

Draft

North Hampshire Education Alliance

NHEA Board of Trustees - Board meeting

Minutes of a Meeting held on 7 July 2020 at 5.15pm
Meeting held using video conferencing via Microsoft TEAMS

Trustees	Mr Jon Soar - Chair of Trustees Mrs Ali Foss – CEO, Principal of QMC Mr Steve Lutener Ms Julie McLatch Mr Mike O'Dwyer Dr Janice de Sousa Mr Pete Stagg	(7/9 quorate)
In Attendance:	Mr Mark Henderson, Deputy Principal Mrs Jane Coleman, Director of Finance Dr Toni Baldwin, Company Secretary	

WELCOME AND APOLOGIES FOR ABSENCE

57. Apologies for absence were received from Jean Thorpe and John Wright.

58. DECLARATIONS OF INTEREST

There were no declarations of interest.

59. MINUTES FROM PREVIOUS BOARD MEETINGS

NHEA Board of Trustees Meeting – 20th May 2020

The Board approved the minutes from their meeting on 20th May 2020 as an accurate record for signature by the Chair, with the amendment of 1 typo (paper NHEA 55/19 circulated with the agenda).

Minute 51.3: One of the Trustees asked about arrangements for results day. Ali Foss reported that the College would not be handing out results envelopes but results would be distributed electronically at 8.30am on Thursday 13th August 2020 (the same day as originally scheduled). The College had invited students to attend a socially distanced results event which would be held outside. The aim of the event was to enable the 2nd year students to mark the end of their time at college and to provide careers and UCAS support for those students who had not done as well as they had hoped or were unsure of their next step. The Board noted that the College did not put on an event for those taking GCSEs (results due 20th August). Staff would discuss GCSE results with the 2020 intake students at their enrolment interviews.

All other matters to be covered during the meeting.

60.1 UPDATE FROM THE CHIEF EXECUTIVE

Outcomes and Key Learnings from the Covid-19 Pandemic

Ali Foss briefly summarised QMC's activity over the last few months:

- Two staff and several students were required to self-isolate after returning from a College trip to Italy in February and the two teachers involved then moved to teaching their classes remotely. In retrospect, having two teachers working remotely enabled QMC to trial IT and online learning systems prior to the national

closure of schools.

- The two members of staff that had been remote teaching were able to come back into College prior to the College site closing and with the IT team were able to advise and prepare the other teaching staff to teach remotely.
- When the College site closed, staff moved to teaching on-line using the timetable and class groups that had been in place since September 2019. In Ali Foss's view this stability had contributed to the success of remote teaching.
- The move to remote teaching had been very successful and the vast majority of students had remained engaged with their education at QMC.
- 2nd year students were able to finish learning any remaining areas of Level 3 curriculum. Teaching and assessment of 1st year students continued to the end of the year.
- A few vulnerable and Foundation learning students were supported, face-to-face at Bishop Challoner Catholic Secondary School when the College site closed, however, since 1st June a growing group of vulnerable and Foundation Learning students had returned to face-to-face learning at QMC.

60.2 Ali Foss recapped on progress against the Key Priorities for 2019 – 2020:

1. Happy and successful students

The Board noted a range of positive feedback from students and parents.

2. The right interventions

Ali Foss reported that the College had managed both to continue teaching students and to continue the annual cycle of review. Students had taken the usual UCAS assessments followed by one-to-one meetings with their tutors at which they were given feedback on their assessments. The College had also held a virtual Careers Day.

60.3 3. Celebrating and promoting our successes

Ali Foss reported that the marketing team continued to work with the local media and publish on social media. The marketing team were active on Facebook, Instagram, Twitter and YouTube and a number of positive articles had recently been published in the Basingstoke Gazette.

4. Improved infrastructure and resilience

The Board heard that the IT team had been working to support remote teaching, with the distribution and maintenance of laptops, the installation of webcams in all the classrooms to support remote teaching from the College site and trials of 'screencastify' a system for videoing lessons.

5. The College of choice

Ali Foss reported on how the College was continuing its engagement with potential students and parents. All events such as open days, the parents information evening and welcome day had moved online. The Board were pleased to hear that the three-day online Welcomefest had been very well 'attended' with lots of positive feedback on the live lessons.

60.4 **Planning for September 2020**

The Board discussed plans for September. Ali Foss reported that there had been a number of documents/guidelines from the DfE regarding opening in September and there was a strong steer from the Government that all Schools and Colleges should be open fully for the new term. The Board noted the current plans from the College Management Team.

- Onsite enrolment from Aug 25th
- College to start with the 'blocked' timetable usually used for deep dive weeks i.e two long lessons each day - one in the morning and one in the afternoon.
- Level 2 students to continue with a full timetable as usual.

- w/c 31st Aug – second year students on-site,
- w/c sept 7th and sept 14th – first year students on-site, second year students working remotely,
- w/c sept 21st – second year students on-site, first year students working remotely.
- w/c sept 28th – first year students on-site, second year students working remotely,
- Monday 5th Oct - INSET day to take stock of arrangements for blended learning.

60.5 Application numbers by school

The Board noted up to date application numbers by school (as at 6th July 2020) circulated prior to the meeting. Mark Henderson reported that 1373 students had applied and been interviewed for September 2020, an increase on this time last year. The Board noted that QMC continued to use the tagline 'excellence on your doorstep' and target students who had travelled out of Basingstoke for their secondary education – the number of students applying from schools in Newbury, Reading and Fleet had increased for 2020. Mark Henderson reported that the College had worked really hard to convert these applications through the online parents' event and the welcomefest described earlier and that the College was hopeful that the 2020 intake would be higher than the 2019 intake.

60.6 Risk Assessment

The Board noted the Covid-19 Hazard and Risk Assessment (Health and Safety) and the new Covid-19 Risk Register (papers NHEA 56/19 and 57/19) as well as the Covid-19 site safety guide distributed to everyone coming onto site (paper NHEA 58/19). Ali Foss reported that the Government had issued a new comprehensive document amending the guidelines for September 2020 and the Hazard and Risk Assessment and site safety guide would be amended in line with current government guidelines. Ali Foss reported that, as detailed earlier, the plan was to get the site as safe as possible and then get the majority of students and staff back in in September. The Board noted that the Covid-19 risk register had been written and reviewed by the CMT to bring together all aspects of risk relating to the pandemic.

60.1 The Board asked a number of questions regarding the plan for reopening and the risk assessments and Ali Foss reported that:

- There would be a few members of staff and students for whom the risk of on-site was currently too high and would continue working remotely rather than coming back on site in September.
- Should a member of staff or student fall ill on site, procedures were in place for staff to follow.
- Ali Foss had recently attended a meeting with Public Health England setting out their role in monitoring any potential local outbreaks.

The Board welcomed the comprehensive Covid-19 risk register and the detailed plans for reopening.

The Board **resolved to fully reopen the College site from the start of September as discussed. However, the Board also noted that the national and local situation continued to change and that the College Management Team would continue to review and respond to government guidance. Any significant changes to the re-opening plan and risk assessments would be brought back to the Board for review and approval.**

61.1 **DRAFT BUDGET 2020/21 AND FINANCIAL FORECASTS**

Jane Coleman reported to the Board that, as discussed at the Finance Committee, the Covid-19 pandemic had led to a reduced commercial income and decline in

operational surplus. As a result, the Trust was likely to be in breach of one of its Bank Loan Covenants: Gross Debt to EBITDA (Earnings before Interest Taxation, Depreciation and Amortisation). The Board noted that Jane Coleman had been in discussion with the Trust's Relationship Manager at Lloyds Bank with a view to amending the Trust's Covenants including.

- The reduction of minimum cash requirements from £1.9M to £1.0M
- Replacement of a Gross Debt measure with Net Debt Measure (excluding pension items and accrued, unpaid holiday pay)

The Board reviewed the proposed changes noting that the changes to the Covenants were in the Trust's favour. In response to a query from the Chair of the Audit Committee, Jane Coleman confirmed that the current situation and proposed changes would be discussed with Buzzacott (External Auditor) during the interim audit starting 20th July 2020.

The Board approved the new Covenants and approved delegated responsibility to Jon Soar (along with a second member of the Finance Committee Ali Foss, Mike O'Dwyer or Julie McLatch) to sign off the revised Covenants prior to the end of the Financial Year.

JCN

61.2 The Board noted a draft budget for 2020/21 and financial forecasts to 2023/24 (paper NHEA 60/19). Jane Coleman reported that the ESFA had delayed the submission of next years' budget (usually end of July) and that this was now required to be submitted by 29th September 2020. Jane Coleman took the Board through the main assumptions in the draft budget including:

- Funded student numbers for 2020/21 of 1808 based on lagged learner numbers with the expectation that student numbers would increase slowly over the next few years in line with changes in local demographics.
- Increased funding income from increased basic rate and a number of additional income streams e.g. Maths and English weighting
- Staffing costs – increasing due to more staff in areas of growth – £100k unspecified staff savings target included.
- Non staffing costs – including additional premises costs to keep on top of aging estate
- Exceptional Covid-19 items

61.3 The Board noted the Covid-19 exceptional items made within the budget:

- Loss of commercial income
- Exposure as a result of reduced catering sales.
- Additional costs as a result of providing an increased bus service

In response to a question from one of the Trustees, Jane Coleman reported that guidance was suggestion that funding would be available to cover at least some of these costs. Ali Foss also reported that additional capital funding was being made available to Schools/Academies and that as the Trust had been unsuccessful with their recent CIF bids (Capital Improvement Fund) she was hopeful that they would be more likely to be successful with the new capital funds.

61.4 The Board noted that Jane Coleman would continue to review the assumptions made in the draft budget and financial forecasts before bringing it back to the first Board of Trustees meeting of the 2020/21 academic year for approval before submission to the ESFA prior to 29th September 2020.

62.1 **FINANCIAL ISSUES**

Management Accounts to end May 2020

The Board noted the Management Accounts to the end of May 2020 along with an executive summary (papers NHEA 61/19 and 62/19 circulated with the agenda). Jane Coleman reported that the May accounts were, like April, mainly in line with the pre-Covid-19 forecast. The impact of Covid-19 was monitored separately in the Management Accounts. The Board noted that the Trust was receiving some funding for furloughed staff under the governments' Coronavirus Job Retention Scheme and was also looking to claim any 'extraordinary costs' for supporting pupils during the pandemic.

62.2 Making Tax Digital

Jane Coleman reported that the Trust was now submitting its VAT rebate claims on a monthly basis through its finance system. The Board noted that the Trust's first claim through 'making tax digital' in April had been submitted late due to problems getting the software set up but that the problems had now been resolved and VAT was now part of the month end processes.

62.3 Setting up a Trading Company

The Board recalled that the possibility of setting up a separate trading company within the Trust had been considered at intervals since academy conversion. The Board noted that this issue had been discussed, most recently, at the Finance Committee meeting on 1st July 2020. Jane Coleman reported that, after considering the 2018/19 Financial Statements, Buzzacott had recommended that the Trust set up a company for its commercial activities. The Board agreed, on the recommendation of the Finance Committee, to set up a separate trading company from 1st September 2020. The Board noted that there would be some initial legal costs and that an additional non NHEA Director was likely to be required. The Board asked Jane Coleman to bring details to the first meeting of the Board in September for retrospective approval.

Following discussion the Board **resolved to set up a separate trading company within NHEA with effect from 1 Sept 2020 with final details to be confirmed in September 2020.**

JCN/
TBN

63.1 **LOCAL GOVERNING BODY MEETINGS**

Local Governing Body – 17th June 2020

The Board noted the minutes of the most recent Local Governing Body meeting (paper NHEA 63/19).

Julie McLatch reported that the majority of the LGB meeting had covered the same areas as covered in Ali Foss's presentation earlier i.e. how the College was continuing teaching and learning and how the different groups of students were being supported.

63.2 The Board noted that the LGB had also discussed planning for the parents welcome evening and Welcomefest and Mark Henderson expanded on how the events had taken place. Approximately 500 people had 'attended' the parents welcome evening and approximately 800 potential students had interacted with welcomefest events over the three days resulting in around 5000 different interactions. In response to a question, Mark Henderson reported that the College had used Zoom for the parents' event and google classroom for the welcomefest activities. The Board noted that google classroom could accommodate up to 250 students at a time.

63.3 Ali Foss reported that several QMC staff had recently received awards from the Sixth Form Colleges Association and the Association of Colleges, including James Fraser-Murison's team for curriculum innovation (the new e-sports BTEC) and Jordon Renault for digital literacy.

63.4 Julie McLatch reported that this had been the last LGB meeting for Suzanne Cooper, a longstanding parent governor who had been a member of the Sixth Form College Corporation prior to academy conversion. Jon Soar reported that he had written to Suzanne on behalf of the Trust Board thanking her for her support over the years.

64.1 **REPORTS FROM COMMITTEE MEETINGS**

Audit Committee – 10th June 2020

The Board noted the minutes of the most recent Audit Committee meeting (paper NHEA 64/19). Steve Lutener reported that the Audit Committee had been joined by representatives from both Buzzacott (External Auditor) and TIAA (Internal Auditor). The Board noted that the Committee had made two main decisions:

- The 2020 external audit would go ahead as planned with working being carried out remotely where possible.
- The remaining three audits from the 2019/20 internal audit plan would be postponed to 2020/21 – learner numbers, Key financial controls and cybersecurity follow-up.
- The draft 2020/21 internal audit plan had been discussed and would be revised Steve Lutener reported that he had joined a RSM webinar on 'Risk Management in the New Normal' this had been very interesting and had highlighted cybersecurity and bypassing finance systems as significant risks, both of which issues had been considered by the Audit Committee during 2019/20.

The Board noted that the Audit Committee had considered the usual risk register and had discussed various risks relating to the Covid-19 pandemic. This discussion had subsequently led to the separate covid-19 risk register noted earlier in the meeting (paper NHEA 57/19).

64.2 Finance Committee – 1st July 2020

The Board noted the minutes of the most recent Finance Committee meeting (paper NHEA 65/19). Mike O'Dwyer reported that the majority of items discussed at the meeting had been covered earlier or in the case of the interim finance process were scheduled for later in the meeting. Mike O'Dwyer reported that the Trust's finance system was being upgraded in stages and that the Finance Committee had seen a great improvement in the data they received. The Board noted that those involved with the upgrade would be formally thanked for their efforts.

65.1 **ANY OTHER BUSINESS**

The Board noted a paper setting out an interim finance process (circulated prior to the meeting). Jane Coleman reported that the interim situation had been reported to and discussed at the Audit Committee and Finance Committee. The Board noted both the process that had been used to approve some purchase orders during lockdown/closure of the College site as well as the process set up to retrospectively countersign these orders. The Board noted the interim process and approved the measures subsequently put in place.

65.2 Jon Soar reminded the Trustees that he was a Council member for the Sixth Form College's Association and a member of their governance committee. At a recent meeting the SFCA Council had considered two major societal issues:

- The treatment of Black, Asian and Minority Ethnic individuals and communities
- The increase in individuals with Mental Health difficulties

The Board noted that the College was mindful of both of these issues across all its activities and asked the Search and Governance Committee to ensure that the policies and procedures of the Trust also took them into account.

65.3 The Board put on record that they very much appreciated the extraordinary effort that all staff had made to ensure that teaching, learning, student support and all the other work of the College had continued so successfully throughout the Covid-19 pandemic and lock down. The Board asked Ali Foss to pass their thanks on to the staff.

66. DATES OF FUTURE BOARD MEETINGS

The Board noted a calendar of scheduled Board and Committee meetings for the 2020/21 academic year (paper NHEA 66/19). The Board noted that the exact timing and format for the meetings (face to face or virtual) would be decided nearer the time and would depend on government guidelines in response to the Covid-19 pandemic.

Tuesday 15th September 2020 6pm (additional meeting to approve budget prior to rescheduled budget submission date)

Tuesday 13th October 2020 6pm

Thursday 10th December 2020 6pm

Saturday 30th January 2021: Annual Strategy Day (details to be confirmed)

Tuesday 30th March 2021 6pm

Wednesday 19th May 2021 6pm

Tuesday 13th July 2021 6pm

Jon Soar thanked the Trustees and the meeting ended at 6.50.

Approved by the Board on 15th September 2020: Jon Soar (Chair of Trustees):

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SUMMARY OF ACTIONS	Timescale	Responsibility
60.1: Reopening of College Site	1 st Sept 2020	AFS/ CMT
61.1: finalise new Bank Covenants	1 st Sept 2020	JCN
62.3: setting up trading company	1 st Sept 2020	JCN/TBN

Toni Baldwin
Company Secretary, North Hampshire Education Alliance