

Board of Trustees

Monday 8 July 2024

Minutes

Present:

Sugra Alibhai
Richard Craster
Peter Green (Chair)
Lucy Harrison
Linda Horbye
Jose Morago
Adrian Marrocco
Lola McDowell
Lucy Kasler
Ellie Peters
Helen Pettifor
Zubair Shaikh
Andrew Tebbutt

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| 1. | Governance |
| 2. | Minutes of Previous Meeting |
| 3. | Matters Arising |
| 4. | Strategic/Training Item: FLT's Vision & Priorities |
| 5. | Approval of Budget and 3-Year Plan |
| 6. | ICLMS Update |
| 7. | CEO Report |
| 8. | Reports from Committees |
| 9. | Any Other Business |

In Attendance:

Alex Christodoulou
Del Cooke
Beth Holmes
Ian Hooper
Marco Macchitella
Claire Mugridge
Debbie Ramm-Harpley

| Minute | Decision /Action | D/A |
|--------|--|-----|
| 4. | Sugra Alibhai to circulate an update on the Trust's strategic priorities, along with the papers, when presented to the Board in July 2025. | A |
| 5. | To approve the 2024-25 budget and three-year plan, noting the KPIs that had been approved by the Finance & Operations Committee. | D |
| 6. | To note that Maggie Dallman is a Trustee of U Maths and to agree that David Lee represents the Trust at the U Maths AGM. | D |
| 6. | Sugra Alibhai to share the Board's feedback on the U Maths Charter with David Lee and for him to discuss with U Maths. | A |

1. Governance

1.1. Apologies

Lubna Hussain and David Lee.

1.2 Declaration of Interest

Peter Green and Sugra Alibhai declared an interest in part of item 8 and would withdraw from any discussions related to their respective roles.

2. Minutes of the Previous Meeting.

The minutes of the meeting held on 25 March 2024 were reviewed and approved as a true and accurate record of the discussions that took place, with one minor amendment. It was agreed that item 6 was confidential and would be removed from the minutes before being uploaded to the Trust's website.

3. Matters Arising from the Previous Minutes

3.6 The Board received an update on attendance, noting that 56 students in the lower sixth had attendance levels below 90%. The Attendance Officers and DRH had met with 36 of these students so far, 20 of whom had improved their attendance to an expected level. Sugra Alibhai informed the Board that the Trust would consider attendance data on an ongoing basis and address any issues with students individually. Teachers were also asked to raise issues immediately. Trustees were reminded that attendance continues to be a problem nationally since the return after lockdown. **In response to a question from Trustees**, Debbie Ramm-Harpley explained that some of these students fall outside the Trust's attendance policy, such as those with significant medical conditions or those on the Fitness to Study programme, but confirmed that provision continues to be offered through support plans.

3.6 **In response to a question from Trustees**, Sugra confirmed that the Fitness to Study policy was due to be approved by the Senior Leadership Team, with implementation planned for September. The Complaints policy was also being reviewed by the leadership team and will be checked by the Trust's lawyers.

4. The Board requested an update on the number of police referrals and was informed that there had been a total of 11 this year, which included cases of sexual harassment, physical or verbal abuse, and theft. Trustees were provided with high-level details of the referrals and were informed that risk assessments were conducted where both the perpetrator and victim were students within the Trust.

Action

4. FLT's 5-Year Priorities

Sugra Alibhai reminded the Board of the Trust's Vision and Mission statements:

Vision Statement

Frontier Learning Trust staff inspire and empower ambitious young people from every background to advance and thrive in each step of their academic, professional and personal journey.

Mission Statement

Frontier Learning Trust offers transformational opportunities to students and educational professionals, drawing upon the reputation, skills, and experience of leading institutions.

Sugra then provided updates on the nine strategic priorities for the Trust:

Students

- Attract diverse cohorts of high achieving, aspirational students who seek a transformative educational experience.

The priority for ICLMS had been around widening participation, particularly concerning its female and pupil premium cohorts, with leadership working with legal professionals to ensure that the admissions policy was as supportive as possible without discriminating against other groups. It was noted that 19 of the 83 offers made were to pupil premium students, and 21 of 81 attendees at the recent taster day were female. Woodhouse College continues to market itself in a way that promotes diversity and inclusivity. **In response to a question from Trustees**, Sugra confirmed that the decision to raise the eligibility threshold for the bursary fund from £20k to £28k was made internally by the College. This adjustment aims to ensure continued support for students facing challenging circumstances. The bursary also covers expenses including calculators, food, travel, and residential trips for these students.

- Provide excellent teaching and relevant guidance in a supportive and safe environment, so that students have a fulfilling and enjoyable experience.

The Woodhouse Way had been fully embedded across the College, and ICLMS was in the process of articulating its teaching and learning principles, which would form part of staff CPD in September. Sugra acknowledged that, while there are many trips to universities, there is still more work to be done around careers across both institutions to ensure that students are also exposed to the world of work.

- Enable students to achieve the best possible grades and progress to the next step in their academic or professional journey.

Last year, Woodhouse achieved 76% A*-B grades, with 46% A*-As, and an ALPs score of 3. Therefore, the College remains ambitious regarding student outcomes and progress. **In response to a query from Trustees**, Sugra confirmed that while the College is committed to improving its ALPs score, achieving a score of 2, which would place the institution within the top 10% nationally, represents a significant challenge and is viewed as a long-term aspirational goal. Sugra also reminded Trustees that the College is aware of the turbulence within the sector around benchmarking data since the return from COVID. While ICLMS has yet to achieve any official outcomes, predictions are in line with the data submitted as part of the business case, namely, 90% of students achieving A*-A in maths and 75% achieving three As.

Trustees questioned what was being done in practice to achieve the first objective, and Sugra explained that, given the small size of ICLMS, staff can work with students on an individual basis. At Woodhouse, Lead Practitioners would work with Heads of Faculty to address any gaps between key groups.

The Board was pleased to note that feedback from the recent parent survey saw 100% of parents say that ICLMS has high expectations for their child and that they would recommend the school. At Woodhouse, 94% of parents felt that the College had high expectations and 93% would recommend it. **In response to a question from Trustees**, Sugra confirmed that both institutions consider student feedback via student surveys, feedback from student councils, and students meeting directly with the Local Governing Bodies annually.

Staff

- Attract, recruit and retain a high performing, diverse staff body who will collaborate to deliver the vision.

Both institutions were fully staffed, but when vacancies arose, both were able to recruit a high calibre of candidate. Sugra explained that some support staff roles needed to be advertised more than once. The Trust is considering how it approaches this and has conducted much work to increase its online and social media presence. Unfortunately, due to a member of the Senior Leadership Team being out of College for several months, the Trust has not made as much progress as it would have liked around EDI, which will be a focus for next year. The Trust is also actively working with teacher training providers, such as UCL, to build its reputation in this area for future opportunities.

- Develop and support all staff to thrive in their careers

Leadership across both institutions has conducted research around the Myers-Briggs framework to better understand the varying personality traits of their colleagues. The Trust has also worked with the SFCA to establish middle leader competencies, with sessions on leading a team and self-awareness. As part of this, 360-degree reviews had also taken place, which concluded in a 45-minute coaching conversation with an external coach.

- Build and sustain organisational culture based around trust, respect and openness.

Sugra explained that the Trust had been successful in bringing the three entities (Frontier Learning Trust, ICLMS and Woodhouse) together while ensuring that each retains a sense of individuality. The staff conference was one example of this.

Wider Work of FLT

- Lead national innovation through sharing our educational expertise and influencing stakeholders.

The Trust continues to work with a number of external organisations, including U Maths, the Collective (MAT leaders), SCFA, and the Maple Group.

- Provide opportunities by working collaboratively with our diverse local communities.

ICLMS continues to offer a range of outreach activities, and Woodhouse engages through Woodhouse Plus. However, Sugra explained that the Trust needs to consider the goals for this work and define what success would look like.

- Achieve organisational excellence and financial sustainability through resource planning and efficient estate management

The Trust was reminded of the work that had taken place this year to improve the Woodhouse estate, such as the renovation of the Hub and the fire door project. There is still work to be done in improving IT across the Trust, and planning for this has already commenced.

Trustees questioned how leadership is translating these priorities into measurable targets, particularly as these were drafted during the pandemic and the Trust may now be operating in a different context. Sugra explained that, while leadership would be happy to discuss measurable targets, the Trust also needs to retain flexibility and consider both its starting point and desired outcomes.

The Board congratulated Sugra and the Trust for the exceptional work that had taken place over the academic year. It was requested that, in future, a paper on the priorities be received in advance of the meeting for Trustee's consideration.

Action

5. **Approval of 2024-25 Budget and Three-Year Plan**

Claire Mugridge informed the Board that, due to additional funding received as a result of the staff pay award and the final agreed pay award being less than included in the budget. The Trust was projected to end the current year (2023-24) with a larger than budgeted surplus. In the Autumn, the decision was made to continue to invest in capital projects, including contributing towards the CIF fire doors project. The original budget for 2023-24 showed a surplus after capital contributions of £62k, the updated forecast surplus is £465k (ICLMS £114k, Woodhouse £351k).

Trustees then considered the 2024-25 budget and three-year plan, which had been discussed in detail by the Finance & Operations Committee and recommended it to the Board for approval. The budget for 2024-25 shows a surplus before capital contributions of £276k for the year (ICLMS £72k and Woodhouse College £204k). The budget includes significant investment in capital projects at Woodhouse College, including £130k in IT upgrades and £250k or other building projects to upgrade the estate.

Claire highlighted the assumptions within the budget, including a 4% pay increase, confirmed DfE funding allocations, additional staffing (including a Head of Digital Innovation, Exams Assistant, and Student Support Assistant), IT costs of £40k (for hiring servers and external support), lettings income of £335k, and interest income of £100k.

The Board noted that the three-year plan included a deficit of £68k in 2025-26 and £121k in 2026-27. Claire reminded the Board that this was not unusual for the Trust, as it budgets for increased costs but is not informed of any increases in income or funding. Claire explained that, should this materialise, the Trust reserves would decrease from £5.7m in August 2025 to £4.7m in August 2027.

It was noted that the Finance and Operations Committee had agreed the following KPI targets for 2024-25:

- Cash days should exceed 60 days
- Staff costs should not exceed 80% of total income
- In-year surplus should be at least 2% of total income.

Claire then outlined Woodhouse's capital programme, detailing a budget of £380k, which included furniture for staff and conference rooms, new flooring in the Millennium, North Wing, and main buildings, the replacement of laptops and desktops, and contributions towards Condition Improvement Fund (CIF) bids.

Trustees questioned how CIF projects are identified, and Claire explained that these would arise from a condition survey recently conducted by Academy Estates, with heating identified as a priority.

Trustees also questioned whether more than one CIF bid could be submitted each year, and Claire confirmed that while multiple bids could be submitted, the Trust may not have the resources to manage multiple projects simultaneously.

The Board approved the 2024-25 budget and three-year plan, noting the KPIs that had been approved by the Finance & Operations Committee.

Decision

6. Maths School Update

It was noted that ICLMS updates would be contained in the CEO report going forward.

The Board discussed the U Maths Charter, noting that U Maths is an established charity for the 11 maths schools that are either open or in development. It was noted that each maths school has representation at U Maths and that Maggie Dallman was a Trustee of U Maths on behalf of Frontier Learning Trust. It was agreed that David Lee would represent ICLMS at U Maths AGM meetings.

Decision

Trustees noted that while the U Maths Charter outlined the role of maths schools, there should be a stronger focus on the universities, as their central role was not sufficiently clear. Additionally, more clarity was requested regarding the USPs of maths schools, highlighting what differentiates them from top-quality schools offering maths. It was requested that Sugra share this feedback with David Lee for discussion with U Maths.

Action

It was noted that there had been a further delay with the maths school building, now anticipated to be completed in January 2026. Additional accommodation would be built for September 2024, with more needed for September 2025. The budget for this project was now approximately £17m.

7. CEO Report

The Board had received the CEO report in advance of the meeting.

Lola McDowell, as Safeguarding Trustee, highlighted that despite the Assistant Principal for Student Services being out of the College, safeguarding remains fit for purpose.

The Board also considered the Trust's risk register, which is reviewed at each meeting of the Audit & Risk Committee.

8. External Review of Governance

The Chair reminded the Board that, during the spring term, the Trust was subject to an External Review of Governance conducted by the National Governance Association (NGA). The Trust had wanted this review to take place once the MAT governance structure had fully bedded in.

The Trustees received the report and noted that, while governance at Frontier Learning Trust was considered good, there was potential for further improvement. The report made several recommendations, categorised into three main areas:

1. Housekeeping and Administration: For example, that Trustees should hold an additional meeting at the beginning of the year to consider exam results, as the responsibility for academic performance ultimately rests with them and not the Local Governing Bodies.

2. Conflicts of Interest: Questions were raised regarding whether the CEO should be a Trustee and if the Principal and Headteacher should be governors. The question was also raised about whether the Chair of Trustees should be a Member of the Trust. It was agreed that any Trustee with a concern about this should raise it directly with the Chair offline.
3. Strategic View of Governance: The report suggested whether an Education Committee, comprised of Trustees, would add greater value than Local Governing Bodies for each institution.

The Chair informed the Board that the NGA had not been informed of the collaboration agreement between the Trust and Imperial College London, but it was acknowledged that this has some bearing on the governance of ICLMS.

It was agreed to discuss the issue of the CEO being a Trustee, and Sugra was invited to share her view. Sugra explained that she had discussed this with other MAT leaders, who generally believed the CEO should have a degree of input in Trustee decisions as a representative of the institution. Sugra acknowledged concerns about potential conflicts of interest but emphasised that performance management mechanisms are separate from the Board of Trustees and handled via appraisals or capability processes.

Sugra Alibhai, Ian Hooper and Claire Mugridge (Alex and Debbie also left at this point) left the meeting at this point.

The Board considered the issue of the CEO being a Trustee in detail, discussing potential conflicts of interest. It was noted that while the norm across the sector is for CEOs to be Trustees, recent iterations of the Articles of Association leave this decision to each Trust. The CEO being part of the Board is standard in the school and university sectors.

In response to a question from Trustees, the Chair confirmed that he undertakes the CEO's appraisal and presents this to the Remuneration Committee, of which he is not a member. The External Review of Governance Report suggested that another Trustee or an Independent Reviewer also attend the appraisal to ensure transparency.

It was noted that the Board's purpose is to hold the CEO to account, and while there could be perceived conflicts, these have been managed well to date. The Board agreed that the CEO should remain a Trustee and the Headteacher and Principal of each institution should remain governors. However, this arrangement should be reviewed alongside the three-year External Review of Governance.

Sugra Alibhai, Ian Hooper and Claire Mugridge (as above) rejoined the meeting at this point.

9. Reports from Committees and Local Governing Bodies

9.1 Woodhouse Local Governing Body

The Board considered the minutes of the Woodhouse Local Governing Body of 29 April 2024, noting that governors considered the latest mock data.

9.2 Search & Governance Committee

The Board considered the minutes of the Search & Governance Committee from 13 May 2024, noting that much of the meeting focused on the External Review of Governance report.

9.3 Audit & Compliance Committee

The Board considered the minutes of the Audit & Compliance Committee from 20 May 2024, noting that the Committee received the latest internal scrutiny report on key financial controls, along with updates on cyber security and IT.

9.4 ICLMS Local Governing Body

The Board considered the minutes of the ICLMS Local Governing Body from 3 June 2024, noting that governors received a presentation from students and were pleased with the increase in the number of female students during the admission process.

9.5 Woodhouse Local Governing Body

The Board considered the minutes of the Woodhouse Local Governing Body from 10 June 2024, noting that governors reviewed the College Improvement Plan and would receive a presentation from students at the next meeting.

9.6 Finance & Operations Committee

The Board considered the minutes of the Finance & Operations Committee from 24 June 2024, noting that the meeting focused on reviewing the draft budget and three-year plan.

10. Any Other Business

None.

The meeting concluded at 8:12pm