

**Omnia Learning Trust Annual General Meeting**  
**Tuesday 7th December 2021 at 10am**

**Attendees**

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

*\*Those absent shown above in bold*

**Part One – Non-Confidential**

Minutes	
<b>1. Welcome, introductions and apologies for absence</b>	
1.1	JM welcomed everyone to the meeting, which was being held virtually via Zoom. The meeting was declared quorate ( <i>minimum of two members required by Article 23 of the OLT Articles of Association 2016</i> ). DW sent her apologies.
1.2	It was noted that all documents to be discussed in the meeting had been circulated by SB prior to the meeting.
<b>2. Declaration of conflicts of interests relating to agenda items or for the OLT register, and items for AOB</b>	
2.1	No AOB was identified. 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. This would include removing CC’s entry, noting that she was not an employee of the Trust. <b>ACTION - SB</b>
2.2	BH asked about one of the OLT employee’s declared interests, in relation to a family member working at Pyramid Solutions. JC explained this and the Members were satisfied with the response.
<b>3. Minutes of AGM dated 7<sup>th</sup> December 2020 and matters arising</b>	
3.1	The directors had no comments about the minutes of the board meeting dated 7 <sup>th</sup> December 2020 and these were approved. JM would be asked to sign these after the meeting. <b>ACTION – SB &amp; JM</b>

**3.2** It was confirmed that the actions in the list were either in progress or would be covered at today's meeting. JC confirmed that the Trust was continuing to push for improved turn-around times for the management accounts. The relationship with the accountants was a good one and the Trust was happy with the accurate recording of the figures. The new Director of Operations had been tasked with driving better performance on this front.

**3.3** RP arrived at 10.07am.

#### **4. Receive CEO Report dated November 2021**

**4.1** The Board acknowledged receipt of this report.

**4.2** JC referred to key items including the impact of Covid-19 lockdowns on Year 1, Year 2 and Year 6 outcomes, the focus on Year 6 outcomes, especially at DPA with context explained, the support offered to close pupils' learning gaps, and the impressive parent and pupil response to online learning during the second lockdown, in part due to the efforts of the blended learning coordinator. Safeguarding continued to be robust, noting the external safeguarding audit which took place at each at each school annually, the regular checks made of the SCR, and the excellent software supporting the schools. The Trust had been praised by its external auditors for its record keeping.

**4.3 Q: What results were achieved by the first Year 6 group to leave DPA?**

**A:** These were not quite as high as had been hoped but were above the national average.

#### *Governance Changes*

**4.4** JC confirmed that these had gone as planned. She described what had taken place during the year in respect of the QES committee, the parent and non-parent governor split at committee level, the termly parent forums, and the centralised annual staff, parent, and pupil surveys.

**4.5 Q: From the staff surveys, had JC seen any difference in the responses from each of the schools and had it been possible to detect any patterns?**

**A:** JC confirmed that the response varied per school. The Trust had already resolved an item raised the previous year around opportunities to apply internally for vacancies. Overall, the staff seemed happy and had reported positively about working for their school. A staff diversity and inclusion ('D&I') survey had also been carried out the previous year as a way of looking for trends and raising awareness of diversity and inclusivity across the Trust. The planned 'Away Day' in January 2022, the Trust Board and central team would be looking at how to combine the Trust's D&I strategy as part of its overall strategy to help enhance that area.

**4.6 Q: From the staff survey outcomes, had JC seen any concerns raised around staff mental health and well-being?**

**A:** One of the schools had done its own staff mental health survey. JC had also been told that the many small gestures made by the Trust to staff during the year had been appreciated. This year, staff mental health, well-being and work-life balance would be a high priority item on JC's agenda. JC intended to explore how best to look after staff, to include how to get to know individuals in a professional way to address and meet their

support needs. Staff absence figures and the reasons for staff absence were regularly looked at and assessed. JM noted that the question “Are you well supported working in your school?” was asked in the staff survey and the response had been very positive.

#### *Impact of Covid-19*

**4.7 Q: Please give examples of the way that the curriculum was better delivered during the second lock-down.**

**A:** In the first lock down the schools had been cautious about how much work to give. Two-three hours per day was the average. The work had been delivered weekly. The second time around, there were daily expectations with an expectation of pupils engaging between the hours of 9am to 3pm. There had also been a bigger variety of materials including videos, power-point slides, worksheets, and music. Teachers had moved their lessons online in a more wholesale way. The recorded delivery approach had to a great extent helped with flexibility at home. The deadline for work to be handed in was 3.30pm. Regular phone calls had been made to families to check on progress. In addition, many more children had attended physically at school due to an expanded key worker list. There had been a lot of support for parents of children with special needs. Overall it had been a much more coherent and planned response.

**4.8 Q: Had there been any strain on staff during the second lock down?**

**A:** JC thought that although no more strain had been placed on the qualified teaching staff, the support staff had been much more relied on, as they were the ones supervising physically at the school, with the teaching staff present only virtually.

**4.9 Q: Had the experience left schools with a resource bank of materials to help when pupils were absent from school for extended periods, for example with Covid?**

**A:** It was not so much a case of acquiring a resource bank, but rather a newly acquired ability to be able to move teaching online when required. Teachers were now in the habit of thinking ‘online’ as well as ‘classroom’.

#### *Roof replacement & internal/external works at DPA*

**4.10** JC described the various works at DPA and WPA which had been completed or were still to be addressed.

**4.11 Q: Was WPA still within the defect liability period?**

**A:** WPA was one year into it, and it had been agreed in writing that the school would not come out of this period unless and until the school had signed off that all issues had been resolved. JC confirmed that this had not involved any side dispute.

**4.12 Q: How responsive were the developers typically?**

**A:** JC confirmed that they were very responsive, which was helpful. The moment an issue was reported, they helped resolve it. However, it was still the case that issues took time to be fully resolved.

*TPA*

**4.13** JC confirmed that TPA was on the point of satisfying its final planning condition, namely the acoustic planting in the school playground intended to protect the neighbours from the noise. Energy costs at TPA continued to be expensive due to the heating system in place and this would be kept under review.

*Re-brand*

**4.14** JC described what had been achieved to date. The next and last phase involved producing an educational video about the new values, aimed at promoting these to staff, pupils, and parents. Thereafter, an annual Omnia Learning Trust awards scheme was planned to reward staff, parents and pupils demonstrating values in action.

**4.15** **Q:** What had been the reputational impact of the loss of the Trust's association with GEMS?

**A:** It was taking time for parents to drop the GEMS reference when mentioning a school's name. Whilst school names had lost the word 'GEMS', the word 'Omnia' had not been added. Applications for places remained high.

**4.16** The Members agreed that rebranding could take time to embed and offered their congratulations to JC on way this process had been managed, especially in terms of how the aims and values had been developed and expressed.

*SPA pre-opening*

**4.17** JC updated the Members on the progress made to-date and plans in respect of new school Surbiton Primary Academy, which was still set to open in September 2023.

*Diversity and Inclusion Strategy*

**4.18** JC confirmed that the strategy here mainly concerned attracting a diverse range of staff members and she discussed the ways that this was being explored and worked on. The item would be discussed at the Trust's Away Day in January 2022.

*Auditors Appointment for 21/22 – UHY Hacker Young (Internal) & Carter & Coley (External)*

**4.19** CC joined at 10.53am. C was the nominated CFO for the Trust and the Trust's accountant. CC had been in post for 6 years.

**4.20** SB would check and report back to JC to confirm that it was the Members who appointed the auditors on behalf of the Trust. **ACTION – SB**

## **5. Financial Update**

*Receive Auditors' Report 20/21*

**5.1** The Members acknowledged receipt of the Auditors' Report 2020/2021, as shared on screen by JC, who had only received it the previous day.

- 5.2** The medium risk pension contribution item was highlighted. The Members acknowledged its status as low impact and the fact that it had been resolved.
- 5.3** A low-risk item was flagged, concerning the rate of depreciation of buildings leased by the Trust from the EFSA. CC explained that depreciation rates for Trust assets were set by the Trust, and this was 25 years for its buildings. The Trust had been advised that this was low in comparison the 50 or even 100-year rate set by other academy trusts. It was possible to change the rate, but it was of limited practical significance to the Trust's decisions or figures.
- 5.4** **Q:** What was the consequence of an asset having fully depreciated after 25 years?  
**A:** The asset was still registered, but the fact that it had fully depreciated reflected its useful economic life.
- 5.5** After discussion, the Members agreed to increase the buildings depreciation rate to 50 years. This would be useful to allow for comparing the Trust's accounts with those of other academies. CC would amend this in the finance policy and bring it to the next Trust Board meeting for the trustees to approve. **ACTION – CC**
- 5.6** **Q:** What was meant by 'low impact' or 'no practical significance' in this context? Was there any regulatory or reporting impact with the DfE or other body, of not making this change?  
**A:** CC explained that all figures were reported in the Trust's annual January return to the EFSA. This included reporting back on depreciation. An issue would only arise if the Trust ended up in a deficit balance position.
- 5.7** **Q:** How costly was it to carry out a fair value valuation of an asset?  
**A:** JC had received a valuation of a classroom within one of the schools recently, related to a letting enquiry, and this had cost the Trust £1000. CC added that academy buildings could only be valued by someone with relevant experience. A suggested approach was to wait to do an asset valuation until the Trust had received the desktop valuation for it from the DfE, or to do it within five years, whichever came sooner. CC had heard this advice from auditors previously.
- 5.8** **Q:** From an accounting perspective, a depreciation charge was applied to reflect the use of the asset. Was CC saying that the depreciation charge in this context, apart from its accounting purpose, had no impact in terms of reporting?  
**A:** CC confirmed that it did not. She gave the example of a trust leasing a building worth £2 million. This would be recorded as a donation into its fixed asset reserves. A depreciation rate would be applied annually. The impact of that would be to reduce the cost of the fixed asset and to reduce the fixed asset reserves accordingly. Both figures would reduce at the same rate and net each other off. Therefore, no impact would be felt to the day-to-day figures.
- 5.9** **Q:** Who were the users of these accounts? Was it the regulatory bodies, who would be familiar with a certain style of accounts? If so, then perhaps this was purely an issue about the recipient being able to compare the Trust's accounts with those of other academies, including depreciation charges and asset values. Would taking no action place the Trust in a disadvantageous position with any regulatory bodies? Also, how would the Trust find out what the cost would be to it of doing a regular valuation of the assets in question?

**A:** This potentially involved a cost benefit analysis. CC explained that in the academy accounts direction from the EFSA it was clear that academy trusts did not have to have a revaluation reserve (i.e. a trust was not expected to spend money on this point). The guidance stated however that a body could decide based on relevant market knowledge. CC asked the Members to note that no previous audit had raised this point and recommended that the Trust reported on this to the EFSA based on the EFSA's desktop valuations provided by it to the Trust.

**5.10 Q:** Was anything else raised in the management letter, which needed to be flagged to the Members?

**A:** CC confirmed that the external audit was detailed and in-depth. She described the wide range of categories of information looked at. The auditors had come back with extremely limited points. Overall, it was a very good report. JC added that in the same academic year, the Trust had undergone a one-off external audit by the DfE. These audits took place randomly. The Trust had gone through the same auditing process and only minor recommendations had resulted. The asset depreciation point had not been picked up by the DfE's team.

**5.11** JC and CC asked Members to be aware that on pages 41 and 51 of the report there was a category of charges, which required splitting out to provide more detail.

*Members to receive and adopt the Accounts ending August 2021*

**5.12** CC shared her screen to show the latest version of the accounts. This had been updated slightly to the version circulated to the Members prior to the meeting.

**5.13** JC ran through the main points to note. These included that there were thorough systems of internal control which were working well, that the Trust had a healthy surplus, and that the Trust as well as the three schools were in a great financial position. JM asked members to note that because the Trust was in a good position, DPA had been able to take on its additional teaching staff to help pupils close learning gaps caused by Covid-19.

**5.14** JC asked the Members to note that each school had specific plans for spending surplus money. Also, the fact that the Trust had now introduced capped pay bands for every post, meant there was the reassurance that the Trust's staffing bill would remain affordable as the Trust grew.

**5.15** CC confirmed that the Trustees' report was the same as circulated and there were no changes to update the Members about.

**5.16** CC explained what was contained within the governance statement.

**5.17 Q:** Please would JC or CC go through the statement and amend the typos and similar details, as a few had been spotted.

**A:** This would be done after the meeting. **ACTION – JC/CC**

**5.18** CC ran through the statement of financial activities ('SOFA'). She explained that this could look distorted in respect of land, buildings, and pension figures. However, the funds analysis report would be more relevant and meaningful for Members to note. In that funds

section, Members were pointed to the restricted general funds area showing, for example, pupil premium and Covid funds. The different income streams were set out. The carry forward funds showed what it had not been possible to spend in 2020-21, noting that those amounts would be spent in 2021-22. Asset values and capital funds were also discussed, as well as the unrestricted funds receiving money from activities such as wrap around care and lettings.

**5.19 Q:** Was the pensions scheme a defined contribution ('DC') or a defined benefit ('DB') scheme?

**A:** CC confirmed that there was a DB teachers' scheme in place via the local authority. JC was a member of a DC scheme.

**5.20 Q:** Did the Trust have any liability in terms of closing any shortfalls in relation to a DB scheme? This type of scheme was uncommon now.

**A:** JC confirmed that the Trust bore no liability to fund any part of the DB scheme.

**5.21** CC ran through the balance sheet, explaining that this was the snapshot of assets and liabilities at year end. Overall the Trust was in a healthy position.

**5.22 Q:** In relation to support staff costs, please explain the unusual looking cost decrease.

**A:** CC explained that the overall support staff costs had gone down despite the additional support staff who had come on board. This turned out to be linked with how costs had been allocated between various categories in the accounts in the previous and current year. It was purely a re-classification issue. The actual support staff costs had increased as expected. This had been asked about by the Trustees also at the recent Board meeting.

**5.23 Q:** Please explain more about the technology costs.

**A:** JC said that initially for TPA and DPA, the Trust had received investment for IT from the government, to be drawn down over number of years.

**5.24** CC asked the Members to note that the head office recharge figures and some expenses, at pages 41 and 51, had now been inserted, where these figures were missing in the previous document version.

**5.25 Q:** Why had DPA's figure gone down?

**A:** This was the net impact of having appointed Beth Gorsuch in the role of Director of Operations.

**5.26 Q:** What did the term 'recharge' mean in this context?

**A:** CC explained that 4% of all income received by the schools is the Trust's charge to the schools for services provided to them. This had been set by the DfE 7 years ago. This percentage could be reviewed, although the Trust had sufficient money. The charge could be reduced depending on how the Trust visualised the future structure of the central Trust team and the range and frequency of services to be offered to the schools in categories such as HR, legal and more. These charges varied amongst academy Trusts and specific charges could be set up separately from the standard top slice element.

**5.27** CC asked Members to note in the 'payments to Trustees' section, the disclosure of amounts claimed by JC in her capacity as both an employee and a Trustee, such as travel expenses.

**5.28 Q:** On page 16 relating to risks, had the Trust considered the risk of cyber-attack?

**A:** JC said she would be happy to add that in the Trust's risk register **ACTION - JC**. She confirmed that the Trust had an IT adviser attending termly meetings to provide support. The Trust had looked at the risk(s) of cyber-attack, however, all its systems were backed up to the cloud. Therefore all Trust data was retrievable, and operations would be able to continue. The IT adviser was comfortable, and the Trust had GDPR strategies in place.

**5.29 Q:** Please clarify the process for Members today with regards to these accounts.

**A:** JC asked the Members to adopt the accounts pending full Board approval. JC said that due to the delay in receiving the final management report and the accounts, she planned to circulate the final version documentation as soon as possible, and to seek Board approval in writing by e-mail. This would be done before the end of the academic term. Once Board approval had been received, JC would send the documents to the Members and confirm that this approval had occurred. **ACTION - JC**

**5.30** The Members unanimously agreed to the receipt and adoption of the auditor's report for 2020/21 and the accounts ending August 2021, both subject to receipt of Trust Board approval. It was agreed by all that if any material information arose because of finalising these documents, this would be sent to all Members allowing for the option to discuss it and provide separate and further approval.

**5.31** CC left the meeting at 11.48am.

**5.32** As a last point, JC asked the Members to note DW's appointment as a Member, following her resignation as a Trustee.

## **6. AOB**

**6.1** The date of the next AGM would be confirmed in due course, with a sooner meeting arranged if required.

**6.2** JM and the Members thanked JC for her hard work and commitment, as well as the positive outcomes. The Members also expressed their thanks for the hard work of all the staff at each school and centrally.

**6.3** JC expressed her thanks to the Members for continuing to offer their valuable insight and expertise.

**Meeting Closed: 12.01pm**

**Date of OLT Strategy Review Day: 25<sup>th</sup> January 2021 at 11am Courtyard Hotel, Didcot.**

### **Actions from OLT AGM of 07.12.2021:**

<b>Action 1</b>	<b>Minute 2.1</b>	<b>SB to update the OLT Register of Business Interests</b>
<b>Action 2</b>	<b>Minute 3.1</b>	<b>SB to arrange for signing of the approved AGM minutes of 2020</b>

<b>Action 3</b>	<b>Minute 4.20</b>	SB to check whether the Members appoint the auditors and confirm to JC
<b>Action 4</b>	<b>Minute 5.5</b>	CC to update the finance policy and bring to the next Board meeting
<b>Action 5</b>	<b>Minute 5.17</b>	JC to update the governance statement to amend typos and formatting errors
<b>Action 6</b>	<b>Minute 5.28</b>	JC to update the Trust's Risk Register regarding the risk of cyber-attack
<b>Action 7</b>	<b>Minute 5.29</b>	JC to obtain Board approval to the final version auditor's report and annual accounts for 2020/2021, and following receipt of that, to update Members providing a copy of the final version documents.

**Signed:**

**Jason Murphy, OLT Chair of Trustees & Chair of the AGM**