

Minutes of the Operations Committee Meeting
Held via Zoom on 1st April 2025 at 10am

Invitees	Role	Attendance
Sarah Bellingham (SB)	OLT Governance & Compliance Officer	Present
Jodie Croft (JC)	Board Director and OLT CEO	Present
Carina Cuddington (CC)	CFO, Edufin	Present
Beth Gorsuch (BG)	OLT Chief Operating Officer	<i>Absent</i>
Alison Hill (AH)	Board Director	Present
Tyler Jeffs (TJ)	Board Director – <u>Chair</u>	Present
Nicola Poole (NP)	Board Director	<i>Absent</i>

<u>Minutes</u>
<p>1. Welcome, identify items for AOB/Confidential & declare conflicts of interest with agenda items or updates to OLT Business Interests Register, & declare receipt of any hospitality</p> <p>1.1 TJ welcomed everyone and the meeting was declared quorate (noting the requirement for at least three Board Directors). Apologies had been received from NP.</p> <p>1.2 All documents referred to had been circulated to the Committee prior to the meeting, unless stated otherwise.</p> <p>1.3 No conflicts were declared with the agenda items and there were no updates or receipt of hospitality to declare for the Register of Business and Pecuniary Interests.</p>
<p>2. Receive previous Committee minutes and discuss actions not on the agenda elsewhere</p> <p>2.1 The Committee unanimously approved the Operations Committee minutes of 11th February 2025. SB would organise for the approved versions to be signed by the Chair and uploaded to the website together with this meeting's agenda, and Committee attendance. ACTION – SB</p> <p>2.2 The actions from the last meeting were either completed, in progress, or within the current agenda.</p>
<p>3. Asset Management and Capacity Review</p>

- 3.1** There would be a discussion of estate and asset management as part of the compliance report agenda item later in the meeting.
- 3.2** However, JC provided a brief summary of the Trust's estates and asset management strategy currently in place to include the Trust's response to the outcome of an external life-cycling audit, in part involving the creation of a 10–20-year journey map for each school flagging upcoming plant and equipment costs. JC also spoke about the structural survey which had taken place at DPA, which was being considered for SHPA, and which was likely to take place at TPA in response to ongoing challenges with the condition of the school roof.
- 3.3** **Q:** Had the report revealed anything unexpected?
A: No but there were lots of minor issues, so it had been helpful in relation to budgeting. Some bigger items would come up down the track, but there was no reason to get rid of any equipment if it was still working fine at the predicted date of replacement.
- 3.4** **Q:** Could the findings in the life-cycle report be fed into the budgets and accounts?
A: Anything coming up within the next 3-5 years was already in the budgets, which were managed by the office managers. It was also a standing item on the school budget checklist. Having the predicted costs set out focussed everyone's minds on the need for proper maintenance, which itself was helpful for insurance claims in the event that equipment needed to be replaced down the track. There was significant provision in each school budget for premises costs, but it was a challenge to meet the cost of replacing equipment and plant purely from school funding.

4. Review of EFA capital funding and procurement

DPA Additional Building Business Case

- 4.1** JC ran through the information within the business case she had prepared and circulated for this agenda item. In summary, this concerned the Trust spending just over £50k on the purchase of a standalone cabin-style building, to sit on the hard floor area of the playground, and provide both additional space for SEND pupils with more complex need at intervals in the school day, and provide additional office space for staff members. The business case provided the details and costings of three options.
- 4.2** JC also provided the latest Management Accounts information for DPA on screen for the Committee's reference. JC was proposing to go ahead with the third option ('Smart Modular') set out in her business case.
- 4.3** The Trust Board would need to approve the spend given the amount, but the Committee was being asked to review this first and make a recommendation to the Board. The Committee was encouraged to ask questions.
- 4.4** **Q:** Would this option make a sufficiently long-term difference?
A: For the cost, JC believed this was a good option to make a medium to long term difference, and even if it did not last into the longer term, it would nonetheless relieve the pressure on classroom and office space for many years to come.

4.5 Q: Would the option proposed be cold in winter?

A: The building would be heated and would have to meet the relevant building regulations. To the extent that the weather was very cold and it was too expensive to heat, the staff and pupils would simply make use of the main building on those days as they had been doing to date.

4.6 Q: Was there a risk the building might be used for a difference purpose, like a storage facility for example?

A: DPA already had large storage containers on site. The Trust would keep a close eye on how the building was being used.

4.7 The Committee agreed to recommend the third option in the business case for Trust Board approval. **ACTION – JC**

5. Receive first (of two) internal audit reports for 2024-2025

Report from UHY-RB: Spring term – Related Parties (with Management Responses)

5.1 CC arrived at 10.28.

5.2 This spring term the Trust had asked UHY-RB, its internal auditors, to look at related party transactions ('RTP'), per the internal schedule approved by this Committee earlier in the academic year. During the Committee's consideration of which themes to select for the internal audit cycle for 2025/26, JC had explained that she would welcome an audit on the RTP theme due to the an error in the Trust's process for appointing one of its Directors, who was already providing services as a mentor and coach to senior Trust staff. Linked with that appointment there had also been an error made in the process for calculating the at cost value of the transaction.

5.3 UHY had come back with their recommendations, flagged green and amber, and action had been taken straight away in response to the extent possible. The Trust had now learnt about the correct processes to follow if a similar scenario were to arise in the future. In summary, any errors had been of a reporting rather financial nature. CC confirmed that in this respect the Trust was now doing everything correctly.

5.4 TJ added that in his professional experience, clients stumbled over these requirements frequently and this was not a big concern. JC confirmed that it was not standard practice that a Trust Board Director was also working in a paid capacity for the Trust. It could be done, but the correct process needed to be adhered to.

5.5 The Directors had no questions and confirmed receipt of the report.

6. Receive Management Accounts dated February 2025 & review of spending linked with educational priorities

6.1 The following documents had been circulated in advance of the meeting, dated February 2025, for the Committee members to review:

- Executive Summary
- Balance Sheet Summary

- Cashflow
- DPA Management Report
- TPA Management Report
- WPA Management Report
- Omnia Management Report

Executive Summary

- 6.2** CC shared the Executive Summary on screen.
- 6.3** She explained key information included in this summary document as well as in accompanying reports, which included an explanation of the Trust's and each school's consolidated in-year surplus or deficit scenarios, carry forward balances, reserves figures, outgoings such as staffing and energy costs, receipt of government grants and other income, as well as cashflow forecasts. Overall, the Trust was in a significantly healthy position.
- 6.4** The Committee was encouraged to ask questions.
- 6.5** **Q:** At TPA the variances described did not appear to add up to the movement in the deficit. What has caused that in relation to the in-year deficit position?
A: That was mainly linked to the amount of the core schools budget grant received and the receipt of the absence insurance payments, which the office manager had been claiming.
- 6.6** **Q:** What was the longer-term plan for the Trust?
A: The likelihood of the school in Surbiton being withdrawn would have the biggest impact. The Trust had a business case for restructuring now.
- 6.7** **Q:** Did the Trust track where it was in terms of SEN provision in particular? What was the net cost?
A: JC had asked the DCEO to look at this cost school by school, and child by child. It was crucial that the right money was being spent on the right things for all of the pupils' benefit. The Trust was preparing structurally and financially for a strategic approach on spending and affordability. Schools were rapidly being asked to do a lot more with much less.
- 6.8** CC added that it would be valuable to map the spending on SEN separately to and alongside any in-year deficits, to help show where the impact was. Budgets would only get tighter and the funding for the following year was not looking positive.
- 6.9** **Q:** Was the Trust looking at the impact of the SEN provision on everyone else?
A: Yes, absolutely it was. Each school was mainstream and it was a priority to look at the spend required per child and the impact of the spending on both SEN and non-SEN pupils.
- 6.10** Carina left at 11.02.

7. Receive COO Compliance Report

Covering: IT/GDPR, financial audits, HR, H&S (external audits, WRA, FRA), staff absence, premises, safeguarding (SCR audit & LADO audit), & policies review

- 7.1 JC and SB had supplied the RAG rated summary sheet covering the above areas, and Directors were welcome to request more detailed information in writing or verbally either during or following the meeting. Each point with an amber or red rating had been allocated an explanatory comment in the report.
- 7.2 JC ran through each line of the report to flag the points which were not fully green. Big challenges for the Trust including staffing costs, and also staff absence, which was being addressed in various way including via adjusted wording in the relevant Trust policies. Other areas addressed included the schools' response to findings in their annual external audits, and the costs of snagging, defects, or utility costs at the schools.
- 7.3 Overall, the Trust was robust and up-to date on key matters.
- 7.4 The Directors had no questions here.

8. Review and approve policies in line with OLT Policy Scheme of Delegation

OLT Disability and Reasonable Adjustments Policy (no changes to approve)

- 8.1 The Committee was comfortable that no changes had been made and approved this version of the policy.

OLT Sickness Absence Management Policy and Procedure (changes to approve)

- 8.2 The term 'excessive absence' had been defined as anything over 5.5 days' sickness absence per academic year, which was the current average per teacher. **ACTION - JC** This would help to establish thresholds for action and matched the current policy trigger points in place. It was also consistent with the Trust's disciplinary and capability policies.
- 8.3 JC had also taken advice on the wording of the policy in relation to counting absence taken by staff members with a disability for the purpose of trigger points, and had taken advice on the use of discretion.
- 8.4 **Q:** At present, did it matter what type of disability for these purposes?
A: Occupational Health defined a wide range of health issues as a disability.
- 8.5 The Committee approved the updated version of this policy.

OLT ICT Continuity and Recover Plan (no changes to approve)

- 8.6 The Committee was comfortable that no changes had been made and approved this version of the policy.

9. Review of Trust Risk Register

OLT Risk Register February 2024 - 2025

- 9.1 In this context, JC flagged her entry relating to the disappointing funding for the following September. The teachers' pay and teachers' pension grants, together with the early years grant, and been rolled up into the GAG funding, which overall had got smaller. It was the equivalent of between £15 - 45k less funding per school.
- 9.2 The cost of all services purchased by the Trust was also rising sharply from this April, due to increased NI costs faced by businesses. This included the schools' catering providers.
- 9.3 **Q:** Was it correct that any government funding to help with increased NI costs only was only specific to the NI cost of staff and not the other related price increases e.g. supplier costs?
A: Yes, absolutely. The grant was for staffing costs only.
- 9.4 The Committee agreed that this was far from ideal.

10. Agree confidential status of the meeting's documents: ATH 2024 (Ref: s1.50-1.51)

- 10.1 It was agreed by the Committee that other than the agenda, the approved minutes from the previous meeting and any approved final versions of policies, the remaining documents reviewed for this meeting were confidential to the Trust.

Meeting Closed: 11.15

Dates of future meetings in 2024-2025:

Tuesday 24th June 2025 from 10-11.30am

Action list of 1st April 2025 Operations Committee Meeting

Action Number:	For Whom:	Reference:	Action:
1	SB	Minute 2.1	SB to organise for the approved previous minutes to be signed, attendance to be recorded for this meeting and OLT website updates to be made. DONE
2	JC	Minute 4.7	JC to bring the Committee's recommendation to the Board for approval (DPA Additional Building Business Case) DONE