD GRANGE ACADEMIES TRUST

Minutes of Outwood Grange Academies Trust Board of Directors' Meeting held at the Outwood Institute of Education on 26 September 2016 at 1pm

Present:

David Earnshaw	(DE)	Director (Chair)
Roland Harden	(RH)	Director
Andrew Kent	(AK)	Director
Sue Hague	(SH)	Director
Ralph Pickles	(RP)	Director
Martyn Oliver	(MO)	Director (Chief Executive)

In Attendance:

Katy Bradford	(KB)	Chief Operating Officer
Andrea Wooffindin	(AW)	Group Accountant
Rob Tarn	(RT)	Regional Chief Executive
Lee Wilson	(LW)	Executive Principal, Primary
Lisa Lewis	(LL)	Director of Executive Services
Laura Calton	(LC)	Clerk

1. Notice/Quorum/Apologies

1.1 DE welcomed MO to his first meeting as CEO and wished him every success in the future.

Apologies were received from JS.

RESOLVED (1)

That the above apologies be noted.

2. Declarations of Interest

KB asked the OGAT board to submit their annual, hand written signed declarations. Electronic copies do not satisfy website requirements.

AK said he had been approached to sit on an academy council for two primary schools in Barnsley; these do not feed into OGAT academies. AK to seek advice from KB.

RESOLVED (2)

Declarations of interest were noted for SH, AK and RP for any item in their respective academies.

RESOLVED (3)

AK to seek further advice regarding the external academy council in Barnsley.

3. Appointment of Chair / Vice Chair.

- 3.1 The Directors were asked to give any nominations for the position of Chair; under the memorandum and articles of association, the Chair and Vice Chair are to be reappointed annually.

SH and RH nominated DE; DE was requested to leave the meeting.

A request for a show of hands in favour of the nomination resulted in a unanimous decision to reappoint DE. DE re-entered the meeting.

The Directors were asked to give any nominations for the position of Vice Chair. A nomination for RH was received by SH. RH was requested to leave the meeting.

A request for a show of hands in favour of the nomination resulted in a unanimous decision to reappoint RH. RH re-entered the meeting.

RESOLVED (4)

That DE is reappointed as Chair of the OGAT board.

RESOLVED (5)

That RH is reappointed as Vice Chair of the OGAT board.

4. Minutes of the Meeting held on 24 August 2016.

- 3.1 The minutes were agreed as a true and accurate record. NB. GCSE results are still subject to change following receipt of remarks.

- 3.2 It was agreed that on future agendas, a review of the executive board meeting minutes would precede the review of the minutes of the OGAT board meeting as they are intended to cover any matters arising.

RESOLVED (6)

That future agendas will be amended to review executive board meeting minutes prior to OGAT board meeting minutes.

5. Minutes of the Executive Board Meeting held on 12 September

- 5.1 MO explained that the executive board have their own agenda which includes standard items and also dependant on need around the time of the meeting. However, the meeting is also used to address matters arising from the previous OGAT board meeting to allow immediacy of action.

- 5.2 KB said she had now issued terms of reference to the executive board and will issue terms of reference to the executive team.
- 5.3. KB distributed an updated set of results across the Trust.
- 5.4 Further to matters arising at the OGAT board meeting on 24 August 2016, the following updates were given:
- 5.4.1 MO had arranged for the OCloud to be installed onto Director's phones and Surface Pro devices as an application to enable easy access to Praising Stars© and data analytics. MO said this would allow the board to access up to date data at any point as opposed to awaiting information supplied at board meetings.
- 5.4.1.1 MO referred to the acceptable user IT policy on how equipment is used. Downloading unapproved software can put devices at risk. SJ, ICT Director has requested that only software that has been pre-downloaded by the ICT team onto OGAT devices be used. KB said she will re-issue the acceptable use policy and said that where personal devices are used to access the OCloud, the required level of password protection should be activated.
- 5.4.2 Further to the request for a view on the real FTE across the trust. KB said this was 5.96FTE at a cost of £300,000. RP asked if benchmarking for non-teaching staff had been done. MO explained that in the absence of a finance director, AW and WG had been doing a sterling job however the reduced capacity has meant that items that are not a day to day operational priority have not been actioned with immediacy.
- 5.4.3 AW confirmed that the original budget for the Arts Centre at OGA was £7.2m.
- 5.4.4 AW had produced a report indicating the top 50 claimers across the Trust; only one exceeded 25,000 miles per year. KB has issued the senior directors a list of director bases to take into account when deploying staff into academies. DE asked how much has been budgeted for mileage this year, AW confirmed £250k for trust staff and would enquire about individual academies.
- 5.4.5 KB held a business services meeting on 21 September, the overall summary on data retention was that finance manage their data particularly well which has always incorporated a six year provision for finance data. A significant amount of work has been carried out over the summer on personnel records. Areas of concern is data held on pupils by learning managers and inclusion staff; work will be done with them around data retention. This will be an on-going project throughout the academic year. KB added that data is securely stored so there is no risk it is that more data is being held than is required. KB also informed the OGAT board that a capital saving had been made through this exercise meaning that OPALL no longer require to create additional storage space due to the destruction of old documentation that was being stored on site.
- 5.4.6 KB has had an initial meeting with the ERA regarding biomass boilers; the ERA are looking for a specialist to advise.
- 5.4.7 KB gave thanks to RT for his work on the issues surrounding the Bishopsgarth's lease. Stockton have now issued a revised lease with the only variation to the model being: *should the school benefit from any investment within the period of the lease, OGAT would be responsible for*

maintaining that standard'. Therefore the executive board recommended that the OGAT board approve the signing of the sponsorship of Bishopsgarth School.

- 5.5 KB said that questions had been raised regarding the attendance policy not being up to date. As a result, the attendance officer at OGA has revised the policy around persistent absence.
- 5.6 The WMDC early years policy was recommended by KB and LW to adopt for OGAT primaries going forward. This covers the admission criteria relating to nursery which is also required to be published on the websites.
- 5.7 KB said that OAA have been exploring having a third party provider in place to run after academy activities. Doncaster Culture and Leisure Trust have been put forward following a tender exercise which has been on-going for two years. Confirmation has been received that the EFA are not required to approve it. The SLA would be a 50/50 profit sharing agreement with OAA and for one year in the first instance.
- 5.8 KB said that there is a requirement to produce data on gender pay gaps by 5th April 2017 and then publish this data on websites by the following year. The requirement is to publish the mean and median, split the workforce into quartiles and publish the gender split.

RESOLVED (7)

KB to reissue the acceptable use policy to the OGAT board.

RESOLVED (8)

AW to obtain what has been budgeted for mileage costs at individual academies.

RESOLVED (9)

The OGAT board approve the sponsorship of Bishopsgarth School.

RESOLVED (10)

The OGAT board agree the revisions to the attendance and punctuality policy and for the policy to be implemented immediately.

RESOLVED (11)

The OGAT board agree for the Early Years admission policy to be implemented and published on the website.

RESOLVED (12)

The OGAT board agree for the executive board to progress discussions with DCTL and issue the OGAT board with a proposal for an SLA.

6. Matters arising from the minutes

- 6.1 Item 8 of executive board minutes: Careers Tender. KB said OGAT are at a point where they need to publish the tender for CEIAG for a provision to be in place next September. KB had circulated the tender document previously and requested that a board member sit on the panel for procurement. Appointment would be January 2017 to start in September 2017.

- 6.1.1 RP declared he would be conflicted from being part of the process given he is working with Careers Inc. AK and SH agreed to sit on the procurement panel.
- 6.1.2 DE asked if there is any risk that the outcome is less acceptable than the provision currently in place. KB confirmed there was not as the provision requirements are written into the tender as a minimum offer.
- 6.2 Item 9 of executive board minutes: LW said OGAT had challenged the process of the Ofsted inspection at OPALG of which Ofsted did not uphold any part and Ofsted had made reference to areas where senior members of staff had agreed with the inspector. LW said that further to this, training was being arranged.
- 6.3 Item 10 of executive board minutes: LW said that early years funding was increasing from September 2017 and the government are increasing the number of hours that parents can claim from 15 to 30. LW confirmed that both Wakefield and Barnsley would benefit from this.
- 6.4 Item 14 of executive board minutes: MO said he was meeting with Sean Harford, National Director for Ofsted and link to OGAT and would enquire about the process for system trust inspections.
- 6.5 Item 15 of executive board minutes: MO said the trust are really benefiting from the role of AA. AA has had a positive input into the OPALL extension. Admission numbers would change for 2018/19 but a bulge year would be accepted in 2017. OPALL intake would increase from 45 to 60. The executive board recommended that Andrew Alsbury's contract be extended to the end of the academic year.
- 6.6 Item 21.2 of the executive board minutes: RT said he was advised that the recharge of directors was in group however this was not the case and has resulted in a £210k director recharge that has not been accounted for.
- 6.7 MO informed the OGAT board that he has asked RT to look at the financial impact of pupil place need for Redcar and KB to get an update on the condition of the building now OGAT have occupied it and cleaned it. MO said that prior to the 31st December, a decision on ending the NLE contract or sponsorship should be given to Redcar and Cleveland. DE said it is important for the board to visit Redcar to appreciate the improvements that have been made.
- 6.8 DE gave thanks to the executive board for the updates.

RESOLVED (13)

The OGAT board agree tender document for CEIAG and AK and SH are to form part of the procurement panel.

RESOLVED (14)

The OGAT board agree for the contract for AA is extended to 31st August 2016.

7. CEO Update and Report

- 7.1 MO informed the OGAT board that he had, that morning, asked the executive board to pass a resolution to end the contract with the UTC one year early. Notice periods are 3 months

however OGAT would wish to give a full academic year to allow for the UTC to plan for their future. MO said it is with great sadness that this request has been made.

- 7.2 MO has now circulated the first CEO newsletter to staff.
- 7.3 MO asked the OGAT board for agreement to create an appointment committee to replace the finance director position. MO said he is meeting with Price Waterhouse Cooper in a week and will ask them in their experience, what sort of skills are required in the interview process. The committee to include external people; possibly auditors and PWC. Internally it would involve the board and executive. The expectation would be at least a two day interview process. RP requested a list of key deliverables.
- 7.4 MO said that further to the government plans to create more grammar schools, OGATs position on selection is being asked for. Schools with low ability intake can perform the same as a school with high ability intake but come out worse due to the new scoring system for GCSEs changing from A*-G to 9-1.
- 7.5 MO said there had been fantastic transformation at OAD with whole school now situated on one site and sixth form on the lower. 11 mega skips of rubbish had been cleared. MO said RT and CB had done a brilliant job. RT added thanks to everyone in estates and KB for their input.
- 7.6 SMW's role has begun; working with associate executive principals and inexperienced associate principals. He has been working in Redcar and will visit OAC during their Ofsted inspection. SMW has a MAT sponsor day coming up and work with Inspiration Trust.
- 7.7 MO updated the OGAT board on movement within the executive board as delegated to him by DE.
 - 7.7.1 MO said it had always been the intention to promote people internally however this could not always encompass the CEO role if this is fulfilled. RT is considering exploring setting up a new trust as of 1 September 2017 and would ask the board to allow RT time to discuss the plans.
 - 7.7.2 RT said the plans were to take on academies from the top of North Yorkshire and not beyond the Tyne Tunnel. There is potential for a model to be created to provide CEOs for MATs. RT said he was conscious of the recent appointments of associate executive principals and the considerable development required therefore had planned a one year lead time to allow for rapid development. It is intended to convert two secondary schools in September 2017 with two more the year after. RT said OGAT may wish to form an SLA which would become a national model; setting up trusts that are separate legal entities.
 - 7.7.3 MO asked that the OGAT board support RT in his decision. MO said his intention is to always update the board immediately where possible.
 - 7.7.4 DE said the memorandum and articles of association incorporates a duty to wider commitment and this allows that to be fulfilled. RH said it is right that people are trained up and able to develop outside of the organisation allowing training for the future.

- 7.8 Further to the concerns about the effect the reformed GCSE is having on year 10 results. DE requested a simple paper be submitted to the OGAT board that is easy to understand and indicates how we maintain our performance.

RESOLVED (15)

The OGAT board requested a further paper from MO on the UTC for the next meeting with a recommendation on whether to end the UTC contract one year early with *students first* remaining the priority.

RESOLVED (16)

The OGAT board approve the formation of an appointment committee and task the CEO and COO with creating a requirement for the appointment of a new lead role in finance.

RESOLVED (17)

The OGAT board support the paper presented by the CEO regarding his views on the recent green paper.

8. Dashboards

The OGAT board received the latest update at the previous meeting.

9. Finance Items

9.1 Subcommittee minutes

KB said there were no subcommittee minutes for this meeting however subcommittee members need to be appointed for the finance and resource committee and the audit committee.

The executive board requested to re-elect the subcommittee members and it was agreed that SH and RP would form the audit committee and AK and RH would form the finance and resource committee.

9.2 Provisional year end 2015/16

- 9.2.1 AW said the year-end management accounts were now completed for August with a surplus of £3.7m against a prediction of £3.9m. Main reasons include works over summer (general maintenance not capital). AW said this is an area that requires improvement on forecasting and work with business managers to improve this. Total income for the trust was just under £93m.

AW said that grant income recognition is different in academies and must be recognised in the period it was received.

More income was achieved in the primary sector than anticipated.

- 9.2.2 2017/19 forecast is just over £1m across the trust. MO added that regional CEOs have been tasked with looking at what is causing deficit budgets in academies and why as several academies have made a deficit this year. OAN is the biggest and PFI costs which are larger in comparison to other PFI schools is having a negative impact.

- 9.2.3 AW said the cash position was strong at the end of August - £21.2m. Since DE's requests to look at interest rates, AW said Natwest have reduced their rates and alternatives will be explored.

DE thanks AW for her hard work.

6. Group Items

10.1 CEO performance management arrangements

KB said the OGAT is required to carry out the performance management of the CEO. KB recommended that the OGAT board forms panels consisting of two directors' on the first panel, two directors on the second panel thus reserving one director.

KB to liaise with LL and LC regarding co-ordinating diaries to undertake the review.

10.2 Middlesbrough place planning overview

A briefing paper, for information, had been given to the OGAT board to provide an update on discussions that had taken place.

10.3 Capital Update

It was agreed that due to the discussion required, a separate special meeting would be arranged with AA in attendance to discuss capital projects.

KB notified the OGAT board of conflicts of interest that would need to be managed. AA works three days per week for Wilmot Dixon. In terms of engagement of a contractor for capital projects, there is a single supplier for projects over £3m under the SCAPE framework. This is Wilmot Dixon. KB said this is extremely manageable however the OGAT board need to be aware of all frameworks and any associated risks.

KB added that on the SCAPE framework, Perfect Circle is a consortium of three companies who have a liability for each other's work. SCAPE is an open book contract and is required to provide margins that their contractors are working within enabling key deliverables to measure whether they are meeting the contract.

11. Policies

11.1 SEND Policy

The SEND Policy has been reformatted as a result of the SEND Code of Practice 0 – 25 (Jan 2015) and Keeping Children Safe in Education (Sept 2016).

RESOLVED (18)

The OGAT board approve the revisions for immediate implementation.

12. Academy Councils

12.1 Outwood Academy Bishopsgarth

The Directors were asked to approve the formation and appointment of sponsor governors to the Academy Council of Outwood Academy Bishopsgarth. Bishopsgarth School are schedule to convert to Outwood Academy Bishopsgarth on 1st November 2016.

RESOLVED (19)

The OGAT board approve the formation of the new academy council including five initial sponsor governors including the Chair.

12.2 Outwood Academy Ripon

RESOLVED (20)

The OGAT board approves the appointment of Mick Stanley as sponsor governor.

12.3 Outwood Academy Valley

RESOLVED (21)

The OGAT board approves the appointment of Rebecca Whyles-Burrows and Stephen Petherbridge as sponsor governors.

KB said under the Academy Council terms of reference, member of the Academy Council are required to be re-elected after 4 years of service. At OAV, four members have reached their four year service and have requested to be re-elected.

- 12.4 KB informed the OGAT board that Julian Borkwood, Chair of the Outwood Grange Academy Council had resigned.

RESOLVED (22)

The OGAT board agree for the four members of the OAV Academy Council to be re-elected.

RESOLVED (23)

The OGAT board to write to Julian Borkwood thanking him for his work with Outwood Grange Academy.

8. Items Not For Publication

RESOLVED (24)

Any items relating to individual staff would be considered confidential.

9. Date and Time of next meeting

RESOLVED (25)

That the next meeting of the Board will be held on Monday 14 November 2016 and will be held at Outwood Grange Academy.

Signed

Dated