

Board of Trustees

Monday 12th December 2022

Minutes

Present:

Sugra Alibhai
Richard Craster
Peter Green (Chair)
Lucy Harrison
Linda Horbye
James Marshall
Adrian Marrocco
Lola McDowell
Helen Pettifor
Zubair Shaikh
Ellie Smith
Andrew Tebbutt

1.	Governance
2.	Minutes of Previous Meeting
3.	Matters Arising
4.	Strategic/Training Item: Growth Mindset
5.	Safeguarding Report and Policy
6.	CEO Report
7.	Financial Statements 2021-22
8.	Maths School Update
9.	Approval for Establishment of ICLMS
10.	Reports from Committees
11.	Any Other Business

In Attendance:

Del Cooke
Ian Hooper
Lubna Hussain
David Lee
Claire Mugridge
Beth Yap

(*all participants attended virtually due to snow conditions)

Minute	Decision /Action	D/A
1.3	To approve the 2022-23 Scheme of Delegation, which included the removal of student governors.	D
1.4	Emma McCoy was appointed as a Governor of the ICLMS Local Governing Body for a term of four years by written resolution.	D
1.5	Sam Bailey was appointed as a Governor of the Woodhouse Local Governing Body for a term of four years by written resolution.	D
1.6	Amir Sam was appointed as a Governor of the Woodhouse Local Governing Body for a term of four years by written resolution.	D
5.	To approve the Trust's Safeguarding Policy for the academic year.	D
7.	To approve the 2021-22 financial statements.	D
9.	<ul style="list-style-type: none"> To approve the Consultation Report and authorised David Lee to submit it to the DfE. To recommend that the Trust enters into the DfE Funding Agreement 	D

	<ul style="list-style-type: none"> To authorise that the Funding Agreement can be signed by any Trustee(s). 	
10.	Confidential action.	A

There is also a decision in appendix 1.

1. Governance

1.1. Apologies

Marco Macchitella and Lucy Needleman.

1.2 Declaration of Interest

None.

1.3 Scheme of Delegation

The Board received the 2022-23 Scheme of Delegation and noted the key changes, which included the addition of procedures for addressing the underperformance and removal of Trustees and Governors, and the Terms of Reference of the ICLMS Local Governing Body during the pre-opening phase.

The Clerk explained that the Search & Governance Committee had discussed the role of Student Governors, as this is no longer a statutory requirement since the conversion from sixth form college to academy, and recommended that this position be removed from the Local Governing Bodies. The Clerk explained that, whilst students make a valid contribution at meetings, the Local Governing Body must be able to hold candid discussions regarding the performance of departments within the College. In addition to this, it was also agreed that putting students in the position of Governor may be asking too much of them.

This proposal had been discussed with the Local Governing Bodies who had agreed, subject to student voice still being welcomed at meetings. The Principal had confirmed that students would be invited to present at the beginning of meetings and then asked to withdraw.

In response to a question from Trustees, Lubna Hussain explained that, whilst the outgoing Student Governors had not been informed of this change, the Student Council had been informed and was comfortable, as they currently meet with the Senior Leadership Team on a monthly basis.

The Board approved the 2022-23 Scheme of Delegation, which included the removal of student governors.

Decision

1.4 Emma McCoy

To note that, following her resignation from Imperial College London, Emma McCoy had been appointed as an Independent Governor of the ICLMS Local Governing Body for a term of four years by written resolution.

Decision

1.5 Sam Bailey

To note that, following his resignation from Imperial College London, Sam Bailey had been appointed as a Governor of the Woodhouse Local Governing Body for a term of four years by written resolution.

Decision

1.6 Amir Sam

To note that Amir Sam, Head of the School of Medicine at Imperial College London, had been appointed as a Governor of the Woodhouse Local Governing Body for a term of four years by written resolution.

1.7 Formal Procedures Training

The Clerk informed the Board that schools nationally are seeing an increase in complaints, exclusions and grievances and, in these instances, Trustees would be asked to join a panel to hear the case. Therefore, the Trust is looking to run training around formal procedures.

The Board noted the resignations of Pamela Chowdhury and Lynn Blades from the Local Governing Bodies, thanking them for their contributions and wishing them the best for the future.

2. Minutes of the Previous Meeting.

The minutes of the meeting of 4th July 2022 were reviewed and approved as a true and accurate record of the events that took place. It was agreed that item 7 was confidential and would be removed from the minutes before being uploaded to the Trust's website.

3. Matters Arising from the Previous Minutes

- 3.5 Helen Pettifor and Sugra Alibhai have met to discuss protected characteristics.
- 4. Ian Hooper confirmed that he had reviewed data from the alumni questionnaire, discussing gaps in skills or knowledge that alumni became aware of after starting work or university. However, only 100 replies were received and there were no obvious patterns or trends in feedback.
- 5. Sugra Alibhai confirmed that students have been informed during assemblies and tutorials of who they should contact if they are concerned about the cost-of-living increase.
- 6. The Trust was informed that the government white paper 'Opportunity for All' has been put on hold.
- 9.2 The Board noted the confidential Local Governing Body minutes from 6th June 2022.

4. Strategic & Training Item: Growth Mindset

Deferred to the next meeting when the Board could meet in person.

5. Safeguarding Report & Policy

The Board considered the Trust's Safeguarding Policy, noting that this takes into account the changes in Keeping Children Safe in Education 2022, such as the change in language from peer-on-peer abuse to child-on-child abuse. The Board approved the Safeguarding Policy.

Lubna Hussain then presented the Safeguarding Report, informing Trustees of the increase in the number of students dealing with bereavements, anxiety and suicidal thoughts, explaining that welfare in schools is currently at crisis level. It was also noted

that, in advance of the Christmas holidays, students have been informed of where they can access support.

Lubna explained that the College has now been using MyConcern for 2 years and a full audit of this service will be conducted to ensure that it is meeting the College's needs.

Lola McDowell, Safeguarding Trustee, congratulated the Safeguarding Team on its outstanding Ofsted inspection, explaining that the team is very knowledgeable, and the Single Central Record is excellent.

In response to a concern raised around the available space and capacity of the College site, Sugra Alibhai explained that this is something that is being looked at in the Trust's 5-year plan, along with upgrading the site in general as part of a process of utilising the Trust's surplus reserves.

Confidential minute.

In response to a question from Trustees, Lubna explained that the College is not aware of any 'black spots' in CCTV coverage but will consider any possible improvements to security whilst maintaining the culture and ethos of the College.

Claire Mugridge informed the Board that the police previously conducted an audit of the site and made a number of recommendations, which have been actioned by the College.

In response to a question from Trustees, Sugra explained that security at Woodhouse is similar to that of other sixth form colleges, which differs from schools. However, she noted that there is more that can be done to improve security, such as encouraging universal use of lanyards and increasing the number of badge access points.

The Board was then invited to ask questions on the Safeguarding Report and, **in response to a question**, Lubna explained that the College currently pays for a 5-day a week counselling service provided by MIND and regularly assesses those on the waiting list to ensure that this is the right level of external mental health support for the College.

Trustees questioned the reason for the increase in mental health issues. Lubna explained that the pandemic significantly impacted students and that they are now more aware of their own needs and identifying how they are feeling as a result of social media. **In response to a question from Trustees**, Lubna confirmed that the College has offered training on resilience and how to manage stress.

It was agreed that this is important work that needs to be supported by Trustees.

6. CEO Report

Sugra Alibhai took the CEO report as read; Trustees had no further questions. Sugra also welcomed David Lee, Headteacher of ICLMS, and Alex Christodoulou, Vice Principal of Woodhouse, both of whom have settled in well. Separately, the Board was informed of the proposed strike action and was reminded that a number of staff are union members.

The Board congratulated the College on its exceptional exam results in the summer.

7. Financial Statements 2021-22

Trustees considered the 2021-22 audited financial statements, noting that this had been reviewed by the Audit & Compliance Committee and recommended to the Board for approval.

The Board discussed the high level of reserves, noting that this was due to an underspend in capital expenditure and an increase in lettings income. This will be addressed by a working group that will consider areas of the estate that require improvement and renovation over the coming months.

The reduction of the pension liability was also discussed, and the Board was reminded that this could fluctuate up or down in future years.

The Chair of the Audit & Compliance Committee explained that the College's new financial accounting system was also reviewed as part of this audit, and congratulated the Finance team for the successful transition from the old to the new system.

The Board approved the 2021-22 audited financial statements.

Decision

8. Maths School

Peter Green presented an update on ICLMS, highlighting that the school has received 284 student applications, which was significantly higher than anticipated.

He explained that, whilst student and staff recruitment is going well, the biggest concern remains around the progress of the building construction, which is being managed by the DfE. As yet, no contractor has been appointed for the temporary or permanent accommodation. Contractors should be appointed in January.

9. Approval for Establishment of ICLMS

The Board received information from the Section 10 consultation, noting that feedback from the community was overwhelmingly positive and specific concerns had been addressed in the report. David Lee confirmed that he has also met with Barnet Headteachers to discuss the role of ICLMS within the community.

Therefore, the Trust:

- Approved the Consultation Report and authorised David Lee to submit it to the DfE.
- Recommended to enter into the DfE Funding Agreement.
- Authorised that the Funding Agreement can be signed by any Trustee(s). However, it was noted that this is likely to be Sugra Alibhai, Peter Green and Helen Pettifor.

Decision

It was also noted that the Funding Agreement for ICLMS will be a Supplementary Funding Agreement, to be read in conjunction with the Master Funding Agreement, which relates to Frontier Learning Trust. .

10. Reports from Committees and Local Governing Bodies

10.1 Search & Governance Committee

The Board received the minutes of the Search & Governance Committee of 12th September 2022. It was noted that the Trustee and Governor Self-Assessment will no longer be anonymous, and the Committee is eager to recruit a Trustee with HR expertise.

10.2 Remuneration Committee

The Board noted that the Remuneration Committee met on 26th September 2022 and was informed that a decision was made regarding the remuneration of all Senior Post Holders. However, this may need to be reviewed depending on the national pay increase that is awarded. It was also noted that the Committee is now considering 'stretch targets' so it is clear if a Senior Post Holder has met or exceeded their standard objectives.

10.3 ICLMS Local Governing Body

The Board received the minutes of the ICLMS Local Governing Body of 10th October 2022 and was invited to the U Maths Network Day on 21st April 2023.

10.4 Finance & Operations Committee

The Board received the minutes of the Finance & Operations Committee of 7th November 2022. The Committee Chair explained that the high level of reserves was discussed in detail, which is something that was also flagged by the auditors.

Confidential minute and action.

Action

10.5 Woodhouse Local Governing Body

The Board received the minutes of the Woodhouse Local Governing Body of 10th October 2022, noting that recruitment and enrolment at the College is going well with the highest ever attendance at open days. It was noted that Angela Hille has been appointed as Vice Chair of the Local Governing Body but would be stepping down from the Audit & Compliance Committee in order to fully fulfil this role.

10.6 Audit & Compliance Committee

The Board received the minutes of the Audit & Compliance Committee of 28th November 2022. The Committee Chair informed the Board that UHY has now tendered its resignation as internal auditor and interim arrangements are now being discussed until this goes out to tender, along with the external audit, next year.

11. Any Other Business

The Chair explained that, as the number of Trust meetings has reduced from 4 to 3 this year, this first meeting of the academic year may need to be scheduled for 2.5 hours, rather than the usual 2 hours, due to the large amount of business that needs to take place. **In response to a question from Trustees**, the Chair explained that the Trust is meeting its requirements in terms of the number of meetings per year, as it has a number of active sub-committees. The Finance & Operations Committee is an extension of the Board but scrutinises management accounts, personnel, estate, legal and operational issues with members who are sector specialists. The Chair also reminded Trustees that Board

meetings are expected to be held in-person but a virtual option will always be available to those who might struggle to make the journey to College.

The Chair reminded the Board of the Annual Strategy & Training Event which will take place on 16th January and a presentation will be received from Bill Watkin, Chief Executive of the Sixth Form College Association. All Trustees were reminded to respond to the Clerk with their start time preference.

It was noted that the March Board meeting would take place at Imperial College London, Kensington.

The final piece of business is contained in appendix 1.

Appendix 1

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
EXTRACTED RESOLUTION OF THE DIRECTORS
OF
FRONTIER LEARNING TRUST
(The “Academy Trust”)
Extract from Minutes of a meeting of the board of
directors of the Academy Trust duly convened and held
on Monday 12 December 2022.

1. **DECLARATIONS OF INTEREST**

Those Directors present at the meeting who had interests in the matters under consideration declared those interests and it was noted that a quorum was present.

2. **PROPOSAL TO ENTER INTO A LEGAL CHARGE**

A motion was proposed by Sugra Alibhai and seconded by Helen Pettifor and it was
IT WAS UNANIMOUSLY RESOLVED:

- 2.1 It would promote the success of the Academy Trust for the benefit of its members as a whole, and would be in furtherance of the object of the Academy Trust which is to advance for the public benefit in the United Kingdom by establishing, maintaining, carrying on, managing and developing a school offering a broad and balanced curriculum, to enter into the transactions proposed, grant the security and undertake the obligations and liabilities set out in a legal charge to be entered into by the Academy Trust in favour of the Secretary of State for Education (the “Legal Charge”);
- 2.2 The terms of the Legal Charge be and hereby are approved by the Academy Trust;
- 2.3 The Legal Charge be executed as a deed by the Academy Trust by the signing thereof by any of Peter Green, Sugra Alibhai, James Marshall or Richard Craster (being directors of the Academy Trust)
- 2.4 The persons named at 2.3 above be and hereby are authorised on behalf of the Academy Trust to negotiate, agree, complete, sign, execute as a deed to and/or deliver any notice, communication, certificate, agreement, deed or other document which any such person may approve as being necessary or desirable under or in connection with any document referred to above in this resolution (such approval to be conclusively evidenced by any such person’s of the same); and
- 2.5 The persons named at 2.3 above be and hereby are authorised on behalf of the Academy Trust to take such action in connection with any transaction contemplated by any document referred to above in this resolution as any such person may approve as being necessary or desirable in connection with the exercise, performance and/or observance of the Academy Trust’s rights and obligations in connection with any such transaction, such approval to be conclusively evidenced by the taking by any such person of such action.