

**Minutes of the Omnia Learning Trust Board Meeting**

**Held remotely via Zoom on Tuesday 13<sup>th</sup> May 2025 at 10am**

| Invitees                        | Role                        | Term of Office Ends | Attendance    |
|---------------------------------|-----------------------------|---------------------|---------------|
| <b>Board Members (Voting)</b>   |                             |                     |               |
| 1. Jodie Croft (JC)             | Board Director and OLT CEO  | Ex-officio          | Present       |
| 2. Alison Hill (AH)             | Board Director              | 06/07/2028          | Present       |
| 3. Tyler Jeffs (TJ)             | Board Director              | 29/03/2026          | Present       |
| 4. Russell Massie (RM)          | Board Director & Chair      | 08/11/2025          | Present       |
| 5. Duncan Millard (DM)          | Board Director              | 15/05/2028          | <i>Absent</i> |
| 6. Jason Murphy (JM)            | Board Director & Vice Chair | 19/11/2027          | Present       |
| 7. Nicola Poole (NP)            | Board Director              | 11/11/2028          | Present       |
| 8. Jenelle Ross-Mc Intyre (JRM) | Board Director              | 11/11/2028          | <i>Absent</i> |
| <b>Other (Non-Voting)</b>       |                             |                     |               |
| Leah Basilone (LB)              | OLT Deputy CEO              | N/A                 | Present       |
| Sarah Bellingham (SB)           | OLT GCO                     | N/A                 | Present       |
| Carina Cuddington (CC)          | OLT CFO (Edufin)            | N/A                 | Present       |

| <b>Minutes</b>  |   |
|---|---|
| <b>1. Welcome and apologies for absence</b>   |   |
| <b>1.1</b>  | In RM's absence, JC welcomed everyone to the meeting. Apologies had been received from DM and RM. Director JM would be attending late. The meeting was declared quorate ( <i>meaning that a minimum of three voting Board Directors were present</i> ). |
| <b>1.2</b>  | It was noted that all documents to be discussed in the meeting had been circulated prior to the meeting via Governor Hub. These were shared on screen during the meeting unless stated otherwise.   |
| <b>2. Declaration of conflicts of interests relating to agenda items &amp; declare any pecuniary or business interests or receipt of hospitality for the OLT Register of Business Interests</b> |   |
| <b>2.1</b>  | No conflicts of interest were declared in relation to agenda items and no updates were declared for the register. There had been no receipt of hospitality.   |
| <b>3. Identify items for AOB and/or confidential AOB</b>  |   |
| <b>3.1</b>  | JC would raise the matter of a confidential complaint made by parents of a child at one of the schools.   |



**4. Review of Trust Board membership and DBS checks**

4.1 These matters were up to date.

**5. Review of Directors' training requirements and induction arrangements**

5.1 SB had been in touch with all directors and governors since the start of term and in the week prior to the Board meeting to remind about the completion of any outstanding mandatory training.

**6. Approve minutes of the last full board meeting on 11/03/2025 and confirm matters arising not on the agenda**

6.1 The Board unanimously approved the minutes of 11<sup>th</sup> March 2025.

6.2 All actions had been completed, were in progress or had been included in the agenda for this meeting.

**7. Receive QES Committee Minutes dated 29/04/2025 and receive update from joint Committee Chairs**

7.1 These were noted as received.

7.2 JC explained that there was a new summary report template in place for the Committee Chairs to complete during each Committee meeting, with a RAG rating option. The intention was for these to be brought to the subsequent Board meeting each time as a helpful summary of matters arising (with greater detail available in the minutes).

7.3 The QES Committee Chairs' summary forms for the April 2025 meeting completed by DM and JRM had been included in the folder. JC ran through the points flagged in case of questions.

7.4 The Board agreed that nothing unexpected had arisen in the latest QES Committee meeting and there were no questions.

7.5 SB would update the template form and circulate this to all Committee Chairs before the next cycle of Committee meetings in late June 2025. **SB - ACTION**

**8. Receive Principals' termly dashboards**

*Dashboards: DPA, SHPA, TPA, WPA (Covering: Demographics, Fire drills, exclusions, absence, racist & bullying incidents, safeguarding, CP, complaints, CPD and staffing update)*

8.1 These were noted as received.



**9. Receive Operations Committee Minutes dated 01/04/2025**

9.1 These were noted as received and the Directors had no questions.

**10. Receive COO RAG Rated Compliance Report dated March 2025**

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

10.1 This report had been presented to the April 2025 Operations Committee. The RAG-rated summary sheet identified key areas being worked on.

10.2 SB confirmed that her next scheduled termly Single Central Register and H&S sessions with the school OFMs would take place in early to mid-June. These checked on progress against outstanding actions from external and internal audits.

10.3 Since the date of the report, SHPA had undergone its latest scheduled annual external fire safety risk assessment. Four amber items needed resolving, three of which were with OCC for completion, and the fourth was due to be actioned by the school in the May half term (organising an annual test for the school's lightening protection system).

10.4 JC explained that the next external TPS audit was due to start this term with Kreston Reeves. TJ offered to assist and JC would make contact about that after the meeting.

**ACTION - JC**

10.5 The second round of the annual internal audit was still ongoing with UHY RB. This was looking at cyber security and the report would be brought to the Operations Committee meeting in June 2025.

10.6 JC confirmed that external safeguarding audit carried out for each school via the local authority's designated safeguarding officer ('LADO') would now take place every other year, based on the LADO's recommendation. Robust internal safeguarding processes and checks were maintained throughout each academic year, and internal audits would take place during each 'off' year.

10.7 There were no questions about the report and the Directors confirmed receipt.

**11. Receive CEO Report May 2025**

*Covering: Progress, Attainment, Performance, Targets, Equality objectives, Management accounts, Health and Safety reports, Operations Committee recommendations, Trust development plan, Trust strategy, review of risk register, review of pupil number estimates*

11.1 LB provided detail on the following key aspects of her report for all schools in the Trust and encouraged the Directors to ask questions: pupil numbers, staffing and vacancies, safeguarding, teaching and learning, SEN support, pupil outcomes, staff training, PP data, resource base provision for children with complex needs, pupil absence rates, and secondary school destinations with linked transition processes.



**11.2** NP joined at 10.20.

**11.3** **Q:** With the increased SEN pupil numbers and the focus on their outcomes, how was a balance being struck with the offer available for non-SEN Pupils? How was the impact on staff being managed and could any of this be tracked and monitored?

**A:** This was a really important point. LB's DCEO reports after each scheduled school visit during the year ensured a focus on areas such as greater depth outcomes. It was key that all children were supported to achieve at their full potential. Classroom environments at each school were calm and purposeful. The burden was more on the staff to manage behaviours both in and outside of the classroom to keep that environment in place.

**11.4** JC clarified that the schools were not in receipt of sufficient funding to meet SEN pupils' needs, protect mainstream pupils from disruption, or to protect staff and leaders from the pressure of doing both. Whilst the Trust was still financially healthy, the reserves that the schools were having to spend would run out in the near future. The result would be a sharp increase in the number of suspended and excluded pupils, as a means of forcing the local authority to take responsibility for allocating the appropriate provision for every child.

**11.5** A summary of the Trust's spending on SEN pupils would be brought to the next Operations Committee meeting in June 2025 to review impact and sustainability.

**11.6** Other items flagged from the report included the new workload reduction strategy in place, which would be discussed further at the policies section, the retention challenges of using fixed-term employment contracts as the main employment method for staff, the more organised approach being taken to staff capability and disciplinary issues, aided by LB's role as DCEO, collaboration across the schools, the new approach to a systematic collection of staff diversity data to enable purposeful reporting, finances and risk management processes, and estate management strategies across the schools to include an update on the roof repairs due at TPA.

**11.7** The Directors had no questions at this stage.

**11.8** JC referred to her Trust Growth and Development Report accompanying her CEO Report in the folder.

**11.9** JC provided an update on Surbiton Primary Academy and the application for the new school in Oxfordshire. More information would be provided once known.

**11.10** The capacity of the central team had been impacted by BG's decision to leave the Trust. The following day was her last day. JC summarised the plans under discussion currently for reallocating key roles and responsibilities.

**11.11** JM attended the meeting at 10.35 and took on the role of interim Chair in RM's absence.



**11.12** Linked with central team capacity and with cost, the planned Away Day this July would not take place in person and might instead take the form of an extended Board meeting with a training session at the end. The in-person event would likely take place every other year in future. JC also flagged that an external review of governance was on the radar for the following academic year. SB would ask for Board members' availability immediately after the July Board meeting from 12pm onwards. **ACTION - SB**

#### *Risk Register*

**11.13** Loss of income to the Trust was at the top of the Risk Register as well as potential teacher pay rises in September. The Trust had budgeted for 3% (along with most schools nationally), but these could reach 5.2%.

**11.14** The other risk to note was pupil attendance at WPA. More support was needed, despite staff working incredibly hard to improve the figures, which had got worse since the previous term.

## **12. Receive Management Accounts**

**12.1** CC and JM attended at 10.40am.

**12.2** The following documents dated March 2025 had been circulated in advance of the meeting for receipt by the Board:

- Executive Summary
- Balance Sheet Summary
- Cashflow
- DPA Management Report
- SHPA Management Report
- TPA Management Report
- WPA Management Report
- Omnia Management Report

**12.3** Per the Executive Summary for the March 2025 management accounts, a surplus in year had been identified with brought forward reserves. All capital funds were likely to be spent with a small carry forward to next year

**12.4** At Trust level there was an improved position. The in-year deficit was lower than budgeted. The main reasons for the deficit were that additional staff costs for teacher pay rises had not been in the original budget (as the extent of these had not yet been confirmed) and that no funding had been received for the NI contributions needed for staff in the central team, creating a shortfall.

**12.5** The Trust had been doing very well with its treasury management income, and this was mostly being used to fund staff lunches. JC added that with falling interest rates, investment income was expected to fall as well, such that it might not be possible to fund staff lunches



the following academic year. JC wanted to rehaul the investment strategy over the summer and begin accessing interest rates. She would work closely with Edufin to ensure that the Trust always had sufficient money in the bank account to cover all salaries and bills in any month. She would bring more information to the next Board meeting before any announcement to staff. **ACTION - JC**

**12.6 Q:** Given pupil absences from week to week, meaning that school lunches were not taken on those days, did that counter the cost needed for staff lunches?

**A:** The cost of the lunches at each school did vary month to month as the school was only charged for a lunch taken.

**12.7 Q:** Could the Trust or school negotiate with the caterer(s) in relation to costs charged?

**A:** There might be a slight opportunity for that, but costs had risen sharply at the supplier end.

**12.8** In relation to each of the schools CC identified the surplus or deficit position against budget, key income and expenditure streams, and reasons underlying changes to include staffing costs, SEN costs, capital projects, pupil numbers, and government grants.

**12.9 Q:** Would the core schools budget grant and teachers' pension grant all be rolled into the GAG from September 2025?

**A:** Yes, that was right. Everything would be rolled up into the national funding formula from 1<sup>st</sup> September.

**12.10** The main impact to be aware of was that there would only be a very slight increase in funding moving forward, in the region of a 0.6 - 0.8 increase per pupil. However, the pay impact of a teacher moving from M4 to M5 on the pay scale was a 9% increase. The schools were having to cover these costs without the income being there. For 2025-26 the only additional funding was the NI grant, but that would be for one year only, as thereafter it would likewise be rolled-up.

**12.11 Q:** What information could the DfE request to see in terms of a Trust's finances?

**A:** Permissions needed to be in place with the bank, for the DfE to see the Trust's finances.

**12.12 Q:** If the Trust was expected to run down its reserves, how long before it would be in deficit?

**A:** That would be four years, and then redundancies would need to be considered. Some Trusts were having to make significant staffing cuts right now.

**12.13** The balance sheets all looked fine. Cashflow was getting tighter, but the Trust was generating as much as possible. CC identified the lowest predicted dip in cashflow looking at the year as a whole.

**12.14 Q:** Was it correct that there were no in-year items costing over £50K, other than the cost of the DPA building?



**A:** That was correct.

**12.15** CC left the meeting at 11.05.

**13. Expenditure on recruitment over £50k**

**13.1** There was none to review.

**14. Review and approve expenditure over £50k**

**14.1** There was none to review.

**15. Receive 'Dear Accounting Officer' ('DAO') letter**

**15.1** The letter dated 19th March 2025 was noted as received. It concerned the EFSA's merger back into the DfE, which was a structural matter. The Directors had no questions.

**16. Review and Approve Policies in line with OLT Policy Scheme of Delegation**

*OLT Pay Policy, OLT Capability Policy and Procedure, OLT Appraisal and Performance Review Policy (New), OLT Equity, Equality, Diversity and Inclusion Policy and Objectives & OLT Equality Statement*

**16.1** JC explained that the Appraisal and Performance Review Policy was being introduced to assist with the Trust's strategy on reducing teacher workload. Key aspects included the automatic assignment to staff of externally devised, standardised annual performance targets, as well as the automatic assignment of school-specific non-negotiables. School Principals would still be given tailored targets relating to pupil outcomes. The intention was to remove discretion and ensure fairness.

**16.2** A staff member's pay rise would only be impacted if he/she had been placed within a formal capability procedure. The Trust had become more organised in this respect to ensure timely action. The Capability Policy had been updated to provide more clarity about key parts of the process, such as action plans, support plans, and scenarios in which a staff member's pay progression was at risk.

**16.3** The updated Pay Policy reflected the updated Capability Policy and Appraisal Policy. HR advice had been sought in relation to all of these policy updates and the Principals had been consulted. The changes would be rolled-out in the coming September.

**16.4** The Equity, Equality, Diversity and Inclusion Policy and Statement had been reviewed but no changes had been required. A further review would take place in 2025-2026.

**16.5 Q:** If pay rises were confirmed at a later date how were these incorporated into the Pay Policy?



**A:** One aspect was the inflationary element, and other aspect was performance related. Each staff member was within a pay range, for example a teacher might be within a range of M1 to M6. The teacher did not automatically go to a higher point within that range each year. The teacher could not go up if they were within a capability process. Also, a pay rise would be impacted if the staff member had reached a certain threshold of the absence management process. There was no pay impact as a result of any staff member having received a sanction under the disciplinary process, as a different sanction would already have been applied, such as a written warning.

**16.6 Q:** On the performance side, was JC saying that every staff member would receive standard targets and non-negotiables, and that a pay rise would not be applied if these expectations were not being met?

**A:** Yes, that was right.

**16.7 Q:** Could the staff member appeal against the decision to put him/her into capability?

**A:** Yes, an appeal was permitted.

**16.8 Q:** Was the policy clear on the time periods for capability processes?

**A:** Yes, the timeframes were all set out within the policy.

**16.9 Q:** If a staff member had come out of capability, could he/she still get a pay rise?

**A:** Yes, the staff member could still show the required 'sustained and maintained progress', even if he or she had previously been in a capability process.

**16.10 Q:** Could a person say that he/she did not accept the non-negotiables applying to his/her working environment?

**A:** Yes, everything could be discussed and a meeting would be held to hear any concerns.

**16.11 Q:** Could it be said that most staff were likely to receive a pay rise following performance management outcomes annually on the basis of this approach?

**A:** Yes, that was the reality and if not, the position would be clearer. This would help relieve any anxiety felt by staff about pay and would encourage performance.

**16.12** The Directors had no further questions and unanimously approved the updates to the Pay Policy, the Capability Policy, the newly drafted Appraisal and Performance Review Policy, and approved the format of the Equity, Equality, Diversity and Inclusion Policy and Statement.

**17. Receive Operations (Audit & Risk) Committee report on external auditor's performance, consider external auditor's appointment, and make a recommendation to the Members (ATH 2024 section 4.5)**

**17.1** JC explained that the Operations Committee was responsible for reviewing and formally appointing the Trust's internal auditors each year, and for approving the internal audit

theme for each audit cycle. Cyber Security and IT was the theme for the current audit underway, and the report from that would come to the next Operations Committee meeting.

**17.2** The Trust Board was required to make a recommendation to the Members annually about the appointment of the Trust’s external auditors, Kreston Reeves. The Operations Committee had reviewed Kreston Reeves’ performance following the external audit carried out by them in the autumn term, at its February 2025 Committee meeting, where the Directors had confirmed they were comfortable to recommend appointment for a further academic year.

**17.3** The Directors were comfortable to make a recommendation to the Members that Kreston Reeves be appointed for a further academic year.

**18. Agree the confidential status of OLT documents, excluding the agenda, approved minutes of meetings, and approved final version policies, brought to each Board meeting (Ref: Ref: 1.50 – 1.51 ATH 2024)**

**18.1** The Board agreed that all documents brought to this meeting were confidential to the Trust, other than the meeting agenda, any final version approved policies and final version minutes of meetings approved by the Board or Committee as required.

**Meeting Closed:** 11.30am

**Dates of Board meetings for the 2024-2025 academic year:**

**\*15 July 2025:** 10.00 – 12.00 (*In person followed by afternoon training/strategy session*)

**Actions from the Omnia Trust Board meeting of 13<sup>th</sup> May 2025**

|                 |                     |  |
|-----------------|---------------------|--|
| <b>Action 1</b> | <b>Minute 10.4</b>  | JC and TJ to speak after the meeting about his offer of assistance with aspects of the forthcoming TPS audit. <b>DONE</b>  |
| <b>Action 2</b> | <b>Minute 11.12</b> | SB to request Directors’ availability after the July 2025 Board meeting for a training or strategy session. <b>N/A</b>   |
| <b>Action 3</b> | <b>Minute 12.5</b>  | JC to provide an update to the Board at the July 2025 Board meeting about her review of the Trust’s investment strategy for 2025-2026. <b>DONE (within July 2025 Board Meeting Agenda)</b> |



**Omnia**  
LEARNING TRUST

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