

## Board of Trustees

Monday 28<sup>th</sup> June 2021

### Minutes

**Present:** Sugra Alibhai  
Richard Craster  
Delia Goldring  
Peter Green (Chair)  
Lucy Harrison  
Linda Horbye  
Adrian Marrocco  
Helen Pettifor  
Zubair Shaikh  
Ellie Smith  
Andrew Tebbutt

**In Attendance:** Ruth Henrywood  
Ian Hooper  
Lubna Hussain  
Marco Machitella  
Claire Mugridge  
Beth Yap

1.	Governance
2.	Minutes of Previous Meeting
3.	Matters Arising
4.	Strategic/Training Item – Strategic Plan
5.	Report from the CEO
6.	Maths School Update
7.	Financial Report
8.	Reports from Committees
9.	Risk Management Plan
10.	Any Other Business
11.	Dates of Next Meetings

Minute	Decision /Action	D/A
1.3	To appoint Peter Green and Helen Pettifor as Chair and Vice Chair, respectively, for the 2021-22 academic year.	D
1.4	Clerk to ensure that the Terms of Reference of the Audit & Compliance Committee state that the Committee will review the audited accounts.	A
1.4	To approve the amended Scheme of Delegation, subject to one amendment.	D
1.5	To appoint Helen Pettifor as Temporary Safeguarding Trustee until a permanent replacement is found.	D
1.6	To appoint Pemi Arowojolu as a Governor on the Woodhouse College Local Governing Body for a term of four years. Clerk to inform Pemi of her appointment.	D/A
3.81	Board Meeting of 6th December 2021 to take place at Imperial College London and the Imperial Trustees will present a strategic item regarding their roles at Imperial and how they interact with Frontier Learning Trust.	A
4.	A working party, consisting of Trustees and Governors, will meet during the academic year to develop a 5-year plan to be approved by the Board in July 2022.	A
4.	To approve the 2021-24 strategic plan.	D
6.	To proceed with RS Academics for the recruitment of the Headteacher of the ICLMS.	A

8.1	Claire Mugridge to obtain further information regarding data centres and circulate this electronically to the Board for approval.	A
8.2	To agree that the College should aim to recruit 1480 students in September and that this be reflected in the strategic plan and budget.	D/A
8.2	To approve the 2021-22 budget, noting a surplus of £83k prior to the pension adjustment.	D
8.3	To approve the Woodhouse College final accounts to 31 <sup>st</sup> December 2020.	D

The Board welcomed Ruth Henrywood who was observing the meeting.

## 1. Governance

### 1.1. Apologies

Jeremy Ruff.

### 1.2 Declaration of Interest

Peter Green and Helen Pettifor declared an interest in item 1.3. The Board was informed that Jeremy Ruff would be working with Imperial College London on their White City scheme and the Register of Interest would be amended to reflect this.

### 1.3 Chair and Vice Chair

The Clerk explained that, under academy regulations, the Board is required to appoint the Chair and Vice Chair of Trustees annually. Therefore, in advance of the meeting, the Clerk had invited all trustees to self-nominate for these posts. As no other nominations were received, the Board agreed to appoint Peter Green and Helen Pettifor as Chair and Vice Chair, respectively, for the 2021-22 academic year.

Decision

### 1.4 Scheme of Delegation

The Clerk reminded the Board that the Scheme of Delegation was the key document that outlined the principles of decision making within the Trust, along with the respective roles of the Members, Trustees, Governors and CEO.

The Clerk explained that, until the opening of the maths school, the Scheme of Delegation would remain a working document and need to be reviewed regularly as the Trust matures. The Board of Trustees and all its committees, along with the Local Governing Body, have reviewed their own Terms of Reference and made several changes, which the Clerk went on to outline in detail.

The Clerk explained that it is a requirement that Trustees must form more than 50% of the voting membership of any Committee. Therefore, the voting rights of the Associate Members of the Audit & Compliance Committee were removed in order to adhere to this. Separately, the Board requested that the Terms of Reference clearly outline that the Audit & Compliance Committee will review the audited accounts and recommend these to the Board for approval.

Action

The Terms of Reference of the Search & Governance Committee were amended to accurately reflect the duties of the Committee, which

include reviewing the governance of the Trust and leading the search and selection of new Members, Trustees and Governors. It was agreed that the Chair and Vice Chair of Trustees should also be Chair and Vice Chair of this Committee.

The Clerk reminded Trustees that, from the next academic year, the Board will reintroduce a Finance & Operations Committee, and that the Terms of Reference have been drafted and included in the Scheme of Delegation.

The Terms of Reference for the Local Governing Body now state that it will review the College self-assessment report ('SAR') prior to its submission to Ofsted, and that a pastoral review item will be presented at each meeting.

Finally, the Clerk explained that the table of meetings has been removed and the policy cycle updated. The Board noted that the Trust's Health & Safety Policy will be approved at the next meeting of the Audit & Compliance Committee.

The Trust approved the amended Scheme of Delegation, subject to the amendment that the Audit & Compliance Committee will review the audited accounts and recommend these to the Board for approval.

Decision

### **1.5 Safeguarding Trustees**

The Chair informed the Board that Delia Goldring would be stepping down at the end of this academic year and a new Safeguarding Trustee would be required. The Board had been sent details of the role, including the responsibilities and time commitments. It was agreed to appoint Helen Pettifor as Temporary Safeguarding Trustee until a permanent replacement is found.

Decision

### **1.6 Pemi Arowojolu**

The Board considered the CV of Pemi Arowojolu, an alumna of Woodhouse College who recently graduated from the University of Cambridge and is now a trainee solicitor at Hogan Lovells. The Board agreed to appoint Pemi as a Governor on the Woodhouse College Local Governing Body for a term of four years. Clerk to inform Pemi of her appointment.

Decision  
Action

## **2. Minutes of the Previous Meeting.**

The minutes of the meeting of 17<sup>th</sup> May 2021 were reviewed and approved as a true and accurate record of the events that took place, with one amendment. It was agreed that part of item 5 and all of item 6 would be removed prior to these being uploaded to the Trust's website.

## **3. Matters Arising from the Previous Minutes**

4. Ian Hooper to ensure that Imperial College London become involved in Woodhouse's chemistry and maths academies.
- 8.1 It was agreed that the Board Meeting of 6th December 2021 would take

Action

place at Imperial College London and the Imperial Trustees would present a strategic item regarding their roles at Imperial and how they interact with Frontier Learning Trust.

#### **4. Strategic/Training Item: Strategic Plan**

Sugra Alibhai informed the Board that she has used her first 12 weeks in post to get to know the College, the Trust and Imperial College London and does not want to change too much too soon.

Sugra reminded the Board that, currently, Woodhouse College has a 3-year strategic plan, a quality improvement plan and individual department plans, all of which are reviewed annually.

Sugra explained that going forward her aim is to implement a 5-year strategic plan, that would clearly outline what success would look like in terms of student numbers, attainment, progress, workforce and outreach in 2026.

Sugra explained that the proposed model is for Frontier Learning Trust, Woodhouse College and ICLMS all to have separate 5-year strategic plans, that would be reviewed at key milestones along the way, such as year 1 and year 3. The Board noted that, in addition to this, each institution would also have its own risk management plan.

Sugra then presented the College Improvement Plan (CIP), explaining that whilst the previous Quality Improvement Plan focused only on teaching and learning, the CIP will drive improvement in all areas across the College.

Sugra reminded the Board that the mission of Woodhouse College is *to be an inspirational and nurturing community that is committed to excellence and equips high-achieving, ambitious students with the skills to thrive on their preferred university course and in the wider world of work.*

Sugra explained that the CIP was born out of feedback from her meetings with staff, deep-dive discussions with SLT, conversations with students, and a review of recent destination data.

The Board noted that the CIP has four main priorities and Sugra outlined each in turn:

*Priority 1 - Our educational vision and philosophy is centred around the belief in the potential of every young person. We support a growth mindset in our students and use VESPA to help our students develop as learners.* Sugra explained that many students join the College as high-achievers and can hit a wall when they start studying A levels. The College started to introduce the VESPA (Vision, Effort, System, Practice and Attitude) framework in 2019 but needs to drive this again, after Covid stalled the progress of this work.

*Priority 2 - Our curriculum intent develops students beyond their prescribed academic course of study. Our students partake in a wide range of super curricular and extra-curricular activities. Our students are able to engage in discourse and debate. Our students enjoy learning for its own value.* The Board

was informed that, too often, students feel siloed into a particular area of the College and see themselves as ‘an arts student’ or ‘a STEM student’. The College wants students to feel confident in any space and experience various lectures and exhibitions to enjoy the richness of life. It is important that students are exposed to a variety of things and feel comfortable entering into debate.

Priority 3 - Our systems and processes are clear and coherent. They ensure that there is cohesion between the academic and pastoral teams. They lead to excellent outcomes, progress and destinations for all students. Sugra explained that the College aims to ensure clarity and communication between all pastoral teams. The College should be culturally open and comfortable about the areas that require improvement.

Priority 4 - Our staff community feel connected to their teams and the wider Woodhouse staff body. We have opportunities to reflect, learn and laugh together. We encourage, support and challenge each other. Sugra explained that she felt that having staff as a priority was important, as the Woodhouse Community doesn't only include students. It is important that staff are happy at work and hold themselves to an even higher standard.

Sugra then outlined which member of the Senior Leadership Team would lead on each priority and how these priorities link in with the Ofsted framework. The Board noted that the CIP will feed into Team Improvement Plans and then to individual appraisals, all of which will be underpinned by the Strategic Plan.

The Board thanked Sugra for her presentation and welcomed a longer-term holistic approach that does not just focus on teaching and learning.

**In response to a question from Trustees,** Sugra acknowledged that this has been a difficult year for the College but explained that staff are positive about change, as was evident from the staff conference. Sugra went on to explain that, whilst it may not be possible to achieve everything, it is important that the College is aware of its starting position, especially in light of the recent CAGs/TAGs, and remains aspirational in its targets. **The Board also suggested** that Sugra consider a triage approach to agree the main priorities in an ambitious programme.

**In response to another question from Trustees,** Sugra explained that the current 3-year strategic plan gives shape and context to what is happening now at Woodhouse. However, the aim is to draft a 5-year plan that focuses on the work of the Trust and where it will be in 2026.

Noting the College's target that 60% of students progress to Russell Group universities, **the Board requested** that the College considers and refers to the other students in the strategic plan.

**In response to a question from Trustees,** Sugra explained that whilst some additional posts have been built into the budget, the strategic plan has not been fully costed, as the main resource required would be time.

It was agreed that a working party, consisting of Trustees and Governors would

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meet during the academic year to develop a 5-year plan that would be approved by the Board in July 2022.

The Board approved the 2021-24 strategic plan.

Decision

## 5. **CEO Report**

The Board had received the CEO report in advance of the meeting. Claire Mugridge informed the Board that the Trust was successful in its Condition Improvement Fund bid and will receive £20k for a new fire alarm system. Claire reminded the Board that the College would contribute an additional £36k towards this work.

## 6. **Maths School Update**

A report on the progress of the ICLMS was circulated in advance of the meeting and the Chair informed the Board that the Trust has now received two competitive quotes for the recruitment of the Headteacher of the ICLMS. After discussing the quotes in detail, it was agreed to progress with RS Academics.

Decision

**In response to a question from Trustees**, the Chair explained that DfE estimate that the building should be complete by May 2023. However, a call with the project management team is scheduled this week and the Trust will discuss this further, particularly considering the lack of building materials available nationally at the moment.

## 7. **Reports from Committees and Local Governing Body**

### 7.1 **Woodhouse Local Governing Body**

In addition to the minutes of the meeting of 7<sup>th</sup> June 2021, the Board thanked Marco Machitella for agreeing to join the Trust meetings regularly, to provide feedback from the Local Governing Body. Marco encouraged all governors to email him directly if they had questions relating to the Local Governing Body.

Marco informed the Board that the Woodhouse Local Governing Body has had two meetings since academisation in January. Marco went on to explain that the Governing Body has reviewed its Terms of Reference and is clear on its responsibilities. Marco explained that he has a meeting with the Principal and Clerk this week to determine the Governing Body agendas for the next academic year and to ensure that it is providing assurance to the Trust.

Marco explained that, like the Board of Trustees, the Governing Body welcomed the holistic approach of the CIP and felt that the College should consider different frameworks in order to measure what success will look like for each priority.

Finally, Marco informed the Board that Pamela Chowdhury has been appointed as the College's new EDI governor and will be supported by Louise Burke, Angela Hille and James Marshall. The College will be working under its new EDI policy and objectives, which will be

monitored by the Governing Body.

## **7.2 Audit & Compliance Committee**

The Board noted the minutes of the meeting of 14<sup>th</sup> June 2021. Zubair Shaikh explained that the Audit & Compliance Committee received the first internal scrutiny report from UHY Hacker Young. The Board was pleased to note that there were only three recommendations as a result of this audit, all of which were deemed to be low risk, and thanked Claire Mugridge and her team for their hard work.

Zubair also informed the Board that the Committee discussed cyber security and requested that SLT review this in detail to ensure that the College is as secure as it can be.

## **8. Financial Report**

### **8.1 Management Accounts**

Claire Mugridge presented the management accounts up to 30<sup>th</sup> April 2021, explaining that the EBITDA for the period is £234k, compared with the budget figure of £106k and a projection of £226k.

Claire also informed the Board that the operating deficit for the period is £5k compared to the budget figure of £184k and a projection of £109k.

Claire reminded the Board that the Trust is anticipating a discount from the exam boards, the accounts currently include a £40k saving, it is anticipated that this saving will increase although there has been no confirmation from the exam boards yet..

The Board noted that ESFA have confirmed that schools will continue to receive the Teachers' Pension and the Teachers Pay Grants until March 2023. Whilst it is anticipated that both these sources of funding will continue beyond March 2023, it has yet to be confirmed formally.

Claire then drew attention to the planned capital works, explaining that most capital work is conducted during the summer months. Claire reminded the Board that there are two summers' worth of expenditure within these accounts as the financial year has changed due to academisation.

The Board noted that the College is looking to improve its data centres, at a cost of £30-35k, and has received a number of quotes for this work. The Board discussed this in detail and advised that the College seek references for its preferred supplier and build this into its tendering procedures. It was agreed that Claire should obtain further information and circulate this electronically to the Board for approval.

Action

### **8.2 Budget**

Claire presented the 2021-22 budget, explaining that, as this is based on the number of current students (1479), funding has already been confirmed along with the free school meals grant at a total of £7.75m

However, Claire explained that the budget includes a number of estimates such as the Teachers' Pay Grant (which has only been confirmed up until 2023). Claire reminded the Board that the EHCP funding is based on the number of EHCP students enrolled at the College, which fluctuates from year to year.

Claire reminded the Board that lettings have been severely affected by the pandemic and, prior to this, the College received around £280k of lettings income per annum. It is hoped that the College would receive around £200k of lettings income if it were to remain open for 12 months.

**In response to a question from Trustees**, Claire explained that the income for 22-23 is based on 1460 students as the College had previously been advised by the Board not to grow any further due to space constraints. It was agreed that the College should not seek to grow beyond 1500 but should aim to recruit 1480 students in September 2021. The Board requested that this adjustment is reflected in the strategic plan and budget, so that they remain consistent with each other. Claire also informed the Board that she plans to draft a 5-year financial plan for the Trust.

Decision

Claire also explained that the budget includes additional staff responsibilities that will assist the CIP, as well as a 2% pay increase for staff, who are not impacted by the national pay freeze.

Claire reminded the Board that the budget includes a number of comparative years, as covid and academisation have made like-for-like comparisons difficult.

Claire explained that the change in the format of staffing costs is due to the reallocation of SLT to their respective areas. Previously, they were included as teaching staff. **In response to a question from Trustees**, Claire confirmed that there are no major changes in staffing next year.

This budget projects an in-year surplus of £265k, which includes an accrual of £10k of legal fees for the maths school project.

Claire reminded the Board that the College no longer requests student donations when offering places. **In response to a question from Trustees**, Sugra explained that the Trust is eager to raise funds and build links with the alumni and local businesses, but this must be developed in the right way. The Board agreed that this could be a focus for the 5-year strategic plan and a corporate fundraising policy would have to be considered.

The Board noted that, as a result of academisation, the Trust is now required to have a fixed assets fund for all capital expenses. Claire explained that £191k has been contributed to the fixed asset fund this year.

The Board approved the 2021-22 budget, noting a projected surplus of £83k prior to the pension adjustment. Finally, Claire reminded the Board that this approved budget and related papers would be used to prepare the Budget Forecast Return for the ESFA.

Decision

### **8.3 Woodhouse College Accounts**

The Board reviewed and approved the Woodhouse College final accounts (to 31<sup>st</sup> December 2020), noting that these had been discussed in detail by the Audit & Compliance Committee.

Decision

## **9. Risk Management Plan**

Sugra Alibhai presented the risk management plan, informing the Board of the change to the student enrolment risk rating. Sugra explained that the College must consider the risk of both under- and over-recruiting next year, and has moved the enrolment date to 12th August as a result of this.

The Board noted that the staff conference received positive feedback and focused on rebuilding the College environment, enrichment and atmosphere after the pandemic.

## **10. AOB**

**In response to a question from Trustees,** Lubna Hussain explained that the number of FSM students is lower than the national average as many students are reluctant to sign up for this. Lubna confirmed that the College will promote this further and assure students that FSM allocations are kept confidential.

The Board noted that this is the last meeting of Delia Goldring after 13 years as a governor. The Trust thanked Delia for her support, particularly around HR and safeguarding issues, and wished her all the best for the future.

## **11. Dates of Next Meetings**

The Board was presented with the meeting dates for the next academic year.

The meeting concluded at 8:25pm