

Board of Trustees

Monday 6th December 2021

Minutes

Present: Sugra Alibhai
Richard Craster
Peter Green (Chair)
Lucy Harrison
Ruth Henrywood
Helen Pettifor
Jeremy Ruff
Zubair Shaikh
Ellie Smith
Andrew Tebbutt

In Attendance: Maggie Dallman (Item 1)
Ian Hooper
Lubna Hussain
Marco Macchitella
Claire Mugridge
Peter Thompson
Beth Yap

1.	Strategic/Training Item: Imperial College London
2.	Governance
3.	Minutes of Previous Meeting
4.	Matters Arising
5.	Report from the CEO
6.	Maths School Update
7.	Financial Statements Report
8.	Reports from Committees
9.	Risk Register
10.	Any Other Business

Minute	Decision /Action	D/A
4.3.4	Ian Hooper to ensure that Imperial College London become involved in Woodhouse's chemistry and maths academies and liaise with Andrew Tebbutt on this.	A
5.	Helen Pettifor to discuss protected characteristics offline with Sugra Alibhai.	A
6.	To appoint David Lee as Headteacher of the Maths School and a Senior Post Holder of Frontier Learning Trust, noting that his start date is still to be agreed.	D
7.	To approve the 2020-21 Annual Report and Financial Statements and letter of representation, agreeing that the Trust is a going concern.	D
9.	Sugra Alibhai to ensure that any changes to the rating of a risk within the risk register are clearly marked.	A
9.	Sugra Alibhai to add Health & Safety and operational risks to the construction site and surrounding area of the new ICLMS building.	A
10.	To approve the related party transaction between FLT and Imperial College London to provide mentors to the Trust at a cost of £14k, over 2 years funded by the outreach grant.	D

1. Strategic/Training Item: Imperial College London

Professor Maggie Dallman, Chair of Members at Frontier Learning Trust welcomed all in attendance and outlined the work taking place at Imperial College London, whose mission is *to achieve enduring excellence in research and education in science, engineering, medicine and business for the benefit of society*.

Imperial currently has over 18,000 students, across nine campuses in London, with 60% of students coming from outside the United Kingdom.

Maggie drew attention to the work currently being conducted by Imperial in response to Covid-19, with 2,000 workers supporting this. Imperial is sharing its expertise in science, technology, engineering and medicine education with teachers and pupils, via a series of free online materials, ideal for those home schooling during the pandemic. Maggie also highlighted that Imperial's "Let's talk Covid-19" is the world's most popular free online Coursera course.

The Board noted the outreach work to widen participation for undergraduates at Imperial, along with targets that have been agreed with the Office for Students, to be met by 2025, which are:

- To recruit an additional 48 students a year from England's Index of Multiple Deprivation, quintile 1 (reducing the access gap to 18.3%);
- To recruit an additional 41 students a year from POLAR 4, quintiles 1 & 2 postcodes (reducing the access gap to 42.4%); and
- To increase the intake of black students from 55 to 110 to better reflect the diversity of London where 18% of the population are BME.

Maggie outlined the programmes that are offered to younger students, which include 'STEM in Action' for years 8 & 9, summer schools for years 10 & 11 and 'Pathways to Medicine' for years 12 & 13. The Board also noted additional initiatives such as the mA*ths and further mA*ths online programmes, which have over one hundred year 13 students in the cohort this year.

Maggie went on to outline the plans for the Imperial College London Maths School (ICLMS), which will be one of only 11 maths schools in the country, explaining that this has been an exciting project already, and now with the appointment of the Headteacher, who will motivate the target population of students.

The Board noted the Imperial representatives who are involved with the ICLMS project:

Professor Maggie Dallman OBE is the Professor of Immunology at Imperial and Vice President (International) and Associate Provost (Academic Partnerships). Maggie chairs the ICLMS Steering Group and is the Imperial Lead for the project. Maggie also chairs the Member Board of the Frontier Learning Trust (FLT) and engages in all major discussions and strategic decisions regarding the future of the Trust and ICLMS.

Professor Richard Craster is Dean of the Faculty of Natural Sciences at Imperial, as well as holding a number of external positions in the mathematics landscape, including chairing the Advisory Board of Mathematics in Education

& Industry (MEI). Richard will play a key role in advising relevant FLT colleagues and the ICLMS Headteacher.

Andrew Tebbutt is Director of Outreach at Imperial and has been involved in several streams of work in the pre-opening phase. As Chair of the Student Recruitment, Outreach and Communications Sub-Committee, reporting to the ICLMS Steering Group, Andrew is engaged in the plan and delivery of outreach work alongside FLT colleagues ensuring close adherence to the collaboration agreement between Imperial and FLT. Andrew is also a member of FLT's Finance & Operations Committee and Search & Governance Committee.

Ellie Smith is one of Imperial's Senior Business Partners in the Finance Division, working with departments including Outreach and the President's Office to support business areas with all aspects of financial planning. As a member of the FLT Finance & Operations Committee, as well as the ICLMS Steering Group, Ellie is closely engaged with the creation of financial processes involving Imperial and the Trust, whilst monitoring the expenditure of the Project Development and Outreach Grants in the pre-opening phase, fulfilling the reporting requirements of the DfE.

Professor Emma McCoy is a Professor of Statistics and Imperial's Vice Provost (Education and Student Experience), leading the College's strategy on learning and teaching and ensuring every student's experience at Imperial is the best it can be. As a former Head of Department for Imperial's Department of Mathematics, Emma is advising on the Admissions processes for ICLMS and facilitating the more detailed work on the curriculum, engaging partners such as Mathematics in Education and Industry (MEI). Emma also chairs the Admissions, Education and Curriculum Sub-Committee for ICLMS.

Sam Bailey heads up the Data and Evaluation Team within Imperial's Outreach department. As a member of the Local Governing Body Board, Sam will bring a strong, data-driven insight into the widening participation landscape in which the Trust and ICLMS will operate.

Professor George Constantinides is a Professor of Digital Computation in Imperial's Department of Computing. George holds the position of Chair of the ICLMS Project Review Board (PRB), established in summer of 2021, in accordance with the collaboration agreement between Imperial and the FLT.

Professor Alan Spivey (Faculty of Natural Sciences) and **Martin Lupton** (Faculty of Medicine) will join George on the PRB.

Finally, the Board noted Imperial's commitments to ICLMS and Woodhouse that are clearly stated in the original business case to the DfE, which include curriculum and student support, visits to Imperial and governance expertise.

The Chair thanked Maggie for her presentation and for championing this project from the start, as well as for her ongoing commitment.

2. Governance

2.1. Apologies

Linda Horbye, James Marshall and Adrian Marrocco,

2.2 Declaration of Interest

Richard Craster, Ellie Smith and Andrew Tebbutt declared an interest in item 10 and would not participate in the discussion.

2.3 Sam Bailey

The Clerk informed the Board that Annalisa Alexander has stepped down as an Imperial-appointed Governor and Sam Bailey has taken over this role. A written resolution was passed on 1st November 2021 to appoint Sam to the Woodhouse Local Governing Body with a view to him moving to the ICLMS Local Body when this is convened in 2022-23.

3. Minutes of the Previous Meeting.

The minutes of the meeting of 18th October 2021 were reviewed and approved as a true and accurate record of the events that took place. It was agreed that the minutes should be uploaded to the Trust's website in their entirety.

4. Matters Arising from the Previous Minutes

3.4 Ian Hooper to ensure that colleagues at Imperial College London become involved in Woodhouse's chemistry and maths academies and liaise with Andrew Tebbutt on this.

Action

5. CEO Report

The CEO report had been circulated to the Board in advance of the meeting and Sugra Alibhai took this as read. Sugra informed the Board that David Lee had accepted the position of Headteacher of the ICLMS and she was liaising with him to agree a start date.

Sugra also updated the Board on the financial position, explaining that, with operating costs of £5.21m, the Trust ended the year with an operating surplus of £672k. The Chair congratulated the Trust on this work, noting that an increase in the rate of funding per student and a number of cost savings related to covid have resulted in the first healthy surplus for a number of years. Claire Mugridge explained that, as a result of academisation, the Trust received a number of financial benefits such as the reimbursement of VAT and Council Tax, and receipt of the teachers' pay grant. In addition to this, the Trust will receive reimbursement for the NI increase in April, which would not have been received as a sixth form college.

In response to a question from Trustees, Sugra explained that a lengthy discussion around the plans to manage the surplus took place at the Finance & Operations Committee. Sugra will oversee the drafting of a 5-year finance and premises plan for the Trust and Woodhouse College, which will inform the treatment of this and any future surpluses.

Ian Hooper informed the Board that a pay settlement of 1% has been agreed for support staff, which is lower than the Trust had budgeted for and creates a saving of £16k.

The Board thanked Sugra for the new format of the CEO report, which included much more data than previous reports. Helen Pettifor agreed to discuss protected characteristics offline with Sugra.

Action

6. Maths School Update

Peter Green referred to the maths school update that had been circulated in advance, and shared the latest architectural proposal for the site, which had been included in the tender document submitted by Portakabin, who have just won the contract for the new build. **In response to a question from Trustees**, Peter confirmed that the size of the building and the surrounding land had not changed materially in Portakabin's proposals compared to the original plans.

Trustees questioned whether there was any update around the DfE legal charge. Peter reminded the Board that the DfE retain the right to take back the new building and the surrounding land should ICLMS ever fail. **In response to a question from Trustees**, Peter explained that the Collaboration Agreement includes a number of conditions by which the Trust would be deemed to have failed, but he reassured the Board that this is extremely unlikely. Peter went on to inform the Board the Trust is in negotiations with the DfE around this legal charge and has pushed back on anything that could impede the future development of the Woodhouse site outside of the designated land for ICLMS. The Board noted that the Trust have little flexibility on the principle of the DfE taking a charge over the development as the agreement is based on DfE precedent.

Peter explained that the Trust plans to work in consultation with local residents around the building project and is arranging to invite the local MP and Councillors to see the site. Peter explained that there are plans to use the building for community activities and classes. The Board noted that Sport England will object to the build as this will be seen as a loss of potential sports space.

Finally, the Board considered the CV of David Lee, who had accepted the role of the Headteacher of the ICLMS and hopes to join the Trust by the summer term.

The Board agreed to appoint David Lee as Headteacher of the Maths School and a Senior Post Holder of Frontier Learning Trust, noting that his start date is still to be agreed.

Decision

7. Finance Report

The Board considered the 2020-21 Annual Report and Financial Statements, noting that these had already been considered in detail by the Audit & Compliance Committee and recommended to the Board for approval.

The Chair reminded the Board that this was the first audit under the academy framework and congratulated the CFO, Claire Mugridge, and the Trust on the unqualified opinion with very few recommendations, all of which were low risk.

Claire updated the Board on two adjustments included in the accounts which related to: a) the value at which assets were transferred from the Corporation; and b) changes in accounting rules under academy legislation, which means that unspent grants can no longer be deferred to the following year.

The Board went on to discuss the Trust's healthy cash reserves of £3.1m, noting that £2.4m are 'free reserves'. The Trust's reserves policy stipulates a minimum level of free reserves of £500k and Claire explained that the Reserves Policy was discussed in detail by both the Audit & Compliance and Finance & Operations Committees. Sugra Alibhai explained that conversations with other sixth form colleges have highlighted that their reserves are also high following academisation. However, the Board agreed that a medium-term financial plan for the Trust, including a review of the Reserves Policy, is needed to ensure that reserves do not become too large.

In response to a question from Trustees, Claire explained that the Trust did not apply for any additional Covid grants from the DfE and is not expecting any potential claw-backs.

In response to another question from Trustees, Claire explained that the Maths School building will be shown in the accounts as a donation and then depreciated as an asset, so will be 'neutral' on the balance sheet.

The Board approved the 2020-21 Annual Report and Financial Statements and letter of representation, agreeing that the Trust is a going concern.

Decision

Claire informed the Board of the current financial situation for 2021-22, with income of £1.5m and operating costs of £1.26m so far this year. However, Claire reminded the Board that spending is always slow at the beginning of the academic year.

8. Reports from Committees and Local Governing Body

8.1 Finance & Operations Committee

The Board received the minutes of the Finance & Operations Committee of 1st November 2021 and was informed that further discussions around the Trust's financial KPIs will take place following some benchmarking with other institutions.

Claire explained that the Woodhouse College Trading Company Board met to receive and approve the accounts, which had received a clean audit.

8.2 Remuneration Committee

The Board was informed that the Remuneration Committee met on 8th November 2021 to agree the pay of the Senior Post Holders and that Sugra Alibhai has successfully passed her probationary period.

8.3 Local Governing Body

The Board received the minutes of the Local Governing Body of 15th November 2021. Marco Macchitella, Chair of the Local Governing

Body Board, informed the Trustee Board that Pemi Arowojolu, an alumna of the College, has been appointed as Careers Governor.

Marco also informed the Board that a large part of the meeting was used to consider the College's Self-Assessment Report, which included a judgment of 'Outstanding'. The Governing Body had agreed with this judgment but requested that the Senior Leadership Team ensures that it has enough evidence to back this up to Ofsted.

8.4 Audit & Compliance Committee

The Board received the minutes of the Audit & Compliance Committee of 15th November 2021, noting that the majority of the meeting was used to consider the internal and external audit reports.

Zubair Shaikh, as Chair of the Committee, informed the Board that, following a recommendation of the auditors, a full review of the My Concern system had been conducted and this continues to work well.

The Committee also had a lengthy discussion around cyber security and requested that the Senior Leadership Team consider whether a special audit of this is needed.

In response to a question from Trustees, Ruth Henrywood, Safeguarding Trustee, explained that she has met with the Safeguarding Team to understand how safeguarding is managed within the College and thanked Lubna Hussain for her help in understanding this role.

In response to another question from Trustees, Lubna Hussain confirmed that she had no new issues to report regarding safeguarding but explained that the Annual Strategy & Training Event will include sessions on safeguarding and Prevent.

9. Risk Register

Sugra Alibhai presented the Trust's risk register, explaining that the risk around a reduction in Ofsted grade had been reduced to 'medium' due to the amount of training that had been conducted with staff on this area. The Board was also informed that Ofsted training would take place at the Annual Strategy & Training Event.

In response to a request from Trustees, Sugra agreed to add Health & Safety and operational risks to the construction site and surrounding area of the new ICLMS building.

Action

The Board noted that the College has had difficulty in recruiting to some posts and, for the first time in a number of years, is short of teachers for the start of next term. Sugra explained that additional flexibilities have been offered, such as working from home, to make these posts more appealing to potential candidates. The Board suggested that this risk be increased to 'high' if appropriate and suggested working with Imperial, where appropriate, on potential recruitment strategies.

Finally, the Board requested that it is made clear when the rating of a risk has been changed on the risk register between Trustee Board meetings.

Action

10. AOB

The Board received a paper on a related party transaction, whereby Imperial College London would provide mentors and student ambassadors to ICLMS at a cost of £6.5k in 2021-22 and £7.8k in 2022-23, funded by the Outreach grant. It was noted that, whilst the DfE had been informed of this arrangement, approval was not required as it was under the £20k limit. **In response to a question from Trustees**, Peter Green explained that there will likely be more transactions between the two institutions as ICL undergraduate and post-graduate students will receive payment for this kind of work. The Board approved this related party transaction.

Decision

The Chair informed the Board that, from January, the papers for meetings will be sent 7 days in advance rather than the current 10. This is because the Senior Leadership Team are now preparing more data for the Board packs, coupled with the fact that the papers are sent electronically rather than in the post.

The Chair also informed the Board that there are plans to switch to Governorhub from September due to the additional add-ons that are available, such as compliance metrics and membership to The Key.

The Board noted that all Trustees are invited to the Annual General Meeting at 6pm 10th January 2022 but explained that there is no obligation to attend.

The Board was also reminded that the Annual Strategy & Training Event would take place on Tuesday 18th January 2022, commencing at 3:30pm with a tour of the College in action. The Chair explained that Trustees may dial in to this event but, as the training will be taking place in the hall, attendees will only be able to listen and not participate.

Finally, the Chair explained that meetings from January are hoped to take place in College with the option to join remotely if needed, depending on the situation with Covid.

The meeting concluded at 7:50pm