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## Minutes of the Omnia Learning Trust Board of Directors

Held remotely via Microsoft Teams on Tuesday 23 September 2025, 10:00–11:00

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### Invitees and Attendance

Name / Role	Position	Attendance
Russell Massie (RM)	Chair, Board Director	Present
Jason Murphy (JM)	Vice Chair, Board Director	Present
Jodie Croft (JC)	CEO, Board Director	Present
Leah Basilone (LB)	Deputy CEO (DCEO)	Present
Sarah Bellingham (SB)	Head of Operations	Present
Alison Hill (AH)	Board Director	Present
Tyler Jeffs (TJ)	Board Director	Present
Duncan Millard (DM)	Board Director	Present
Jenelle Ross-McIntyre (JRM)	Board Director	Present
Hana Hamilton (HH)	Clerk (Governance and Communications Officer)	Present
Nicola Poole (NP)	Board Director	No apology received
Carina Cuddington (CC)	CFO (Edufin)	Absent (Optional)
Anthony Kent (AK)	NGA Observer	In attendance

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### Disclaimer – Microsoft Teams Meeting Transcript

*This meeting was held via Microsoft Teams. The automatic transcription function was enabled solely to assist in the accurate production of draft minutes. The transcript is not the formal record of proceedings. Approved minutes, once confirmed by the Board, constitute the only official record. Transcripts are stored securely and deleted following formal approval of the minutes. By attending, participants acknowledged and consented to the use of transcription for governance purposes.*

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## 1. Welcome, Apologies and Approval of Transcript

**Introduced by:** Chair

The Chair opened the meeting at 10:00 am and welcomed all attendees. Apologies were noted for none; Nicola Poole was absent without apology. The meeting was confirmed as quorate.

The Clerk (Governance and Communications Officer) confirmed that Microsoft Teams transcription was active to support accurate minute-taking and would be deleted securely once the minutes were approved.

- APPROVED:** Use of Teams transcription for minute accuracy.
- ACTION:** None required.

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## 2. Declaration of Conflicts of Interest

**Introduced by:** Chair

No new conflicts were declared.

The Clerk (Governance and Communications Officer) confirmed that the *Register of Business Interests 2025–26* had been reviewed, signed, and uploaded to GovernorHub for audit.

- APPROVED:** Register confirmed as accurate and up to date.
- ACTION:** None required.

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## 3. Identify items for AOB and/or confidential AOB

**Ofsted Correspondence** (Marked as confidential)

**Report introduced by:** The CEO

- APPROVED:** Board noted the Trust's investigation outcome and assurance provided.
- ACTION:** The CEO to notify the Board if Ofsted issues further correspondence.

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**Introduced by:** HOO

Directors will be invited as read-only members on the QES Committee GovernorHub page, giving access to all papers for information and enabling optional observation of meetings. HH and SB will ensure only committee members receive meeting invites to avoid unnecessary notifications.

- ACTION:** GCO to issue GovernorHub read-only invites to Directors.

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## 4. Appointment of Chair and Vice Chair of the Board (2025–26)

**Introduced by:** CEO

The CEO outlined the requirement for annual appointment of the Chair and Vice Chair and invited nominations. The current postholders indicated their willingness to continue.

*To ensure impartiality, the Chair stepped out at 10:11 am and re-joined at 10:12 am; the Vice Chair stepped out at 10:12 am and re-joined at 10:13 am.  
The vote was unanimous in favour of their re-appointment.*

**Director Question / Challenge:**

How is succession planning for Board officer roles recorded?

**Response / Assurance Provided:**

The CEO confirmed that the Succession Plan (now in draft form) includes Chair and Vice Chair contingency planning and that mentoring for potential future officers is encouraged.

**APPROVED:** Russell Massie confirmed as Chair and Jason Murphy as Vice Chair for 2025–26.

**ACTION:** The Clerk (Governance and Communications Officer) to update Companies House and OLT written resolution to be issued to Members for RM re-appointment as Director.

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## 5. Review of Board Membership and DBS / s128 Checks

**Introduced by:** Clerk (Governance and Communications Officer)

The Clerk (Governance and Communications Officer) confirmed that all Directors and executive leaders hold valid DBS and s128 clearances, with records verified by the Head of Operations in July 2025.

**Director Question / Challenge:**

A director queried whether Trust-wide DBS renewal dates are synchronised to reduce administrative load?

**Response / Assurance Provided:**

The Clerk (Governance and Communications Officer) explained that a staggered three-year renewal cycle operates to maintain compliance continuity. An audit of expiry dates is scheduled for December 2025.

**APPROVED:** DBS and s128 compliance noted and confirmed.

**ACTION:** The Clerk (Governance and Communications Officer) to report audit findings to the March 2026 Board.

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## 6. Review and Adoption of Code of Conduct 2025–26

**Introduced by:** Chair

The Chair outlined that the updated Code of Conduct had been circulated with the Governance Handbook. He highlighted the addition of sections on digital meeting etiquette and remote confidentiality.

The CEO confirmed that all Directors had reviewed and signed their declarations.

**Director Question / Challenge:**

How are potential breaches would be addressed and who would lead such investigations?

**Response / Assurance Provided:**

The Chair confirmed that breaches would be handled under the Governance Grievance Policy and, where appropriate, investigated by an independent Director or external consultant to ensure objectivity.

**APPROVED:** Adoption of the OLT Code of Conduct 2025–26.

**ACTION:** The Clerk (Governance and Communications Officer) to file signed acknowledgements within the Trust governance archive and HOO to record date of approvals in the OLT Governance handbook 2025-2026 and upload final version to the OLT website and Hub.

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## 7. Scheme of Delegation, Terms of Reference and Role Allocations

**Report introduced by:** CEO

The CEO presented the updated Scheme of Delegation (SoD) and accompanying Terms of Reference (ToR) for all Trust committees, confirming these had been comprehensively reviewed against the *Academy Trust Handbook (ATH 2025)*.

The review ensures clarity of oversight between Members, the Board of Directors, and Local Governing Bodies, strengthening accountability at each level.

The CEO explained that the SoD and ToR now include explicit references to reporting lines for audit, HR, and education quality to ensure a consistent governance framework across all Omnia schools.

She highlighted that specialist link roles remain unchanged from last year, but Directors will each undertake at least one aligned CPD activity to build specialist expertise.

**Director Question / Challenge:**

Could responsibilities for emerging priorities—such as sustainability or community engagement—added to link roles?

**Response / Assurance Provided:**

The CEO confirmed these areas are under review and may form part of the 2026–27 governance structure once the Trust’s sustainability strategy is finalised.

**Director Question / Challenge:**

Have any policy ratification powers had been changed?

**Response / Assurance Provided:**

The CEO explained that no approval powers had been removed from the Board; however,

low-risk operational policies (such as pupil off-site direction procedures) have now been added and delegated appropriately.

**APPROVED:** The 2025–26 Scheme of Delegation, Terms of Reference, and link role allocations.

**ACTION:** The CEO to assign one CPD session per link Director and report progress to the March 2026 Board.

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## 8. Directors' Training Requirements 2025–26

**Report introduced by:** Head of Operations (HOO)

The Head of Operations confirmed that all Directors have completed statutory safeguarding training and acknowledged receipt of *Keeping Children Safe in Education (Part 1, 2025)*. She provided an overview of the training undertaken across the last 12 months, including updates on financial compliance, equality, and risk management.

**Director Question / Challenge:**

A Director asked whether induction processes for new Directors are comprehensive enough to prepare them for Trust-level decision-making.

**Response / Assurance Provided:**

The Head of Operations confirmed that new appointees receive a full induction pack, including the OLT Governance Handbook, QES committee schedule, and Trust policy summary. A Teams induction meeting with the Clerk (Governance and Communications Officer) is arranged within the first two weeks of appointment.

**Director Question / Challenge:**

Could the Trust provide a refresher session on the interpretation of management accounts and reserves?

**Response / Assurance Provided:**

The CFO confirmed that a tailored governance finance session will be delivered at the November 2025 meeting, covering Trust reserves, variances, and risk tolerance.

**APPROVED:** Directors' training programme endorsed for 2025–26.

**ACTION:** None

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## 9. Approval of Previous Minutes (15 July 2025)

**Introduced by:** The Chair

The Chair confirmed that the minutes of the previous meeting had been reviewed and circulated in advance. All actions were confirmed complete.

**Director Question / Challenge:**

Have follow-up actions from the previous Safeguarding Audit report (Item 6 from July) been evidenced?

**Response / Assurance Provided:**

The Clerk (Governance and Communications Officer) confirmed that those actions were marked complete in the Trust's compliance tracker and validated through subsequent DSL meetings.

**APPROVED:** Minutes of 15 July 2025 confirmed as accurate.

**ACTION:** Upload the approved minutes to OLT website and to Governor Hub, with request sent to Chair to sign these electronically.

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**10. Policies for Approval 2025–26**

**Reports introduced by:** CEO and DCEO

The CEO introduced the policy pack for all schools, explaining that all Trust-wide policies are reviewed annually for alignment with DfE guidance and local authority models. She confirmed that each policy had undergone legal and HR scrutiny prior to presentation.

**Director Question / Challenge:**

A director noted the high volume of annual policy updates and asked how the Trust ensures implementation consistency across schools.

**Response / Assurance Provided:**

The DCEO confirmed that each school receives a compliance tracker with a version-control table. Policies are uploaded to websites by the Clerk and monitored centrally for evidence of publication.

The following policies were reviewed and approved individually:

**(a) Safeguarding and Child Protection Policy 2025–26 DPA / SHPA/ WPA/ TPA\***

The CEO explained that this version integrates updated statutory guidance from *Keeping Children Safe in Education 2025* and local authority escalation processes.

The DCEO added that the “low-level concerns” section has been standardised across all schools.

**Director Question / Challenge:**

How do the Trust ensure staff are aware of policy changes?

**Response / Assurance Provided:**

The DCEO confirmed that each Headteacher conducts an inset briefing, and all staff sign to confirm reading of the updated policy.

**APPROVED:** Safeguarding and Child Protection Policy 2025 - 2026 for **each school**.

**ACTION:** Create final form versions and publish as needed

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**(b) SEND Policy and Information Reports 2025–26 DPA / SHPA/ WPA/ TPA**

DCEO confirmed that each school's 2025-2026 policy and SEND Information Report were prepared with Heads and SENCOs in line with national and LA guidance, fully compliant, and those which were submitted prior to today's meeting have been published on

GovernorHub. Reports are current at time of writing and regularly updated. Board approved the SEND Policy and SEND Information Reports for each school, including WPA's Information Report and TPA's SEND Policy formally submitted with LB's approval the morning of the meeting without having been published on GovernorHub in advance.

**Director Question / Challenge:**

Do schools share best practice through a SENDCO network?

**Response / Assurance Provided:**

The DCEO confirmed that the network meets termly to moderate EHCP quality, ensuring consistency and impact measurement.

- APPROVED:** SEND Policy **and** Information Reports 2025–26 for **each school**.
- ACTION:** Create final form versions and publish as needed

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**(c) OLT Pay Policy and Pay Scales 2025–26**

**Report introduced by:** CEO

The CEO presented updates to the Pay Policy to reflect national pay awards. She provided an overview of the financial implications, confirming affordability across the Trust.

**Director Question / Challenge:**

Does the Pay Policy adequately reflects performance-linked progression for support staff?

**Response / Assurance Provided:**

The CEO confirmed that the same principles for progression also applies to support staff remain unchanged and that performance appraisal guidance had been clarified for fairness and transparency.

- APPROVED:** OLT Pay Policy and Pay Scales for 2025–26.
- ACTION:** Create final form versions and publish as needed

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**(d) Teachers' Pension Scheme (TPS) Discretions Policy 2025–26**

CEO explained the TPS Discretions Policy had been updated after a staff query on retirement rules. TPS confirmed only a one-day break is required (not 31 days), so the policy was amended accordingly. This is not a Trust discretion but clarification of TPS guidance. Directors agreed this removed unnecessary discretion and ensured fairness and also noted the update aligns OLT with national TPS practice. Board welcomed the clarification and consistency

- APPROVED:** Teachers' Pension Scheme (TPS) Discretions Policy adopted.
- ACTION:** Create final form versions and publish as needed

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**(e) OLT Sickness and Absence Policy 2025–26**

The CEO presented the revised Sickness and Absence Policy, explaining that the Trust has reviewed the Juniper HR model to ensure legal compliance and clear management procedures.

**Director Question / Challenge:**

Had the policy had undergone staff consultation?

**Response / Assurance Provided:**

The CEO confirmed that general feedback was incorporated the changes were procedural rather than changes of conditions, so did not require consultation.

**APPROVED:** OLT Sickness, Absence and management Policy & procedure adopted.

**ACTION:** None

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## 11. 157/175 Safeguarding Audit Responses (OSCB)

**Report introduced by:** CEO

CEO explained the OSCB (formerly OSCB) safeguarding audit responses are completed annually by schools and reviewed by Trust executives. Board Directors are required to approve these returns. DCEO confirmed this applies only to Oxfordshire schools (DPA, SHPA, WPA). WPA submission received; others rolled to November due to audit timing. Board noted and approved the governance section of the responses

**Director Question / Challenge:**

Whether any compliance gaps were identified.

**Response / Assurance Provided:**

The DCEO reported that all schools received strong ratings for culture and compliance. A minor action relating to record storage was already addressed through updated DSL training.

**Director Question / Challenge:**

Questioned regarding the scope of the Board's approval, completeness of submissions, and assurance of review processes.

**Response / Assurance Provided:**

Executives confirmed that governors are required to approve the full school responses, that the audit applies only to Oxfordshire settings, and that all submissions received had been thoroughly reviewed and verified. The executive team confirmed WPA submitted. DPA/SHPA rolled to November due to audit timing.

**APPROVED:** Safeguarding audits noted.

**ACTION:** The CEO to present final DPA and SHPA audit returns at the November 2025 meeting.

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## 12. Investment Strategy and Staff Lunch Fund 2025–26

**Report introduced by:** CEO

The CEO outlined the Trust's investment strategy, noting that £1.4 million is invested in a one-year Treasury bond with an expected yield of £57,000 (down from £65k last year). She explained that this return will fund the continuation of the staff lunch initiative, which supports staff wellbeing and morale.

**Director Question / Challenge:**

Is this initiative sustainable beyond the current financial year?

**Response / Assurance Provided:**

The CEO hopes that the initiative remains sustainable for 2025–26 and will do her best to ensure the investments cover the cost of staff lunches, but cannot guarantee that interest rates will yield enough return throughout the year

**Director Question / Challenge:**

How is equitable access ensured across all schools?

**Response / Assurance Provided:**

The DCEO confirmed that all staff, including part-time staff are invited to take a free lunch.

**Director Question / Challenge:**

Suggested promoting lunches as a recruitment benefit.

**Response / Assurance Provided:**

Board agreed this should be highlighted.

**Director Question / Challenge:**

Could reserves be used to extend free lunches through to July should funds run low?

**Response / Assurance Provided:**

CEO confirmed pooled reserves and flexible accounts could be used to manage costs.

**Director Question / Challenge:**

A Director enquired about catering contracts

**Response / Assurance Provided:**

CEO reported recent re-tendering at TPA with positive results, and that contracts are generally annual, monitored by office managers, and can be reviewed when required. Board noted the update.

**APPROVED:** Continuation of staff lunch fund for 2025–26.

**ACTION:** The CEO to report uptake statistics and cost evaluation to the March 2026 Board.

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### 13. Ofsted Framework Updates

**Report introduced by:** DCEO

The DCEO provided a detailed briefing on the updated *Ofsted Education Inspection Framework (EIF) 2025*, which introduces a five-point judgement scale and new thematic emphasis on inclusion, personal development, and leadership accountability.

She explained that all Trust schools have begun self-assessment against the new framework, supported by a revised internal audit schedule.

The DCEO confirmed that the Ofsted “toolkit” materials had been uploaded to *Perspective Premium*, ensuring all school leaders are working from the same evidence base.

**Director Question / Challenge:**

How confident is the Trust is that existing “outstanding” schools will retain their status under the new framework?

**Response / Assurance Provided:**

The DCEO responded that all current schools are well-placed, noting that their self-evaluation statements show strong teaching, safeguarding, and leadership capacity. However, she cautioned that the shift toward evaluating inclusion and curriculum breadth will require continued focus.

**Director Question / Challenge:**

Requested sight of an overview matrix summarising readiness across all schools.

**Response / Assurance Provided:**

The DCEO confirmed that the Trust is compiling an *Ofsted Readiness Risk Matrix*, mapping each academy’s self-assessment scores against EIF domains. This document will be reviewed by the Executive and presented to the Board at the November meeting.

**APPROVED:** Ofsted Framework update noted.

**ACTION:** The DCEO to provide Ofsted related risk assessment (starting with Sires Hill), Circulate Section 9 (Leadership & Governance) for Directors, and prepare Board paper mapping Trust vs new Ofsted criteria; share transformational examples.

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## 14. Receipt of QES Committee Minutes (8 July 2025)

**Introduced by:** Chair

The Chair confirmed receipt of the Quality of Education and Safeguarding (QES) Committee minutes dated 8 July 2025.

He commended the concise, visual format of the minutes, noting improved clarity and traceability for risk and impact monitoring.

The Chair thanked the DCEO and school leaders for ensuring committee actions align with Board-level scrutiny and compliance with statutory safeguarding standards.

**Director Question / Challenge:**

Whether any QES findings had been escalated to the Board for decision.

**Response / Assurance Provided:**

The Chair confirmed that all matters raised were operational and have been actioned by the DCEO. No issues required escalation to Board level.

- APPROVED:** QES Committee minutes received and noted.
- ACTION:** None required.

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## 15. Receipt of OLT Succession Plan (Draft)

**Report introduced by:** CEO

The CEO presented the draft OLT Succession Plan, which maps leadership and operational resilience across all levels of the organisation. The CEO explained that the plan identifies every key post within the Trust—from central executive roles through to school leadership and key operational functions—and assesses each position using a traffic-light coding system of “Secure,” “Emerging,” or “At Risk.”

The CEO confirmed that this coding provides an early-warning mechanism for recruitment and workforce planning, enabling timely intervention and continuity in key posts. The plan also includes indicative timescales for likely movement (short, medium, and long term) to ensure proactive resource management

**Director Question / Challenge:**

Commented that phrases such as “strongly identified successors” could inadvertently limit inclusivity.

**Response / Assurance Provided:**

The CEO acknowledged the observation and agreed to update language to emphasise inclusivity, transparency, and equitable progression. She confirmed the revised draft will replace that phrasing with “identified potential successors.”

**Director Challenge:**

How is external recruitment benchmarking managed?

**Response / Assurance Provided:**

The CEO explained that the Trust compares salary bands and role descriptions against national benchmarks and regional networks through extensive research of known recruitment websites to ensure competitiveness.

- APPROVED:** Draft Succession Plan received and noted for revision.
- ACTION:** The CEO to revise and resubmit the final plan for approval at the November 2025 Board.

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## 16. Governance Survey Results 2024–25

**Report introduced by:** CEO

The CEO presented the results of the annual Governance Effectiveness Survey. She reported that feedback from Directors, Governors, and committee members showed consistently high satisfaction with Board culture, meeting efficiency, and the clarity of executive reporting.

However, two areas returned neutral responses: understanding of risk management and visibility of financial performance reporting.

The CEO proposed that the next Governance Away Day focus on improving visibility between committees, clarifying risk ownership, and strengthening the connection between strategic and operational governance.

**Director Question / Challenge:**

Does the survey results indicated gaps in induction or ongoing training?

**Response / Assurance Provided:**

The CEO confirmed that new Directors and Directors receive clear induction materials but acknowledged that a mid-year refresher session on Board priorities would further improve alignment.

**Director Question / Challenge:**

Queried whether future surveys could include targeted questions about Trust communication and support from the governance team.

**Response / Assurance Provided:**

The Clerk (Governance and Communications Officer) confirmed that the next survey template will include a section on communication and meeting support to better evaluate service satisfaction.

**APPROVED:** Governance survey results received and discussed.

**ACTION:** The Clerk (Governance and Communications Officer) to plan Governance Away Day before March 2026 and incorporate additional survey questions.

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## 17. Confidentiality and Close

The Chair reminded all members that all documents discussed remain confidential under the *Academy Trust Handbook 2025* (Sections 1.50–1.51).

No additional items of business were raised.

The Clerk (Governance and Communications Officer) confirmed that the next scheduled meeting of the OLT Board of Directors will be held on **Tuesday, 25 November 2025 (11:00–13:00, via Teams)**.

**Meeting closed at 11:00am.**

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### Appendix A – Summary of OLT Board Action Points (23 September 2025)

Action Point Number	Owner	Minute Item	Action	Deadline
1	CEO	3 – AOB – Ofsted Correspondence	CEO to update the Board of further correspondence or recommendations.	Ongoing
2	Clerk (GCO)	3 – AOB – QES Read-only members	Issue GovernorHub read-only invites to Directors.	Oct 2025
3	Clerk (GCO)	4 – Appointment of Chair and Vice Chair	Update Companies House and issue OLT written resolution to Members for RM re-appointment as Director.	Oct 2025
4	Clerk (GCO)	5 – Board Membership and DBS/s128 Checks	Clerk to complete a DBS audit and report findings to the March 2026 Board.	Mar 2026
5	Clerk (GCO) / HOO	6 – Code of Conduct 2025–26	File signed declarations in the Trust governance archive and record approval dates in the Governance Handbook; upload final version to the OLT website and Hub.	Oct 2025
6	CEO	7 – Scheme of Delegation and Role Allocations	CEO to assign and monitor CPD for each link Director and report progress at the March 2026 Board.	Mar 2026
7	Clerk (GCO)	9 – Approval of Previous Minutes (15 July 2025)	Upload the approved July 2025 minutes to OLT website and GovernorHub; Chair to sign electronically.	Oct 2025
8	HOO	10 – Policy Approvals	Create and publish final versions (a–d).	Dec 2025
9	CEO	11 – 157/175 Safeguarding Audit Response	CEO to present DPA and SHPA safeguarding audit returns to the November Board.	Nov 2025
10	CEO	12 – Investment Strategy	CEO to report staff lunch uptake data and cost analysis to the March 2026 Board.	Mar 2026
11	DCEO	13 – Ofsted Framework Updates	DCEO to provide Ofsted-related risk assessment (starting with Sires Hill), circulate Section 9 (Leadership & Governance), and prepare Board paper mapping Trust vs new Ofsted criteria with transformational examples.	Nov 2025



Action Point Number	Owner	Minute Item	Action	Deadline
12	CEO	15 – Succession Plan (Draft)	CEO to revise the Succession Plan to strengthen inclusive language and resubmit for approval.	Nov 2025
13	Clerk (GCO)	16 – Governance Survey Results	Clerk (GCO) to plan Governance Away Day and incorporate communication / survey improvements.	Mar 2026

**Document Reference Disclaimer**

*All documents and reports referred to within these minutes were circulated to members via GovernorHub in line with the corresponding agenda and published in advance of the meeting. Each minute item recorded herein directly corresponds to the relevant numbered agenda item for that meeting. Supporting papers are retained on GovernorHub as part of the official governance record in accordance with Omnia Learning Trust protocols.*