



MINUTES OF THE MEETING OF THE ESHER SIXTH FORM COLLEGE ACADEMY TRUST

Held At Esher Sixth Form College
Wednesday, 11th December 2019, at 6.00 pm.

Present:

Tim Oliver (Chair)	Declan Mason
Paul Collyer	Karin Rowsell
Dan Dean	Katie Pattison
David Irving	Berzek Sanda
Robin John	Fran Stewart
Florence Kilby	Tom Webb
Ian Leigh	

Helen Odhams, Deputy Principal (Advising Officer)
Stephanie Wiles, Director of Finance and Estates (Advising Officer)
Kerry Webb, Clerk

The Chair welcomed newly appointed Trustee, Berzek Sanda to her first meeting of the Academy Trust.

1. REGISTERS OF INTERESTS

There was nothing to declare.

2. APOLOGIES FOR ABSENCE

Apologies were received from Harry Hayley and Ruth Seabrook.

3. CONSTITUTION

The following matters received the Academy Trust's consideration:

- **Robin John** – As Robin's term ends next year, a potential replacement has been identified. The Chair of Trustees and Principal had met with Mark Nelligan and propose that he may be a suitable replacement, being from a similar accountancy background. It was agreed that it will now be recommended to the Members that Mark is appointed as a Trustee and this will be confirmed at the March Academy Trust meeting. In the meantime, Mark will attend Finance and Estates Committee and March Board as an observer.
- **Vacancy - Vice-Chair of the Academy Trust** – This role will become vacant next year; Trustees were invited to consider whether they would like to stand for this role. Elections for this position will take place at the next meeting of the Academy Trust.
- **Clerk to the Academy Trust**– It was noted that this would be the last meeting for the Clerk. The Chair of Trustees thanked her for her work and wished her the best for the future.
- **Minor amendment to the Articles of Association** – The enclosed draft "Resolution in Writing" details a special resolution to amend an incorrect clause in the Articles of Association filed. It is proposed that

clause 50 be deleted and the following clause 50 be inserted: “50. The Members may appoint by ordinary resolution up to 10 Trustees.” This resolution will need to be passed by Members. It was agreed that a recommendation be made to the Members for approval.

4. MINUTES OF THE ACADEMY TRUST MEETING HELD ON WEDNESDAY 25 SEPTEMBER 2019

A Trustee questioned the background of Item 6 “Minutes of the Corporation Meeting held on Wednesday 10 July 2019”. It was explained that the minutes had been amended to ensure factual accuracy and an email had been circulated advising that these were available on the Trustees’ Portal.

The minutes were approved.

5. MATTERS ARISING

A1-001: Item 5: Constitution – In progress. The Annual AGM for Members will be scheduled for the Summer term.

A1-002: Action completed

A1-003: Action completed

6. PRINCIPAL’S REPORT

6.1 Financial Management and Governance Self-Assessment (FMGS) visit from the ESFA Auditors

The Principal and Director of Finance and Estates have been co-ordinating the Financial Management and Governance Self-Assessment (FMGS) visit from the ESFA Auditors. There have been no major issues identified and overall the process has been helpful in ensuring that all documentation is in order and that the College is fulfilling its obligations. Points of note were:

- It is good that the “Register of Interest” is a standing agenda item and should be continued.
- They commended that the carrying through and scheduled updating of policies from sixth form college to academy has been minuted.
- In the self-assessment, some questions that were answered yes need to include explicit evidence rather than be implicitly supported.

The College expects the findings report from the ESFA imminently.

6.2 Funding

The current student numbers are pleasing and the SFCA has done an excellent job in ensuring a broad range of courses are included within the additional funding for government curriculum priorities.

Q. Is this additional funding guaranteed for the future? It is not clear at this stage whether this is a one-off initiative or a regular per annum payment.

The increase in the funding rate per pupil from 2020-21 is welcomed and combined with the high rate of applications for September 2020 provides a positive outlook for the next couple of years.

6.3 Ofsted Inspections

It is likely that the statute preventing outstanding institutions from being inspected will be lifted. This means that Inspections for Sixth Form Colleges currently rated “Outstanding” are likely to commence in 2020-21. If inspections are scheduled according to previous inspection date, the College is likely to be early in this process.

Q. Is the College fully staffed? Yes, with the exception of a vacancy for a developer. This has been a long-standing vacancy and is proving difficult to fill.

6.4 Student Union Report

The President of the Student Union reported that it had been a very successful term. There had been a number of open mic events which are low-key events but very popular. The Freshers event was sold out and was very successful. They continue to focus on raising money and awareness for their chosen charity, ECAT.

6.5 Finance Reports

The Director of Finance and Estates reported that she will be submitting the finance record to ESFA as the last filing for the now former Corporation. A financial rating of "Outstanding" was achieved based on the final two sets of management accounts for July and August 2019. Included in the pack was a reconciliation between the management accounts and the financial statements and the July ESFA finance record return.

At the last Finance and Estates Committee meeting, Trustees were presented with financial management accounts for the two months to 31 October 2019. This is due to the change in accounting year from 31 July to 31 August. As the former Corporation, management accounts for the first quarter were presented at this Autumn term meeting. She explained that now six sets of management accounts will need to be presented to Trustees, with the Chair of the Academy Trust and Chair of the Finance and Estates Committee reviewing management accounts in between scheduled committee meetings.

The Director of Finance and Estates reported that for the two months ended 31 October 2019, there were no particular concerns regarding any variances nor the ability to meet the budget. Salaries will be reforecast, this is aimed to be reflected in the February monthly management accounts. She has also reforecast the exam costs on a student by student basis.

The Cash Flow statement shows that the College is slightly ahead of budget, in terms of cash held, however building cost commitments have not started to come through, so this will reduce.

The Trustees approved the Finance Reports for July, August and October 2019.

7. REPORT AND FINANCIAL STATEMENTS FOR 13 MONTHS ENDED 31 AUGUST 2019 AND LETTER OF REPRESENTATION WITH AUDIT FINDINGS REPORT AND AUDIT COMMITTEE ANNUAL REPORT

The Chair of the Audit Committee reported that the Audit Committee had reviewed the reports and had received direct positive feedback from the Lead Audit Partner and the Committee had been very pleased with the level of assurance provided. In particular, the Audit Partner noted that the financial controls in place at the College are "robust".

The Chair of the Audit Committee noted that, as this is a 13-month reporting year, income and expenditure had necessarily been apportioned and the Committee spent some time understanding the basis of this apportionment and ensuring that they were satisfied with the approach, as detailed in the minutes. The pensions assessment is difficult because it is based on various actuarial assumptions, but the Trustees at the Audit Committee meeting asked pertinent questions to understand this and were satisfied with the explanation and approach taken.

It should also be noted that there were no findings included within the Audit Findings Report and those small findings last year had now been dealt with.

The Chair of the Audit Committee extended his thanks to the Director of Finance and Estates and her team for their hard work and congratulations on a successful audit.

It was noted that the Audit Findings Report, page 8, 3.6 Other Balance Sheet last bullet point "the confirmation of assets held (e.g. cash at bank) to third party confirmations. The receipt of these documents and our review of them remains outstanding at the time of writing this report as outlined in Section 1". These documents had

been received by the auditors. It was agreed that the Audit Findings Report was approved subject to removal of this bullet point.

The Trustees approved the Report and Financial Statements for 13 months ended 31 August 2019, the Audit Letter of Representation, the Audit Committee Annual Report and the Audit Findings Report subject to removal of the outstanding point.

8. COLLEGE SELF-ASSESSMENT REPORT (SAR)

The Deputy Principal briefed that the whole College SAR will be going to Ofsted when approved and if the College is inspected this is the document the Inspectors will work with. She explained that the headings have changed for SAR and QIP to reflect the new Education Inspection Framework (EIF), but the format is otherwise similar to previous years.

She noted that the Quality and Standards Committee had undertaken robust scrutiny of both the SAR and QIP at the recent meeting and their comments had been incorporated and had strengthened these documents. The objective and challenging review of these documents had been a useful exercise in looking at how the College can justify and explain the ratings and commentary included.

She highlighted the following key areas:

8.1 SAR - Introduction

There is now a focus on Curriculum Intent. Following the Quality and Standards Committee meeting, a clearer link between the College Statement of Intent and the College Mission Statement has been made in this section.

8.2 SAR - Quality of Education

The grading of this area covers three aspects (1) Curriculum Intent; (2) Curriculum Implementation and (3) Curriculum Impact. It is therefore important to consider the intent and implementation alongside analysis of results and destinations on a year-by-year basis. As more sixth form colleges are inspected and reports issued, it will become clearer how Ofsted will be judging this area and we will reflect upon this.

Trustees agreed that the SAR should include an assessment of QAR (Qualification Achievement Rate) data as this is an Ofsted priority and the College has performed above national benchmarks.

L3VA data has been amended in a way that shows the difference between statistical significance and L3VA performance. In future years, Groups of Learner data will also show statistical significance. This is key data to ensure the College monitors how they are meeting the needs of different groups of learners.

8.2 SAR - Behaviour and Attitudes

Attendance at the College is good, although there is no national data available to benchmark this. The SAR has been amended to reflect the importance of this issue (although not deemed a concern) and is being looked at via student services in the QIP.

8.3 SAR - Personal Development

The College is continuing to develop approaches to supporting student progression and analysing destination data. There has been a slight shift in destination trends as shown on page 13 of the SAR. The HESA statistics (Higher Education Statistics Authority) are very positive and show that the College is preparing the students well for university.

8.4 SAR - Leadership and Management

Safeguarding is still a critical feature and there has been a focus on developments in this area. This section also includes other areas such as the strategic plan, financial challenges and property strategy which, whilst not necessarily Ofsted-orientated, are key focus areas for the College.

Q. Have the Trustees seen the Disaster Management Strategy? It has been reviewed by the Audit Committee. Clerk to check whether a copy of the Disaster Management Strategy is on the Trustees' portal.

ACTION: Clerk to check whether a copy of the Disaster Management Strategy is on the Trustees' portal.

8.5 QIP 2018-19

- Target 5: The EIF action plan has now gone to Operational Development for consideration.
- Target 11: The procedures for the vetting of events and external speakers has been finalised and launched to staff.

8.6 QIP 2019-20

Following review and feedback from Trustees, the number of targets has been reduced by six to ensure a more focused approach. The colour coding and ranking has been kept and, although there are still a significant number of targets, it should be noted that responsibility for working on these is assumed by a number of different staff with oversight by the SLT.

Q. Can the performance indicator on Target 3 (To provide support to departments where results are not as expected) be more explicit? This is picked up in Quality and Standards Committee reviews, where good outcomes for individual departments are reviewed. It was agreed a note should be added to reflect that the Quality and Standards Committee receives updates on a subject by subject basis.

ACTION: Deputy Principal to add wording to QIP 2019-20, Target 3 to reflect that the Quality and Standards Committee receives updates on results and outcomes on a subject by subject basis.

The Trustees congratulated the Deputy Principal, SLT and Staff on the SAR and QIP documents, appreciating that a lot of work goes into preparing and reviewing this document. They also commended the Quality and Standards Committee for their careful and challenging scrutiny.

The Trustees approved the College Self-Assessment Report.

Items taken out of Agenda order number

10. REPORT BACK FROM COMMITTEES

10.1 Audit Committee

The Chair of the Audit Committee confirmed that the main areas of review at the last Audit Committee meeting were the IT Recovery and Data Protection Report. As part of this review, the use of personal email addresses by Trustees was discussed. It had been concluded that as the emails would not include student personal information the risk of using personal emails for day to day trustee business was small. Additionally, it was noted that the mandatory use of College email accounts may be an administrative burden to Trustees.

Q. Is there a requirement to understand where emails are administered from? The nature of what is included in the emails, i.e. no student personal data means this is unlikely.

It was agreed that there would be no mandate requiring Trustees to use a College email account, but it would be for the individual Trustees to consider their position and assess any potential risk of using their personal

email accounts. If they require a College email address they should contact the Principal or the IT Director, Dan Loughlin, and this can be set up.

ACTION: Trustees to consider their position and assess any potential risk of using their personal email accounts. If they require a College email address they should contact the Principal or the IT Director, Dan Loughlin, and this can be set up.

The Chair of the Audit Committee confirmed that the risk register had been reviewed during the Audit Committee meeting. He also noted that last year it was agreed that there would be no extended assurance audit, with the view that GDPR would be the focus for this year. However, it was concluded that GDPR has now been satisfactorily embedded within the College without issue and as such was a low priority. It was agreed that, with the rising instances of Cyber Security issues, this should be the focus for the extended assurance audit. The IT Director had been briefed and would be working with Trustees to agree a scope to ensure the exercise would provide a useful insight into any vulnerabilities.

10.2 Finance and Estates Committee

The Chair of the Finance and Estates Committee reported that the Financial Strategy Group had previously been reconvened to look at potential income generation and cost saving opportunities. Considering the positive financial outlook of the College, combined with building works limiting opportunities for current income opportunities through increased lettings, it was agreed that the FSG should be suspended with a view to reconvening in the future if required. It was noted that Trustees should continue to reflect on potential income generation and cost saving opportunities and to be proactive in promoting these. An action from the FSG is for the Director of Finance and Estates to report on the relative profitability of individual courses, as and when she is able to undertake the exercise.

He concluded by reporting that various building projects are underway, including the extension of the canteen and additional classrooms. A potential CIF bid for installing LED lighting, which will provide both cost savings and environmental benefits, is about to be submitted.

10.3 Quality and Standards

The Chair of the Quality and Standards Committee confirmed that the Deputy Principal had briefed on the areas relating to the College SAR and QIP earlier in the meeting. She confirmed that the Committee had been pleased with the success of students at the various destinations they chose, and that the College excelled in meeting the needs of individual students.

She confirmed that during the meeting the Committee had looked at the format for the next year's SAR. Two proposals had been put forward and the various pros and cons of each version had been appraised. They had agreed to proceed with proposal 2, with a view to reviewing it when it is drafted next year. The QIP will remain in the current format.

During the Committee meeting the Deputy Principal had given an overview of Departmental support, detailing those departments which were supported last year and the impact of this support. An overview of those departments who are being supported this year was also given.

It was discussed that it is important to continue to consider what is offered at the College and the needs of the students, e.g. is there scope to develop facilities as part of the process of supporting departments?

10.4 Strategy and Policy

The Chair of the Strategy and Policy Committee reported that the Admissions Policy 2020 had been reviewed. It was agreed that, on balance, the current policy can be considered transparent and consistent and is working at the moment. It was noted that the applications for next year are at a record high level.

9. CODE OF CONDUCT

The proposed amended Code of Conduct was reviewed, and it was noted it had been updated to reflect the change to an Academy Trust. In addition, (h) had been added to deal with requests for information from Trustees. It was clarified that this had been included to provide guidance on how Trustees should request information and ensure that there was a process to ensure that such requests were reasonable and not overly burdensome for staff. It is not intended to prevent Trustees asking normal questions/requesting certain information to enable them to perform their role. For example, questions they may need to ask or further information they may require when reviewing management accounts sent by the Director of Finance and Estates. It was noted that in (h) the word “within” should be changed to “through”.

It was agreed that as the Code of Conduct is included within the induction pack to Trustees and, as such, Trustees are implicitly bound by the Code of Conduct when they accept to undertake the role. It was therefore agreed there should be no requirement for Trustees to sign the Code of Conduct.

The Code of Conduct was approved by the Board subject to the following minor amendment, in (h) change “within” to “through”.

ACTION: Clerk to make the minor amendment to the Trustee’s Code of Conduct, in (h) change “within” to “through”.

11. LINK TRUSTEES’ REPORTS

The Safeguarding Link Trustee reported that this term the focus has been on the SAR agenda of exemplary safeguarding. She commended the Safeguarding Lead and the pastoral team on the excellent work they have undertaken. She noted that, although safeguarding at the College is very good, it is important not to become complacent and continue to ensure that safeguarding is prioritised and the continued development of all staff. She noted that the safeguarding training is now recorded on the Single Central Register, which is an excellent way of monitoring training.

The College continues to promote and roll out Prevent strategies and there had been a number of updated documents, including the Search, Confiscate and Restraint procedures. British Values policies and promotions have been reviewed and new initiatives are being added as appropriate.

12. ANY OTHER BUSINESS

12.1 Companies House Filings

It was noted that as Trustees to the Academy Trust are now required to be filed with Companies House, they receive a letter outlining their various filing duties and responsibilities as Directors of the Academy Trust together with the penalties for non-compliance.

It was confirmed that the Clerk assumes the delegated responsibility for general filings for the Academy Trust with Companies House and the Director of Finance and Estates assumes the delegated responsibility for all financial and accounting filings for the Academy Trust with Companies House. The Trustees, as Directors of

the Academy Trust, are not required to make filings. The Director of Finance and Estates confirmed that the College has Director and Officer Liability Insurance in place.

ACTION: Clerk to add an explanation that the responsibility for filing with Companies House will be delegated to the Clerk and Director of Finance and Estates to the “Trustees Information Required for Companies House Filing” form for new Trustees.

12.2 Management Accounts for November 2019

The Director of Finance and Estates confirmed that she has now prepared the Management Accounts for November 2019, which will form part of the second of six sets of management accounts for review. All Trustees had been emailed these prior to the meeting. There is nothing of note to draw Trustees attention to.

The Management Accounts for November 2019 were approved.

12.3 Building Works

As has been previously minuted, due to the building works the fire escape in the Conference Room is not in use. A risk assessment has been in place for future meetings of the Trustee Committees. All Trustees should be aware of alternative fire escape routes.

13. DATE OF NEXT MEETING: Wednesday 25 March 2020

*The meeting closed at 7.30 pm.
Attendance was 86.67% (13 out of 15 Trustees)*

Signed.....

Date.....

SUMMARY OF ACTIONS

C2-001	Item 8: <u>College Self-Assessment Review (SAR)</u> Clerk to check whether a copy of the Disaster Management Strategy is on the Trustees' portal.
C2-002	Item 8: <u>College Self-Assessment Review (SAR)</u> Deputy Principal to add wording to QIP 2019-20, Target 3 to reflect that the Quality and Standards Committee receives updates on results and outcomes on a subject by subject basis.
C2-003	Item 10: <u>Report Back from Committees</u> Trustees to consider their position and assess any potential risk of using their personal email accounts. If they require a College email address they should contact the Principal or the IT Director, Dan Loughlin, and this can be set up.
C2-004	Item 10: <u>Report Back from Committees</u> Clerk to make the following minor amendment to the Trustee's Code of Conduct, in (h) change "within" to "through".
C2-005	Item 12: <u>Any Other Business</u> Clerk to add an explanation that the responsibility for filing with Companies House will be delegated to the Clerk and Director of Finance and Estates to the "Trustees Information Required for Companies House Filing" form for new Trustees.

SUMMARY OF GOVERNOR CHALLENGE [C] / SUPPORT [S]

C/S	Item	Topic
S/C	7	<u>Report and Financial Statements</u> Trustees thanked and congratulated the Director of Finance and Estates and her team on an excellent report. The Chair of the Audit Committee explained how the Audit Committee had scrutinised apportionment and pensions calculations to understand the basis of assumptions made and ensure they were satisfied with the approach.
C	8	<u>College SAR</u> The Deputy Principal was able to feedback how the thorough scrutiny of the College SAR at the Quality and Standards Committee meeting had helped her and the SLT team to revisit and strengthen the College SAR being reflective on the questions asked and going through the process of justifying gradings and commentary had been invaluable.
S	11	<u>Link Governors Report</u> The Link Governor – Safeguarding commended the Safeguarding Lead and Pastoral Team for their excellent work developing and maintaining safeguarding standards at the College.