



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

Held by video conference
Wednesday, 25th March 2020, at 6.00 pm.

Present:

Tim Oliver (Chair)
Dan Dean
Paul Collyer
Robin John
Ian Leigh

Declan Mason
Ruth Seabrook
Tom Webb
Fran Stewart
Mark Nelligan

Clarissa Wilks (Member)
Helen Odhams, Deputy Principal
(Advising Officer)
Stephanie Wiles, Director of Finance and
Estates (Advising Officer)
Ken Kehoe (Clerk)

Terry Price (Member)
Dan Hards, Assistant Principal (Advising
Officer)

1. REGISTER OF INTERESTS

There were no declarations of business interests. One Trustee noted that his son was considering applying for the College in the period covered by the draft Admissions Policy; the Chair thanked the Trustee for the disclosure.

2. WELCOME AND APOLOGIES FOR ABSENCE

The Chair welcomed Mark Nelligan to his first meeting of the Trustees. He also welcomed Clarissa Wilks and Terry Price, Members of the Trust, who were attending as observers. Apologies were received from David Irving, Berzek Sanda and Karin Rowsell.

3. CONSITUTION

- **New and departing Trustees** – Robin John introduced Mark Nelligan, a Chartered Accountant, who would bring valuable financial experience to the Board of Trustees. The Chair noted that Robin John and David Irving were leaving the Board at the end of their terms.
- **Chairs of sub-committees** The Chair informed the Board that, with the departure of Robin and David, new Chairs would be needed for a number of sub-committees. The Chair proposed that:
 - Paul Collyer should Chair the Finance and Estates Committee;
 - Ian Leigh should be Interim Chair of the Audit Committee;
 - Karin Rowsell would continue to Chair the Quality and Standards Committee; and

- He (Tim Oliver) would act as interim Chair of the Strategy and Policy Committee.

The Board agreed the Chair's proposal.

- **Vice-Chair of the Academy Trust** - The Chair noted that it was open to Trustees to stand for this role and if there were more than one nomination, then, in normal circumstances, a secret ballot would be held. There had been no nominations since the last Board meeting and the Chair asked if any Trustee wanted to stand for the role. He wanted to propose Paul Collyer, with the latter's consent. There were no other nominations.

The Board agreed Paul Collyer's appointment as Vice-Chair.

- **Clerk to the Academy Trust** – The Chair informed the Board that Ken Kehoe had been appointed Clerk.
- **Tim Oliver** – The Chair informed the Board that he had been re-appointed by Elmbridge Council for a second term. This meant that there would now be a vacancy when David Irving stood down. An external recruitment exercise was being carried out but, as yet, there had been no applications, and the exercise was being extended until 20th April. In discussion, the Board asked that the Clerk identify if there would be any further vacancies in the near future that could be filled by the current recruitment exercise, and that the Deputy Clerk see if the potential candidate identified by Paul Collyer would still be interested in joining.

Action: The Clerk to identify forthcoming vacancies on the Board that could be filled through the current recruitment drive.

Action: The Deputy Clerk to approach Paul Collyer's suggested potential candidate to determine his interest.

4. MINUTES OF THE LAST MEETING

The minutes of the previous meeting on 11 December 2019 were approved as an accurate record. The minutes are to be signed at the next available opportunity.

5. MATTERS ARISING

- **Articles of Association** – The Board reviewed the Articles of Association. There were no further comments.
- **C2-001** – Disaster Management Strategy to be placed on Trustees' portal. **Action completed.**
- **C2-002** – **Text of target 3 of QIP** 2019-20 to be amended to require updates on results and outcomes on a subject by subject basis to be given to the Quality and Standards Committee. **Action completed.**
- **C2-003.** Trustees to assess whether they required a college email address. **Action completed.**
- **C2-004** – Clerk to make minor amendment to Trustee's Code of Conduct. **Action completed.**
- **C2-005** – Clerk to amend the "Trustees Information required for Companies House Filing" form. **Action completed**

6. PRINCIPALS'S REPORT

The Principal gave his report to the Board and highlighted the following points:

Industrial Action

- A new pay offer had been made to staff and, in a hopeful sign, the union had withdrawn their ballot for further industrial action. The pay offer was within the envelope that the Trust had budgeted for.

Covid 19 Response

- The Principal outlined for the Board the steps that he and the rest of the staff had taken since the beginning of March to prepare for the Covid 19 outbreak and, in particular, to continue delivering the curriculum and supporting the students. In discussion, the following points were made:
 - The Deputy Principal stated that the Teaching and Learning approach was focussed on keeping the students engaged, particularly the 6.2 cohort who now had no examinations to prepare for;
 - When the Government gave advice on how examination grades would be determined, the senior leadership team would need to determine the College's response and then communicate that to pupils and parents;
 - The Head of Student Services informed the Board that the College had 17 EHCP students and 11 Social Worker students. They had all been informed that they could come into College during the lock down but over the previous three days no one had taken up the offer. The Student Services team were, however, in contact with these students at least once a week.
 - PR3 meetings are currently planned for every student via the web. The Nurses and Mental Health support were managing their caseload virtually;
 - The Director of Finance and Estates reported that the contractor for the new build had now closed the site and that she was now looking at the timeline to see if the new class rooms would be open by the second week in September. There was a significant risk that they would not be ready. Contingency planning had begun.
 - The Director also informed the Board that the new Dance Studio building would be delayed for a year. She had confirmed that the CIL award would still be available. A Trustee noted that the planning function of the local authority was effectively suspended and that any new applications would probably not be considered before September or October.
 - The Principal stated that there were longer term risks caused by the crisis. In particular, there could be an impact on student and teacher recruitment as they may have to postpone the Introduction Day and they were having to carry out interviews virtually.
- The Trustees applauded the work of the Principal and his team in preparing for the Covid 19 crisis. They asked what arrangements had been put in place for those students on Free School Meals. They were informed that Bursary/FSM payments would be made by BACS transfers. The Trustees also asked whether the College should procure some external support for Daniel Loughlin in view of the increased workload. The Principal explained that it would impose an additional burden as any external support would need to be brought up to speed.
- In light of the Principal's Report, the Trustees agreed that:
 - The College site should be closed until further notice, subject to requests from students in need of support;
 - The Open Evening, scheduled for July, should be postponed until the Autumn term.

Finance

- The Director of Finance and Estates took the Board through the financial report. She noted that the forecast included the 2018/19 pay increase but that the original budget had not, due to an oversight. She also drew the Board's notice to the inclusion of the business rates of £49k on both the expenditure and income sides of the accounts; the College had been able to reclaim the Rates

only because of its Academy status. The financial reports would form the basis of a return to the ESFA. In response to a question from a Trustee, the Director noted that the principle loss of income following the closure of the College was loss of Adult Education and letting income but that this was less than 1% of the income stream.

The Board approved the finance report.

Review of QIP

- The Deputy Principal took the Board through the QIP, highlighting where the closure of the College would impact on the delivery against targets. In discussion, the Trustees:
 - questioned how the quality of teaching was being maintained in the new way of working. The Deputy Principal explained that Divisional Directors were in close touch with Departmental Heads to check delivery and setting up good practice guides. Teachers that were ill had to inform their Head of Department. The College is also going to carry out a Staff Survey to see if extra training is needed. The Trustees were re-assured by the actions that were being taken. The Principal noted that the College's interactive experience was ahead of many other schools and colleges.
 - Asked whether the introduction of the Student Alumnae work stream had been parked, the Deputy Principal noted that much of the Alumnae work was paused but that some was still going on.

Student Union

- The Trustees noted the Student Union report. The Principal informed the Board that the 20th March event for prospective candidates had been cancelled and the election of new officers postponed as a result of the crisis.

7. ADMISSIONS POLICY 2021

The Principal introduced the proposed Admissions Policy for 2021. The Policy was largely unchanged except for clarification of the definition of "Looked After Children". The Policy had been considered by the Strategy and Policy committee.

The Board approved the policy subject to the word "Corporation" being replaced in the final bullet of page 1. The Board also delegated to the Principal the power to amend the dates in the policy in light of the on-going Covid 19 crisis.

Action: The Principal to remove the word "Corporation" from the Admissions Policy and to amend the dates given in the Admissions Policy, as necessary, in light of the Covid 19 crisis.

8. MEMBERS TERMS OF REFERENCE

The Board considered the draft Members' Terms of Reference. In discussion, the following points were made:

- It would be for the Board to recommend Auditors but for Members to approve;
- The order of the duties of Members should be consistent with the Scheme of Delegation, and the duty of holding Trustees to account should be shown as the first duty;
- The Terms of Reference did not set out a maximum term for the Members; this should be reviewed.

The Board agreed the Terms of Reference should be amended in light of their discussion and Members should be invited to consider whether it would be appropriate to set time limits on their terms of office.

ACTION: The Principal to amend the draft Terms of Reference, taking account of the Board's discussions, before the draft is considered by the Members.

ACTION: The Chair and the Principal to invite the Members to consider whether they should set term limits.

9. SCHEME OF DELEGATION

The Board considered the draft Scheme of Delegation. In discussion, Trustees asked that the text on the duties of Members should be consistent with the Terms of Reference and expressed concern that the Scheme, as drafted, allowed the Board to delegate all of its functions. It was noted, however, that the provisions of the Scheme were consistent with the Articles of Association and that the Board of Trustees itself would have to approve any delegation of powers.

ACTION: The Principal and the Clerk should review the powers of the Board to delegate its functions, set out in the Articles of Association and the Scheme of Delegation, and provide advice on possible amendments.

10. REPORT BACK FROM COMMITTEES

Robin John updated the Board on the Finance and Estates committee. He noted that the financial position of the Trust was good but that it was important to remember that the position could change and that going forward the Trust should continue to be tight on cost control.

On Strategy and Policy, the Chair said that the Trust should review the appeals process for examination results in light of the Covid 19 crisis.

ACTION: The Principal to review the students' appeals process for examination results.

The Principal informed the Board that his paper on future student numbers, that had been considered by the Strategy and Policy committee, had now been placed on the Trustees' portal.

11. LINK GOVERNOR REPORTS

There were no reports to consider.

12. ANY OTHER BUSINESS

The Chair wanted to thank, on behalf of all Trustees, Robin John and David Irving for their long and dedicated service. Robin John said that it had been a great privilege to work for the College.

13. DATE OF NEXT MEETING: Wednesday 8 July 2020

*The meeting closed at 7.25pm
Attendance was 66.7%*

Signed.....

Date.....

SUMMARY OF ACTIONS

AT3-001	The Clerk to identify forthcoming vacancies on the Board that could be filled through the current recruitment drive.
AT3-002	The Deputy Clerk to approach Paul Collyer's suggested potential candidate to determine his interest.
AT3-003	The Principal to remove the word "Corporation" from the Admissions Policy and to amend the dates given in the Admissions Policy, as necessary, in light of the Covid 19 crisis.
AT3-004	The Principal to amend the draft Terms of Reference, taking account of the Board's discussions, before the draft is considered by the Members.
AT3-005	The Chair and the Principal to invite the Members to consider whether they should set term limits.
AT3-006	The Principal to review the students' appeals process for examination results.
AT3-007	The Principal and the Clerk should review the powers of the Board to delegate its functions, set out in the Articles of Association and the Scheme of Delegation, and provide advice on possible amendments.

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

C/S	Minute	Topic
S	6	<u>Principal's report</u> The Trustees applauded the work of the Principal and his team in preparing for the Covid 19 crisis.
C	6	<u>QIP Review</u> The Trustees asked how the quality of teaching was being maintained during the closure of the College for the Covid 19 crisis
C	8	<u>Members' Terms of Reference</u> The Trustees questioned the absence of a term limit for Members of the Trust and whether this was consistent with good corporate governance.
C	8	<u>Scheme of Delegation</u> The Trustees challenged the provision in the Scheme of Delegation that allowed the Board to delegate all of its functions.