

Approved – 11<sup>th</sup> Dec 2019

## North Hampshire Education Alliance

### NHEA Board of Trustees - Board meeting

Minutes of a Meeting held on 15<sup>th</sup> October 2019 at 6.00pm  
In the Conference Room at Queen Mary's College, Basingstoke

<b>Present:</b>	Mr Jon Soar (Chair of Trustees)	
	Mrs Ali Foss (CEO NHEA)	
	Mrs Rosemary Hood	
	Mr Steve Lutener	
	Ms Julie McLatch – <i>from 6.10pm</i>	
	Mr Pat Murphy – <i>to 7.45pm</i>	
	Mr Mike O'Dwyer	
	Dr Janice de Sousa	
	Mrs Jean Thorpe	
	Mr John Wright	(10/10 quorate)
<b>In Attendance:</b>	Mr Irfan Khan – IKN (Director of Finance)	
	Mrs Jane Coleman (incoming Director of Finance)	
	Mr Mark Henderson – MHN (Deputy Principal)	
	Dr Toni Baldwin - TBN (Company Secretary)	

#### 1. INTRODUCTION AND APOLOGIES FOR ABSENCE

The Board welcomed Jane Coleman (incoming Director of Finance) to the meeting and noted that Julie McLatch would be joining them later. Jon Soar reported that the format of the Trust Board agenda had been revised with the aim of focusing the majority of discussion at meetings onto one or two main items.

#### 2. DECLARATIONS OF INTEREST

Irfan Khan updated those present on his upcoming move to Peter Symonds. Now that Jane Coleman had joined the Trust, there would be a transitional period with Irfan Khan working 3 days a week for NHEA and 2 days a week for Peter Symonds.

#### 3. MEMBERSHIP UPDATE

The Board noted the current memberships for the Board of Trustees and the Local Governing Body.

On the recommendation of the Search and Governance Committee, the Board approved the appointment of Dr Satya Sookhun, a maths/physics teacher at Lord Wandsworth College as a QMC Local Governor for a 4 year term of office.

#### 3. MINUTES OF PREVIOUS MEETING

Minutes from the NHEA Board meeting held on 9<sup>th</sup> July 2019 (paper NHEA 1/19 circulated with the agenda) were approved as an accurate record and signed by the Chair.

#### 4. MATTERS ARISING AND OUTSTANDING ACTIONS

The Board discussed matters arising and outstanding actions from previous meetings that were not covered elsewhere on the agenda.

180710 NHEA Minute 10.3: logo and website for NHEA – postponed - situation to be

reviewed Easter 2020.

18/19 NHEA Minute 21.3: Chair's meetings with Trustees – completed to be reviewed by Search and Governance Committee.

18/19 NHEA Minute 45.2: update on Adult Education Budget – Ali Foss reported that CMT had reviewed the College's work with adult students through Vision to Learn and the Board noted that the College was carrying out a staged withdrawal from this work.

*Julie McLatch joined the meeting*

#### 5.1 **UPDATE FROM CHIEF EXECUTIVE**

Ali Foss gave an update to the Board. The Board were very pleased to hear that QMC students had performed excellently in the summer 2019 examinations – pass rates were almost identical to in 2018 and Value Added remained high (see paper NHEA 10/19 for details).

5.2 Ali Foss reminded the Trustees of the context in which the NHEA/QMC was operating:

- Demographic trends across Hampshire and Basingstoke – year 11 numbers in Basingstoke schools were at the lowest point of the demographic dip and would remain low for the 2020 intake before increasing significantly in 2021.
- Early enrolment numbers for 2019 were below target, however, an increasing proportion of students at QMC had achieved high GCSE results.
- Income had decreased significantly since 2010 with first austerity cuts and then decreasing demographics, however, academy conversion had provided the Trust with approximately £500k additional funding during 2018/19 due mainly to the business rates rebate, VAT rebate and academy specific income such as the 'little extras' additional capital funding.

5.3 As usual at the beginning of the academic year, Ali Foss reported on the work that had been carried out over the summer. The Board recalled that a lot of maintenance had taken place during 2017/18 and the QMC Estate was now in much better shape. Ali Foss reported that 2018/19 funding had been used more strategically to refresh IT equipment and move the TV studio as well as to improve teaching and learning areas including Business Studies and the primary science centre.

5.4 Ali Foss completed her update by reminding Trustees of the current Trust strategy to use the capacity created by academisation to work collaboratively and listed a number of activities where QMC had been able to contribute to schools improvement, these included:

- Basingstoke SCITT (School Centred Initial Teacher Training)
- Modern Foreign Language provision (GCSE teaching of minority subjects at QMC offered to all Basingstoke schools)
- STEM activities – careers fair and science centre
- Music activities – the Grange festival

The Board noted that the Principal and Chair of Trustees would be meeting with staff from the Regional Schools Commissioner's office at the end of November.

**Action: report on meeting with RSC**

**AFS/  
JSR**

## 6.1 **FUTURE OPTIONS FOR NORTH HAMPSHIRE EDUCATION ALLIANCE**

As an introduction to discussions, Ali Foss presented a summary of the current post-16 landscape. The Board noted how the various sixth form colleges in the region had responded to the Area Review process and the effect of subsequent mergers and changes on the size of Colleges. The Board also noted how the sixth form colleges that had joined the academy sector were developing. Ali Foss reported that the Independent Commission on the College of the Future was underway (due to report in spring 2020) and would be setting out a medium-term view of the role of FE and SF colleges in the UK.

6.2 The Board noted two papers to inform discussion:

- The NHEA guiding principles and key considerations for the development of the Trust as set out in the current NHEA Strategic Plan (paper NHEA 2/19 circulated with the agenda).
- Information on a potential opportunity for NHEA (paper NHEA 3/19 circulated with the agenda)

The Board discussed the potential opportunity. Confidential minutes of this discussion are recorded elsewhere.

## 7.1 **FINANCIAL ISSUES**

The Board noted the QMC management accounts to the end of July 2019 (paper 4/19 circulated with the agenda). Irfan Khan highlighted aspects of the accounts and the Board noted that there were no issues of concern within these accounts. Irfan Khan reported that the year-end accounts (to 31<sup>st</sup> August) had been delayed due to the team being short staffed but that the final year-end adjustments were now being carried out prior to the financial statements audit which was scheduled to start on 4<sup>th</sup> November.

7.2 The Board noted that although student numbers for 2019/20 were below the number used to produce the three year budget the government had announced an increase in the rate per student leading to income remaining approximately as budgeted. Ali Foss reported that the final increases in funding had not yet been confirmed but that the Trust was also expected to benefit from additional funding for high value course and Maths and English GCSEs. Irfan Khan answered a number of other questions regarding the budget:

- The number of high needs students for 2019/20 enrolled was higher than the number included in the budget and the college anticipated that these students would result in additional high needs funding.
- The Trust, along with other academies, expected to continue receiving funding for pension increases and teachers pay awards, although this had not yet been confirmed.

7.3 Irfan Khan reported that the Trust had submitted a VAT return for the previous quarter and had received a rebate of around £70k mainly relating to the capital expenditure over the summer. The Board noted that the next VAT return would be submitted through the new digital tax process – ‘making tax digital’

## 7.4 Commercial Operations

Irfan Khan reported that Buzzacott had reviewed the Trusts commercial operations in both 2017/18 and 2018/19. There had been no corporation tax liability for commercial operations for the 11 months period in 2017/18 however, for 2018/19 corporation tax was liable on commercial activities. The Board noted that Buzzacott recommended that the Trust set up a trading subsidiary to:

- a) Separate out commercial activity thereby ensuring that the Trust remains within its charitable objects and
- b) Reduce its corporation tax liability.

Those present expressed a range of views regarding setting up a trading subsidiary. In response to a question, the Company Secretary reported that the Trusts object on community activity was very broad. The Board asked for the Secretary to circulate the objects of the Trust and agreed to return to the option of setting up a trading subsidiary in due course.

**Action: circulate objects of Trust TBN**

### 8.1 ANNUAL UPDATE ON SAFEGUARDING AND CHILD PROTECTION

The Board noted the 2019 Keeping Children Safe in Education (KCSiE) parts 1 and 2 along with the NHEA/QMC Child Protection Policy currently in use within the College (papers NHEA 5/19 and 6/19 circulated with the agenda). Ali Foss gave a detailed update on child protection and safeguarding at NHEA/QMC to the Board. The update included:

- Definitions
- Responsibilities
- Staff training
- Reporting procedures
- The approach taken at QMC: Protection – Prevention – Support
- GDPR and safeguarding

*Pat Murphy left the meeting*

8.2 The Board discussed a number of specific issues and trends with Ali Foss and Mark Henderson giving examples of different situations that had occurred during the year relating to:

- the prevent agenda
- mental health issues

Ali Foss reported that, for 2019, the College had set up a wellbeing hub to coordinate signposting, support and activities for students and staff with the aim of increasing students' wellbeing. The Board were pleased to hear that the hub was being well used and that the 'teen minds' app designed for QMC students with the support of QMC students was close to completion.

8.3 The Board noted that unlike a lot of schools and colleges, QMC had a sports centre on site that was used by the public and many local primary schools as well as a lot of other visits by local schools (e.g. to the science centre). Ali Foss reminded the Board that an Internal Audit had recently been carried out to review the procedures for on-site visits. Following the audit, procedures in place for on-site visits had been documented and approved by CMT.

8.4 The Board re-approved the current NHEA/QMC Child Protection Policy (paper NHEA 6/19) noting that a revised version of this policy would be circulated to the Trust for approval once any changes resulting from the 2019 KCSiE had been incorporated.

The Board noted that KCSiE required a Safeguarding Lead to be appointed for both the NHEA and QMC. The Board noted that Islam Jaliata, a Local Governor, would remain the Safeguarding Lead for QMC and appointed Jean Thorpe as Safeguarding Lead for the Trust. The Board noted that Jean Thorpe would be visiting the College shortly to review safeguarding arrangements.

## 9.1 **REPORTS FROM COMMITTEE MEETINGS**

### **Audit Committee 3<sup>rd</sup> October 2019**

The Board noted minutes from a meeting of the Audit Committee which had taken place on 3<sup>rd</sup> October 2019 (paper NHEA 7/19 circulated prior to the meeting). Steve Lutener, who had chaired the meeting, reported that this had been the first meeting for Pete Stagg the new co-opted member of the Audit Committee as well as for Jane Coleman the incoming Director of Finance. Steve Lutener briefly highlighted the main issues discussed:

- Review of internal audits on offsite activities and college visitors and commercial activities – financial controls: no concerns.
- Update on regularity and financial statements audits

9.2 The Board noted the Risk Management Policy that had been revised following some internal audit recommendations and reviewed at the last Audit Committee meeting (paper NHEA 8/19 circulated with the agenda). On the recommendation of the Audit Committee, the Board approved the revised Risk Management Policy.

## 10.1 **REPORTS FROM LOCAL GOVERNING BODY MEETINGS**

### **QMC Local Governing Body 25<sup>th</sup> September 2019**

The Board noted minutes from a meeting of the QMC Local Governing Body which had taken place on 25<sup>th</sup> September 2019 (paper NHEA 9/19 circulated with the agenda). Julie McLatch highlighted the main issues from the meeting:

- Discussion of 2019 examination results (details in paper NHEA 10/19 circulated with the agenda)
- Discussion of 2019 enrolments (details in paper NHEA 11/19 circulated with the agenda)
- The annual child protection and safeguarding report and update
- Updates from Local Governors who had visited the College

10.2 The Board noted that the Local Governing Body would be holding a strategy day on Saturday 9<sup>th</sup> November with the aim of reviewing the current shape of the College

## 11.1 **GOVERNANCE MATTERS**

Revised Committee Terms of Reference: The Board noted revised Committee Terms of Reference (paper NHEA 12/19 circulated with the agenda). Jon Soar reminded the Board that all Committee terms of reference had been reviewed during the summer term, after 1 year in operation. The Board noted that there were only minor changes apart from for the Local Governing Body whose terms of reference had been refocused towards teaching and learning. The Board approved the Terms of Reference as circulated.

11.2 The Board noted other governance matters:

- Current memberships (paper NHEA 13/19 circulated with the agenda)
- The annual Company House Confirmation Statement had been filed on 03/09/19
- The Register of Interests was currently being updated, however, it was the responsibility of Trustees to update the Company Secretary with any changes to their interests during the year.

## 12.1 **ANY OTHER BUSINESS**

Ali Foss reported that she had completed a nil-return to the ESFA regarding subcontracting provision. The Board noted that this return only related to the subcontracting of teaching and did not therefore include, for example, catering provision at the College.

12.2 The Board noted two letters from the Hampshire Pension Fund regarding the Local Government Pension Scheme (paper NHEA 14a/19 circulated with the agenda and paper NHEA 14b/19 circulated prior to the meeting). The letters had been sent to both the Principal and Chair of Trustees. Irfan Khan reported that the benchmarking grades in the initial letter had been inaccurate and that following a review by HPF a second letter had been issued with revised benchmarks: two green and one amber (return received before deadline; no reconciliation issues; minor data quality issues quickly resolved).

12.2 The Board noted that this was Irfan Khan’s last meeting with the NHEA Board of Trustees and put on record their thanks to him for his work over the last few years both in supporting the academy conversion process and in putting in place new systems and processes for the Trust. Irfan Khan thanked the Board for their kind words and responded that he had very much enjoyed working with such a constructive and forward looking Board of Trustees.

**13.1 DATES OF FUTURE BOARD MEETINGS**

The Board noted dates for future meetings.

Wednesday 11<sup>th</sup> December 2019 at 6pm

Extraordinary Board meeting - Wednesday 18<sup>th</sup> December 2019 at 4pm

Annual Strategy Day - Saturday 1<sup>st</sup> February 2020 timing to be confirmed

Thursday 2<sup>nd</sup> April 2020 at 6pm

Wednesday 20<sup>th</sup> May 2020 at 6pm

Wednesday 8<sup>th</sup> July 2020 at 6pm

The Chair thanked those present and the meeting closed at 8.10.

Signed in the presence of the Board on 11<sup>th</sup> December 2019 by Jon Soar (Chair of Trustees):

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<b>SUMMARY OF ACTIONS</b>	<b>Timescale</b>	<b>Responsibility</b>
180327 Minute 8.3: Review of NHEA Policies.	ongoing	AFS/ JMH/ CWN/ TBN
180710 Minute 10.3: logo and website for NHEA	ongoing	TBN/AFS
Minute 5.4: meeting with RSC	11 Dec 2019	AFS/JSR
Minute 7.4: circulate objects of Trust	Following meeting	TBN

Toni Baldwin  
Company Secretary, North Hampshire Education Alliance