

Omnia Learning Trust Annual General Meeting
Tuesday 13th December 2022 at 10am

Attendees

Sarah Bellingham (SB)	OLT Governance and Communications Officer
Carina Cuddington (CC)	OLT CFO – Edufin
Jodie Croft (JC)	OLT CEO & Board Director
Barbara Harrison (BH)	Member
Paulina McGroarty (PM)	Member
Jason Murphy (JM)	Board Director & Chair of AGM
Rebecca Plaskitt (RP)*	Member
Rony Valeny (RV)*	Member
Danielle West (DW)	Member

****Those absent shown above in bold***

Minutes	
1. Welcome, introductions and apologies for absence	
1.1	JM welcomed everyone to the meeting, which was being held virtually via Zoom. The meeting was declared quorate (<i>requiring a majority of Members present per Article 23 of the OLT Articles of Association 2022</i>). RP had sent her 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, or any items to change or update for the OLT Register of Business Interests. SB would update the Register. ACTION - SB
3. Minutes of AGM dated 7th December 2021 and matters arising	
3.1	The directors had no comments about the minutes of the board meeting dated 7 th December 2021.
3.2	It was confirmed that the actions in the list were either completed, in progress, or would be covered at today's meeting, with the exception of Item 4.
3.3	The action at Item 4 was for JC to update the finance policy, and she would do this by the end of the autumn term 2022 to change the stated life of the Trust's buildings from 25 years to 50 years. ACTION - JC

3.4 In relation to Item 3, it was agreed that the wording in the OLT Governance Handbook be checked in relation to the appointment of the external auditors. **ACTION – JC & SB**

3.5 The Members approved the minutes of the previous AGM. SB would organise for these to be signed by JM. **ACTION – SB & JM**

3.6 **Q:** Noting that the focus of the previous AGM had been on the Trust re-brand, had this transition now been completed?

A: JC confirmed that was correct and that the Trust was in the process of reinforcing it via a calendar of events to celebrate and reinforce the values. JC thought that the whole Trust was working very well in this respect. SB was also taking on more days per week to help with this process.

4. Receive CEO Report dated November 2022

4.1 The Board acknowledged receipt of this report. JC spoke to the key parts and encouraged the Members to ask questions.

TPA

4.2 There had been strong outcomes for TPA in 2021-2022 with the interim head in place. The new permanent head teacher was now in place and very committed. Erin had introduced a new behaviour policy and had spotted a number of areas to work on. Erin was new to headship and was being provided lots of support by JC, by the new Director of Education and by the head of WPA. Staff exchanges were also happening between the TPA and WPA nursery provisions, to ensure sharing of skills and experience.

4.3 Progress scores would be put back onto the template reports from each school. JC asked the Members to note that these scores only occurred at Year 6 and that TPA had just seen its first Year 6 cohort finish in the summer term.

4.4 **Q:** The persistent absence rate was slightly higher than normal. Why was this?

A: There was typically more absence in winter than at other times of the year. It had also been noted that parents across all schools were taking more holidays in term time to lower the cost of travel. There were clear strategies in place for managing pupil and staff absence. In terms of staff absence, BG was now managing this centrally, which would put less burden on the headteachers.

DPA

4.5 The results had taken a dip in 2021-2022. Writing and phonics had been hit as well. Alison, the head teacher, had carried out a lot of analysis. The Board took prompt action based on that analysis and approved the spend of surplus funds in the region of £200k on fixed term teachers, to provide catch-up tutoring to pupils. Alison, the head teacher, had organised an external audit of pupils' writing across the school, with training provided for teachers as part of that. Writing outcomes had improved rapidly and JC was looking forward to seeing the next set of results. The Director of Education had been into the school. He had found the environment to be positive, calm, and purposeful, and had been impressed. He thought the school would be likely to achieve an outstanding rating from Ofsted at the next inspection.

4.6 Alison would be taking on the role of executive head over DPA and SHPA from September 2023, which would give her more time for analysing and enforcing the highest standards across both schools.

4.7 **Q:** Absence rates at DPA were higher than at TPA. Why was this?

A: BG said that she was still trying to unpick this and had planned a meeting with Alison to discuss it further. JC confirmed that the Trust was working very hard on this issues.

WPA

4.8 WPA had seen a very successful year in 2021-2022. The first Year 3 class had finished in the summer term and was now in Year 4, meaning that there were no key stage 2 results yet. The school was enforcing super routines, the children were lovely and there was a fantastic atmosphere. There were a handful of children with behavioural issues or SEN, and JC gave an example of a disruptive pupil in Year 1 and who this was being managed. The school was expecting its first Ofsted inspection in June 2023 and the Trust was hopeful for an outstanding rating.

4.9 **Q:** Was the Year 1 pupil significantly disrupting other pupils' learning?

A: He was, but he had now been placed on a reduced timetable while the school waited for the outcomes of several professional assessments. The school was hoping for practical advice on how to manage the pupil and was hoping for an EHCP with funding support. The school and Trust were conscious of the need to balance the support provided to the pupil but also the needs of the other pupils.

4.10 **Q:** Were all the appropriate agencies involved?

A: Yes, they were.

4.11 **Q:** Please describe the local authority's involvement in this.

A: The school was waiting for assessment outcomes, but also knew that the EHCP process took a long time. The local authority was apparently receiving around 1000 EHCP applications per month. Luckily at WPA there were still several unused classrooms to help manage pupils needs. Once WPA grew, the type of support which was affordable at DPA, such as a behaviour mentor and a family support worker, would become available.

Buildings

4.12 The Trust's buildings were in good shape. BG was looking into solar panels for DPA and WPA due to their large roof areas. This would help reduce energy bills. BG described the progress made so far with this project but clarified that the roof at TPA was too small to make meaningful energy savings. SHPA would be built with solar panelling across the whole roof, which was good news.

SHPA

4.13 SHPA would be the Trust's fourth school. It was another Didcot location with encouraging housing growth. It was hoped the school would fill up quickly. Applications were already open online and there might already be 17 pupils taking up places in the reception class.

The nursery provision would be open as well. An Executive Principal and Executive Vice-Principal would sit across both Didcot schools. JC would be drafting the job description with BG for both roles after Christmas. Oxfordshire County Council had funded the building, it was on a lovely site, and everything was on track.

Surbiton

- 4.14** Plans for the school in Surbiton had been delayed again. JC described how delays from the DfE had resulted in the building contractor pulling out due to rising costs. The DfE now needed to retender for another building firm. The likely date of opening had been pushed back to September 2025. The positive news was that the DfE had not cancelled plans for the school and still appeared keen to progress with it.

Central Trust Services

- 4.15** The Trust was going from strength to strength. JC expressed huge thanks to BG for everything she was doing in her full-time role as COO, and to CC and her team at Edufin for the continued hard work and commitment. SB had also taken on an increased role from January 2023 to cover Governance and Communications, which would be helpful. The team was working very well together.

Director Appointments/Resignations in the previous 12 months

- 4.16** Lara Robson had resigned from her directorship and Tyler Jeffs had come on board in her place. He worked as an Academy Trust auditor so had valuable experience and knowledge to share. Ada Simpson had also joined as a director and would be able to share insights from her current role at the DfE in the Early Years sector.
- 4.17** Kreston Reeves ('KR') had replaced Carter and Coley as the Trust's external auditors. The Trust had enjoyed working with them in this first year, due to their professionalism, timely delivery of reports, and their sector experience which included provision of helpful benchmarking data. Everything was going well on this front. CC added that KR's audit partner for the Trust was also a trustee of an academy trust with three schools, which had helped to make the process especially smooth.

- 4.18** The Members agreed that KR should be retained for a further academic year.

Questions

- 4.19 Q:** The recent Trust bulletin had set out some of the areas for improvement following the two Trust-wide surveys which had recently been carried out. Please would JC tell the Members more about the survey responses in respect of fairness of promotions. What had been done so far in response to this outcome and was JC happy that perceptions were moving in the right direction?

A: Only 45 staff members had filled out the surveys, so the outcomes were not a reflection of the whole group. One of things staff appeared to be saying was that they did not feel encouraged to apply for higher positions. Therefore, the Trust was planning to send out the message that candidates did not need to be encouraged or invited to apply for a new role.

The Trust would also be introducing a staff CPD fund with surplus monies. The aim of the fund would be to allow staff to complete training which aligned with the Trust's goals in some way, but which also allowed individual staff members to enhance and develop professional skills. In general terms it was clear that transparency was key, and the Trust would be working hard on this.

4.20 JC added that as a response to the outcomes of the diversity and inclusion survey, the Trust had commissioned an external audit. This would produce specific targets for the Trust to work on as well as strategic advice on how practically to achieve ethnic diversity. Many academy trusts were facing similar challenges, but JC was keen to tackle this and to promote a variety of avenues into teaching. In particular, the Trust was keen to support on the job training and help with course funding. JC and Alison Ashcroft would be running a career clinic locally in Oxfordshire to encourage applicants to start in roles at Trust schools, with development goals.

4.21 **Q:** Were there opportunities for staff to reflect on targets and professional development?
A: BG said that this took place in the formal performance appraisals every year across the Trust. She would check to ensure that career opportunities and professional development this was clearly set out as formal aspect of the annual and mid-year appraisal processes for all staff. **ACTION – BG**

4.22 **Q:** Had the Trust encouraged staff to fill out both surveys?
A: JC confirmed that this year she had offered staff the chance to win a £10 costa coffee voucher.

4.23 **Q:** Safeguarding was now much higher on Ofsted's agenda. Could there be more emphasis on safeguarding in the school data? The CEO Report mentioned various initiatives, such as the termly SCR checks. Perhaps internal documents such as the Governance Handbook could make more mention of these strategies?
A: JC described the updated safeguarding measures in place, such as the termly SCR checks, the annual external audits at each school. the safeguarding dashboard data provided to the QES Committee each term, and JC's termly safeguarding meetings with director, Russ Massey, held with each school's designated safeguarding lead. JC would update the Trust's Governance Handbook to provide more emphasis on this. **ACTION – JC**

5. Financial Update

Members to receive and adopt the Accounts ending August 2022

- 5.1** CC gave the Members an overview of the accounts and encouraged Members to ask questions. CC had already flagged to KR that a mistake needed rectifying on each of pages 9 and 11. BH flagged that a date on page 11 needed updating as the current date of 'September 2022' was incorrect. CC would flag this to KR. **ACTION - CC**
- 5.2** CC explained key information to include that relating to staff details, the objectives and aims of the Trust, the governance statement, the regularity report, the statement of financial activity, the balance sheet, and the notes to the accounts.

5.3 CC drew Members attention to key notes sections at pages 48, 52, and page 59, relating to a prior year adjustment, key accounting figures, and related party transactions disclosures, respectively. CC provided details to the Members. Overall, the Trust was in an extremely healthy position, which meant that it could get new projects underway to invest back into the schools, to staff and pupils' benefit.

5.4 **Q:** In relation to the planned Trust investment strategy, where was the £800k going to be invested?

A: JC confirmed that this was in treasury deposits, with Barclays. The period of each investment would be fixed at 12 weeks. In one 12-weeks the expected return was £6k. Returns would be put into the staff CPD development fund, with initial investment monies rolled over to be reinvested.

5.5 **Q:** Did JC's name require stating in the disclosures section concerning payments to employees?

A: CC confirmed that JC had to be listed as a trustee who was also an employee in receipt of a salary.

5.6 The Members agreed that they were happy to adopt the accounts and were also happy with the wording of the two letters of representation (audit, and regularity) which had been circulated.

Receive Auditors' Report 21/22

5.7 The Members acknowledged receipt of the Auditors' Report 2021/2022.

5.8 CC provided details about the key aspects of the report and confirmed she was happy to answer Members' questions. Items discussed included the benchmarking data at the start of the report, the financial summary on page 6 including operational surplus, the prior year issues list on page 16 to include the planned update to the buildings depreciation point to show 50 rather than 25 years as the life of the asset, key audit findings on page 25 and actions already agreed at Committee and Board level.

5.9 **Q:** What was the action in relation to the payment authority item, noting that the auditors would be sure to pick up on it again if not addressed in some way?

A: KR were due to look at the practice of similar academy trusts in respect of payroll and BACS payment authorisation, and report back. KR had raised this point with only a comparison to its internal payroll practice. JC and BG were confident that the Trust was acting in line with standard industry practice. It was possible to introduce another level of authorisation for triggering staff salary payments, in addition to that of the external payroll company, but it would be helpful to see the outcome of the research first.

5.10 **Q:** How did the Trust know if its approach was in line with other academy trusts of a similar size?

A: CC said that she had worked with many academy trusts and had reported that the Trust's approach was comparable. Unless a trust had an inhouse payroll, it followed the same route. This involved entering into a service level agreement with a reputable external payroll company, which required express approvals before that company would trigger the

required bank transfers on behalf of the Trust. Checks took place after the fact. Payments could not be triggered without prior Trust approval. This was standard.

- 5.11** DW confirmed that the academy trust which she worked at also outsourced its payroll function. She agreed to explore the mechanisms of this and report back on this to JC and BG. **ACTION - DW**
- 5.12** Everyone agreed that it would be helpful for the Trust to have its own evidence base to rely on, to help avoid duplicate comments from the auditors next time.
- 5.13** The Members had no further questions.
- 5.14** BH asked JC to ensure the words 'academy trust' in the report were consistently capitalised or not. JC would do this. **ACTION – JC**
- 5.15** The Members agreed that this was a positive report, and was impressive for the first audit carried out by KR.
- 5.16** CC left the meeting at 11.02am.

6. Corporate Secretarial Matters

Note adoption of updated Articles of Association approved by Members

- 6.1** The new Articles of Association had already been approved by the Members. These had been required by the DfE linked with the Trust taking on a new school.

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.

7. AOB

- 7.1** JM and the Members thanked JC for her hard work and commitment to date, as well as the positive outcomes for the schools and the Trust overall. The Members also expressed their thanks for the hard work of all staff members at each school and centrally.
- 7.2** JC expressed her thanks to the Members for continuing to offer their valuable insight and expertise.

Meeting Closed: 11.06

Actions from OLT AGM of 13.12.2022:

Action 1	Minute 2.2	SB to update the OLT Register of Business Interests
Action 2	Minute 3.3	JC to update finance policy: life of Trust buildings to be 50 years
Action 3	Minute 3.4	JC/SB update OLT Governance Handbook: clarify responsibility and frequency for appointing the external auditors
Action 4	Minute 3.5	SB to arrange for signing of the approved AGM minutes of 2021
Action 5	Minute 4.21	BG to ensure Trust-wide staff performance appraisal format formally included the opportunity to reflect on career development and CPD opportunities
Action 6	Minute 4.23	JC to update OLT Governance Handbook to better describe the Trust's safeguarding initiatives and strategies
Action 7	Minute 5.1	CC to flag the listed mistakes/typos in the accounts to the external auditors
Action 8	Minute 5.11	DW to feedback to JC on her own academy trust's payroll mechanisms
Action 9	Minute 5.14	JC to request that KR ensure its auditor's report for the Trust was consistent on the capitalisation of the words 'academy trust'