

Board of Trustees

Monday 11th January 2021

Minutes

Present: Richard Craster (except 10)
Delia Goldring
Peter Green (Chair)
Lucy Harrison
Linda Horbye
Adrian Marrocco
James Marshall
Helen Pettifor
John Rubinstein
Jeremy Ruff
Zubair Shaikh
Ellie Smith (except 10)
Andrew Tebbutt (except 10)

In Attendance: David Groves
Ian Hooper
Lubna Hussain
Claire Mugridge
Peter Thompson
Beth Yap

1.	Welcome & Introductions
2.	Declarations of Interest
3.	Company Administration & Governance
4.	Election of Chair and Vice Chair
5.	Admission of Woodhouse College
6.	Policies for Approval
7.	Budget for January to August 2021
8.	Meeting Dates for 2020- 21
9.	Any Other Business
10.	Collaboration Agreement

Minute	Decision /Action	D/A
2.	To approve the Conflict of Interests policy.	D
2.	Clerk to ensure that each member, trustee and governor complete the eligibility document and Register of Interest form and these be placed on the Trust's website.	A
3.	To agree the membership of the Audit & Compliance, Search & Governance and Remuneration Committees.	D
3.	To appoint: <ul style="list-style-type: none"> • Delia Goldring as Safeguarding Trustee. • Adrian Marrocco as Finance Trustee. • James Marshall as Equality, Diversity and Inclusion Trustee. 	D
3.	<ul style="list-style-type: none"> • To appoint Beth Yap as Company Secretary with effect from 1st January 2021. • To authorise the Chief Executive and Company Secretary to make the necessary arrangements for filing appropriate returns at Companies House. • To confirm John Rubinstein as the Chief Executive (for the purposes of the Articles of Association) and the Accounting Officer, and that the Chief Executive notifies this to the ESFA. • To confirm Claire Mugridge as the Chief Finance Officer, and that the Chief Executive notifies this to the ESFA. 	D D D D
4.	To appoint Peter Green and Helen Pettifor as Chair and Vice Chair of the Board of Trustees, respectively, until the end of the academic year. The Board noted that as Chair of the Trustees, Peter would also become a member of the Trust.	D
5.	To delegate authority to John Rubinstein, to discuss the future of the relationship directly with BEAT.	D
6.	To agree that the current Woodhouse policies should continue to be in force until such time as they are reviewed within Frontier Learning Trust.	D
6.	To approve the following policies, agreeing that they become operational immediately: <ul style="list-style-type: none"> • Scheme of Delegation • Governance Code of Conduct • Complaints Procedure • Admissions Policy 	D
6.	That a discussion on the definition of a partner school should be explored and specified on the College website.	A
6,	To delegate authority to the CEO (for Trust-wide policies) or Principal (for school policies) to be able to make: <ul style="list-style-type: none"> • changes required to ensure ongoing compliance with legislation, statutory guidance, or case law; and/or • minor administrative changes that do not change the substance of the policy or its procedures. 	D
7.	A high-level tutorial on academy finances would be prepared by Claire Mugridge and David Groves and delivered to those trustees who feel they would benefit.	A
7.	To approve the submission of a CIF bid for phase 2 of the fire alarm system upgrade (at an estimated cost of £240k, with the Trust contributing 15%)	D

Minute	Decision /Action	D/A
7.	To approve the 2020/21 budget.	D
7.	That the monthly management accounts would be sent to Peter Green (as Chair of Trustees), Adrian Marrocco and Ellie Smith for their informal review.	A
8.	To agree the 2020/21 meeting dates for Board, Audit & Compliance, Search & Governance and Remuneration meetings were agreed.	D
9.	To agree that the bank signatures and on-line access for Frontier Learning Trust would remain as they were for Woodhouse College.	D
10.	To approve entering into the Collaboration Agreement with Imperial College London.	D

1. Welcome & Introductions

Peter Green welcomed all attendees to the first meeting of the Frontier Learning Trust Board and introductions were made.

2. Declarations of Interest

Peter Green and Helen Pettifor declared an interest in item 4.

Richard Craster, Ellie Smith and Andrew Tebbutt declared an interest in item 10 and would withdraw from the meeting at this point.

David Groves informed the Board that the Academies Financial Handbook requires that all members, trustees and governors complete a register of interest declaration on appointment and at the start of each academic year. This should include financial and non-financial interests. **In response to a question from trustees**, David confirmed that a register of interest would need to be published on the Trust's website.

The Board reviewed and approved the Conflict of Interests policy. It was agreed that the Clerk would ensure that each member, trustee and governor complete the eligibility document and Register of Interest form and these are placed on the Trust's website.

Decision

Action

3. Company Administration and Governance

The Board noted that a written resolution was passed by the three original trustees, Richard Craster, Helen Pettifor and Ellie Smith, on 5th December 2020. This resolution covered a number of administrative matters, such as changing the company financial year to match the academic year (which is a requirement of academy trusts); and provided the authority required for the admission of Woodhouse College on 1st January 2021.

The Board noted the members of Frontier Learning Trust:

- Tom Attwood
- Maggie Dallman
- Peter Green (if appointed as Chair of the Trustees)
- Ian Phillips
- Indhu Rubasingham

The Board then noted the Trustees of Frontier Learning Trust:

- Richard Craster
- Delia Goldring
- Peter Green
- Lucy Harrison
- Linda Horbye
- Adrian Marrocco
- James Marshall
- Helen Pettifor
- John Rubinstein (*Ex officio*)
- Jeremy Ruff
- Zubair Shaikh
- Ellie Smith
- Andrew Tebbutt

The Board then agreed the membership of its three committees; Audit & Compliance, Search & Governance and Remuneration.

Decision

The Board agreed to appoint:

Decision

- Delia Goldring as Safeguarding Trustee.
- Adrian Marrocco as Finance Trustee.
- James Marshall as Equality, Diversity and Inclusion Trustee.

The Board then approved the composition and membership of the Woodhouse College Local Governing Board from 1st January 2021.

The Board agreed:

Decision

- to appoint Beth Yap as Company Secretary with effect from 1st January 2021.
- to authorise the Chief Executive and Company Secretary to make the necessary arrangements for filing appropriate returns at Companies House.
- To confirm John Rubinstein as the Chief Executive (for the purposes of the Articles of Association) and the Accounting Officer, and that the Chief Executive notifies this to the ESFA.
- To confirm Claire Mugridge as the Chief Finance Officer, and that the Chief Executive notifies this to the ESFA.

4. Election of Chair and Vice Chair

David Groves informed trustees that the Articles of Association require that the Board elects a Chair and Vice Chair annually. Prior to this meeting, the Clerk had invited all eligible trustees to stand for the position of Chair or Vice Chair.

The Board agreed to appoint Peter Green and Helen Pettifor as Chair and Vice Chair of the Board of Trustees, respectively, until the end of the academic year. The Board noted that as Chair of the Trustees, Peter would also become a member of the Trust.

Decision

5. Admission of Woodhouse College

David Groves explained that the Written Resolution of the Trustees, that was

passed on 5th December 2020, provided the necessary authorities (in conjunction with a similar set of resolutions that were passed by the Woodhouse College Corporation on 7th December 2020) to effect the admission to Frontier Learning Trust of Woodhouse College as a 16-19 academy.

The Board was informed that the written resolution included three conditions that needed to be satisfied before Woodhouse College could be admitted:

- That Frontier Learning Trust and the DfE enter into Funding Agreements. (This was completed 21st December 2020.)
- That Frontier Learning Trust, Woodhouse College and Barnet LGPD enter into a pensions agreement regarding the transfer of assets and liabilities from the College fund to the Frontier Learning Trust fund. (This legal document was completed following the DfE entering into the Funding Agreements.)
- That Woodhouse College pass a resolution to transfer its property, rights and liabilities to Frontier Learning Trust. (This resolution was passed on 7 December 2020. It had the same conditions regarding funding agreements and LGPS pensions agreement which were satisfied at the same time as for Frontier Learning Trust.)

As all conditions had been satisfied, Woodhouse College was admitted to Frontier Learning Trust on 1st January 2021 with all necessary legal documents completed.

David informed the Board that the only issue outstanding was the agreement with the Barnet Education Arts Trust (BEAT). David reminded the Board that BEAT leases premises from the College. However, in addition to this, there is also a tripartite agreement, which includes London Borough of Barnet (LBB) and states that it must be consulted for the use of the premises, should BEAT cease to exist. However, LBB failed to complete the documentation on time which invalidated the tripartite agreement. Therefore, the Board agreed to delegate authority to John Rubinstein, to discuss the future of the relationship directly with BEAT.

Action

6. Policies for Approval

David Groves reminded the Board that Woodhouse College currently has a suite of policies that allow it to operate effectively and in a compliant manner. The Board agreed that these policies continue to be in force until such time as they are reviewed within Frontier Learning Trust.

Decision

However, there were a number of additional policies that are required, for an academy, that the College did not previously have in place. The Board reviewed the following policies, agreeing that they become operational immediately:

Decision

- Scheme of Delegation
- Governance Code of Conduct
- Complaints Procedure
- Admissions Policy

The Chair informed the Board that the Scheme of Delegation was drafted by an appointed governance group, including representatives from Imperial College

London, Woodhouse College and governance experts. The Chair reminded trustees that this must be adhered to, particularly around the decision matrix.

John Rubinstein explained that Woodhouse College has never been required to have an admissions policy and reminded the Board that admissions criteria for a sixth form college differ from that of a school, as the College must ensure that it fills all places whilst balancing its subjects.

Following a question from the trustees, it was agreed that a discussion on the definition of a partner school should be explored and specified on the College website.

Action

The Board agreed that where any existing policy conflicts with any of the four new policies approved above, the new policies would take precedence.

The Board agreed to delegate authority to the CEO (for Trust-wide policies) or Principal (for school policies) to be able to make:

- changes required to ensure ongoing compliance with legislation, statutory guidance, or case law; and/or
- minor administrative changes that do not change the substance of the policy or its procedures.

Decision

However, the Board noted that any such amendments to a policy would need to be approved by the Chair of the committee that would ordinarily approve that policy. Where a change to the substance of the policy is proposed, the revised policy would need approval from the relevant committee.

7. **Budget for January to August 2021**

Claire Mugridge presented the budget for the remaining 8 months of the 2020/21 financial year, explaining that this was prepared using the budget previously approved by the Board of Woodhouse College for the year ending 31st July 2021. Claire went on to remind the Board that the financial year now runs from September to August, in accordance with academy rules, but that an extra month of funding will be received from the ESFA.

Claire explained that the operating deficit in the original Woodhouse College budget was £73k. For Frontier Learning Trust, this deficit increases to £185k but with a surplus of £70k forecast for 2021/22. Claire reminded the Board that the deficit in the Woodhouse budget for the full year was originally forecast to be £223k and that this had been updated to £323k for Frontier Learning Trust for the 8 months to 31st August 2021.

John Rubinstein informed the Board that Woodhouse College is a member of the Sixth Form College Association, which negotiates nationally for pay deals for teaching staff and support staff. John explained that this is separate from the statutory school teacher's national pay bargaining process. The SFCA negotiations with unions have not yet been formally concluded but the Board noted that it is expected that a pay increase of around 2.5% will be agreed for teachers in the coming weeks, which will be backdated to September 2020.

Claire informed the Board that, in the past few years, Woodhouse College has

seen an increase in students with Educational Healthcare Plans (EHCPs). The College currently has eight students with EHCPs, which creates additional costs but is met with additional income to support those students. **Trustees questioned** why an additional £50k of income was received for these students but only £25k of expenditure. Claire explained that the College already has some measures in place to be able to support these students and current staff can be easily reallocated at zero cost.

Claire explained that additional costs related to the Covid-19 pandemic have been allocated under the relevant budget headings and are predominantly health & safety and canteen costs. Claire also reminded the Board that the College has had to close its lettings facilities again, given the recent lockdown, and the estimate of £100k of lettings income will be optimistic. Claire confirmed that, to date, £30k of lettings income has been received since September 2020. On the plus side, Claire reminded the Board that it is estimated that £63k of VAT will be reclaimed.

In response to a question from trustees, Claire confirmed that the College usually receives some donations from parents. However, Claire went on to inform the Board that the Principal has not asked for donations this year, given that many people are in financial difficulty as a result of the pandemic.

It was agreed that a high-level tutorial on academy finances would be prepared by Claire Mugridge and David Groves and delivered to those trustees who feel they would benefit.

Action

The Board reviewed in detail the capital budget and agreed to review it again at Easter, with a view to being able to carry out additional work during the summer holidays.

Claire informed the Board of the Condition Improvement Fund, which allows academies to bid for funding to improve their site. The Board was informed that phase 1 of the fire alarm project was completed last year and there are plans to submit a bid for phase 2, which would upgrade the alarm system in the remaining three buildings. Claire explained that this work is estimated to cost around £240k, with the College contributing 15%. The Board approved the submission of this bid, noting that the College is currently meeting all of its fire safety requirements.

Decision

Finally, the Board approved the 2020/21 budget. The Chair reminded the Board that the College currently has around £2m in reserves but additional Covid-associated costs and a decrease in lettings income has led to a deficit. The Chair explained that the Board will have full financial oversight for the first year of the Trust, but a Finance & Operations Committee will be convened in 2021/22 to have delegated responsibility to analyse the finances in more in detail going forward. It was agreed that the monthly management accounts would be sent to Peter Green (as Chair of Trustees), Adrian Marrocco and Ellie Smith for their informal review.

Decision

Action

8. Meeting Dates for 2020/21

The meeting dates for Board, Audit & Compliance, Search & Governance and

Decision

Remuneration meetings were agreed.

9. AOB

The Chair informed the Board that the Frontier Learning Trust website is now up and running and the website for the maths school is currently being worked on.

The Board thanked David Groves for his help during the academisation process.

Claire informed the Board that all bank accounts have been transferred over to Frontier Learning Trust. The Board agreed that the bank signatures and on-line access for Frontier Learning Trust would remain as they were for Woodhouse College.

Decision

The Chair reminded the Board of the upcoming Induction Session (18th January 2020) would include sessions on safeguarding and Prevent, a tutorial on academy governance, a history of Woodhouse College and an opportunity to meet Sugra Alibhai, who had been appointed as CEO of the Trust and Principal of Woodhouse College from Easter.

10. Collaboration Agreement with Imperial College London

Richard Craster, Ellie Smith and Andrew Tebbutt left the meeting at this point.

David Groves reminded the Board that during 2020, a Collaboration Agreement was developed in partnership with Imperial College London. This sets out how Frontier Learning Trust and Imperial College will work together to further the charitable objects of Frontier Learning Trust, including the development and successful support of Imperial College London Mathematics School (ICLMS). The Collaboration Agreement had been agreed by the legal advisors to Frontier Learning Trust and Imperial College and is ready for signing. The Board was informed that Frontier Learning Trust was unable to agree to sign the Collaboration Agreement prior to this meeting due to it only having three trustees until 1 January 2021 (Richard Craster, Ellie Smith, Helen Pettifor), of whom two (Richard Craster and Ellie Smith) are employees of Imperial College. Therefore, it was not possible to have a quorate decision of the Frontier Learning Trust Board until now.

After discussion, the Board approved entering into the Collaboration Agreement.

Decision

The meeting concluded at 7:40pm