

Omnia Learning Trust Annual General Meeting
Tuesday 21st January 2025 at 10am

Confidential Version

Attendees

Name	Role	Attendance
Members (Voting)		
1. Barbara Harrison (BH)	Member	<i>Absent</i>
2. Paulina McGroarty (PM)	Member	Present
3. Rebecca Plaskitt (RP)	Member	Present
4. Rony Valeny (RV)	Member	<i>Absent</i>
5. Danielle West (DW)	Member	Present
Other (Non-Voting)		
Sarah Bellingham (SB)	OLT GCO	Present
Jodie Croft (JC)	OLT Board Director & OLT CEO	Present
Carina Cuddington (CC)	OLT CFO (Edufin)	Present
Beth Gorsuch (BG)	OLT COO	Present
Russ Massie (RM)	Chair of the OLT Board	Present

Minutes

1. Welcome, introductions and apologies for absence

1.1 RM and JC welcomed everyone to the meeting, which was being held virtually via Zoom. The meeting was declared quorate (*requiring a majority of Members present per Article 23 of the OLT Articles of Association 2022*). BH had sent apologies.

1.2 It was noted that all documents to be discussed in the meeting had been circulated by SB in advance.

2. Declaration of conflicts of interests relating to agenda items or for the OLT register, and items for AOB

2.1 No AOB was identified.

2.2 No conflicts of interest were declared in relations to today's agenda items.

2.3 DW requested that her entry in the OLT Register of Business Interests be updated to reflect her sibling relationship with new OLT Board Director, Nicola Poole. SB would update this after the meeting. **ACTION – SB**

2.4 There were no further updates for the Register, to include no receipt of gifts or hospitality.

3. Minutes of AGM dated 12th December 2023 and matters arising

- 3.1 The directors had no comments about the minutes of the board meeting dated 12th December 2023.
- 3.2 It was confirmed that the actions in the list were either completed, in progress, or would be covered at today's meeting.
- 3.3 The Members approved the minutes of the previous AGM. SB would organise for these to be signed by JC, in her role as Chair of the previous AGM. **ACTION – SB**

4. Receive CEO Report dated November 2024

- 4.1 The Board acknowledged receipt of this report. JC provided summary details for the key items within it, to include the major events (below) listed on the agenda document. She encouraged the Members to ask questions.

Major events in the year and future plans for the Trust

- Appointment of new Deputy CEO, Leah Basilone from September 2024
- Appointment of interim Principal Hannah Robinson at WPA from September 2024
- Update on Surbiton Primary Academy
- Application for new free school
- SEND update
- DPA Ofsted inspection 03-04/12/2024
- TPA Ofsted inspection 17-18/12/2024

- 4.2 JC flagged initially that the format and content of her termly CEO Report had changed since the previous AGM. These reports were now in a tabular 'at a glance' format. A 'RAG' rating system and comments were visible for each category listed within the themes, which had been included to align with the DfE's Trust quality descriptors. These themes included education and standards, wellbeing and safeguarding, as well as areas to cover employer and operational aspects, such as equality, capability, training, and finances. JC, LB and BG each contributed to the areas in the report most relevant to their role. Members were asked if they had any feedback or questions.

- 4.3 Overall, the Members liked the new style report but commented that there was still a lot of detail to process.

- 4.4 **Q:** What would flag up a concern, to raise with the Board or Members? For example, looking at TPA and the wider context of reducing pupil numbers on roll, what number on roll would trigger a concern here?

A: Numbers on roll were already a major concern at TPA. At the latest Board meeting in November, the Directors agreed that if the number of applications for places recued further, the Trust should reduce the PAN to 30. The school had been taking a financial hit each year for some time, due to two-year groups with classes which were not full to capacity. The school was due to have a third year this September which would also not be full. JC had been running a local consultation process on this, so that a reduced PAN was an option in the near future. BG had been looking carefully at the numbers to assess best options. However, all of the schools in the local area were struggling with the reduced number of pupils for the places available. TPA would be the first school locally to go down to one class of 30 from a PAN of 60, however if it did not do this, it could be in financial difficulty.

4.5 Q: Were any local schools in danger of closing? If so, might that help the pupil numbers at TPA?

A: That had not yet been indicated.

4.6 There had not been many comments made in response to the consultation, but these included questions asking why class sizes could not be cut in preference to a move to one class of 30. Financially this would not be sustainable in terms of the cost of teachers based on per-pupil income.

4.7 JC confirmed that the PAN could be changed back to 60 places as soon as birth rates rose, as the Trust did not want this to be a one-form entry school in the future.

Safeguarding

4.8 LB confirmed that safeguarding was effective in all of the Trust's schools, and that external safeguarding audits were carried out annually in each. There had just been two Ofsted inspections, one at DPA and one at TPA, which had tested these schools' safeguarding provision within the four key judgements areas from the Ofsted inspection framework. Each inspection had been 'ungraded' and the outcome had been that each school had maintained its outstanding grading from the previous inspection.

Attendance

4.9 One area the Trust was focussing on at WPA was absenteeism. The school had now hired a family support worker to help improve attendance rates. This was not such an issue at the other schools, and appeared linked with the higher incidence of pupils with complex needs at WPA.

Non-negotiables

4.10 Across the schools the Trust was looking to firmly embed non-negotiables for staff. This had been rated as amber in the report to date, although these had become more embedded and Ofsted's view of this at TPA and DPA had perhaps been kinder than the view in this report. During LB's visits to the schools, she was continuing to monitor this with the Heads, to ensure that any issues were quickly pulled up and dealt with. This area was therefore more of a green rating than the amber indicated.

SEN and inclusivity

4.11 Each school was very inclusive. The Trust now had over 200 pupils on some form of SEN support, with 50 pupils on an EHCP. Funding received for these 200 pupils was 27% of what these children actually needed. This caused an issue more widely about the future affordability of these children.

4.12 WPA and DPA had already set up mini resource bases to provide support for SEN. A similar provision would be needed in due course at SHPA based on an assessment of the level of need currently within the nursery. It involved a tailored engagement model. Pupils

were coming in with increasingly complex needs however, so the challenge was how did a school afford the provision of support moving forward to meet these needs.

4.13 Members were asked if they had any questions at this point.

Pupil outcomes

4.14 LB asked members to note that this would be WPA's first time with a Year 6 cohort producing outcomes from its 30 pupils. This year group had just had a new joiner, who was currently working at Year 1 level. The data therefore needed understanding with such challenges in mind. However, the staff were very forward thinking and they were benefitting from close collaboration with the staff at DPA.

4.15 JC added that with LB now on board, the Trust was able to provide a very methodical follow through and lots of attention to detail, which supported the Heads and made a difference. Seeing the year's timetable unfold, the Trust now had more of a 'finger on the pulse' approach than ever. LB's strategy was to make scheduled annual visits to each school throughout the academic year, supplemented by ad-hoc visits and support if needed between visits to deal with items emerging from the scheduled visits as well as with any crisis or urgent matters. A robust framework was in place for each school, which had received buy-in from the Heads. They were each clear about what their school was trying to achieve, and the Trust was seeing consistency across all schools. Not all Heads could do everything needed just yet, but that was being address by mentoring and the purchase of services. The schools were quite different but the Trust was seeing more clearly the impact of its updated approach.

4.16 LB commented that the Trust was seeking consistency but did not want its schools to be formulaic. One approach did not work for all, so it was important to look carefully at the detail and unpick any issues thoroughly with Heads to enable them to feel empowered.

4.17 JC added that the schools were in a good place and she was very pleased. The goalposts were shifting, however. For example, the number of pupils who were not able to access the national curriculum had increased hugely the previously last term. Typically, there would be one or two pupils per school per year, and then the local authority would inform the school that the child had been found a place in a specialist provision which could better meet the pupil's needs. That was not happening now and the Trust was having to adjust rapidly. Some of the schools were seeing four or five or more pupils per year who were a long way from accessing the curriculum, either emotionally, cognitively or academically.

4.18 The Trust had a nurture group approach, implemented reduced timetables, and set different expectations as needed. It was not about age-related expectations with these pupils, and although it affected the schools' outcomes, the Trust could not let them down. Staff were working as best they could with the local authority, but the funding meant that the offer of this level and type of support was unsustainable in the longer term.

4.19 Currently the money was coming out of the Trust's reserves, but there was likely to be a point in the future when the Trust would not be able to fund this provision any longer and was only able to afford to take on mainstream pupils. One of the current areas of focus to pay for additional physical spaces on each of the schools sites for pupils who were not able

to access the mainstream provision, as otherwise the classrooms were usually completely filled with just the standard classes day to day.

Surbiton Primary Academy

4.20 Another challenge for the Trust involved the prospective fifth school, Surbiton Primary Academy. This application had been called in for review by the Secretary of State the previous term, linked with financial viability in the context of declining local birth rates. There was not the same strength of case for a new school in Surbiton as there had been previously and the project had been delayed many times. JC thought it was likely that the school would be removed from the DfE's programme. JC was due to join a meeting soon to make representations from the Trust about this.

4.21 JC thought that it would be a shame for TPA not to have a sister school geographically. She had seen seeing great things from the DPA and SHPA relationship, not least with them sharing an executive principal, and sharing in the same culture, standards and subject leadership. It had resulted in such a positive start for SHPA. JC wanted that for Surbiton as well.

Application for a new primary school in Didcot

4.22 JC had put in a bid for a third primary school in Didcot via another local authority-led scheme. The school site was on a housing development, meaning that children were or would be living close by. It was a three-form entry school with a 120-place nursery. It also came with funding for a 12-place resource base for pupils with communication and interaction difficulties. It was the Trust's first bid to run a resource base provision. The Trust was not necessarily at the front of the queue in terms of experience and know-how, but it JC and LB had been invited to an interview the following Friday to make the Trust's case to the council. The planned opening date was September 2027 and it would be a sister school for WPA. The prospect of the two schools supporting each other and benefitting from shared resources was exciting.

Progress at SHPA

4.23 SHPA had been open for one full academic year now and was growing rapidly in the nursery, which was full in the 3–4-year-old provision and was now offering five more two-year-old places this term. Overall, everything was going very well and it was a lively environment. Frustratingly the site developer had gone into administration the previous term, which meant that there were several defects to be resolved with the council.

Impact of new Labour government policy

4.24 Another thing to keep an eye on was the impact of the new Labour policy of academy trusts having to follow teachers' pay and conditions. Although it already followed the teacher pay scales, and followed most of the teacher pay and conditions framework, the Trust had been free to set a longer school day in each of its schools. This did not fit with the prescribed 1265 hours per academic year, so if the Trust was forced to do this, it would need to alter the hours offered at each school.

WPA Principal

- 4.25** The Trust had appointed an interim Principal at WPA with effect from September 2024, following LB's appointment to the Deputy CEO role. This had been going very well to date. The Trust was now running a recruitment process for the permanent position with interviews being held this week.

Director Appointments/Resignations in the previous 12 months

- 4.26** These had been listed out in the agenda and the Members had no questions about these.
- 4.27** JC expressed her thanks also to BG for all her hard work this autumn term especially. BG commented that there had been a lot of financial challenges. The schools had needed to plan for worst case scenarios in the budgets. BG was hoping that government funding would be kinder than in the previous year. Each of the schools had a surplus still, but in future the cost of staff would exceed the Trust's income and it was doing all it could to avoid losing staff to redundancy.

5. Financial Update

CC joined the meeting 10.33

Receive Auditors' Key Audit Findings Report 23/24

- 5.1** The Members acknowledged receipt of the Auditors' Report for 2023/2024, produced by external auditors Kreston Reeves ('KR').

Benchmarking

- 5.2** CC was happy to take questions about the benchmarking data at the start of the report. This data need to be taken with a pinch of salt. In essence, this was a 'conversation-starter' to prompt discussion and review of whether the Trust was comfortable within the boundaries it sat in for the year in question.

Page 5

- 5.3** The financial statements contained all of the numbers, but more useful to see were the figures on page 5, which showed these broken down to provide the actual movement for the year. At the base of the page it showed if the Trust was in an effective operational surplus or deficit. CC confirmed the deficit figure shown at the end of August 2024, which was lower than the deficit figure from the previous year end. There had been no surprises. This had been expected and the Trust was comfortable with this result.

Page 17

- 5.4** This showed a review of the prior issues raised. Two 'low' rated items had been flagged previously. One of these was an item raised as a minor point again this year, relating to missing paperwork for a low-value credit card purchase. The other prior issue related to a capitalisation matter, which had since been resolved.

Page 26

- 5.5** This page showed the key audit findings for the current year, rated high to medium, to low risk. No high-risk items had been flagged.
- 5.6** A medium risk item at SHPA related to land and buildings valuation figures which had not been included in the accounts due to a delay in the timing of the land valuation. CC referred to the Trust's management response at the base of the page and confirmed that the auditors had been happy with that. It had not resulted in any impact to the Trust's operational figures in the accounts, and was purely a balance sheet item.

Page 27

- 5.7** This page contained two low severity points. The first one had been resolved first. The second related to an accrued income point, which concerned EHCP income which had been unexpected.

Page 28

- 5.8** This showed the missing paperwork point already mentioned. The value was low at £20. The trust had since changed its processes for the use of procurement cards to avoid any repeat of the issue.
- 5.9** The other point flagged was attendance at Board meetings. The management response point reflects the fact that overall, the Trust was happy with Board members' contributions both at and between meetings, and has successfully taken steps to improve attendance materially at Board and Committee meetings since July 2024.
- 5.10** Members were asked if they had any questions.

Members to receive and adopt the Accounts for the year ending 31st August 2024

- 5.11** CC gave the Members an overview of the accounts and encouraged Members to ask questions.
- 5.12** The Trustees' Report contained the Trust's aims and achievements for year and the movement wanted going forward. JC noted that the Trust had achieved or exceeded performance against the overall budget set for the Trust. It still had the reserves that it was expecting to at the year end. Everything had come out as planned and the schools were each in a healthy position.
- 5.13** CC confirmed that the balance sheet was as expected, having benefitted from close oversight throughout the year.
- 5.14** From page 38 onwards there had been the standard disclosure items, such as details of staffing costs, related party transactions and a lot of detail on pensions.

5.15 At page 51, Members could see the total funds listed by Academy as well as the total amount of the reserves. Each of the schools and the Trust was in a very strong financial position. CC had been given a lot of reassurance from these figures.

5.16 Members were also asked to note the positive impact financially of the Trust's rolling investment cycle. The previous year this had seen returns of approximately £65k, which had been used for the most part to pay for free staff lunches at each school. That staff school lunch offer had continued into this academic year and would be continued for so long as sufficient investment returns were received to pay for it. Interest rates had been going down, meaning that lower returns might be generated going forward.

Evaluate and confirm appointment of external auditors Kreston Reeves (KR)

5.17 BG and CC each described their experience at the Trust and at Edufin (on behalf of the Trust) of having worked with KR to date. These views had already been shared with the Trust Board earlier in 2024.

5.18 Overall, the process had been smooth, had started suitably early in the year, had involved clear information requests by KR with no surprises, and had involved the use of efficient logistical process software. KR were proving to be practical and experienced in the sector and were open and responsive to push-back within management points from time to time.

5.19 The only downside was the fact of the service being slightly more expensive than other similar firms in the market. However, the Trust had used a cheaper accountancy firm previously and had not received the same high standard of service.

5.20 BG and CC were confident to recommend that the Trust's appointment of KR as its external auditor continue for the current year.

5.21 The Members had no questions and agreed that KR should be retained for a further academic year.

5.22 CC left the meeting at 11.09am.

6. Corporate Secretarial Matters

Note Director appointments and resignations

6.1 This had been discussed earlier in the meeting.

Member appointments or resignations in last 12 months

6.2 There were none to declare.

Next AGM

6.3 The date of the next AGM would be confirmed in due course, with a sooner meeting arranged if required. JC would look at whether it was possible to arrange a date either in the

first week of December, or after Christmas, to avoid the busiest weeks around that time of year. **ACTION – JC**

7. AOB

- 7.1** The Members offered their thanks to JC, CC and BG, as well as to new Chair of Trustees, RM, for their time and hard work.
- 7.2** JC flagged that the Trust’s termly bulletins had seen a change in format and style. These would still be shared with the Members, Directors and Governors by e-mail, however, were more tailored to the staff body in terms of content. Members were welcome to get in touch with JC if these were not proving informative enough.

Meeting Closed: 10.52

Actions from OLT AGM of 21.01.2025:

Action 1	Minute 2.3	SB to update and re-publish the OLT Register of Business Interests DONE
Action 2	Minute 3.3	SB to organise for the previous minutes to be signed, and to update the Trust website as needed. DONE
Action 3	Minute 6.3	JC to explore the possibility of the next AGM date being either first week of December 2025 or after the Christmas holiday. DONE