



MINUTES OF THE REIGATE LEARNING ALLIANCE TRUST BOARD MEETING HELD ON TUESDAY 22 MARCH 2022 VIA ZOOM

Present: Mr Michael Jones - Chair
 Ms Pat Frankland
 Mr Stephen Hewes
 Mr Spencer Bowen
 Mr Farouk Durrani
 Mr Gerard Weide
 Ms Yvette Robbins
 Mr Richard Stephen
 Mr Chris Whelan - Chief Executive Officer
 Mr Nick Clark – Executive Principal

In attendance: Ms Kim Saw (Director of Finance)

1. WELCOME

The Chair welcomed everyone to the meeting.

2. APOLOGIES & MINUTE TAKING

There were no apologies.

3. DECLARATIONS OF INTEREST

Michael Jones declared his interest in being a Member of the Trust.

4. MINUTES

The minutes of the Trust Board meeting held 07 December 2021 (Paper 1) were agreed as an accurate record of the meeting

5. SUMMARY ACTION LIST & MATTERS ARISING

The ‘*Summary Action List*’ (Paper 2) provided the meeting with the following progress updates against action points agreed at the last Board meeting:

| Min | ACTION | UPDATE MADE AVAILABLE AT THE MEETING |
|-----------------|--|---|
| 23/3/21 - 18(i) | To approve KPIs for the Chief Executive and Executive Principal. | The Chair reported the KPIs will be reviewed to align them with the strategic aims in the new Strategic Plan when finalised. Draft KPIs will need to be put to the Remuneration Committee before being put to the Trust Board to approve. |
| 21/9/21 - 4 | Strategic Plan – to receive a draft for review | Agenda item at this meeting. |
| 21/9/21 - 9 | Review of Articles by the working group | The Chair confirmed the Working Group is to meet to consider the DfE guidance received that confirmed there is no requirement to |

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| | | update the Articles to the latest model, it is however recommended, as the latest model incorporates the Department for Education view of best practice. If the Trust wants to update their Articles, the model needs to be adopted in its entirety. |
| 7/12/21 – 5 | Trustee retention of Board papers – to seek advice from the IAS | Guidance was sought from the IAS and the guidance received was made available to Trustees. The Clerk reminded Trustees that he retains copies of all Trust governance papers so it is a matter of personal choice on whether Trustees retain copies for themselves. |
| 7/12/21 - 5 | Gender Pay – to make available comparable data on gender pay | Update report attached to the ' <i>Summary Action List</i> '. |
| 7/12/21 – 7(vii) | To hold a governor-student focus group | It was confirmed the meeting was held with the Chair and Vice Chair without members of the SLT being present. The meeting was very informative and positive. |
| 7/12/21 - 8 | To include in the SAR objectives on mental well-being | This has been actioned and is now included in the SAR |
| 7/12/21 - 9 | Objectives on carbon footprint and environmental targets to be considered by the Executive for inclusion in the Strategic Plan | Director of Finance to lead a Sustainability Committee on this with outcomes to be included in the Strategic Plan |
| 7/12/21 - 11 | Reporting in MAs on building costs – to add to this section the full payment profile | Completed – now included in the Management Accounts. |
| 7/12/21 – 15(iii) | Documentation of the Trust's appetite to risk to be subject to review from the College's Internal Audit Service. | This has been discussed with the Internal Audit Service and is work in progress |

Attached to the '*Summary Action List*' was an update on the Gender Pay Report. At the last meeting Trustees asked for any comparable data on gender pay to be made available to give assurances to Trustees on how the College compares on its gender pay compared to other colleges. The CEO confirmed the College has revisited the calculation used in the report and used the data submitted for payroll processing for the reference date 31 March 2022. This showed a gap of 17.5% and not 38.97% as previously reported. This is higher than the previous year (12.6%) but not the scale of increase originally thought. It was confirmed the corrected version is now on the Gender Pay Gap Service website.

As previously brought to the attention of Trustees that are serious concerns about the methodology used by the Gender Pay Service, such as the methodology used for staff on maternity leave, and it appears that a much greater distortion exists than originally reported on. As a result of the way data must be entered has resulted in a distortion

indicating that some support staff appear to be paid less than the minimum wage, even though their paid hourly rate, and paid holidays, are well above this.

Trustees agreed that due to the distortion arising from the information being sought from the Gender Pay Service there is little to gain in terms of assurances on gender pay. Instead, Trustees asked if they could receive assurances of there being no serious pay differentials for support staff, teaching staff and senior staff. In response, Trustees were informed that all teaching staff, including Curriculum Managers, and all support staff, when appointed, are paid on a salary scale that is determined nationally. The starting point on the salary scale depends on the individuals experience and the salary increases year on year through an automatic incremental progression, until the top of the salary scale is reached. There is no differential between gender and or ethnicity, as all are employed and a nationally determined pay scale with automatic incremental progress.

There were no other matters arising.

6. MEMBERS RE-APPOINTMENT OF TRUSTEES

For information, Members have agreed the following Trustee re-appointments:

- Mr Farouk Durrani for the period 18/10/22 – 17/10/26
- Mr Spencer Bowen for the period 18/10/22 – 17/10/26
- Ms Yvette Robbins for the period 18/10/22 – 17/10/26
- Mr Gerard Weird – extending his current term of office to end on 31/12/22 (The extension will enable Gerard to assist on the signing off of the year-end audit opinion and financial statements prior to his leaving the Board).

The Chair confirmed that a recruitment process will be put in place to find two new Trustees. Although the Members have the power to appoint, the initiative in the first instance to recruit Trustees is likely to come from the Trust Board. Members should be informed that the Trustees are looking to appoint, sending them the skills matrix and general role descriptor, with an indication (for comment/approval) of the steps the Trustees propose to take. Once interested candidate(s) have been identified a profile can be sent to the Members for approval. An ad hoc committee of Trustees to be put in place to oversee the recruitment process, with likely membership of the committee being the Chair, Vice Chair and CEO.

In terms of recruitment, a priority is to recruit a Trustee for the Audit & Risk Committee, and it would be good to have a Trustee from Surrey County Council, especially as they have moved some of their offices into Reigate.

7. CHIEF EXECUTIVE OFFICER UPDATE

The report from the CEO (Paper 3) provided the following updates:

- Changes to funding arrangements from 2022/2023
The DfE will pay for students to have an additional number of hours each year. There are restrictions on how this money may be spent, although there is more flexibility than the previous 'catch up' funding. The College is still waiting for further DfE guidance which will be published in July.
- Exam arrangements 2022 and implications for outcomes
It is intended that exams will take place as normal in the summer. Exam boards have circulated some advance information regarding content, although this has

not been helpful. If exams do not take place, then there will be a repeat of the TAG process. It was confirmed the College has measures in place for this.

- Covid 19
Numbers appeared to be declining, however, in the week of 07 March the numbers started to climb and at the peak last week 25 staff were absent due to Covid. This was the highest number since the start of the pandemic.
- Continuing concerns regarding student pastoral welfare
The College continues to experience significant levels of anxiety and mental health concerns among students. Additional staffing has been put in place to support students.
- Student numbers and adjustments to recruitment
The College has interviewed 200 fewer students than last year, in line with the agreed strategy of managing the overall number following the increase in student numbers in the current academic year.
- Building work progress
The contractor is continuing to have some problems obtaining supplies on time and the project is currently about two to three weeks behind schedule on phase 1.
- Ofsted

Overall, senior managers and staff were disappointed that the College is no longer deemed to be 'Outstanding' following the judgment from Ofsted that the College is now 'Good'. Although there were issues raised that need to be addressed, very positive comments were received in the feedback meeting at the conclusion of the inspection. In terms of reporting on the actions to address areas of need identified by Ofsted, this will be reported on as a standing agenda item at all meetings of the Local Governing Body.

The following points were noted from the feedback received at the closing meeting:

| Area of provision and grade | Comment | Next steps |
|--------------------------------|--|--|
| Quality of Education 'Good' | Students are not able to say how the feedback they receive relates to targets that they have set themselves. Inspectors were very positive about all other areas of provision. | The College will review this process to make it easier for students to set themselves more understandable targets. |
| Personal Development 'Good' | Not enough students are engaged with enrichment activities, although they accepted that the college made a very wide offer of these. Not enough students were undertaking work experience. All other aspects were praised. | The College will review work experience planning. The College will review how students are encouraged to participate in the enrichment opportunities. |

| | | |
|---|---|---|
| Behaviour and Attitudes 'Outstanding' | No areas of weakness were identified. | |
| Leadership and Management 'Good' | This could not be Outstanding due to the High Needs issue. Other aspects of this were all considered to be strengths. | The College will review the management and supervision of the Learning Support area. |
| High Needs 'Requires Improvement' | Although the actual provision of services for High Needs students was widely praised, the process of reviewing students with High Needs was not satisfactory, and reviews were not being completed on time. | The College will review the management of the Learning Support area and the system for planning reviews. An Audit by the Internal Audit Services will take place of Learning Support and this to be followed up with subsequent audits. A link governor will be appointed for this area. A minute will be recorded at all LGB meetings to report progress. |
| Education programmes for young people 'Good' | This is, essentially, a summary of the four main questions applied to all students. It cannot be Outstanding due to the work experience / enrichment / target setting issues. | |
| Overall 'Good' | | |

It was confirmed the College will be subject to a monitoring visit from Ofsted and the visit will focus on how the College has addressed the issue identified on the lack of reviews undertaken with students with identified High Needs.

Trustees asked if there was any risk on receipt of funding for students with High Needs arising from the failure of completing required reviews? It was confirmed that where a significant need has been identified this attracts additional funding to enable the need to be met. There is therefore the potential risk to funding if the documentation for the student fails to record how the identified need is being addressed. This risk will now be mitigated against through the agreed audit that is to take place.

It was confirmed staff have yet to be informed about the High Needs issue raised by Ofsted as the Executive are waiting on receipt of the draft of the inspection report and on the wording to be used by Ofsted.

Trustees asked if there was any expected negative impact on recruitment arising from the Ofsted inspection and the overall judgement of 'Good'? Other than Reigate School and St Bedes, that are both judged by Ofsted to be 'Outstanding', all other schools are

'Good'. Applications remain very high for 2022/23, so any possible negative impact would be in 2023/24 and beyond. The key will be to promote the positive messages that will be in the published Ofsted report, such as 'Outstanding' behaviour and attitude of students at Reigate College.

Trustees asked if they could receive a copy of the draft report when received before it is published by Ofsted. The CEO informed the meeting that the College will receive a draft report for factual accuracy check. He was not sure if the draft report could be circulated to a wider audience, so he will seek clarification from Ofsted. When the final report is published this will be circulated to Trustees.

In conclusion, on behalf of all the Trustees, the Chair placed on record the Trust's thanks to all staff for their professionalism shown during the inspection and on the outcomes achieved.

8. STRATEGIC PLAN

The Chair provided an update. The Working Group that was formed to support the Executive in the drafting of a Strategic Plan for Reigate College has met and have feedback their comments on the draft circulated from the Executive. However, due to Covid and the Ofsted inspection, the proposal of making the draft available for this meeting to review has not been possible. Once the Strategic Plan for Reigate College has been finalised consideration would then be given to the strategic direction for the Trust.

It was **AGREED** to hold a special meeting of the Trust Board on Tuesday 17 May 2022 @17.30 to review the draft with final approval to be an agenda item at the July Trust Board meeting.

9. GOVERNANCE REVIEW FRAMEWORK

The report from the Clerk was received (Paper 5).

There is now an explicit requirement as a condition of funding for Boards to conduct an annual self-assessment and undertake an external review of governance (ERG) every three years.

There is no prescribed model to follow for annual self-assessment and Boards can adopt a model that best suits their requirements. The report proposed the following framework for the annual of governance:

- (i) Review of current performance against a number of governance KPIs
- (ii) Skills analysis audit conducted on current governors
- (iii) Chair/Clerk to hold one-to-one review meetings with each Trustee
- (iv) Each Trustee to be asked to review the Chair's performance through completing a questionnaire
- (v) Succession planning
- (vi) Action planning arising from the review.

An ERG will have to be conducted by an experienced governance expert who is external to, and independent of, the Trust Board and the Executive. Further guidance will be issued by the Department of Education on the selection criteria to follow for the appointment of the external reviewer. An external reviewer will need some familiarity with charity law and associated governance principles and would need to have the competence to cover all aspects of a governance code, such as equality and diversity, stakeholder management and understanding the student voice.

The following cycle for reviews is proposed, with the cycle repeated every three years.

| | |
|------------------------|---|
| Academic year 2021/22: | Annual Review of Governance undertaken in Autumn 2022 |
| Academic year 2022/23: | Annual Review of Governance undertaken in Autumn 2023 |
| Academic year 2023/24: | External Review of Governance undertaken in Autumn 2024 |

Trustees were invited to review the proposed framework for the annual review of governance and to feedback any comments to the Clerk prior to the Trust Board being asked to approve the governance review framework at the July Trust Board meeting.

The report was **NOTED**.

10. LEGAL RESPONSIBILITIES OF TRUSTEES

The Clerk presented a briefing paper outlining the legal responsibilities of Trustees (Paper 6).

Trustees have statutory duties both as charity trustees and company directors. Details of the statutory duties are outlined in the '*Academies Financial Handbook 2021*' issued by the Education Skills & Funding Agency and the '*DfE Governance Handbook 2019*' issued by the Department of Education. Both these documents have been issued to Trustees and are published on the Trust's website under the 'Publications section'

In addition to statutory duties, the Trust has a range of obligations under current legislation and statutory guidance. Trusts obligations include such matters as safeguarding, health and safety and estates management. Ensuring strong governance in these areas will be a key priority for the board.

The report was **NOTED**.

11. REPORT FROM THE REIGATE LOCAL GOVERNING BODY

The minutes from the Reigate Local Governing Body meeting held 08 February 2022 were received for information purposes (Paper 7). The substantive agenda items for the meeting were as follows:

- Careers Briefing & Gatsby Benchmarks
- Ofsted Preparation
- SAR & Development Plan
- Higher Education Provision
- Student Voice
- Staff Voice
- Board Assurance Assessments

It was **RESOLVED** to note the minutes.

12. REPORT FROM THE FINANCE & RESOURCES COMMITTEE

The following papers were received:

- Minutes of the Finance & Resources Committee held on 01 March 2022 - Paper 8
- Management Accounts up to 31/1/22 that were reviewed in detail by the Committee, and which have been previously circulated to all Trustees - Paper 9a & Paper 9b

- The 'Charging & Remissions Policy 2022/23' that was subject to review from the Committee - Paper 10

The Management Accounts for five months of the financial year up to 31 January 2022 were subject to review. The following headlines were noted from the review:

| | January 2022 actual Surplus / (deficit) £000 | Year to date actual Surplus / (deficit) £000 | Year to date Budget Surplus / (deficit) £000 |
|-----------------------------|---|---|---|
| Before non-cash items | 69 | 275 | 149 |
| Retained surplus /(deficit) | 69 | 35 | (72) |
| | | | |
| | Balance at 31.01.22 £000 | Balance at 31.12.21 £000 | Balance at 31.08.21 £000 |
| Bank & cash | 4,040 | 3,845 | 4,253 |
| Net assets | 12,826 | 12,756 | 12,791 |

The Finance & Resources Committee welcomed confirmation of minimum variation in performance against the set budget for 2021/22 and agreed there were no concerns to report to the Trust Board.

It was noted the Committee agreed to increase the budget for the summer works by an additional £80k for additional classrooms to meet the increase in student numbers.

The Board welcomed confirmation in the minutes of receipt of additional funding for both the current year (£560k) and next year (net increase of £1.2m).

Trustees asked what is the gross figure for 2022/23? It was confirmed the gross increase will be £2.143m and the College has assumed a 5% increase in pay costs with a further increase of 5% for non-pay costs, resulting in the net figure of £1.2m.

It was reported the receipt of the additional funding for both the current year and next year has been confirmed by the Funding Agency and will be included in the February Management Accounts along with the additional £80k allocated to the summer works.

As requested, the Management Accounts now include the profile for receipt of funds from the Department of Education for the building project and a record of the expenditures to date on the project.

No substantive material changes were proposed to the 'Charging & Remissions Policy 2022/23'.

It was **RESOLVED** to:

- (i) Note the minutes of the Finance & Resources Committee meeting held on 01 March 2022;
- (ii) Note the Management Accounts up to 31/1/22; and
- (iii) Approve the 'Charging & Remissions Policy 2022/23'

13. REPORT FROM THE AUDIT & RISK COMMITTEE

The *Minutes of the Audit & Risk Committee held 08 March 2022* were received (Paper 11). The substantive agenda items were as follows:

- Internal Auditor Report following the audit on Cyber Security
- School Management Checklist
- Risk Management & Board Assurance Framework
- Tendering for External Audit Services.

It was noted, and welcomed, that a 'Substantial Assurance' was received on the College's Cyber Security arrangements, with 13 elements of good practice identified and two 'Medium' recommendations made.

The Chair updated the Trust on the work being pursued on proposing a definition/framework on risk appetite and risk tolerance and the Chair thanked the Director of Finance on taking the lead on this.

The outcome, and appointment recommendation for Members to consider and approve, on the appointment of the External Audit Service should be concluded by the end of May to enable the appointed firm to be in place from 01 August 2023.

14. RISK REGISTER & BOARD ASSURANCE FRAMEWORK

The following papers were received:

- Risk Register following the meeting of the Audit & Risk Committee – Paper 12
- Termly report on assurance assessments conducted by Committees - Paper 13

Changes to the Risk Register agreed at the last meeting of the Audit Committee were tracked for information purposes. The updated Risk Register to be subject to further review at the next meeting of the Audit & Risk Committee.

It was **AGREED** to add to the Risk Register a risk relating to the failure to complete reviews for High Need students.

It was noted the Risk Register to be subject to further review following the approval of the Strategic Plan and outcomes arising from the work on defining the Trusts risk appetite/tolerance

The following assurance assessments conducted by Committees were **NOTED**:

Local Governing Body:

| Agenda Item | Subject | RAG rating | Any Committee Concerns/Recommendation(s) |
|-------------|------------------------|------------|---|
| 6 | Careers Briefing | Amber | No Concerns. The recommendation was to receive at the next meeting a progress update on all Gatsby Benchmarks to enable governors to receive full assurance on progress being made. |
| 7(i) | Self-Assessment Report | Amber | No Concerns. As work was in progress on revising the structure and format of the SAR, it was agreed to give an 'Amber' assurance assessment until the final format of the SAR has been agreed. |

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|-------|------------------|-------|--------------------------------|
| 7(ii) | Development Plan | Green | No concerns/No recommendations |
| 8 | Annual HE Report | Green | No concerns/No recommendations |
| 9 | Student Voice | Green | No concerns/No recommendations |
| 10 | Staff Voice | Green | No concerns/No recommendations |

Finance & Resources Committee:

| Agenda item | Subject | RAG rating | Any Committee Recommendation(s) |
|-------------|--------------------------------------|------------|---------------------------------|
| 6 | Management Accounts | Green | No concerns/no recommendations |
| 7 | Reconciliation Statement | Green | No concerns/no recommendations |
| 8 | Financial Regulations | Green | No concerns/no recommendations |
| 9 | Charging & Remissions Policy 2022/23 | Green | No concerns/no recommendations |
| 10 | Review of Contracts | Green | No concerns/no recommendations |

Audit & Risk Committee:

| Agenda item number | Subject | RAG rating | Issues/Recommendations |
|--------------------|--|------------|--|
| 7 | Internal Audit Report – Cyber Security | Amber | To undertake the risk assessment relating to Data Loss Protection and the await the results of the penetration testing. |
| 9 | (i) BAF, Risk Management Action Plan & Risk Register | Amber | Risk tolerance definition plus new strategic plan will require a review of the Risk Register to ensure the Register is linked to the strategic objectives in the Plan. |
| 9 | (i) BAF Assessments conducted by Committees | Green | No issues/No recommendations |

The Trust Board agreed the following assurance assessments for papers received at this meeting:

| Agenda item number | Subject | RAG Rating | Any Committee Recommendation(s) |
|--------------------|--|------------|--|
| 6 | Chief Executive Update | Amber | Action points arising from the Ofsted inspection to be addressed with progress to be reported at each meeting of the LGB |
| 7 | Strategic Plan | Amber | To be subject to review by the Trustees at a meeting on 17 May for approval at the July Board meeting |
| 8 | Review of Governance | Amber | Trustees asked to comment before approving at the July Board meeting. |
| 9 | Legal Duties of Trustees | Green | No issues/No recommendations |
| 10 | LGB Minutes | Green | No issues/No recommendations |
| 11(i) | Finance & Resources Minutes | Green | No issues/No recommendations |
| 11(ii) | Management Accounts | Green | No issues/No recommendations |
| 11(iii) | Charging Policy | Green | No issues/No recommendations |
| 12(i) | Audit & Risk Minutes | Green | No issues/No recommendations |
| 12(ii) | Risk Register | Amber | Risk Register to be subject to further review following the approval of the Strategic Plan and outcomes arising from the work on defining the Trusts risk appetite/tolerance |
| 12(iii) | BAF assurance assessments from Committee | Green | No issues/No recommendations |

16. ANY OTHER BUSINESS

There was no other business.

17. DATE OF NEXT MEETING

Tuesday 17 May 2022 @ 17.30 – Strategic Plan
 Tuesday 12 July 2022 @ 17.30

The meeting closed at 19.30.

Signed: _____ Date: _____

SUMMARY ACTION LIST

| Min | ACTION | REVIEW DATE |
|-----------------|---|-------------|
| 23/3/21 - 18(i) | To approve KPIs for the Chief Executive and Executive Principal. The KPIs to be reviewed to align them with the strategic aims in the new Strategic Plan when finalised. Draft KPIs will need to be put to the | 12/7/22 |

| | | |
|-------------------|--|---------|
| | Remuneration Committee before being put to the Trust Board to approve. | |
| 21/9/21 - 9 | Review of Articles by the working group | 12/7/22 |
| 7/12/21 – 15(iii) | Documentation of the Trust's appetite to risk to be subject to review from the College's Internal Audit Service. | 12/7/22 |
| 6 – 22/3/22 | Recruitment process to be put in place to recruit 2 Trustees | 12/7/22 |
| 7- 22/3/22 | Progress in addressing areas of need identified by Ofsted to be reported on as a standing agenda item at all meetings of the Local Governing Body. | 12/7/22 |
| 7- 22/3/22 | Ofsted Inspection report to be issued to Trustees when published | 12/7/22 |
| 8- 22/3/22 | Trust Board meeting to approve the Strategic Plan | 12/7/22 |
| 9- 22/3/22 | Trust Board meeting to consider the Strategic Plan | 12/7/22 |
| 14 – 22/3/22 | To add to the Risk Register a new risk relating to the failure to complete reviews for High Need students. | 12/7/22 |
| 14 – 23/2/22 | Risk Register to be subject to further review following the approval of the Strategic Plan and outcomes arising from the work on defining the Trusts risk appetite/tolerance | 12/7/22 |