

Minutes of the Omnia Learning Trust Board Meeting

Held remotely via Zoom on Tuesday 11th March 2025 at 10am

Invitees	Role	Term of Office Ends	Attendance
Board Members (Voting)			
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	Absent
4. Russell Massie (RM)	Board Director & Chair	08/11/2025	Present
5. Duncan Millard (DM)	Board Director	15/05/2028	Present
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	Absent
9. Arjun Thiru (AT)	Board Director	08/11/2025	Absent
Other (Non-Voting)			
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	Absent
Beth Gorsuch (BG)	OLT COO	N/A	Absent

Minutes	
1. Welcome and apologies for absence	
1.1	RM welcomed everyone to the meeting. Apologies had been received from TJ and CC. The meeting was declared quorate (<i>meaning that a minimum of three voting Board Directors were present</i>).
1.2	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.
2. Declaration of conflicts of interests relating to agenda items & declare any pecuniary or business interests or receipt of hospitality for the OLT Register of Business Interests	
2.1	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.
3. Identify items for AOB and/or confidential AOB	



<p>3.1 NP asked that SB check that her entry in the Register of Business Interests contained details of her current role at Barclays Bank. ACTION – SB</p> <p>3.2 JC noted that BG had been signed off work for two months. LB, SB and JC were covering her role in her absence. RM thanked LB, SB and JC for stepping in.</p>
<p>4. Review of Trust Board membership and DBS checks</p> <p>4.1 These matters were up to date.</p>
<p>5. Review of Directors’ training requirements and induction arrangements</p> <p>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.</p> <p>5.2 DM and RM would get in contact with each other after the meeting to discuss DM’s offer of coaching linked with the Trust Chair role. ACTION – RM/DM</p>
<p>6. Approve minutes of the last full board meeting on 26/11/2024 and confirm matters arising not on the agenda</p> <p>6.1 The Board unanimously approved the minutes of 26th November 2024. ACTION - SB</p> <p>6.2 All actions had been completed, were in progress or had been included in the agenda for this meeting.</p>
<p>7. Receive QES Committee Minutes dated 11/02/2025 and receive verbal update from joint Committee Chairs</p> <p>7.1 These were noted as received.</p> <p>7.2 DM provided a summary of the SHPA and DPA sections of the meeting, with reference to the detailed minutes in the folder. Key points mentioned included:</p> <ul style="list-style-type: none">- The good level of support and challenge provided by the Committee;- The quality of the schools’ data brought for discussion which allowed for identifying trends of patterns especially in safeguarding matters; and- The value and impact of the DCEO’s regular visits to each school; <p>7.3 DM suggested that the Chair of each Committee produce a one-page summary of key points arising from the latest meeting, to accompany the minutes. SB would note that for the next Board meeting agenda. ACTION – SB</p>



- 7.4** JC reminded the Board of the outstanding Ofsted outcome at DPA from the inspection in December 2024. She expressed her congratulations and thanks to all of the school staff and everyone involved.
- 7.5** JC provided a summary of the TPA and WPA sections of the meeting, with reference to the detailed minutes in the folder. Key points mentioned included:
- The robust review of safeguarding and demographics;
 - The quality of the schools' data brought for discussion which allowed for identifying trends of patterns especially in safeguarding matters; and
 - The ambitious targets set for the pupils together with the contextual data which was of relevance in monitoring progress towards these.
- 7.6** TPA had also had its Ofsted inspection in December 2024 and had maintained its outstanding judgement. The staff and everyone involved had been fantastic, especially given the timing of this during the last week of school before Christmas. The Board expressed their thanks to the staff for their hard work.
- 7.7** LB asked the Board to be mindful of the absolute challenge faced by the schools in supporting their SEN children; in terms of the complexity of the need, the impact on staff and other pupils, and the costs involved.
- 7.8** **Q:** Did the schools have the option to exclude?
A: Suspensions took place frequently, especially at DPA, which had also needed to permanently exclude a pupil this term. The local authority eventually moved the child to a different provision at the last minute. The council also struggled with limited funding for these children.
- 7.9** **Q:** Were the numbers of SEN pupils rising due to capacity?
A: This was partly true. Parent preference was a key factor. Sometimes a school could be directed by the local authority to take a SEN pupil despite having a year group of 60 pupils. JC was seeing an increase in parental complaints about the impact of some pupils' behaviour on their child. The staff were doing their absolute best.
- 7.10** **Q:** Was there evidence of violence against others at the schools?
A: Yes, towards both staff and pupils, sometimes needing a lockdown procedure to protect the pupils. Ofsted had praised what the schools were doing. They did not have the right facilities to support many of its SEN pupils. Often they were having to provide completely different timetables, teaching styles and resources.
- 7.11** **Q:** Was there a mix of behavioural and learning needs?
A: There was a wide range of needs to include autism, ADHD, ASD, social and emotional health, trauma, and much more.
- 7.12** **Q:** At which school were the needs most complex or varied?



A: This was at WPA and it was often very hard for staff to manage. WPA was still a growing school with capacity, and the council was not listening if the school explained that it could not meet the needs of the child. The Trust had invested significant reserves in additional resources for the school this year but the cost was not sustainable.

7.13 Q: Did additional funding come with SEN pupils?

A: Only if a pupil had a formal EHCP, however the amount allocated was often vastly insufficient. One example was an EHCP with £4k of funding provided, but the cost to the school of looking after the child this year so far was many times that.

7.14 Q: What was the feeling amongst staff?

A: The Trust was trying to protect them as much as possible. It could be quite demoralising for staff if pupils were not treating them well. Regular conversations with staff took place if anything significant happened, and a robust stance was being taken with the parents of any children were not behaving appropriately.

7.15 The Board discussed the impact of speaking with local MPs about these challenges. JC would look at the dates and availability of forthcoming MP sessions for school/Trust Chairs and keep Directors posted. There may be a session on 9th May 2025 in Twickenham.

ACTION - JC

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 11/02/2025

9.1 These were noted as received.

10. Receive COO Compliance Report dated February 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 October 2024 Operations Committee. Directors were asked to note the detail of the main report and the RAG-rated summary sheet which identified key areas being worked on.

10.2 SB confirmed that safeguarding and health and safety at every school was being kept under close scrutiny, in part via annual external audits and the termly or half-termly review meetings monitoring progress against outstanding actions. All staff underwent a robust programme of training in these areas.



10.3 There continued to be a closely monitored programme of school and Trust policy reviews and updates to ensure compliance with the Trust's policy review schedule and applicable statutory requirements.

10.4 The school sites were all in good condition and it remained that case the Trust's goal was to have all of its premises and grounds looking smart and fit for purpose, with plans in place mapping out future maintenance requirements and expected costs.

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

11. Receive CEO Report March 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 JC reminded the Board that the information was now being presented in a 'RAG-rated' format, per the new style document trailed first in July 2024, which was underpinned by the DfE's Trust quality descriptors. Explanatory notes were attached to any item with an amber or red rating.

11.2 LB provided detail on the following points across the Trust and encouraged the Directors to ask questions:

- Numbers on roll;
- Safeguarding at each school;
- Quality of education: including teaching and learning;
- Inclusive learning environment;
- Leadership and management: to include the development of new or newer school Principals, and shared leadership across SHPA and DPA;
- Curriculum content and design: to include support for new staff and for subject leaders, and curriculum sequencing;
- Attendance: to include the impact of the high level SEN and the family support worker resource; and
- Transitions: preparing pupils for the next stage of their education, to include from KS1 to KS2.

11.3 The Directors had no questions at this stage.

11.4 JC provided details on the following points and encouraged the Directors to ask questions:

- Staff workload;
- Recruitment and retention: to be reviewed later in the year to support this further;
- Staffing and performance management: noting mid-year reviews were underway and that further advice would be taken from the Trust's HR advisors the following term;
- Trust Development Plan: addressing promotion opportunities in the Trust;
- Finances: to include reserves, income streams, funding letters, national insurance increases, and budget setting for 2025-2026.



- Valley Park: an update about the recent interview following the Trust's application to the local authority;
- Estate management: including outstanding defects at SHPA
- Applications for Reception in September 2025: including discussion of the decision to reduce the PAN at TPA to 30 for entry in September 2026.

11.5 Q: How many other applicants had there been for Valley Park?

A: Just one other applicant was being considered: another MAT with 25 schools, including one primary school in Didcot, and no existing resource bases at any of them.

Review and request to approve new investment strategy

11.6 JC shared the details on screen and reminded the Board of the current strategy. This included mention of: the total amount approved for investment over the academic year, the type of deposit accounts used, rates of interest and level of risk, as well as the frequency, size and duration of the investments made, and the level of returns.

11.7 Following receipt of financial advice from a firm recommended by the Trust's accountants, JC was proposing the Trust's use of an external investment platform to help it manage this process. Key features of this included: the absence of capital risk, higher rates of interest and higher estimated returns, and an instant access notice account. JC identified the annual fee which the Trust would incur, and confirmed that it was far less than the estimated additional returns.

11.8 JC showed the Directors the current funds in the Trust bank balance, and the investment picture across the year as well as the non-invested sums always available for expected outgoings such as wages and monthly expenses.

11.9 Q: Had JC spoken to Barclays about the advice received to see if improved returns might be available via them?

A: Yes, but the option proposed involved a significant minimum investment amount and required an 'in and out' transaction every day, which would be a high workload for JC on just this item and not at all realistic.

11.10 Q: Would that option give you a bigger return?:

A: JC could certainly do the maths to find out, but did not think she would have the time to manage this administratively. JC would explore whether there was any 'auto-investment' option to help with the administration, and would look again at the numbers. **ACTION – JC**

11.11 The Directors agreed to the principal of using the reserves in the Trust's bank account to earn more interest on an instant access basis as described by JC.

Risk Register



11.12 Key items on the register were: the roof works at TPA including the commissioning of a structural survey and potential funding bid, the reduced PAN at TPA, high SEN pupil numbers, and the increase in union activity.

11.13 Q: What policy or policies were the unions focusing on?

A: Performance related pay was one, as well as school teachers' pay and conditions. The following academic year the Trust would be carrying out a review of the length of the school day at each of its schools.

12. Receive Management Accounts

12.1 The following documents dated January 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

12.2 CC had supplied JC with a written summary of the Trust's and schools' position. JC read this out to the Board and asked if anyone had questions. A summary of this information is noted below.

12.3 Per the Executive Summary, all Schools were now forecasting a surplus position in year. The Trust still showed a small deficit; however this had significantly improved compared to budget, due to increased Head Office Recharges and Treasury Management Income. Overall, the expectation was to end the academic year with a surplus Trust wide, increasing its Revenue reserves.

12.4 Cashflow Forecasts remained strong, and the Trust was utilising its surplus cash to maximise the interest receivable.

2025/26 Budgets

12.5 Funding Letters had now been received for all Schools. There was not yet certainty about what funding would be available due to CSBG, Teachers Pay and Pension grants all being rolled up into NFF. The Trust had forecast for a 2% increase in funding, on top of the grants listed being rolled up. Unfortunately, there had been a slight reduction in these estimations, yet not enough to be concerning regarding the forecast positions.

12.6 Work was continuing to update the 2025/26 budgets with updated assumptions and information as it became available. Edufin would bring draft, detailed budgets to the May Board meeting.



12.7 The Directors had no questions.

13. Review and approve expenditure over £50k

13.1 There was none to review.

13.2 For Directors' information, the Trust planned to spend an amount less than £50k from DPA's reserves to set up an additional classroom building at the school, to provide breakout space for SEN pupils and provide more room for staff offices. DPA's reserves were significant and as proposals were costed under £50k no Board approval was required.

14. Receive 'Dear Accounting Officer' ('DAO') letter

14.1 There was no letter to review at this time.

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

OLT Pay Policy

15.1 The Pay Policy for 2024-2025 had been updated with a section on fixed-term contracts, which had been reviewed by the Trust's HR advisors. All fixed term roles were funded by reserves and this position changed annually, hence these positions could not be guaranteed in future years. It was important that the Trust was clear about the reason for not extending fixed-term contracts beyond 12 months.

15.2 The Directors had no questions and unanimously approved the updates to the Pay Policy.

OLT Capability Policy

15.3 This policy required Operations Committee approval as standard per the Trust's scheme of delegation but was being brought for Board approval to ensure its latest update was approved in a timely manner. This update had occurred part way through the ordinary review cycle for the policy due to LB and JC tightening up with wording for clarity especially in relation to performance related pay.

OLT Financial Policies and Procedures

15.4 These were being brought back for Trust Board approval this academic year due to a recent review by Edufin. This had been thorough and all of the updates had been listed out in the document supplied with the policy in the folder for this meeting.

15.5 The Directors had no questions and unanimously approved each of these policies.



16. Review and approve SRMSA Tool Checklist Response

16.1 JC explained that the Trust Board was required to confirm that it had read and was comfortable with the Trust's responses to the DfE's SMRSA Tool Checklist

16.2 This was an annual requirement from the DfE in relation to the Trust's compliance with the government's financial requirements and expectations.

16.3 The Directors unanimously approved these responses.

17. Receive Parent Survey Findings and Report to the Board

17.1 JC referred to the report prepared for the Board, and the detailed data analysis sheets for each school. She confirmed how many parents had taken part and summarised the key areas of feedback, to include responses about pupil behaviour.

17.2 Overall there were no concerns.

17.3 Q: Had the survey been anonymised?

A: Yes, however any parent wishing to leave an additional written comment beyond the multiple choice answers was required to leave contact details for the purpose of follow-up.

17.4 Q: Had this been done digitally?

A: Yes, via an online form.

17.5 The Directors commented that the data looked very strong.

17.6 Q: Would the schools communicate with parents about their response to the survey outcomes?

A: Yes, each school would do that and would provide individual responses to the additional comments left. One of big areas commented on was the increase in SEN. It was important for the schools to provide their view on this complex issue, namely that they were aware of it and recognised the challenges.

17.7 Q: Could the Board have sight of how the schools planned to respond to parents?

A: Yes, that could be included with the papers for the next QES Committee meeting.

ACTION – SB

18. 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)

18.1 JC explained that one external audit cycle was carried out annually each autumn term for OLT by Kreston Reeves. Two internal audit cycles were carried out by external firm UHY RB each academic year; one in the spring term and one in the summer term.



<p>18.2 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. Related party transactions was the latest theme for the internal spring term audit.</p> <p>18.3 The outcome of this would be brought to the Operations Committee meeting on 1st April 2025. The auditors had made recommendations on the process used in the event that an individual provided both paid services to the Trust as well as unpaid services as a Trustee. The recommendations would be fully implemented and central Trust staff would be better informed in future.</p> <p>18.4 The Trust Board was required to make a recommendation to the Members about the appointment of the Trust’s external auditors and this item would be covered in the Board meeting agenda for May 2025. ACTION - SB</p> <p>18.5 The Directors were comfortable with this and had no questions.</p>
<p>19. AOB/Confidential AOB</p> <p>19.1 Nothing was raised at this item.</p>
<p>20. 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)</p> <p>20.1 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.</p>

Meeting Closed: 11.10

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

***13th May 2025:** 10.00 – 12.00 (*Virtual*)

***15 July 2025:** 10.00 – 12.00 (*In person followed by Away Day lunch & afternoon strategy session*)

Actions from the Omnia Trust Board meeting of 11th March 2025

Action 1	Minute 3.1	SB to update the Register of Interests for 2024-2025 with Director's declarations from today's meeting DONE
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Action 2	Minute 5.2	RM and DM to discuss and agree Trust Chair coaching provision IN PROGRESS
Action 3	Minute 6.1	SB to ask RM to sign the approved minutes from the previous meeting, and SB to update the website with attendance and copies of minutes and agenda as needed. DONE
Action 4	Minute 7.3	SB to update standing Board agenda so that Committee Chairs bring a one-page summary of key items from the previous minutes DONE
Action 5	Minute 7.15	JC to find out what Trust Chair MP sessions are available in the coming months in each location and let the Board know DONE
Action 6	Minute 11.10	JC to find out more about any auto-investment tool linked with options for the proposed new investment strategy and let the Board know the outcome. DONE: Ready to present verbally at May Board
Action 8	Minute 17.7	SB to update the next Board agenda for May 2025, to bring draft SEN responses from the schools to parents for review DONE
Action 9	Minute 18.4	SB to update the next Board agenda for May 2025 to add back in the recommendation on external auditors agenda item as this had not been covered off as planned. DONE



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LEARNING TRUST

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